

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



30th September, 2015

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

Dear Sir,

Sub: Compliance of Clause 35A of the Listing Agreement

Ref: Scrip Code 509486

We are enclosing herewith details regarding the voting results of the 69th Annual General Meeting held on 28th September, 2015 at 3.00 p.m. at SUNVILLE BANQUETS, ROYAL HALL, 3RD FLOOR, Middle of Worli Flyover, 9, Dr. Annie Besant Road, Worli, Mumbai - 400018, in compliance of Clause 35A of the Listing Agreement.

We are also enclosing herewith a copy of "Scrutinizer's Consolidated Report" dated 28th September, 2015 issued by Mrs. Jayshree S. Joshi, Scrutinizer, appointed for the said purpose.

Kindly take the same on record.

Thanking you

Yours faithfully
for CAPRIHANS INDIA LIMITED

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

K.R.VISWANATHAN
COMPANY SECRETARY

Encl: as above

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Details regarding the voting results of the 69th Annual General Meeting held on 28th September, 2015 at 3.00 p.m. at SUNVILLE BANQUETS, ROYAL HALL, 3RD FLOOR, Middle of Worli Flyover, 9, Dr. Annie Besant Road, Worli, Mumbai - 400 018, of Company in compliance of Clause 35A of the Listing Agreement:

1. Date of the Annual General Meeting: 28th September, 2015
2. Total number of shareholders on record date: 9092 as per BENPOS dated 16th September, 2015
3. No. of shareholders present in the meeting either in person or through proxy:

Category	No. of members
Promoters and Promoter Group	1
Public	72
Total	73

4. No. of Shareholders attended the meeting through Video Conferencing: N.A.

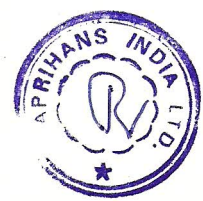
Category	No. of members
Promoters and Promoter Group	0
Public	0
Total	0

5. E-voting: As per Report of Scrutinizer for e-voting

Category	No. of members
Promoters and Promoter Group	11
Public	13
Total	24

6. Details of the Agenda:

The details containing *inter alia*, list of Equity Share Holders, who **voted by e-voting or poll "for", "against"** each of the resolution that were put to vote is as follows:



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Resolution No : 1

Adoption of 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.

Type of Resolution

Ordinary

Voting by E-voting & Poll

Promoter /Public	Mode of Voting	Number of shares held	Number of votes polled	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
		(A)	(B)	(C) = (B/A)*100	(D)	(E)	(F) = (D/B)*100	(G) = (E/B)*100
Promoter and Promoter Group	E-voting	2748428	2748428	100.00	2748428	0	100.00	0.00
	Poll	6698325	6698325	100.00	6698325	0	100.00	0.00
		9446753	9446753	100.00	9446753	0	100.00	0.00
Public Institutional Holders	E-voting	0	0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
		0	0	0.00	0	0	0.00	0.00
Public-Others	E-voting	72208	72208	100.00	72208	0	100.00	0.00
	Poll	79978	79978	100.00	79978	0	100.00	0.00
		152186	152186	100.00	152186	0	100.00	0.00
Total	E-voting	2820636	2820636	100.00	2820636	0	100.00	0.00
	Poll	6778303	6778303	100.00	6778303	0	100.00	0.00
		9598939	9598939	100.00	9598939	0	100.00	0.00

Resolution No : 2

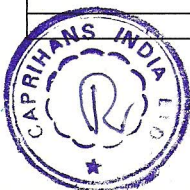
Declaration of Dividend

Type of Resolution

Ordinary

Voting by E-voting & Poll

Promoter /Public	Mode of Voting	Number of shares held	Number of votes polled	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
		(A)	(B)	(C) = (B/A)*100	(D)	(E)	(F) = (D/B)*100	(G) = (E/B)*100
Promoter and Promoter Group	E-voting	2748428	2748428	100.00	2748428	0	100.00	0.00
	Poll	6698325	6698325	100.00	6698325	0	100.00	0.00
		9446753	9446753	100.00	9446753	0	100.00	0.00
Public Institutional Holders	E-voting	0	0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
		0	0	0.00	0	0	0.00	0.00
Public-Others	E-voting	72208	72208	100.00	3023	69185	4.19	95.81
	Poll	79978	79978	100.00	79978	0	100.00	0.00
		152186	152186	100.00	83001	69185	54.54	45.46
Total	E-voting	2820636	2820636	100.00	2751451	69185	97.55	2.45
	Poll	6778303	6778303	100.00	6778303	0	100.00	0.00
		9598939	9598939	100.00	9529754	69185	99.28	0.72



