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



Date: 20th January 2020

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

Dear Sir,

Sub: Notice of Postal Ballot dated January 08, 2020

Ref: Scrip Code No - 509486

Further to our intimation dated January 08, 2020 and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable statutory provisions, we are submitting herewith the Postal Ballot Notice dated January 08, 2020 along with Postal Ballot Form for passing Resolutions by way of Postal Ballot (including e-voting) in respect of business as mentioned in the Notice.

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

| Cut-off date (for dispatch & voting through Ballot/E-voting) | January 10 , 2020 |
|--|---|
| Completion of dispatch of Postal Ballot Notice & Form | January 20, 2020 |
| Voting through Postal Ballot/ E-voting starts | January 25, 2020 (09.00 a.m. IST) |
| Voting through Postal Ballot/ E-voting ends | February 23, 2020 (05.00 p.m. IST) |
| Declaration of Results | On or before February 25, 2020 (05.00 p.m. 1ST) |



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The Results of Postal Ballot shall be announced at the Registered Office of the Company. The said Results will be intimated to the BSE Limited where the shares of the Company are listed and will be displayed on the website of the Company viz. www.caprihansindia.com as well as on the website of National Services Depository Limited at www.evoting.nsdl.com

You are requested to take note of the above and acknowledge the receipt.

Thanking You,

Yours faithfully,

For Caprihans India Limited

Zutam 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 • Website: www.caprihansindia.com CIN: L29150MH1946PLC004877 • Phone: 2497 8660/61

POSTAL BALLOT NOTICE SEEKING CONSENT OF MEMBERS OF THE COMPANY

Notice pursuant to Section(s) 110 and 108 of the Companies Act, 2013 read with the Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014.

Dear Member(s),

Notice is hereby given pursuant to Section(s) 110 and 108 of the Companies Act, 2013 ("the Act") read with Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force and other applicable provisions, if any, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), seeking approval of the members of the Company to the Resolution appended herein in respect of shifting of Registered Office of the Company from City of Mumbai in Maharashtra state to City of Thane in Maharashtra state w.e.f. 1st April 2020 or earlier date and consequently alteration of Clause II of the Memorandum of Association of the Company, proposed to be passed by way of the Postal Ballot including voting through electronic mode.

As per the provisions of the Companies Act, 2013 and other applicable statutory provisions, consent of the members is required for the matters as proposed and mentioned in the Resolution and Statement by way of Postal Ballot. References to Postal Ballot(s) in this notice include votes received electronically.

Requisite Resolution and an explanatory statement pursuant to Section 102 of the Act setting out the material facts, relevant detail and reason for the resolution is appended herewith for your consideration. A postal ballot form is also attached herewith, to facilitate assent or dissent of the members to the said resolution.

The Board of Directors of the Company has appointed Mr. Mayank Arora (Prop. of Mayank Arora & Co.), Practicing Company Secretary, Mumbai, having Membership No. F10378 and CP No. 13609 to act as a Scrutinizer to conduct the Postal Ballot voting process (including e-Voting) in a fair and transparent manner.

Please read the instructions carefully mentioned in this notice/printed on the Postal Ballot Form and request you to convey your assent or dissent by returning the Postal Ballot Form duly signed and completed in all respects in the attached self-addressed postage prepaid business reply envelope, so as to reach the Scrutinizer on or before 05.00 p.m. IST on February 23, 2020. Please note that any postal ballot form received after February 23, 2020 shall be treated as if reply/Postal Ballot Form from the member has not been received.

In compliance with the provisions of Section(s) 110 and 108 of the Act, Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is also offering e-Voting facility as an alternate, for its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Kindly note that the members can opt for only one mode of voting i.e. either Postal Ballot Form or e-Voting. However, in case members cast their vote by Postal Ballot Form and e-Voting, then voting done through valid e-Voting shall prevail and the voting done by Postal Ballot Form will be treated as invalid.

The Scrutinizer will submit his report to the Managing Director of the Company, duly authorised by the Board for the purpose after completion of scrutiny of Postal Ballots in a fair and transparent manner.



The Results of Postal Ballot will be announced on or before 05.00 p.m. IST on February 25, 2020 at the Registered and Corporate Office of the Company at Block D, Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai 400018 and also be hosted on website of the Company i.e. www.caprihansindia.com and on the website of National Securities Depository Limited (NSDL). The Results will also be communicated to the BSE Limited where the Equity Shares of the Company are listed.

