

**Caprihans India Limited**  
Shivsagar Estate Block D  
Dr. Annie Besant Road Worli  
Mumbai - 400 018 India  
Tel (91) 22 2497 8660 / 661 (B)  
Fax (91) 22 2493 4042  
Email : cil@caprihansindia.com  
GSTIN-27AAACC1646F1Z0  
CIN- L29150MH1946PLC004877  
www.caprihansindia.com

8<sup>th</sup> September 2020

The Secretary  
BSE Limited  
Dept of Corporate Services,  
Phiroze Jeejeebhoy Tower  
Dalal Street  
Mumbai - 400 001.

Dear Sir,

**Sub: Notice of 74<sup>th</sup> Annual General Meeting ("AGM") of the Company**  
**Ref: Scrip Code No - 509486**

---

Please find attached herewith Notice of 74<sup>th</sup> AGM of the Company scheduled to be held on Wednesday, September 30, 2020 at 1.00 p.m. through video conferencing (VC) / other audio visual means (OAVM)

This is for your kind information and records.

Thanking you

Yours faithfully  
**For CAPRIHANS INDIA LIMITED**

**PRITAM**  
**PAUL**

Digitally signed by PRITAM PAUL  
DN: cn=pritam, email=pritam@caprihansindia.com, o=Caprihans India Limited, ou=Caprihans India Limited, postalCode=400001, st=Maharashtra, serialNumber=01017044339050648, uri=mailto:pritam@caprihansindia.com, c=IN  
c=Caprihans India Limited, ou=Caprihans India Limited, postalCode=400001, st=Maharashtra, serialNumber=01017044339050648, uri=mailto:pritam@caprihansindia.com, c=IN  
Date: 2020.09.08 15:25:52 +05'30'

**Pritam Paul**  
**Company Secretary**

Encl: as above

*Regd. Office:* Block D, Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai - 400 018.  
E-mail: [cil@caprihansindia.com](mailto:cil@caprihansindia.com) • Website: [www.caprihansindia.com](http://www.caprihansindia.com)  
CIN: L29150MH1946PLC004877 • Phone: 2497 8660/61

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventy Fourth Annual General Meeting of the Shareholders of CAPRIHANS INDIA LIMITED will be held on Wednesday, the 30th SEPTEMBER, 2020 at 1:00 p.m. through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”):

### ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements for the year ended 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Ankita J. Kariya (**DIN: 08292735**) who retires by rotation and is eligible for re-appointment.
3. Appointment of Statutory Auditors

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED** that, in accordance with the provisions of Sections 139 and 142 of the Companies Act, 2013, Messrs. Batliboi & Purohit, Chartered Accountants (Registration No. 101048W), be and are hereby appointed as the Auditors of the Company from the conclusion of this Annual General Meeting to hold such office for a period of five years till the conclusion of the Seventy Ninth Annual General Meeting, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

### SPECIAL BUSINESS:

4. Ratification of remuneration of Cost Auditors

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

“**RESOLVED** that pursuant to the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14(a) of the Companies (Audit & Auditors) Rules 2014 and as per the recommendation of the Audit Committee and approved by the Board of Directors, the remuneration of Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) per annum plus applicable taxes and other out of pocket expenses payable to M/s Dhananjay V Joshi & Associates (Firm Registration No: 000030) appointed as Cost Auditors for the financial year 2020-2021 be and is hereby ratified and confirmed.”

“**RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. Insertion of new Object Clause in Memorandum of Association (“MOA”) of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution.

“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, approval of Shareholders be and is hereby given, to insert following sub clause 4B after sub clause 4A of clause III of the Memorandum of Association of Company, subject to the approval of the Registrar of Companies, Mumbai:

4B. To carry on the business of manufacturing, converting, producing, processing, treating, finishing, distributing, marketing, selling, trading or otherwise dealing in all types and descriptions of PVC, PVDC, PET, PP and/or any other plastic or polymer products and its scraps, rejects and by products used in both pharmaceuticals and non-pharmaceutical industries and to undertake necessary activities to promote sales, including new methods of sales and marketing on any digital and non-digital platforms of all types of goods manufactured/dealt with/provided by the Company.