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Resolution No : 3 Re-appointment of Mr. Mofatraj P.Munot (DIN : 00046905), Director who retires by rotation

Type of Resolution Ordinary

Voting by E-voting & Poll

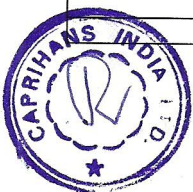
Promoter /Public	Mode of Voting	Number of shares held	Number of votes polled	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
		(A)	(B)	(C) = (B/A)*100	(D)	(E)	(F) = (D/B)*100	(G) = (E/B)*100
Promoter and Promoter Group	E-voting	2748428	2748428	100.00	2748428	0	100.00	0.00
	Poll	6698325	6698325	100.00	6698325	0	100.00	0.00
		9446753	9446753	100.00	9446753	0	100.00	0.00
Public Institutional Holders	E-voting	0	0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
		0	0	0.00	0	0	0.00	0.00
Public-Others	E-voting	72208	72208	100.00	72208	0	100.00	0.00
	Poll	79978	79978	100.00	79978	0	100.00	0.00
		152186	152186	100.00	152186	0	100.00	0.00
Total	E-voting	2820636	2820636	100.00	2820636	0	100.00	0.00
	Poll	6778303	6778303	100.00	6778303	0	100.00	0.00
		9598939	9598939	100.00	9598939	0	100.00	0.00

Resolution No : 4 Appointment of M/s. S R B C & Co. LLP, Chartered Accountants as Statutory Auditors to fill the Casual vacancy caused by resignation of M/s. M.P. Chitale & Co., Chartered Accountants.

Type of Resolution Ordinary

Voting by E-voting & Poll

Promoter /Public	Mode of Voting	Number of shares held	Number of votes polled	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
		(A)	(B)	(C) = (B/A)*100	(D)	(E)	(F) = (D/B)*100	(G) = (E/B)*100
Promoter and Promoter Group	E-voting	2748428	2748428	100.00	2748428	0	100.00	0.00
	Poll	6698325	6698325	100.00	6698325	0	100.00	0.00
		9446753	9446753	100.00	9446753	0	100.00	0.00
Public Institutional Holders	E-voting	0	0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
		0	0	0.00	0	0	0.00	0.00
Public-Others	E-voting	72208	72208	100.00	72058	150	99.79	0.21
	Poll	79978	79978	100.00	79978	0	100.00	0.00
		152186	152186	100.00	152036	150	99.90	0.10
Total	E-voting	2820636	2820636	100.00	2820486	150	99.99	0.01
	Poll	6778303	6778303	100.00	6778303	0	100.00	0.00
		9598939	9598939	100.00	9598789	150	100.00	0.00



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Resolution No : 5 Appointment of M/s. S R B C & Co. LLP, Chartered Accountants as Statutory Auditors.

Type of Resolution Ordinary

Voting by E-voting & Poll

Promoter /Public	Mode of Voting	Number of shares held	Number of votes polled	% of Votes polled on Outstanding shares (C) = (B/A)*100	Number of Votes in favour (D)	Number of Votes Against (E)	% of Votes in favour on Votes polled (F) = (D/B)*100	% of Votes Against on Votes polled (G) = (E/B)*100
		(A)	(B)					
Promoter and Promoter Group	E-voting	2748428	2748428	100.00	2748428	0	100.00	0.00
	Poll	6698325	6698325	100.00	6698325	0	100.00	0.00
		9446753	9446753	100.00	9446753	0	100.00	0.00
Public Institutional Holders	E-voting	0	0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
		0	0	0.00	0	0	0.00	0.00
Public-Others	E-voting	72208	72208	100.00	71918	290	99.60	0.40
	Poll	79978	79978	100.00	79978	0	100.00	0.00
		152186	152186	100.00	151896	290	99.81	0.19
Total	E-voting	2820636	2820636	100.00	2820346	290	99.99	0.01
	Poll	6778303	6778303	100.00	6778303	0	100.00	0.00
		9598939	9598939	100.00	9598649	290	100.00	0.00

Resolution No : 6 Ratification of remuneration payable to Cost Auditor, M/S. Dhananjay V. Joshi, Cost Accountants

