

**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



23<sup>rd</sup> August 2019

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

Dear Sir,

**Sub: Notice of 73<sup>rd</sup> Annual General Meeting ("AGM") of the Company**  
**Ref: Scrip Code No - 509486**

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Please find attached herewith Notice of 73<sup>rd</sup> AGM of the Company scheduled to be held on Friday, September 20, 2019 at 11.00 a.m. at Sunville Banquets, Royal Hall, 3rd Floor, Middle of Worli Flyover, 9, Dr. Annie Besant Road, Worli, Mumbai - 400 018

This is for your kind information and records.

Thanking you

Yours faithfully  
**For CAPRIHANS INDIA LIMITED**

A handwritten signature in black ink, appearing to read "K.R. Viswanathan".

**K.R. Viswanathan**  
**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 Third Annual General Meeting of the Shareholders of CAPRIHANS INDIA LIMITED will be held on Friday, the 20th SEPTEMBER, 2019 at 11 a.m. at SUNVILLE BANQUETS, ROYAL HALL, 3RD FLOOR, Middle of Worli Flyover, 9, Dr. Annie Besant Road, Worli, Mumbai - 400 018, to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements for the year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on equity shares.
3. To appoint a Director in place of Mr. Narendra S. Lodha (**DIN: 00318630**) who retires by rotation and is eligible for re-appointment.

### 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. 2,25,000/- (Rupees Two Lacs Twenty-Five 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 2019-2020 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. Appointment of Mrs. Ankita J. Kariya as a Director of the Company

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

**“RESOLVED** that Mrs. Ankita J. Kariya (DIN: 08292735) be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER** that pursuant to the provisions of Sections 152 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, Mrs. Ankita J. Kariya (DIN: 08292735), in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the Company, be appointed as a Director of the Company, liable to retire by rotation.”

6. Reappointment of Ms. Anjali Seth as an Independent Director of the Company

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 (the ‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Anjali Seth (DIN:05234352), who was appointed as an Independent Director of the Company for a term of five years upto September 25, 2019 and who has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying the intention to propose Ms. Anjali Seth as a candidate for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years with effect from September 26, 2019 to September 25, 2024 and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution.”

7. Reappointment of Mr. Bhoumick Vaidya as an Independent Director of the Company

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 (the ‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Bhoumick Vaidya (DIN: 06543492), who was appointed as an Independent Director of the Company for a term of five years upto September 25, 2019 and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying the intention to propose Mr. Bhoumick Vaidya as a candidate for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years with effect from September 26, 2019 to September 25, 2024 and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution.”

8. Reappointment of Mr. K.V. Mani as an Independent Director of the Company

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 (the ‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1A) of 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) read with Schedule IV to the Act and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, Mr. K.V. Mani (DIN: 00533148), who was appointed as an Independent Director of the Company for a term of five years up to September 25, 2019 and who has attained 75 years of age and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying the intention to propose Mr. K.V. Mani as a candidate for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years with effect from September 26, 2019 to September 25, 2024 and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution.”

9. Reappointment of Mr. Siddharth Shetye as an Independent Director of the Company

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 (the ‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Siddharth Shetye (DIN: 06943119), who was appointed as an Independent Director of the Company for a term of five years upto September 25, 2019 and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying the intention to propose Mr. Siddharth Shetye as a candidate for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years with effect from September 26, 2019 to September 25, 2024 and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution.”

10. Reappointment of Mr. Nitin Joshi as an Independent Director of the Company

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 (the ‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Nitin Joshi (DIN: 06814444), who was appointed as an Independent Director of the Company for a term of five years upto September 25, 2019 and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying the intention to propose Mr. Nitin Joshi as a candidate for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years with effect from September 26, 2019 to September 25, 2024 and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution."

11. Authorise the Board of Directors to restructure the terms of repayment of outstanding dues towards ICD, Interest accrued on ICD's and Supplies made for related party transactions

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

**"RESOLVED** that pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of Regulation 23 (4) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to restructure the terms of repayment schedule of Inter Corporate Deposit (ICD) placed with Bilcare Ltd alongwith interest accrued thereon together with outstanding dues toward supplies of goods made to Bilcare Limited, from time to time.