**RESOLVED FURTHER THAT** Mr. Robin Banerjee, Managing Director of the Company and/or Mr. Pritam Paul, Company Secretary of the Company be and are hereby severally authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

By Order of the Board of Directors

PRITAM PAUL  
Company Secretary

Registered Office:  
Block D, Shivsagar Estate,  
Dr. Annie Besant Road,  
Worli, Mumbai - 400 018.  
CIN : L29150MH1946PLC004877  
E-mail : [cil@caprihansindia.com](mailto:cil@caprihansindia.com)  
Website : [www.caprihansindia.com](http://www.caprihansindia.com)

Dated: 2nd September, 2020.

**NOTES:**

- (a) An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to Item No 3, 4 and 5 of the Notice is annexed herewith (Annexure I). The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), of the person seeking re-appointment as Director under Item No. 2, of the Notice, is annexed herewith (Annexure II).
- (b) In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- (c) Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- (d) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- (e) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- (f) The Register of Members and Share Transfer Books of the Company will be closed from THURSDAY, 24th SEPTEMBER, 2020 to WEDNESDAY, 30th SEPTEMBER 2020 (both days inclusive).
- (g) The equity shares of the Company are available for trading in dematerialised form (scrip less trading in electronic form) through Depository Participants. The ISIN code is INE 479A01018.
- (i) Members are requested to notify immediately any change of address to their Depository Participants (DPs) in respect of their holdings in electronic form and to the R & T Agents in respect of their holdings in physical form.
- (j) Those Members who have not dematerialised their shareholding are advised to dematerialise their shareholding to avoid any inconvenience in future.
- (k) Non-Resident Indian Members are requested to inform the Company/Depository Participant, immediately of:
  - (i) Change in their residential status on return to India for permanent settlement.
  - (ii) Particulars of their bank account maintained in India with complete name, branch, account type, MICR number, account number and address of the bank with pin code number, if not furnished earlier.
- (l) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (“PAN”) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
- (m) Securities of listed companies would be transferred in dematerialised form only, from a cut-off date, to be notified by SEBI. In view of the same members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company’s RTA for assistance in this regard.
- (n) Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with the relevant circulars and amendments thereto (‘IEPF Rules’), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF) constituted by the Central Government. The Company had, accordingly, transferred Rs. 1,92,262/- being the unpaid and unclaimed dividend amount pertaining to Financial Year 2011-12 on October 11, 2019 to the IEPF. Members who have not encashed their dividend pertaining to Financial Year 2012-13 onwards are advised to write to the Company immediately.
- (o) Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF Authority. The Company had transferred 4,850 equity shares of Rs. 10/- each to the IEPF Authority on which the dividends remained unpaid or unclaimed for seven consecutive years on November 02, 2019 after following the prescribed procedure. Further, all the shareholders who have not claimed / encashed their dividends in the last seven consecutive years i.e. Dividend for Financial Year 2012-13 onwards are requested to contact the

Company Secretary of the Company or RTA to encash the unclaimed dividend. In this regard, the Company has individually informed the shareholders concerned and also published notice in the newspapers as per the IEPF Rules. The details of such shareholders and shares due for transfer are uploaded on the website of the Company viz. [www.caprihansindia.com](http://www.caprihansindia.com). The shareholders whose dividend / shares has been transferred to the IEPF Authority can claim their dividend / shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority.

