



CAPLIN POINT LABORATORIES LIMITED

Regd. Off. : "NARBAVI", No.3, Lakshmanan Street, T. Nagar, Chennai - 600 017. Tamil Nadu, India. Phone : +91 44 28156653, 28156905
Fax : +91 44 28154952 E-mail : info@caplinpoint.net Website : www.caplinpoint.net

EXTRACT OF THE MINUTES OF THE 21ST ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF CAPLIN POINT LABORATORIES LIMITED HELD ON WEDNESDAY, THE 19TH DECEMBER, 2012 AT 11.00 A.M. AT 'TAG CENTRE', NO.69, T T K ROAD, ALWARPET, CHENNAI - 600018

Present:

Mr. C C Paarthipan	- Chairman
Mr. M Jayapal	- Managing Director
Mr. V Thirumalai	- Director
Mr. P T Baby Thomas	- Director
Mr. Venkat Radhakrishnan	- Director
Mr. R Vijay Venkatraman	- Director

100 members were present in Person.

13 members were represented by Proxy.

Also present:

Dr. Philip Ashok Karunakaran	- Head Corporate QA / QC
Mr. V. Natarajan	- Head Formulations
Mr. Vivek Siddarth	- Chief Operating Officer
Ms. S. Ramalakshmi Chartered Accountant	- M/s M Raghunath & Co. Statutory Auditors

1. Mr.M.Jayapal proposed Mr.C.C.Paarthipan to be the Chairman of the Meeting and Mr. R. Srinivasan seconded the same. Accordingly Mr.C.C.Paarthipan thanked the members and occupied the Chair.
2. The Chairman then welcomed the members to the 21st Annual General Meeting of the Company.

The Chairman introduced the Directors on the dias and senior executives of the Company to the members.

After ascertaining that the requisite quorum for the meeting was present the Chairman called the meeting to order.
3. The Chairman announced that the Register of Directors' Shareholdings maintained by the Company pursuant to Section 307 of the Company Act, 1956 was on the table and was available for inspection by the members present at any time during the meeting.
4. The Chairman noted that 13 proxies representing 7,869,348 equity shares were received and recorded.

Unit I : No: 85/3, Suthukeny Village, Mannadipet Commune, Puducherry - 605 502. Ph.: +91 413 2674046 / 4047

Unit II : No.19, Chinnapuliyur Village, Sirupuzhalpettai (Post), Gummidipoondi Taluk, Thiruvallur District. Tamil Nadu - 601 201. Ph.: +91 44 27900901

Unit III : KHASRA No.435,Village Suraj Majra, N.H. No.21Baddi, Teh. Nalagarh, District Solan, Himachal Pradesh - 173205. Ph.: +91 1795 245512

Unit IV : Guruvarajakandigai, Sirupuzhalpettai (Post),Gummidipoondi Taluk, Thiruvallur District, Tamil Nadu - 601 201.

5. With the permission of the members present the Notice convening the 21st Annual General Meeting as circulated among the members was taken as read.
6. The Chairman then delivered his speech and briefed the members about the performance of the Company during the current year. Thereafter, the Chairman proceeded to transact the business as set out in the notice circulated to the members.

ORDINARY BUSINESS

7. ADOPTION OF ACCOUNTS

The first item of business, namely, adoption of Accounts for the year ended 30th June 2012 was taken up.

The Directors' Report, the Audited Profit and Loss Account and the Balance Sheet as at 30th June 2012 together with the Auditors' Report thereon as circulated to the members were laid before the meeting.

The Auditor's Report was read out to the members and the Chairman before moving the resolution invited questions regarding the accounts of the Company. Certain clarifications were raised by the members present and the same were answered to their satisfaction by the Chairman and other senior management personnel.

Thereafter the Chairman requested a member to propose the following resolution as an Ordinary Resolution.

Mr. R. Srinivasan, member proposed the following resolution.

Ordinary Resolution

RESOLVED THAT the Directors' Report, the Audited Profit and Loss Account for the year ended 30th June 2012 and the Balance Sheet as at that date and the Auditors' Report thereon as published and circulated to the members and now submitted to this meeting be and are hereby received, considered and adopted.

Mr. V. Ranagan, member seconded the resolution.

The Chairman put the resolution to vote and the same was carried unanimously.

8. DECLARATION OF DIVIDEND

The Chairman stated that the next item of the notice related to Declaration of Dividend and proposed the following resolution as an Ordinary Resolution.