**RESOLVED FURTHER** that the Board of Directors be and is hereby authorised to do all such acts, deeds and things necessary for the purpose of giving effect to the aforesaid resolution."

12. Appointment of Mr. Chandrashekhar G. Joglekar as a Director of the Company

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

**"RESOLVED** that Mr. Chandrashekhar G. Joglekar (DIN: 07265143) be and is hereby appointed as a Director of the Company liable to retire by rotation.

**RESOLVED** that pursuant to the provisions of Sections 152 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Chandrashekhar G. Joglekar (DIN: 07265143), in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be appointed as a Director of the Company, liable to retire by rotation."

13. Continuation of Directorship of Mr. Mofatraj P. Munot

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

**"RESOLVED THAT**, in accordance with the Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and all other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the Company be and is hereby accorded for Mr. Mofatraj P. Munot (DIN: 00046905) to continue as a Non-Executive Director of the Company, liable to retire by rotation."

By Order of the Board of Directors

K. R. VISWANATHAN  
*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 August, 2019.

**NOTES:**

- (a) An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to Item Nos 4 to 13 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 appointment/re-appointment as Director under Item No. 3, Item No. 5 to Item No. 10 and Item No. 12 of the Notice, is annexed herewith (Annexure II).
- (b) A MEMBER ENTITLED TO ATTEND AND VOTE AT A MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
- (c) Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (d) A person can act as a Proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or a Member.
- (e) Corporate Members intending to send their authorised representative to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorising such representative to attend and vote on their behalf at the Meeting.
- (f) The Register of Members and Share Transfer Books of the Company will be closed from SATURDAY, 14th SEPTEMBER, 2019 to FRIDAY, 20th SEPTEMBER 2019 (both days inclusive).
- (g) Dividend on shares, if declared at the meeting will be paid to those members, whose names appear on the Company’s Register of Members at the end of business on 13th September, 2019.
- (h) 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) Members holding shares in demat form may please note that the Company will be mandatorily printing on the dividend warrants, the Members’ bank account details as furnished by their respective DPs. The Company will not entertain any direct request from such Members for deletion of / change in their bank account details. Further, instructions given by Members for shares held in physical mode would not be automatically applicable to dividend paid on shares held in demat form.
- (k) In respect of Members who have given mandate for payment of dividend through Electronic Clearing services (ECS), the dividend will be paid through ECS.
- (l) Electronic copy of the Annual Report will be sent to the members whose email IDs are registered with the Company/Depository Participant(s).
- (m) 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 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
- (n) 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.
- (o) Shareholders are requested to bring their copy of the Annual Report to the meeting as the practice of handing out copies of the Annual Report at the Annual General Meeting has been discontinued in view of the high cost of paper and printing.
- (p) Voting through electronic means:
- I. In compliance with the provisions of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and in compliance of Regulation 44 of the SEBI Listing Regulations, the Company is pleased to offer the facility of “remote e-voting” (e-voting from a place other than venue of the Annual General Meeting) to its Members in respect of the businesses to be transacted at the 73rd Annual General Meeting (“AGM”). The Company has engaged the service of the NSDL as the Authorised Agency to provide e-voting facilities.
  - II. Members are requested to note that the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The facility for voting through polling paper shall be made available at the Annual General Meeting (AGM) venue. Only those members attending the meeting and who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting through polling paper. The members who have

already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again. It is hereby clarified that it is not mandatory for a Member to vote using the e-voting facility. A Member may avail of the facility at his/her/its discretion, as per the instruction provided herein:

**Instructions to Members for e-voting are 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 one-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.	Electronic Voting Event Number (EVEN) followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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, 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](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.
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](mailto:cs@mayankarora.co.in) 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)

(q) 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. 13th September, 2019 shall view the Notice of 73rd 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. 13th September, 2019.
- 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 NSDL 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.

