

Caprihans India Limited

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

caprihans
INDIA LIMITED

July 25, 2023

The General Manager listing
BSE Ltd
Dept. of Corporate Services,
Phiroze Jeejeebhoy Tower
Dalal Street, Mumbai - 400 001.

Dear Sir,

Sub: Outcome of Board Meeting held on July 25, 2023 pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")

Ref: Scrip Code No – 509486

This is to inform that the Board of Directors of the Company at its meeting held on July 25, 2023 has inter alia approved the Notice of Postal Ballot seeking approval of the Shareholders of the Company through remote electronic voting (Remote E-voting) only, on the resolutions set out herein: -

- A. Appointment of Mr. Somenath Mukherjee (DIN: 00567173), as an Executive Director of Company for a term of 5 (Five) years with effect from May 29, 2023 and upto May 28, 2028 and payment of remuneration.
- B. Appointment of Mr. Avinash Joshi (DIN: 05320116) as a Non-Executive, Independent Director of the Company for a term of five years effective from June 12, 2023 to June 11, 2028.
- C. Shifting of Registered office of the Company from Mumbai (Mumbai ROC) ROC to Khed, Shirol, Pune (Pune ROC) i.e. from Block D, 2nd Floor, Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai 400018, Maharashtra to 1028 Shirol, Rajgurunagar, Pune 410505, Maharashtra falling under the jurisdiction of Registrar of Companies, Pune and consequent alteration of the existing Clause II of the Memorandum of Association of the Company be substituted with the following sub-clause:
"II. The Registered Office of the Company will be situated in the State of Maharashtra".

The Notice of the Postal Ballot is being sent to all the Members whose names appear in the Register of Members/List of Beneficial Owners as on the Cut-off date.

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The schedule of events for the Postal Ballot are as under: -

Cut-off date determination of shareholders eligible to vote	July 25, 2023
Commencement of E-Voting	July 29, 2023 (09.00 a.m. IST)
End of E-Voting	August 27, 2023 (05.00 p.m. IST)
Submission of scrutinizer's Report	On or before August 29, 2023
Declaration of Results	On or before August 29, 2023

This intimation is being filed pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and a copy of the Postal Ballot Notice is enclosed herewith.

The meeting of Board of Directors commenced at 5.30 p.m. and concluded at 8.00 p.m.

This is for your information and dissemination.

Thanking you

Yours faithfully

For Caprihans India Limited



Pritam Paul
CFO & Company Secretary



Encl: as above



Caprihans India Limited

Regd. Office: Shivsagar Estate, Block D, Dr. Annie Besant Road, Worli, Mumbai – 400 018, India Phone: (91) 22 2497 8660/661
Website: www.caprihansindia.com Email: cil@caprihansindia.com
CIN: L29150MH1946PLC004877

NOTICE OF POSTAL BALLOT NOTICE

NOTICE is hereby given to the members of Caprihans India Limited pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013, as amended (hereinafter referred to as the "Act") read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in terms of the Circulars issued by the Ministry of Corporate Affairs ("MCA") viz : (1) No 11/2020 dated March 24, 2020, (2) No 14/2020 dated April 8, 2020, (3) No 17/2020 dated April 13, 2020, (4) No 22/2020 dated June 15, 2020, (5) No. 33/2020 dated September 28, 2020, (6) No.39/2020 dated 31st December, 2020, (7) No.10/2021 dated June 23, 2021 (8) No.20/2021 dated December 08, 2021, (9) No.3/2022 dated May 05, 2022 and (10) No.11/2022 dated December 28, 2022 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and disclosure Requirements) Regulations 2015 and other applicable laws, Regulations and MCA Circulars, seeking approval of the Shareholders of the Company through remote electronic voting (Remote E-voting) only, on the resolutions set out herein:-

1. Appointment of Mr. Somenath Mukherjee (DIN: 00567173), as an Executive Director of Company and payment of remuneration