- (p) Pursuant to the provisions of Section 101 and Section 136 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 36 of the SEBI LODR Regulations, 2015, as amended, electronic copy of the Notice and Annual Report 2019-20 is being sent to the Members whose e-mail IDs are registered with the Company/ Depository Participant(s) (in case of shares held in demat form) or with Link Intime India Private Limited (in case of shares held in physical form). As per the MCA General Circular 20/2020 dated 5th May, 2020, the Annual Report 2019-20 will be sent through electronic mode to only those Members whose e-mail IDs are registered with the Registrar and Share Transfer Agent of the Company/ Depository Participant.
- (q) Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, etc. from the Company electronically. Members holding shares in electronic mode are requested to ensure to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company at the address mentioned below quoting their folio number(s).

Link Intime India Pvt. Ltd.  
C-101, 247 Park,  
L.B.S. Marg, Vikhroli (West),  
Mumbai – 400 083

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime India Pvt. Ltd.

- (r) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.caprihansindia.com](http://www.caprihansindia.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- (s) Since the AGM will be held through VC/OAVM, the Route map of the Venue of the AGM is not annexed to this Notice
- (t) Voting through electronic means:
- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
  - II. Members are provided with the facility for e-Voting at AGM during the VC / OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, are eligible to exercise their right to vote at the AGM through electronic means.

**Instructions to Members for e-voting are as under:**

The remote e-voting period begins on **Sunday, September 27, 2020 at 09:00 A.M.** and ends on **Tuesday, September 29, 2020 at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter.

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 114191 then user ID is 114191001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on **“Forgot User Details/Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status. Caprihans India Ltd EVEN is 114191.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cs@mayankarora.com](mailto:cs@mayankarora.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [ashish.roongta@caprihansindia.com](mailto:ashish.roongta@caprihansindia.com). In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [ashish.roongta@caprihansindia.com](mailto:ashish.roongta@caprihansindia.com)
2. Alternatively member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company which is 114191 will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request on or before September 11, 2020, mentioning their name, demat account number/folio number, email id, mobile number at [ashish.roongta@caprihansindia.com](mailto:ashish.roongta@caprihansindia.com).
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time as appropriate for smooth conduct of the AGM.

(u) Other information:

- i. Those persons, who have acquired shares and have become Members of the Company after the dispatch of Notice of the AGM by the Company and whose names appear in the Register of Members or beneficial holders as on the cut-off date i.e. 23rd September, 2020 shall view the Notice of 74th AGM on the Company's web-site or on the website of NSDL. Such Members shall exercise their voting rights through remote e-voting by following the procedure as mentioned above or by voting at the AGM.
- ii. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i. e. 23rd September, 2020.
- iii. Mr. Mayank Arora of Mayank Arora & Co, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iv. The Scrutinizers shall make a consolidated Report of the votes cast in favour or against, if any, forthwith to the Chairman/ Managing Director of the Company.
- v. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.caprihansindia.com](http://www.caprihansindia.com) and on the website of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within 2 (two) working days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited where the shares of the Company is listed.

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.**

**ANNEXURE (I) TO THE NOTICE DATED 2ND SEPTEMBER, 2020**

**ITEM No. 3**

The Members of the Company at the 69th Annual General Meeting ('AGM') held on 28th September, 2015 approved the appointment of Messrs. S R B C & CO LLP, Chartered Accountants ('SRBC'), as Statutory Auditors of the Company for a period of five years from the conclusion of the said AGM till the conclusion of 74th AGM. SRBC will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014. The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the appointment of M/s Batliboi and Purohit, Chartered Accountants, as the Statutory Auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of the 79th AGM at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company. The Committee considered various parameters like capability to serve a business landscape as that of the Company, audit experience, market standing of the firm, clientele served, technical knowledge etc., and found M/s Batliboi and Purohit to be best suited to handle the audit of the financial statements of the Company. M/s Batliboi and Purohit, established in the year 1907 and has strong team of 12 partners and 80+ professionals. M/s Batliboi and Purohit have given their consent to act as the Statutory Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Resolutions at Item No 3.

The Board recommends the Resolution at item No 3 for approval of the Members.