(r) The route map of the venue of the meeting is given in Attendance Slip forming part of Notice.

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.****ANNEXURE (I) TO THE NOTICE DATED 2nd AUGUST, 2019****Item No. 4**

The Board of Directors, at its meeting held on 2nd August, 2019 based on 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 2019-20 at a fee of Rs. 2,25,000/- (Rupees Two Lacs Twenty-Five 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, 2019. 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, 2020.

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 passing of Ordinary Resolution as set out at Item No. 4 of the Notice.

**Item No. 5**

Pursuant to Section 161 of the Companies Act, 2013 read with Rules made thereunder and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Board of Directors of the Company had appointed Mrs. Ankita J. Kariya as an Additional Director of the Company to hold office from 12th December 2018 till the ensuing Annual General Meeting of the Company. Based on recommendation of the Nomination and Remuneration Committee and the Board of Directors and in terms of provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mrs. Ankita J. Kariya, being eligible for appointment as an Director and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a member signifying the intention to propose the appointment of Mrs. Ankita J. Kariya as a Director of the Company, is proposed to be appointed as Director of the Company, liable to retire by rotation in the category "Promoter Non-Executive and Non-Independent".

Her qualifications, experience and other particulars are hereby mentioned in the Annexure II to this notice.

The Board recommends the passing of Ordinary Resolution as set out at Item No. 5 of the Notice.

**Item No. 6.**

The Members at the 68th AGM of the Company held on September 26, 2014 had approved the appointment of Ms. Anjali Seth (DIN: 05234352) as an Independent Director of the Company to hold office for a term of 5 (five) years upto September 25, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term upto five consecutive years on the Board of a Company. Based on recommendation of the Nomination and Remuneration Committee and Board of Directors and in terms of provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Ms. Anjali Seth, being eligible for re-appointment as an Independent Director and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a member proposing the re-appointment of Ms. Anjali Seth for the office of Independent Director, is proposed to be re-appointed as an Independent Director for a second term of five consecutive years starting from September 26, 2019 upto September 25, 2024.

Ms. Anjali Seth is a Member of Stakeholders Relationship Committee and CSR Committee of the Company. Ms. Anjali Seth has given a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 25 of the Listing Regulations. The Company has received necessary declarations / disclosure / confirmation from Ms. Anjali Seth as required under the Act and Listing Regulations. Copy of the draft letter for re-appointment of Ms. Anjali Seth as an Independent Director setting out terms and conditions would be available for inspection by the members of the Company at the Registered Office of the Company on all working days during business hours upto the date of 73rd AGM of the Company.

The Board based on the recommendation of the Nomination and Remuneration Committee, considers that the continued association of Ms. Anjali Seth would be of immense benefit to the Company and it is desirable to continue to avail her services as an Independent Director and recommends the Special Resolution as set out at Item No. 6 of the Notice of the AGM for approval of the members. The Resolution and Explanatory Statement may be considered as sufficient disclosure and information under the statutory provisions as may be applicable, relevant or necessary.

Her qualifications, experience and other particulars are hereby mentioned in the Annexure II to this notice.

Except Ms. Anjali Seth, 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. 6 of the Notice.

The Board recommends the passing of Special Resolution as set out at Item No. 6 of the Notice.



**Item No. 7**

The Members at the 68th AGM of the Company held on September 26, 2014 had approved the appointment of Mr. Bhoumick Vaidya (DIN: 06543492) as an Independent Director of the Company to hold office for a term of 5 (five) years upto September 25, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term upto five consecutive years on the Board of a Company. Based on recommendation of the Nomination and Remuneration Committee and Board of Directors and in terms of provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Bhoumick Vaidya, being eligible for re-appointment as an Independent Director and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a member proposing the re-appointment of Mr. Bhoumick Vaidya for the office of Independent Director, is proposed to be re-appointed as an Independent Director for a second term of five consecutive years from September 26, 2019 upto September 25, 2024.