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

"RESOLVED THAT Mr. Somenath Mukherjee (DIN: 00567173), who was appointed as an Additional Director (Category: Whole Time Director) on the Board of Directors of the Company, pursuant to Section 161 of the Companies Act, 2013 ('the Act') with effect from May 29, 2023, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013 be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 198, 200, 202 and 203 and other applicable provisions, if any, of the Companies Act 2013 ("Act") read with Section II of Part II of Schedule V and other applicable provisions, if any, of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such consents, permissions, approvals, if any required from any appropriate authority, and pursuant to the recommendation made by the Nomination and Remuneration Committee ("NRC") and the approval granted by the Board of Directors ("Board"), at their respective meetings held on May 29, 2023, approval of the Members of the Company be and is hereby accorded for appointment of Mr. Somenath Mukherjee (DIN 00567173) as a Whole Time Director of the Company and designated as Executive Director for a term of 5 (Five) years with effect from May 29, 2023 and upto May 28, 2028 and who shall not be liable to retire by rotation at a remuneration including other benefits and on the terms and conditions set forth in the explanatory statement annexed hereto, with the authority to the Board/NRC to alter/vary the terms and conditions of the said appointment including as to without any further reference to the shareholders of the Company, as may be deemed fit and fix the quantum, composition and periodicity of the remuneration payable to the said Mr. Somenath Mukherjee, subject to however that the remuneration after alteration/variation shall not exceed the limit prescribed under Section 197 read with Schedule V of the Act.:

RESOLVED FURTHER THAT consent of the Company be and is hereby accorded for payment of performance incentives to the Executive Director subject to the terms and conditions as set out in the Explanatory Statement attached to this Notice.

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded where in the event of no profits or inadequate profits in any financial year during the currency of the tenure of Mr. Somenath Mukherjee for payment of the aforesaid remuneration as minimum remuneration subject to however that such minimum remuneration shall not exceed the limit prescribed under Section II of Part II of Schedule V of the Act.

RESOLVED FURTHER THAT any member of the Board of Directors and the Company Secretary of the Company be and is hereby authorised to do all acts, deeds, matters and things as may be considered desirable or expedient to give effect to this Resolution."

2. **Appointment of Mr. Avinash Joshi (DIN: 05320116) as a Non-Executive, Independent Director of the Company**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT Mr. Avinash Joshi (DIN: 05320116), who was appointed as an Additional Director of the Company with effect from June 12, 2023, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office as such up to this Meeting of the Company under Section 161(1) of the Companies Act, 2013 (“the Act”) and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of Mr. Avinash Joshi (DIN: 07047676), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations be and is hereby appointed as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a term of five years effective from June 12, 2023 to June 11, 2028.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Mr. Avinash Joshi shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT any member of the Board of Directors and the Company Secretary of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be considered necessary and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

3. **Shifting of Registered office of the Company from Mumbai (Mumbai ROC) ROC to Khed, Shirol, Pune (Pune ROC).**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for shifting the registered office of the Company from Block D, 2nd Floor, Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai 400018, Maharashtra to, 1028 Shirol, Rajgurunagar, Pune 410505, Maharashtra falling under the jurisdiction of Registrar of Companies, Pune and that Clause II of the Memorandum of Association of the Company be substituted with the following sub-clause:

“II. The Registered Office of the Company will be situated in the State of Maharashtra”.

RESOLVED FURTHER THAT any member of the Board of Directors and the Company Secretary of the Company be and is hereby authorized hereby authorized on behalf of the Company to do all such acts, deeds matters and things as it may, in its absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

By Order of the Board of Directors

PRITAM PAUL
CFO & COMPANY SECRETARY

Registered Office:

Caprihans India Limited
Block D, Shivsagar Estate
Dr. Annie Besant Road
Worli, Mumbai 400 018.
CIN: L29150MH1946PLC004877
E-mail: cil@caprihansindia.com
Website: www.caprihansindia.com