The resolution, if approved by the requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed Postal Ballot forms or e-Voting i.e. February 23, 2020.

SPECIAL RESOLUTION:

ITEM NO. 01 – SHIFTING OF REGISTERED OFFICE

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 the local limits of Mumbai City to the local limits of Thane City w.e.f. 1st April 2020 or earlier date 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 the Board of Directors of the Company (hereinafter referred to as the Board, which terms shall deem to include any of its duly constituted committee) or any officer/executive/representative and/or any other person so authorized by the Board be and is 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 For **Caprihans India Limited**

Pritam Paul

Company Secretary Membership No.: F5861

January 8, 2020, Mumbai

Registered Office:

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



NOTES

- 1. Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), an Explanatory Statement setting out material facts and reasons for the proposed Special Business is appended to the notice.
- The Postal Ballot Notice is being sent to all the Members of the Company, whose name appear on the Register of Members/List of Beneficial Owners, as received from National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on 10th January, 2020.
- 3. Members who have registered their e-mail IDs with Depositories/with the Company/with Registrar and Share Transfer Agent are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Postal Ballot Notice along with the Postal Ballot Form by courier. Members who receive the documents in electronic mode under the Green Initiative of MCA and who wish to vote through ballot form can obtain the form from the Company by sending an email request.
- 4. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached postage pre-paid self addressed envelope and send the same to the Scrutinizer by post. Unsigned Postal Ballot Form/s will be rejected. The Postal Ballot Form(s) be deposited personally at the address given thereon or if sent by courier or registered/speed post at the expense of the shareholder will also be accepted. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before February 23, 2020 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member(s).
- 5. In compliance with the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 110 of the Act read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-Voting facility as an alternate for its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form(s). The Company has entered into an agreement with NSDL for facilitating e-Voting to enable the members to cast their votes electronically instead of dispatching Postal Ballot Forms. E-voting is optional. Demat-Account/Folio Number of the Shareholders has been enrolled by the Company for participation in voting on resolution placed by the Company on e-Voting system.
- 6. The instructions and other information relating to e-Voting are as under: The procedure 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.

Detailed procedure is as under:

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 112734 then |

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use 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, your 'initial password' is communicated to you on your postal address.
- 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.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 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.
- 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.co.in with a copy marked to 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 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 or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Other Information:

- 1. The e-Voting period commences from Saturday, January 25, 2020 at 09.00 a.m. and ends on Sunday, February 23, 2020 at 05.00 p.m. E-voting shall not be allowed beyond said time.
- 2. During the aforesaid period, the members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being Friday, January 10, 2020, may cast their votes by electronic means in the manner and process set out herein above. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- 3. The Scrutinizer after completion of the scrutiny will submit his report to the Chairman or Company Secretary of the Company. The result of the Postal Ballot will be declared on or before Tuesday, February 25, 2020 at the Registered Office of the Company. The result will be informed to the Stock Exchanges where shares of the Company are listed and will also be displayed on the Company's website: www.caprihansindia.com
- 4. Members are requested to notify the change in the address, if any, in case of shares held in electronic form to the concerned Depository Participant quoting their client ID and in case of Physical shares to the Registrar and Transfer Agent of the Company quoting their Folio Number.
- 5. The Board of Directors has appointed Mr. Pritam Paul, Company Secretary and Compliance Officer as the person responsible for the entire Postal Ballot process.
- 6. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9:00 a.m. to 5:00 p.m.) on all working days upto the date of declaration of the result of Postal Ballot.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013

In terms of Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all the material facts relating to the Special Resolution given in the accompanying Notice dated January 8, 2020.

The Company has one of its factories situated at Thane, which is approximately 35 kms away towards north from the present Registered Office. Therefore, in order to achieve better operational efficiencies, the Board of Directors of the Company in its meeting held on January 8, 2020 has approved and recommended the proposal for shifting the Registered Office of the Company from the City of Mumbai to the City of Thane w.e.f. 1st April 2020 or earlier date depending upon the completion of construction new office block at Thane Unit of the Company.