Mr. Bhoumick Vaidya is a member of Audit Committee and Nomination and Remuneration Committee and Chairman of Stakeholders Relationship Committee and CSR Committee. Mr. Bhoumick Vaidya has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 25 of the Listing Regulations. The Company has received necessary declarations / disclosure / confirmation from Mr. Bhoumick Vaidya as required under the Act and Listing Regulations. Copy of the draft letter for re-appointment of Mr. Bhoumick Vaidya as an Independent Director setting out terms and conditions would be available for inspection by the members of the Company at the Registered Office of the Company on all working days during business hours upto the date of 73rd AGM of the Company.

The Board based on the recommendation of the Nomination and Remuneration Committee, considers that the continued association of Mr. Bhoumick Vaidya would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director and recommends the Special Resolution as set out at Item No. 7 of the Notice of the AGM for approval of the members. The Resolution and Explanatory Statement may be considered as sufficient disclosure and information under the statutory provisions as may be applicable, relevant or necessary.

His qualifications, experience and other particulars are hereby mentioned in the Annexure II to this notice.

Except Mr. Bhoumick Vaidya, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 7 of the Notice.

The Board recommends the passing of Special Resolution as set out at Item No. 7 of the Notice.

**Item No. 8**

The Members at the 68th AGM of the Company held on September 26, 2014 had approved the appointment of Mr. K.V. Mani (DIN:00533148) as an Independent Director of the Company to hold office for a term of 5 (five) years upto September 25, 2019. Also the Members at the 72nd AGM of the Company held on September 20, 2018 had approved the continuation of Directorship of Mr. K.V. Mani (DIN: 00533148) after attaining age of 75 years as an Independent Director of the Company till the completion of his term of five years i.e. upto September 25, 2019

As per Section 149(10) of the Act, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term up to five consecutive years on the Board of a Company. Also in terms of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed entity shall continue the directorship of any person as a non-executive director who has attained the age of seventy-five years, unless approved by the members of the Company by passing special resolution. Based on recommendation of the Nomination and Remuneration Committee and Board of Directors and in terms of provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. K.V. Mani, being eligible for re-appointment as an Independent Director and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a member proposing the re-appointment of Mr. K.V. Mani for the office of Independent Director, is proposed to be re-appointed as an Independent Director for a second term of five consecutive years from September 26, 2019 upto September 25, 2024.

Mr. K.V. Mani is a Member of Audit Committee and Nomination and Remuneration Committee. Mr. K.V. Mani has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 25 of the Listing Regulations. The Company has received necessary declarations / disclosure / confirmation from Mr. K.V. Mani as required under the Act and Listing Regulations. Copy of the draft letter for re-appointment of Mr. K.V. Mani as an Independent Director setting out terms and conditions would be available for inspection by the members of the Company at the Registered Office of the Company on all working days during business hours upto the date of 73rd AGM of the Company.

The Board based on the recommendation of the Nomination and Remuneration Committee, considers that the continued association of Mr. K.V. Mani would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director and recommends the Special Resolution as set out at Item No. 8 of the Notice of the AGM for approval of the members. The Resolution and Explanatory Statement may be considered as sufficient disclosure and information under the statutory provisions as may be applicable, relevant or necessary.

His qualifications, experience and other particulars are hereby mentioned in the Annexure II to this notice.

Except Mr. K.V. Mani, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 8 of the Notice.

The Board recommends the passing of Special Resolution as set out at Item No. 8 of the Notice.

#### **Item No. 9**

The Members at the 68th AGM of the Company held on September 26, 2014 had approved the appointment of Mr. Siddharth Shetye (DIN: 06943119) as an Independent Director of the Company to hold office for a term of 5 (five) years upto September 25, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term upto five consecutive years on the Board of a Company. Based on recommendation of the Nomination and Remuneration Committee and Board of Directors and in terms of provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Siddharth Shetye, being eligible for re-appointment as an Independent Director and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a member proposing the re-appointment of Mr. Siddharth Shetye for the office of Independent Director, is proposed to be re-appointed as an Independent Director for a second term of five consecutive years from September 26, 2019 upto September 25, 2024.