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Ordinary Resolution

RESOLVED THAT out of the profits for the financial year ended 30th June 2012, a dividend of Rs.2/- per share at the rate of 20% on the Equity Capital of the Company as recommended by the Board of Directors, be and the same is hereby declared for the year and that the said dividend be paid to the members whose names appear on the Register of Members as on 19th December 2012 or their mandatees.

RESOLVED FURTHER THAT in respect of shares held in electronic form, the dividend be paid on the basis of beneficial ownership as per details furnished by the depositories for this purpose.

Mr.V. Rajaraman, member seconded the resolution.

The Chairman put the resolution to vote and the same was carried unanimously.

9. RE-APPOINTMENT OF Mr. C C PAARTHIPAN AS A DIRECTOR

The Chairman stated that since the next item of the notice related to his own re-appointment as a matter of good corporate governance, he requested Mr. V. Thirumalai, Director to occupy the chair and transact the item.

Mr. V. Thirumalai, occupied the chair and proposed the following resolution as an Ordinary Resolution.

Ordinary Resolution

RESOLVED THAT Mr. C C Paarthipan, who retires by rotation, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.

Mr. R. Srinivasan seconded the resolution.

The protem Chairman put the resolution to vote and the same was carried unanimously.

Mr. V. Thirumalai stated that since the particular item for which he was elected as chairman was over and requested Mr.C.C.Paarthipan to resume the Chair.

Accordingly Mr. C.C. Paarthipan, occupied the Chair.

10.RE-APPOINTMENT OF AUDITORS OF THE COMPANY

The Chairman informed that the next item related to the re-appointment of M/s. M Raghunath and Company, Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration and requested a member to propose the following resolution as an Ordinary Resolution.

Mr. C.C. Paarthipan, member proposed the following resolution as an Ordinary Resolution.

Ordinary Resolution

RESOLVED THAT Messrs. M. Raghunath and Company, Chartered Accountants, bearing Registration No. 003347S, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on remuneration to be fixed by the Board of Directors.

Mr. R. Srinivasan member seconded the resolution.

The Chairman put the resolution to vote and the same was carried unanimously.

11. APPOINTMENT OF Mr. D P MISHRA AS WHOLE TIME DIRECTOR

The Chairman stated that the next item in the notice related to appointment of Mr.D.P.Mishra as the Whole Time Director of the Company and requested a member to propose the following resolution as an Ordinary Resolution.

Mr. V. Rangan, member proposed the following resolution as an Ordinary Resolution.

Ordinary Resolution

RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and other approvals as may be required, approval be and is hereby accorded for appointment and payment of Remuneration to Mr.D.P.Mishra as Whole Time Director of the Company for a period of two (2) years from 1st May 2012 on the following terms and conditions.

a. Salary

Rs. 52,000/- per month with effect from 1st May 2012.

Allowances including Contribution to the Provident Fund, Superannuation Fund, Gratuity, Encashment of Leave, club fees / reimbursement of club bills and any other allowances as per the rules of the Company from time to time, not exceeding one month's salary.

b. General

(i) Perquisites shall be valued in terms of actual expenditure incurred by the Company in providing benefit to the employees. However, in cases where the actual amount of expenditure cannot be ascertained with reasonable accuracy (including car provided for official and personal purposes) the perquisites shall be valued as per income tax rules.

(ii) Mr. D P Mishra, would be subject to all other service conditions as applicable to any other employee of the Company.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the remuneration by way of salary, allowances, perquisites, amenities, facilities, incentives and retirement benefits to Mr.D.P.Mishra, as may be determined by the Board, shall not, except with the approval of the Central Government, exceed the limits prescribed under the Companies Act, 1956 and rules made thereunder or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors / Remuneration Committee be and is hereby authorised to alter or vary the remuneration within the provisions of Schedule XIII of the Companies Act, 1956, to the extent the Board of Directors or Committee thereof may consider appropriate, as may be permitted or authorised in accordance with any provisions under the Companies Act, 1956 for the time being in force or any statutory modification or re-enactment thereof and / or any rules or regulations there under.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors / Remuneration Committee be and are hereby authorised severally to take all such acts and give all such directions or do all such acts, deeds, matters and things as may be necessary in this regard or otherwise considered to be in the best interest of the Company.

Mr. R. Srinivasan, member seconded the resolution.

The Chairman put the resolution to vote and the same was carried unanimously.

12.VOTE OF THANKS

Mr. M Jayapal, Managing Director delivered vote of thanks and thereafter the Chairman declared the meeting as closed.

Place: Chennai

Date: 19.12.2012

-Sd-

CHAIRMAN

// CERTIFIED TRUE COPY //

FOR CAPLIN POINT LABORATORIES LIMITED



MANAGING DIRECTOR