Dated : July 25, 2023

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, along with information as required under Schedule V of the Act setting out the material facts and reasons there to and information specified under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") is annexed hereto.
2. The Ministry of Corporate Affairs (MCA) vide their General Circular No. 11 / 2022 dated 28th December 2022 has permitted companies to convene Extra-Ordinary General Meetings and passing of Resolutions through Postal Ballot by e-voting. According, the Company is conducting this Postal Ballot as per framework prescribed in the MCA Circulars.
3. The Notice of Postal Ballot is being sent by e-mail only to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on July 25, 2023 (the Cut-off Date) and who have registered their e-mail address in respect of electronic holdings with the depositories and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s Link Intime India Private Limited (RTA). Physical copies of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to Members for this Postal Ballot.
4. The Notice will be available on the website of the Company [www. caprihansindia.com](http://www.caprihansindia.com); websites of the Stock Exchange BSE Limited www.bseindia.com and Link Intime India Private Limited www.linkintime.co.in.
5. In terms of Sections 108, 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'Listing Regulations') as amended, the Company is pleased to provide Remote E-Voting facility to all the Members of the Company. The Company has appointed Link Intime India Private Limited (hereinafter referred to as "Service Provider") to facilitate the Members to cast their votes electronically (hereinafter referred to as the "Remote E- Voting"). The instructions to Shareholders for Remote E-Voting are provided as part of this Postal Ballot Notice.
6. The Remote E-Voting period begins on July 29, 2023 (9:00 AM IST) and ends on August 27, 2023 (5:00 PM IST). The Remote E-Voting module shall be disabled by Link Intime India Private Limited for voting thereafter. During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically.
7. The Board of Directors have appointed Mr. Umesh P Maskeri, Practicing Company Secretary, Mumbai as the Scrutinizer to scrutinize the Postal Ballot /Remote E-Voting in a fair and transparent manner.
8. After completion of the scrutiny of the electronic votes, the Scrutinizer will submit their report to the Chairman/ Whole-time Director / Company Secretary or any other authorized personnel of the Company who shall countersign the same.
9. The results of the Postal Ballot will be announced within two working days of conclusion of this Postal Ballot. The said results would be displayed at the Registered Office of the Company and on its website www.caprihansindia.com and on the website of Link Intime India Private Limited www.linkintime.co.in. The results shall simultaneously be intimated to the BSE Ltd where the shares of the Company are listed.
10. Shareholders who have not got their e-mail address registered or wish to update a fresh e-mail address may do so by submitting the attached E-mail Registration-Cum Consent Form duly filled and signed along with a self-attested scanned copy of their PAN Card and AADHAAR Card at the company's e-mail address pritam.paul@caprihansindia.com consenting to send the Annual Report and other documents in electronic form and to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company at rnt.helpdesk@linkintime.co.in.

THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

- A. Individual Shareholders holding securities in demat mode with NSDL
1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 3. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
- B. Individual Shareholders holding securities in demat mode with CDSL
1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
 4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
- C. Individual Shareholders (holding securities in demat mode) login through their depository participants
You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
 - A. User ID:**
Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - *Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*
 - *Shareholders holding shares in **NSDL form**, shall provide ‘D’ above*
 - Set the password of your choice (The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘**No**’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

By Order of the Board of Directors

PRITAM PAUL
CFO & COMPANY SECRETARY

Registered Office:

Caprihans India Limited
Block D, Shivsagar Estate
Dr. Annie Besant Road
Worli, Mumbai 400 018.
CIN: L29150MH1946PLC004877
E-mail: cil@caprihansindia.com
Website: www.caprihansindia.com

Dated : July 25, 2023

ANNEXURE TO THE NOTICE OF POSTAL BALLOT
Explanatory Statement
[Pursuant to Section 102 of the Companies Act 2013]

Item No. 1

Appointment of Mr. Somenath Mukherjee (DIN: 00567173), as an Executive Director of the Company and payment of remuneration

The term of Mr. Somenath Mukherjee (DIN: 00567173) as Executive Director for a period of 5 years i.e. from May 29, 2023 till May 28, 2028. Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 29, 2023 has approved the appointment and fixed his remuneration during this period pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V thereof, and subject to the conditions as set out herein below:

1. **Remuneration & Perquisites:** Present remuneration of Rs. 1,30,29,320/- p.a. [Fixed CTC Rs. 1,04,23,320/-; Variable (PLI) Rs. 26,06,000/-] and Salary, other allowances and incentive as recommended and approved by the Board from time to time, subject to annual review.
2. **Information about the appointee**
 - a) **Background Details:** Mr. Somenath Mukherjee graduated in Mechanical Engineering from Jadavpur University Kolkata and did his post-graduation in Industrial Engineering from National Institute of Industrial Engineering Mumbai in 1984. Post his academics he has served in industries ranging from Consumer Electronics (Philips India), HT power distribution panels (Siemens India), Plastic Processing (The Supreme Industries Ltd.) and Auto Components (Varroc Engineering) before joining Bilcare to take care of its manufacturing plant near Pune. He served the Pharma Packaging Division of Bilcare as the President looking after India and Overseas markets in Asia. He is acclaimed for his leadership and team building qualities. With his profound hands on manufacturing experience with knowledge of Industrial Engineering, he is passionate about implementation of the concepts of Theory of Constraints and Lean Manufacturing.
 - b) **Past Remuneration:** NA
 - c) **Recognition and Awards:** NIL
 - d) **Job Profile and its suitability:** As mentioned under Background details
 - e) **Remuneration Proposed:** As mentioned in remuneration details of Item No. 1
 - f) **The remuneration payable is comparable to the remuneration paid to persons holding similar position in other companies of similar size as that of the Company:** Yes
 - g) **Pecuniary Relationship:** NA
3. **Following additional information as required under Schedule V to the Companies Act, 2013 is furnished below:**
 - I. **General Information:**
 - (i) **Nature of Industry:** The Company is engaged in the business of manufacture of Rigid and Flexible PVC film by Calendering process and Plastic Extruded products. It has manufacturing facilities at Pune (Khed), Nashik and Thane.
 - (ii) **Commencement of Commercial Production:** The Company started commercial production in the year 1957.
 - (iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
 - (iv) Financial performance based on given indicators- as per audited financial statements for the year ended March 31, 2023:

Sl No	Particulars	Amount Rs in lakhs for the financial year ended		
		31.03.2021	31.03.2022	31.03.2023*
1	Gross Turnover and Other Income	30,436.50	39,726.46	94,761.92
2	Profit Before Tax	2,596.54	2,264.11	10,532.72
3	Income Tax	574.09	584.62	3,356.78
4	Net Profit After Tax	2,022.45	1,679.49	7,175.94
5	Other Comprehensive Income	19.69	9.74	(93.11)
6	Total Comprehensive Income	2,042.14	1,689.23	7,082.83
7	Paid-Up Equity Share Capital	1,313.40	1,313.40	1,313.40
8	Net Worth	15,895.59	17,584.82	53,920.66
9	Earning Per Share	15.40	12.79	54.64
10	Dividend Per Share of Nominal Value of Rs 10/-	-	-	-

**During the year the Company has acquired PPI (Pharma Packaging Innovation) division of Bilcare Limited (ultimate holding company) and hence the figures for previous years are not comparable.*

(v) Foreign investments or collaborators, if any: Nil

4. Other Information:

Considering the long-term interest, the company is re-engineering its organization to reduce the cost and improve customer services. The Company introduced additional control systems and procedures. The Company has computerised several areas of operations. Due to various measures taken above, the Company has been successful in increasing the market share in Rigid Films and realisation of better prices. The export efforts have also started yielding good results.

Except for Mr. Somenath Mukherjee and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

ITEM No. 2

Appointment of Mr. Avinash Joshi (DIN: 05320116) as a Non-Executive, Independent Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its Meeting held on June 12, 2023, appointed Mr. Avinash Joshi as an Additional Director of the Company and also as an Independent Director, not liable to retire by rotation, for a term of five years i.e. from June 12, 2023 to June 11, 2028, subject to the approval of the Members. According to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act'), Mr. Avinash Joshi shall hold office as an Additional Director up to the date of this General Meeting/Postal Ballot and is eligible to be appointed as a Director.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr. Avinash Joshi are provided as Annexure to this Notice. Mr. Avinash Joshi has given his declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director. In the opinion of the Board, Mr. Avinash Joshi is a person of integrity, possesses the relevant expertise/experience, and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and he is independent of the Management. In terms of Regulation 25(8) of Listing Regulations, Mr. Avinash Joshi has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Avinash Joshi on the Board of the Company and accordingly the Board recommends the appointment of Mr. Avinash Joshi as an Independent Director as proposed in the Resolution No. 2 for approval by the Members as a Special Resolution.