Mr. Siddharth Shetye is the Chairman of Audit Committee. Mr. Siddharth Shetye has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 25 of the Listing Regulations. The Company has received necessary declarations / disclosure / confirmation from Mr. Siddharth Shetye as required under the Act and Listing Regulations. Copy of the draft letter for re-appointment of Mr. Siddharth Shetye as an Independent Director setting out terms and conditions would be available for inspection by the members of the Company at the Registered Office of the Company on all working days during business hours upto the date of 73rd AGM of the Company.

The Board based on the recommendation of the Nomination and Remuneration Committee considers that the continued association of Mr. Siddharth Shetye would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director and recommends the Special Resolution as set out at Item No. 9 of the Notice of the AGM for approval of the members. The Resolution and Explanatory Statement may be considered as sufficient disclosure and information under the statutory provisions as may be applicable, relevant or necessary.

His qualifications, experience and other particulars are hereby mentioned in the Annexure II to this notice.

Except Mr. Siddharth Shetye, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 9 of the Notice.

The Board recommends the passing of Special Resolution as set out at Item No. 9 of the Notice.

#### **Item No. 10**

The Members at the 68th AGM of the Company held on September 26, 2014 had approved the appointment of Mr. Nitin Joshi (DIN: 06814444) as an Independent Director of the Company to hold office for a term of 5 (five) years upto September 25, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term upto five consecutive years on the Board of a Company. Based on recommendation of the Nomination and Remuneration Committee and Board of Directors and in terms of provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Nitin Joshi, being eligible for re-appointment as an Independent Director and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a member proposing the re-appointment of Mr. Nitin Joshi for the office of Independent Director, is proposed to be re-appointed as an Independent Director for a second term of five consecutive years from September 26, 2019 upto September 25, 2024.

Mr. Nitin Joshi is the Chairman of Nomination and Remuneration Committee. Mr. Nitin Joshi has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 25 of the Listing Regulations. The Company has received necessary declarations / disclosure / confirmation from Mr. Nitin Joshi as required under the Act and Listing Regulations. Copy of the draft letter for re-appointment of Mr. Nitin Joshi as an Independent Director setting out terms and conditions would be available for inspection by the members of the Company at the Registered Office of the Company on all working days during business hours upto the date of 73rd AGM of the Company.

The Board based on the recommendation of the Nomination and Remuneration Committee considers that the continued association of Mr. Nitin Joshi would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director and recommends the Special Resolution as set out at Item No. 10 of the Notice of the AGM for approval of the members. The Resolution and Explanatory Statement may be considered as sufficient disclosure and information under the statutory provisions as may be applicable, relevant or necessary.

His qualifications, experience and other particulars are hereby mentioned in the Annexure II to this notice.

Except Mr. Nitin Joshi, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 10 of the Notice.

The Board recommends the passing of Special Resolution as set out at Item No. 10 of the Notice.

**ITEM NO. 11**

The Company had placed an Inter-Corporate Deposit (ICD) of Rs 5 crores with Bilcare Ltd (Ultimate Holding Company) bearing interest @ 14% p.a. This deposit was originally placed on 7th December, 2011 and was renewed from time to time. Further the Company had also entered into transactions relating to sale of goods from time to time with Bilcare Limited.

The total amount outstanding on account of above transactions as at 1st August 2019 amounts to Rs. 2.00 crores towards ICD Principal; Rs. 2.05 crores towards interest accrued on ICD's and Rs. 2.63 crores towards supplies made, which aggregates to Rs. 6.68 Crores.

Bilcare Ltd has requested the Company for restructuring the terms of repayment schedule of outstanding dues towards ICD, interest accrued on ICD's and Supplies made.

Approval of the Members is being sought for authorizing the Board of Directors to restructure the terms of repayment schedule and other matters incidental thereto by passing a Special Resolution as required under Section 188 of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

Except Mrs. Ankita J. Kariya, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way concerned or interested, financially or otherwise in this Resolution.