**Item No. 4**

The Board of Directors, at its meeting held on 2nd September, 2020 as per the recommendation of the Audit Committee, approved the appointment of M/s Dhananjay V Joshi & Associates (Firm Registration No: 000030), as the Cost Auditors of the Company for the Financial year 2020-21 at a fee of Rs. 2,50,000/- (Rupees Two Lakh Fifty Thousand Only) per annum plus applicable taxes and other out of pocket expenses, for conducting the audit of the cost accounting records of the Company for the financial year ending 31st March, 2021. Pursuant to section 148(3) of the Companies Act, 2013 read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014, Members of the Company are required to ratify the remuneration to be paid to the Cost auditors of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No 4 of the notice for ratification of remuneration payable to the Cost Auditors of the Company for the year ending 31st March, 2021.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Resolutions at Item No 4.

The Board recommends the Resolution at item No 4 for approval of the Members.

**Item No. 5**

In order to cover all the products developed or will be developed by the Company which are made out of PVC films (both flexible and Rigid) and in order to sell the products of the Company directly to end user through dealers and through e-commerce platforms, the following new sub clause 4B needs to be inserted in the MOA of the Company after sub clause 4A.

4B. To carry on the business of manufacturing, converting, producing, processing, treating, finishing, distributing, marketing, selling, trading or otherwise dealing in all types and descriptions of PVC, PVDC, PET, PP and/or any other plastic or polymer products and its scraps, rejects and by products used in both pharmaceuticals and non-pharmaceutical industries and to undertake necessary activities to promote sales, including new methods of sales and marketing on any digital and non-digital platforms of all types of goods manufactured/dealt with/provided by the Company.

Accordingly, consent of the Members is sought for passing a Special Resolution as set out in Item No 5 of the notice for insertion of above object in sub clause 4B in MOA of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Resolutions at Item No 5.

The Board recommends the Resolution at Item No 5 for approval of the Members.

By Order of the Board of Directors

PRITAM PAUL  
Company Secretary

Registered Office:  
Block D, Shivsagar Estate,  
Dr. Annie Besant Road, Worli, Mumbai - 400 018.  
CIN : L29150MH1946PLC004877  
E-mail : cil@caprihansindia.com  
Website : www.caprihansindia.com  
Dated: 2nd September 2020



## ANNEXURE (II) TO THE NOTICE DATED 2ND SEPTEMBER 2020

### Details of Directors seeking re-appointment at the forth coming Annual General Meeting

<b>Name of the Director</b>	<b>Mrs. Ankita J. Kariya</b>
<b>DIN</b>	08292735
<b>Date of Birth</b>	1st July 1988
<b>Date of first appointment</b>	14th December 2018
<b>Qualifications</b>	Chartered Account
<b>Expertise in specific functional areas and experience</b>	Mrs. Ankita J. Kariya holds a Bachelor's Degree in Commerce from University of Pune and is a Chartered Accountant with Institute of Chartered Accountants of India. She spearheads the Strategy and Business Growth functions at Bilcare Group and has been associated with the Group activities for the last several years. She comes with a prior experience from a Global Consulting major where she largely handled consulting assignments for their Key and Global Priority Accounts working with cross culture teams in India, Australia, Belgium and USA. She has closely observed Bilcare Research founded by her father Mr. Mohan Bhandari from its inception until today. Knowing the grassroots and the foundations gives her the added edge to add immense value and be a multiplier in the Business.
<b>Directorships held in other Companies (Excluding Private Companies)</b>	NONE
<b>Committee positions held in other companies</b>	<u>NONE</u>
<b>Number of Equity shares held in the Company</b>	<u>Nil</u>

By Order of the Board of Directors

PRITAM PAUL  
Company Secretary

Registered Office:  
Block D, Shivsagar Estate,  
Dr. Annie Besant Road,  
Worli, Mumbai - 400 018.

CIN : L29150MH1946PLC004877

E-mail : [cil@caprihansindia.com](mailto:cil@caprihansindia.com)

Website : [www.caprihansindia.com](http://www.caprihansindia.com)

Dated: 2nd September 2020