

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
Email : cil@caprihansindia.com
CIN - L29150MH1946PLC004877
www.caprihansindia.com



UNDER CLAUSE 31 OF THE LISTING AGREEMENT

CERTIFIED TRUE COPY OF RESOLUTION PASSED AT THE 69th ANNUAL GENERAL MEETING OF COMPANY HELD ON 28th SEPTEMBER, 2015.

(A) ORDINARY BUSINESS:

1. ORDINARY RESOLUTION:

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2015 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 Monday, 28th September, 2015 and
- (ii) shares held under dematerialized form the beneficial ownership maintained by the depositories as on close of business hours on Tuesday 15th September, 2015".

The Resolution was passed through e- voting & poll by 99.28% in favour and 0.72% against the resolution therefore duly approved by the requisite majority of the members.

3. ORDINARY RESOLUTION:

"RESOLVED that Mr. Mofatraj P Munot (DIN: 00046905) be and is hereby appointed as a Director of the Company liable to retire by rotation."

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



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(B) SPECIAL BUSINESS:

4. ORDINARY RESOLUTION:

"Resolved that pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, Messrs. S R B C & CO LLP, Chartered Accountants (ICAI Reg. No: 324982E) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of Messrs. M. P. Chitale & Company, Chartered Accountants,(ICAI Reg. No: 101851W)."

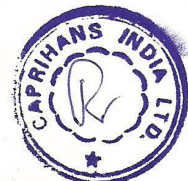
"Resolved FURTHER that Messrs. S R B C & CO LLP, Chartered Accountants, (ICAI Reg. No: 324982E) be and are hereby appointed as Statutory Auditors of the Company to hold the office from 26th August, 2015, until the conclusion of the 69th Annual General Meeting, at such remuneration plus applicable taxes, 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 99.9984% in favour and 0.0016% against the resolution therefore duly approved by the requisite majority of the members.

5. ORDINARY RESOLUTION:

"RESOLVED that pursuant to section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, for appointment of statutory auditors, Messrs. S R B C & CO LLP, Chartered Accountants,(ICAI Reg. No: 324982E) be and are hereby appointed as Statutory Auditors of the Company to hold office for five years, from the conclusion of the 69th Annual General Meeting till the conclusion of the 74th Annual General Meeting of the Company to be held in the year 2020 (subject to ratification of the appointment by the Members at every Annual General Meeting held after this Annual General Meeting), at such remuneration plus applicable taxes 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 99.9970% in favour and 0.0030% against the resolution therefore duly approved by the requisite majority of the members.



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6. **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. 2,00,000/- per annum plus applicable taxes and other out of pocket expenses payable to Messrs. Dhananjay V Joshi & Associates, Cost Accountants (Firm Registration No: 000030) appointed as Cost Auditors for the financial year 2015-16 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."

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

For Caprihans India Limited

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

**K.R.VISWANATHAN
COMPANY SECRETARY**