Type of Resolution Ordinary

Voting by E-voting & Poll

Promoter /Public	Mode of Voting	Number of shares held	Number of votes polled	% of Votes polled on Outstanding shares (C) = (B/A)*100	Number of Votes in favour (D)	Number of Votes Against (E)	% of Votes in favour on Votes polled (F) = (D/B)*100	% of Votes Against on Votes polled (G) = (E/B)*100
		(A)	(B)					
Promoter and Promoter Group	E-voting	2748428	2748428	100.00	2748428	0	100.00	0.00
	Poll	6698325	6698325	100.00	6698325	0	100.00	0.00
		9446753	9446753	100.00	9446753	0	100.00	0.00
Public Institutional Holders	E-voting	0	0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
		0	0	0.00	0	0	0.00	0.00
Public-Others	E-voting	72208	72208	100.00	72208	0	100.00	0.00
	Poll	79978	79978	100.00	79978	0	100.00	0.00
		152186	152186	100.00	152186	0	100.00	0.00
Total	E-voting	2820636	2820636	100.00	2820636	0	100.00	0.00
	Poll	6778303	6778303	100.00	6778303	0	100.00	0.00
		9598939	9598939	100.00	9598939	0	100.00	0.00

for CAPRIHANS INDIA LIMITED


K.R. VISWANATHAN
COMPANY SECRETARY



Jayshree S. Joshi

B. Com. (Hons.), LL.B., F.C.S.
PROPRIETRESS



PHONE : 2262 2341 - 2 - 3
E-MAIL : jayshreedagli@gmail.com
suyashri@vsnl.com

JAYSHREE DAGLI & ASSOCIATES

COMPANY SECRETARIES

Date: 28.09.2015

**SCRUTINIZER'S CONSOLIDATED REPORT
(E-VOTING PROCESS & POLL PROCESS)**

**{Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the
Companies (Management and Administration) Rules, 2014}**

To,

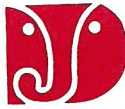
The Chairman of 69th Annual General Meeting of the Members of **Caprihans India Limited** (the Company) held on Monday, 28th day of September, 2015, at 3.00 p.m. at SUNVILLE BANQUETS ROYAL HALL, 3RD FLOOR, Middle of Worli Flyover, 9, Dr. Annie Besant Road, Worli, Mumbai - 400 018.

Dear Sir,

1. I, Mrs. Jayshree S. Joshi, Proprietress of M/s Jayshree Dagli & Associates, Company Secretaries, Mumbai, have been appointed by the Board of Directors of **Caprihans India Limited** (the Company) as the Scrutinizer for the purpose of scrutinizing e-Voting Process and Poll Process in a fair and transparent manner and ascertaining the requisite majority on Voting carried out as per the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of the Resolutions passed at the 69th Annual General Meeting (AGM) of the Members of the Company, held on Monday, the 28th day of September, 2015.
2. It is the responsibility of the Management of the Company to ensure due compliance of the applicable provisions of the Companies Act, 2013 and Rules made there under and also the requirements thereof relating to voting through electronic means and Polling Process on the resolutions contained in the Notice of the 69th AGM of the Members of the Company. As the Scrutinizer for the e-Voting process and Poll Process, my role and responsibility are limited to make a Scrutinizer's Consolidated Report of the votes cast "in favour" or "against" in respect of the Resolutions contained in the Notice of the 69th AGM, based on the reports generated from the e-Voting system provided by the Central Depository Services (India) Limited (CDSL), the authorized agency to provide Remote e-Voting facilities, engaged by the Company and from the Polling Process conducted at the 69th AGM.
3. Further to above, I submit my Report as under:-
 - i. The Remote e-Voting period remained open from Thursday, 24th September, 2015, (9.00 a.m.) to Sunday, 27th September, 2015, (5.00 p.m.).