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 "City of Mumbai" to the "City of Thane" 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. 1 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 For Caprihans India Limited

Pritam PaulCompany Secretary

Membership No.: F5861

January 8, 2020, Mumbai

Registered Office:

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



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

POSTAL BALLOT FORM

| | | | | | Serial No.: | |
|----|----------------|--|-----------------|------------------------|---|---|
| 1. | of the | e & registered address e sole/first named cholder | : | | | |
| 2. | Name if any | e(s) of the Joint Shareholder(s), | : | | | |
| 3. | | stered Folio Number P ID No. & Client ID No. | : | | | |
| 4. | Numl | ber of Equity Shares held | : | | | |
| 5. | in the | hereby exercise my/our vote in the notice dated January 8, 2020 ont (AGAINST) to the said Reso | of Caprihans Ir | ndia Limited ("the Com | pany") by sending my/o | ur assent (FOR) or |
| | Sr. No. | Description of Resolution | | No. of shares held | I/We assent to the Resolution (For) | I/We dissent to the Resolution (Against) |
| | 1. | Shifting of Registered office o Company from Mumbai City | | | | |
| | Date: | | | | | |
| | Place | | | | Signature of S | hareholder |

E-VOTING PARTICULARS

The e-Voting facility is available at www.evotingindia.com. The e-voting period commences on January 25, 2020 (09.00 a.m. IST) and ends on February 23, 2020 (05.00 p.m. IST). The electronic voting particulars are set out as follows:

| EVEN (Electronic Voting Number) | User Id | Password |
|------------------------------------|---------|----------|
| 112734 | | |

Note: Please read the instructions carefully before filling this Form and for e-voting, please refer to the instructions for voting through electronic mode provided in the Postal Ballot Notice sent herewith.



Instructions for voting by Postal Ballot Form:

- 1. Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014, assent or dissent of the members in respect of the Resolution contained in the Postal Ballot Notice is being sought through Postal Ballot process.
- 2. A member desiring to exercise his/her vote by postal ballot, may send duly completed form to the Scrutinizer, Mr. Mayank Arora (Prop. of Mayank Arora & Co.), Practicing Company Secretary, having Membership No. F10378 and CP No. 13609. The envelopes containing the Postal Ballot Form should reach the Scrutinizer not later than 05.00 p.m. IST on February 23, 2020. The Postal Ballot Form received after this date and time will be strictly treated as if reply from the Member has not been received.
- 3. A Postal Ballot Form and a self-addressed postage prepaid business reply envelope are annexed to this Notice. The self-addressed envelope bears the address to which duly completed Postal Ballot Form is to be sent.
- 4. A Member has to convey his/her assent/dissent in the Postal Ballot Form only. Assent/Dissent to the proposed Resolution may be recorded by placing tick mark ($\sqrt{}$) in the appropriate column. Postal Ballot Form bearing ($\sqrt{}$) mark in both the columns will render the form invalid.
- 5. The Postal Ballot Form should be completed and signed by the Member. The signature on the Ballot Form should be as per the specimen signature registered with the Company or Depository. An unsigned Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
- 6. In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company/Depository) by the first named Member and in the absence of such Member, by the next named joint holder. A Member may sign the Postal Ballot Form through an attorney; in such case certified true copy of Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint member(s).
- 7. In case of shares held by Companies, Trust, Societies etc., a duly completed Postal Ballot Form should be signed by its authorised signatories. In such cases, the duly completed Postal Ballot Form should also be accompanied by a certified true copy of the Board Resolution/Authority together with the specimen signature(s) of the duly authorised signatory(ies).
- 8. A member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.
- 9. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form will be rejected. The Postal Ballot Form shall not be exercised by a proxy.
- 10. Voting right shall be reckoned on the paid up value of shares registered in the name of Member(s) as on Friday, January 10, 2020.
- 11. A member may request for duplicate Postal Ballot Form, if so required. Member may write to the Company, M/s. Caprihans Inida Ltd., Block D, Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai 400 018, Email: ashish.roongta@caprihansindia.com However, the duly completed duplicate Postal Ballot Form should reach the scrutinizer not later than the date and time specified at serial number 2 above.
- 12. Members are requested not to send any paper (other than the Resolution/authority as mentioned under instructions above) along with the Postal Ballot Form. Any extraneous paper would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
- 13. The resolution, if assented by requisite majority, shall be considered as passed on February 23, 2020.
- 14. In compliance with the provisions of Section(s) 110 and 108 of the Companies Act, 2013, Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also offering e-Voting facility as an alternate, for its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Kindly note that the members can opt for only one mode of voting i.e. either Postal Ballot Form or e-Voting. However, in case the members cast their vote both by Postal Ballot Form and e-Voting, then voting done through valid e-Voting shall prevail and the voting done by Postal Ballot Form will be treated as invalid.