Except for Mr. Avinash Joshi and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

The terms and condition of appointment of the Independent Directors are uploaded on the website of the Company at <https://caprihansindia.com/investor-relations/corporate-policies/> and is available for inspection.

ITEM No. 3

Shifting of Registered office of the Company from Mumbai (Mumbai ROC) ROC to Khed, Shirol, Pune (Pune ROC).

In order to achieve better operational efficiencies, the Board of Directors of the Company at its meeting held on July 25, 2023 has approved and recommended the proposal for shifting the Registered Office of the Company from Mumbai (Mumbai ROC) to Khed, Shirol, Pune (Pune ROC). i.e. from Block D, 2nd Floor, Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai 400018, Maharashtra to 1028 Shirol, Rajgurunagar, Pune 410505, Maharashtra.

The aforesaid proposal for shifting of Registered Office of the Company is in the best interest of the Company, Shareholders and all concerned parties and will not be detrimental to the interest of Members of the public, Shareholders, Creditors or Employees, in any manner.

As per provisions of Section 12, 13, 110 and other applicable provisions, if any, of the Act and the Rules made thereunder, such shifting of Registered Office from one City to another and alteration of Clause II of the Memorandum of Association of the Company requires the approval of the members of the Company by means of a Special Resolution.

Accordingly, approval of the Members is sought through Postal Ballot for shifting of the Registered Office of the Company from the Mumbai (Mumbai ROC) to Khed, Shirol, Pune (Pune ROC). i.e. from Block D, 2nd Floor, Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai 400018, Maharashtra to 1028 Shirol, Rajgurunagar, Pune 410505, Maharashtra and consequently for altering Clause II of the Memorandum of Association of the Company to reflect that the registered office of the Company be situated in the State of Maharashtra. All the material documents related to this item will be available for inspection at the Registered Office of the Company.

Your Directors recommend the resolution proposed at Item No. 3 for the approval of members by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their directorship and shareholding, if any.

By Order of the Board of Directors

PRITAM PAUL
CFO & COMPANY SECRETARY

Registered Office:

Caprihans India Limited
Block D, Shivsagar Estate
Dr. Annie Besant Road
Worli, Mumbai 400 018.
CIN: L29150MH1946PLC004877
E-mail: cil@caprihansindia.com
Website: www.caprihansindia.com

ANNEXURE TO THE NOTICE

Details of Directors seeking Appointment / Re-appointment

Name of the Director	Mr. Somenath Mukherjee	Mr. Avinash Joshi
DIN	00567173	05320116
Date of Birth & Age	October 14, 1960	June 01, 1967
Date of first appointment	May 29, 2023	June 12, 2023
Qualifications	Mechanical Engineering, Post-Graduation in Industrial Engineering	Electronics Engineer, Postgraduate diploma in Bu: Management.
Brief Profile	<p>Mr. Somenath Mukherjee graduated in Mechanical Engineering from Jadavpur University Kolkata and did his post-graduation in Industrial Engineering from National Institute of Industrial Engineering Mumbai in 1984. Post his academics he has served industries ranging from Consumer Electronics (Philips India), HT power distribution panels (Siemens India), Plastic Processing (The Supreme Industries Ltd.) and Auto Components (Varroc Engineering) before joining Bilcare to take care of its manufacturing plant near Pune. He served the Pharma Packaging Division of Bilcare as the President looking after India and Overseas markets in Asia. He is acclaimed for his leadership and team building qualities. With his profound hands on manufacturing experience with knowledge of Industrial Engineering he is passionate about implementation of the concepts of Theory of Constraints and Lean Manufacturing.</p>	<p>Mr. Avinash S. Joshi is an Electronics Engineer with a postgraduate diploma in Business Management. He has a rich experience in process and product technology in the industry of around Four decades.</p> <p>He is not related to any of the Directors or Key Managerial Personnel or Promoters of the Company.</p> <p>Further he is not debarred from holding the office of director by virtue of any SEBI order or of any other authority.</p>
Directorships held in other companies (Excluding Private Companies)	None	None
Committee positions held in other companies	None	None
Number of Equity shares held in the Company	Nil	Nil

By Order of the Board of Directors

PRITAM PAUL
CFO & COMPANY SECRETARY

Registered Office:
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