Further, in terms of the provisions of Companies Act, 2013 and Listing Regulations, Bilcare Research GmbH, the Holding Company through its authorised representative is not entitled to vote on this resolution.

The Board recommends the passing of Special Resolution as set out at Item No. 11 of the Notice.

**Item No. 12**

Based on recommendation of the Nomination and Remuneration Committee and Board of Directors and in terms of provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Chandrashekhar G. Joglekar (DIN: 07265143), being eligible for appointment as an Director and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a member signifying the intention to propose the appointment of Mr. Chandrashekhar G. Joglekar as a Director of the Company, is proposed to be appointed as Director of the Company, liable to retire by rotation in the category "Non-Executive and Non-Independent".

His qualifications, experience and other particulars are hereby mentioned in the Annexure II to this notice.

The Board recommends the passing of Special Resolution as set out at Item No. 12 of the Notice.

**ITEM NO. 13**

In terms of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed entity shall continue the directorship of any person as a non-executive director who has attained the age of seventy-five years, unless approved by the members of the Company by passing special resolution. Mr. Mofatraj P. Munot will attain the age of seventy-five years as on 4th October, 2019.

The Board of Directors of the Company are of the view that since Mr. Mofatraj P. Munot is an eminent industrialist with more than 50 years of business experience and has been associated with the Company since 1986 in various capacities, it would be appropriate that he continues to serve on the Board. Accordingly, the Nomination and Remuneration Committee and Board of Directors at its respective meeting held on 2nd August, 2019, recommended for the approval of the Members, continuation of Mr. Mofatraj P. Munot as Non-Executive Director of the Company, liable to retire by rotation.

Except Mr. Mofatraj P. Munot, 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 13 of the Notice

The Board recommends the passing of Special Resolution as set out at Item No. 13 of the Notice.

By Order of the Board of Directors

K. R. VISWANATHAN  
*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 August, 2019.

## ANNEXURE (II) TO THE NOTICE DATED 2ND AUGUST 2019

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

Name of the Director	Mr. Narendra S. Lodha	Mrs. Ankita J. Kariya	Mr. Bhoumick S Vaidya	Mr. K.V.Mani
<b>DIN</b>	00318630	008292735	06543492	00533148
<b>Date of Birth</b>	10th November 1963	1st July 1988	24th March, 1984	3rd September, 1943
<b>Date of appointment</b>	22nd September 2017	14th December 2018	4th December, 2013	8th August, 2014
<b>Qualifications</b>	Chartered Accountant and Company Secretary	Chartered Accountant	LLB	LLB
<b>Expertise in specific functional areas and experience</b>	<p>Mr. Lodha was associated with M/S Khandelwal Jain &amp; Co. prior to joining Kalpataru group in 1988. Over the years Mr. Lodha has lead various functions like Accounts, Finance, Sales &amp; Marketing and Business Development. Mr. Lodha is currently part of leadership team at Kalpataru and is the Director of Sales and Marketing.</p> <p>In last three decades Mr. Lodha has played various strategic role in field of finance where he was responsible for raising debt and equity funds for the project. Mr. Lodha has played pivotal role in various mergers and acquisition the group undertook in past. Mr. Lodha has also overlooked various project level private equity deals which Kalpataru group has executed. In recent years Mr. Lodha has been deeply involved with sales and marketing function of the group and has developed a dynamic team and a strong network of channel partners at Kalpataru which focuses on sales of various real estate projects. Mr. Lodha is also responsible for the business development function and overseeing various development projects which group undertakes.</p>	<p>Mrs. Ankita 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 Research Global Holding Company and has been associated with the Group activities for the last several years. Mrs. Ankita Kariya 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.</p> <p>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.</p>	<p>Mr. Bhoumick S. Vaidya is a Law Graduate and an Advocate &amp; Solicitor by profession. He is a partner of M/S. Kanga &amp; Co, Advocate &amp; Solicitors. He has been practising as an Advocate since 2007. He has vast experience on Corporate and Commercial laws, Foreign investment, Banking and Finance and Real Estate.</p>	<p>Mr. K.V. Mani is an Electrical Engineer by profession and has experience of more than 50 years in various fields. He worked for Best &amp; Crompton, KEC International Ltd and Kalpataru Power Transmission Ltd. He has substantial business development experience in India and overseas and have set up joint venture Companies.</p>
<b>Directorships held in other Companies (Excluding Private Companies)</b>	Ambar Real Estate Ltd Dynacraft Machine Ltd Saicharan Properties Ltd	NIL	NIL	Kalpataru Power Transmission Ltd
<b>Committee positions held in other companies</b>	NIL	NIL	NIL	Kalpataru Power Transmission Ltd - Stakeholder and Relationship Committee
<b>Number of Equity shares held in the Company</b>	NIL	NIL	NIL	NIL