Jayshree S. Joshi

B. Com. (Hons.), LL.B., F.C.S.
PROPRIETRESS



PHONE : 2262 2341 - 2 - 3
E-MAIL : jayshreedagli@gmail.com
suyashri@vsnl.com

JAYSHREE DAGLI & ASSOCIATES

COMPANY SECRETARIES

- ii. The Members of the Company as on the "cut-off" date i.e. 21st September, 2015, were entitled to vote on the Resolutions (items No. 1 to 6 as set out in the Notice of the 69th AGM of the Company).
- iii. After the time fixed for closing of the poll by the Chairman, 1(one) ballot box kept for polling was locked in my presence with due identification marks placed by me.
- iv. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
- v. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- vi. Thereafter, the electronic votes cast through remote e-voting were unblocked at 5.15 p.m. i.e. after the Conclusion of 69th Annual General Meeting in the presence of 2 witnesses Mr. Ajay V. Mehta, Practicing Company Secretary (ACS - 9332) and Mr. Akshay Joshi (ACS - 34724) who are not in the employment of the Company.
- vii. Then, the details containing, inter alia, list of Equity Shareholders, who voted through Remote e-voting "for" and/or "against" each of the resolutions that were put to vote, were generated from the e-Voting website of CDSL i.e. www.evotingindia.co.in
- viii. The Register to record the assent or dissent received has been maintained electronically. It contained the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.

The Consolidated result of the Voting (Remote e-voting+ Poll Process) is given in attachment hereto marked as 'Annexure'.



Jayshree S. Joshi
(Scrutinizer)

Encl.: As Above

Countersigned by:
For Caprihans India Limited



Managing Director

ANNEXURE

Resolution No.1- Adoption of the 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. [Ordinary Resolution]

Total votes cast: 95,98,939				Valid votes: 95,98,939				Invalid Votes: 0			
e-Voting Details				Poll Details				Total			
Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)	
28,20,636	100.00	0	0.00	67,78,303	100.00	0	0.00	95,98,939	100.00	0	0.00

VOTING RESULT: RESOLUTION PASSED UNANIMOUSLY.

Resolution No. 2- Declaration of Dividend. [Ordinary Resolution]

Total votes cast: 95,98,939				Valid votes: 95,98,939				Invalid Votes: 0			
e-Voting Details				Poll Details				Total			
Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)	
27,51,451	97.55	69,185	2.45	67,78,303	100.00	0	0.00	95,29,754	99.28	69,185	0.72

VOTING RESULT: RESOLUTION PASSED BY MAJORITY.



Resolution No. 3- Re-appointment of Mr. Mofatraj P. Munot (DIN: 00046905), Director who retires by rotation [Ordinary Resolution]

Total votes cast: 95,98,939				Valid votes: 95,98,939				Invalid Votes: 0			
e-Voting Details				Poll Details				Total			
Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)	
28,20,636	100.00	0	0.00	67,78,303	100.00	0	0.00	95,98,939	100.00	0	0.00

VOTING RESULT: RESOLUTION PASSED UNANIMOUSLY.

Resolution No. 4- Appointment of Statutory Auditor to fill casual vacancy. [Ordinary Resolution]

Total votes cast: 95,98,939				Valid votes: 95,98,939				Invalid Votes: 0			
e-Voting Details				Poll Details				Total			
Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)	
28,20,486	100.00	150	*0.00	67,78,303	100.00	0	0.00	95,98,789	100.00	150	**0.00

* Actual 0.0053 rounded off to 0.00.

** Actual 0.0016 rounded off to 0.00.

VOTING RESULT: RESOLUTION PASSED BY MAJORITY.



Resolution No. 5- Appointment of Statutory Auditor. [Ordinary Resolution]

Total votes cast: 95,98,939				Valid votes: 95,98,939				Invalid Votes: 0			
e-Voting Details				Poll Details				Total			
Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)	
28,20,346	99.99	290	0.01	67,78,303	100.00	0	0.00	95,98,649	100.00	290	*0.00

*Actual 0.003 rounded off to 0.00.

VOTING RESULT: RESOLUTION PASSED BY MAJORITY.

Resolution No. 6- Ratification of remuneration payable to Cost Auditors for the Financial Year 2015-16. [Ordinary Resolution]

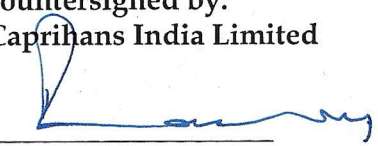
Total votes cast: 95,98,939				Valid votes: 95,98,939				Invalid Votes: 0			
e-Voting Details				Poll Details				Total			
Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)	
28,20,636	100.00	0	0.00	67,78,303	100.00	0	0.00	95,98,939	100.00	0	0.00

VOTING RESULT: RESOLUTION PASSED UNANIMOUSLY.

Jayshree S. Joshi

Jayshree S. Joshi
(Scrutiniser)

Countersigned by:
For Caprihans India Limited


Managing Director