

**Caprihans India Limited**

Shivsagar Estate Block D  
Dr. Annie Besant Road Worli  
Mumbai - 400 018 India  
Tel (91) 22 3047 8664 / 665  
Fax (91) 22 2493 4042  
www.caprihansindia.com



**UNDER CLAUSE 31 OF THE LISTING AGREEMENT**

**CERTIFIED TRUE COPY OF RESOLUTION PASSED AT THE 68<sup>th</sup> ANNUAL GENERAL MEETING OF COMPANY HELD ON 26<sup>th</sup> SEPTEMBER, 2014.**

**(A) ORDINARY BUSINESS:**

**1 ORDINARY RESOLUTION**

**"RESOLVED THAT** the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon, placed before this meeting be and are hereby received, considered and adopted."

The Resolution was passed through e- voting & poll by 100% in favour therefore duly approved unanimously.

**2 ORDINARY RESOLUTION**

**" RESOLVED** that Dividend at the rate of 15% (Rs. 1.50 per equity share) be declared on the Equity Share Capital of the Company and the same be paid to the shareholders in the case of

- (i) shares held under physical mode whose name appears on the Company's Register of Members as on Friday, 26th September, 2014 and
- (ii) shares held under dematerialized form the beneficial ownership maintained by the depositories as on close of business hours on Sunday 14<sup>th</sup> September, 2014".

The Resolution was passed through e- voting & poll by 99.9978% in favour and 0.0022% against the resolution therefore duly approved by the requisite majority of the members.

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**3 ORDINARY RESOLUTION**

**“RESOLVED THAT** Mr. Suresh A. Gandhi (DIN: 00128495), Director of the Company, who retires by rotation at this Meeting and being eligible offers himself for re-appointment be and is hereby re-elected as Director of the Company and whose period of office shall be liable to determination by retirement of Directors by rotation.”

The Resolution was passed through e- voting & poll by 100% in favour therefore duly approved unanimously.

**4 ORDINARY RESOLUTION**

**“RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions if any, of the Companies Act, 2013 and the Rules framed thereunder as amended from time to time and pursuant to the recommendation of the Audit Committee, Messrs. M. P. Chitale & Company, Chartered Accountants, (Reg. No: 101851W) the retiring Auditors of the Company be and is hereby re-appointed as the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of Seventy-first AGM of the Company to be held in the year 2017 (subject to ratification of the appointment by the Members at every AGM held after this AGM), at such remuneration plus service tax, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

The Resolution was passed through e- voting & poll by 99.9991% in favour and 0.0009% against the resolution therefore duly approved by the requisite majority of the members.

**(B) SPECIAL BUSINESS:**

**5 Ordinary Resolution:**

**“RESOLVED THAT** Mr. Mohan H. Bhandari (DIN: 00052777) be and is hereby appointed as a Director of the Company liable to retire by rotation”.

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**“RESOLVED FURTHER** that pursuant to the provisions of Section 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), Mr. Mohan H. Bhandari (DIN: 00052777), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 8th August, 2014 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount 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.”

The Resolution was passed through e- voting & poll by 99.9941% in favour and 0.0059% against the resolution therefore duly approved by the requisite majority of the members.

**6 Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV 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), Mr. Bhoumick S. Vaidya (DIN: 06543492), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, being so eligible, be appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 26th September, 2014 and whose office shall not be liable to retire by rotation.”

The Resolution was passed through e- voting & poll by 99.9991% in favour and 0.0009% against the resolution therefore duly approved by the requisite majority of the members.

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**7 Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV 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), Mr. K. V. Mani (DIN: 00533148), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, being so eligible, be appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 26th September, 2014 and whose office shall not be liable to retire by rotation.”

The Resolution was passed through e- voting & poll by 99.9991% in favour and 0.0009% against the resolution therefore duly approved by the requisite majority of the members.

**8 Ordinary resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV 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), Ms. Anjali Seth (DIN: 05234352), Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Independent Director, being so eligible, be appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 26th September, 2014 and whose office shall not be liable to retire by rotation.”

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The Resolution was passed through e- voting & poll by 99.9991% in favour and 0.0009% against the resolution therefore duly approved by the requisite majority of the members.

**9 Ordinary Resolution**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV 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), Mr. Nitin K. Joshi (DIN : 06814444), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, being so eligible, be appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 26th September, 2014 and whose office shall not be liable to retire by rotation.”

The Resolution was passed through e- voting & poll by 99.9991% in favour and 0.0009% against the resolution therefore duly approved by the requisite majority of the members.

**10 Ordinary Resolution**

**“RESOLVED THAT** that pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV 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), Mr. Siddharth S. Shetye (DIN: 06943119), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, being so eligible, be appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 26th September, 2014 and whose office shall not be liable to retire by rotation.”

The Resolution was passed through e- voting & poll by 99.9991% in favour and 0.0009% against the resolution therefore duly approved by the requisite majority of the members.

**11 Special Resolution**

**“RESOLVED THAT** 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 Clause 49 (VII) of the Listing Agreement the 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) of Rs. 5 crores placed with Bilcare Ltd.

**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.”

The Resolution was passed through e- voting & poll by 99.9761% in favour and 0.0239% against the resolution therefore duly approved by the requisite majority of the members.

The meeting was terminated with vote of thanks to the Chairman.

**for CAPRIHANS INDIA LIMITED**



**K.R.VISWANATHAN  
COMPANY SECRETARY**