## ANNEXURE (II) TO THE NOTICE DATED 2ND AUGUST 2019

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

Name of the Director	Ms. Anjali Seth	Mr. Nitin K Joshi	Mr. Siddharth S Shetye	Mr. Chandrashekhar G. Joglekar
<b>DIN</b>	05234352	06814444	06943119	07265143
<b>Date of Birth</b>	25th October, 1958	15th July, 1964	13th July, 1979	3rd Feb 1967
<b>Date of appointment</b>	8th August, 2014	8th August, 2014	8th August, 2014	–
<b>Qualifications</b>	LLB	LLB	B.Com, FCA	Chartered Accountant
<b>Expertise in specific functional areas and experience</b>	Ms. Anjali Seth is advising Banks, Financial Institutions, Large Corporates as a Legal Consultant. She has rich and diverse thirty years plus experience as a Professional lawyer and has an excellent network across the Corporate world.	Mr. Nitin K. Joshi is an Advocate by profession and is in practice since 1987. He is advising many corporates and few banks. He practices in Civil Law matters, IPR related issues, Central Excise Duty cases & Property matters. He also has practiced before Debt Recovery tribunal. He is an advisor and does conveyance work for corporates.	Mr. Siddharth S Shetye is a Chartered Accountant in practice for 18 years and is auditing many listed, public and private corporates. His area of practice include income tax, GST, finance and management consultancy and is faculty at various educational institutions.	Shri Chandrashekhar Joglekar is the Director (Finance) and Chief Financial Officer with Kalpataru Ltd (“the Company”) and has been associated with the said Company since 23rd September 2004. He is a Chartered Accountant and a Certified Information Systems Auditor from Information Systems Audit and Control Association, USA. He is responsible for the Finance & Accounts portfolio of the Company. His initiatives at budgeting and cost reduction have created good discipline in the Company. He has been responsible for handling entire debt portfolio of Real Estate Arm of Kalpataru Group. Prior to joining the Company, he had been associated with Fem Care Pharma Ltd, Mumbai. He has rich experience of working in Real Estate industry for over 24 years and overall experience of around three decades.
<b>Directorships held in other Companies (Excluding Private Companies)</b>	Centrum Capital Ltd Adf Foods Ltd Nirlon Ltd Endurance Technologies Ltd (CN) Kalpataru Power Transmission Ltd JMC Projects (India) Ltd Kalpataru Ltd Centrum Housing Finance Ltd	Kaleidoscope Infrastructures Ltd	NIL	NIL
<b>Committee positions held in other companies</b>	<u>JMC Projects (India) Ltd</u> Audit Committee <u>Endurance Technologies Ltd (CN)</u> Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee <u>Centrum Housing Finance Ltd -</u> Audit Committee, Nomination and Remuneration Committee and Risk Management Committee	NIL	NIL	NIL
<b>Number of Equity shares held in the Company</b>	NIL	NIL	NIL	NIL

By Order of the Board of Directors

K. R. VISWANATHAN  
Company Secretary

Registered Office:  
Block D, Shivsagar Estate,  
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CIN : L29150MH1946PLC004877  
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Dated: 2nd August, 2019.