

**Caprihans India Limited**

A Bilcare Group Company  
Shivsagar Estate Block D  
Dr. Annie Besant Road Worli  
Mumbai - 400 018 India  
Tel (91) 22 2497 8660 / 661  
Email : cil@caprihansindia.com  
GSTIN - 27AAACC1646F1Z0  
CIN - L29150MH1946PLC004877  
www.caprihansindia.com



22<sup>nd</sup> August 2018

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

Dear Sir,

**Sub: Notice of 72<sup>nd</sup> Annual General Meeting ("AGM") of the Company**  
**Ref: Scrip Code No - 509486**

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Please find attached herewith Notice of 72<sup>nd</sup> AGM of the Company scheduled to be held on Thursday, September 20, 2018 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

This is for your kind information and records.

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

*Regd. Office:* Block D, Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai - 400 018.  
E-mail: cil@caprihansindia.com • Website: www.caprihansindia.com  
CIN: L29150MH1946PLC004877 • Phone: 2497 8660/61

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventy Second Annual General Meeting of the Shareholders of **CAPRIHANS INDIA LIMITED** will be held on **Thursday, the 20th September, 2018 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, to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements for the year ended 31st March, 2018 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. Mofatraj P. Munot (DIN: 00046905) who retires by rotation and is eligible for re-appointment.

### SPECIAL BUSINESS:

4. 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 lakh twenty-five thousand only) per annum plus applicable taxes and other out of pocket expenses payable to M/s. Dhananjay V. Joshi & Associates, Cost Accountants (Firm Registration No: 000030) appointed as Cost Auditors for the financial year 2018-2019 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. To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**.  
“**RESOLVED** that pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V thereof, consent of the Company be and is hereby accorded to the re-appointment of Mr. Robin Banerjee (DIN: 00008893) as Managing Director of the Company for a period of three years starting from 29th April, 2018 till 28th April, 2021 and payment of remuneration to him for the said period upon and subject to the terms and conditions as set out in the Explanatory Statement attached to this Notice.”  
“**RESOLVED FURTHER** that the Board of Directors be and is hereby authorised to vary the said terms and conditions and/or remuneration payable to Mr. Robin Banerjee in such manner as the Board of Directors considers appropriate, provided, however, the terms of such appointment and/or remuneration are subject to the conditions set out in Schedule V to the Act, or any amendments thereto.”  
“**RESOLVED FURTHER** that consent of the Company be and is hereby accorded for payment of performance incentives to the Managing Director subject to the terms and conditions as set out in the Explanatory Statement attached to this Notice and the said performance incentives will form part of Managing Director’s Remuneration only after Section 67 of Companies Amendment Act, 2017 comes into effect.”  
“**RESOLVED FURTHER** that the Board of Directors be and is hereby authorised to do all acts, deeds, matters and things as may be considered desirable or expedient to give effect to this Resolution.”
6. 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 applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent be and is hereby accorded for Mr. K.V. Mani (DIN: 00533148) to continue as an Independent Director of the Company till the completion of his present term i.e. up to 25th September, 2019.”
7. 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 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) 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.”

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: 8th August, 2018.

**NOTES:**

- (a) An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to Item Nos 4,5,6 and 7 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 re-appointment as Director under Item No. 3 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 in their behalf at the Meeting.
- (f) The Register of Members and Share Transfer Books of the Company will be closed from FRIDAY, 14th SEPTEMBER, 2018 to THURSDAY, 20th SEPTEMBER 2018 (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, 2018.
- (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 ensure 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

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 with 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 72nd Annual General Meeting (“AGM”). The Company has engaged the service of the CDSL 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, 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:**

**In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on “Shareholders” tab.
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the Attendance Slip indicated in the PAN field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field as mentioned in instruction (iii).</li> </ul>

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**Note for Non-individual Shareholders and Custodians:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from Sl. No. (i) to Sl. No. (xvi) above to cast vote.
- (B) The e-voting period commences on Monday, 17th September, 2018 (09:00 am IST) and ends on Wednesday, 19th September, 2018 (05:00 pm IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. 13th September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

Details for contact for issues relating to e-voting:

M/S. Link Intime India Pvt. Ltd.

C-101, 247 Park,

L.B.S. Marg, Vikhroli (West),

Mumbai - 400 083

Tel No : +91 22 49186270 Fax: +91 22 49186060

E-mail id : [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

Website : [www.linkintime.co.in](http://www.linkintime.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, 2018 shall view the Notice of 72nd AGM on the Company's web-site or on the website of CDSL. 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, 2018.
- iii. Mr. Mayank Arora of Mayank Arora & Co., Practicing Company Secretary (Membership No. 33328) 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 and on the website of www.evoting.cdsl.com 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 8TH AUGUST, 2018**

**Item No. 4**

The Board of Directors, at its meeting held on 8th August, 2018 as per the recommendation of the Audit Committee, approved the appointment of M/s. Dhananjay V. Joshi & Associates, Cost Accountants (Firm Registration No: 000030), as the Cost Auditors of the Company for the Financial year 2018-19 at a fee of Rs. 2,25,000/- (Rupees two lakh 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, 2019.

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 Resolution at item No 4 for approval of the Members.

**Item No. 5**

The term of Mr. Robin Banerjee as Managing Director for a period of 5 years expired on 28th April 2018. Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 9th February 2018 has approved the re-appointment of Mr. Robin Banerjee as Managing Director for a further period three years w.e.f. 29th April 2018 and fixed his remuneration during this period pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V thereof, and subject to the conditions as set out herein below:

- (A) 1. Remuneration : Salary, allowances and incentive as recommended and approved by the Board.
2. Perquisites : In addition to the above Mr. Robin Banerjee shall be entitled to perquisites which shall include reimbursement of Medical Expenses, Telephone expenses at residence, Chauffeurs salary, Leave Travel Assistance for self and family, Club Fees, Premium on group personal accident Insurance and group mediclaim Insurance.

The total Remuneration and above mentioned Perquisites taken together shall not exceed Rs. 1,20,00,000/- (Rupees One Crore Twenty Lacs Only) per annum.

Contribution to Provident Fund, Superannuation Fund or Annuity Fund, Gratuity and Encashment of Leave for the period from 29th April, 2018 to 28th April, 2021, shall not be included in the computation of the ceiling on remuneration as mentioned above.

The above remuneration is in compliance with the existing limits prescribed in Schedule V of Companies Act, 2013 and is on par with the last remuneration of the Managing Director approved by the Members at the Annual General Meeting of the Company held on 30th September 2016

'Family' mentioned above means the spouse, dependent parents and dependent children.

The perquisite value for above reimbursements shall be determined in accordance the Income Tax Rules in force.

The terms and conditions of the remuneration may be altered from time to time by the Board as it may, in its absolute discretion, deem fit, within the limits specified by Schedule V to the Act or any amendments thereto.

So long as Mr. Robin Banerjee functions as Managing Director he shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

The information required in terms of Section II of Part II of Schedule V of Companies Act, 2013 are as under:

**I. General Information:**

- 1) **Nature of Industry:** The Company is engaged in the business of manufacture of Rigid and Flexible PVC film by Calendering process and Plastic Extruded products. It has manufacturing facilities at Thane and Nasik and Branch offices in 7 cities.
- 2) **Commencement of Commercial Production:** The Company started commercial production in the year 1957.
- 3) **Financial Performance for the last five years are as under.**

Year Ended	Turnover Rs. in lakhs	Profit after tax Rs. in lakhs	FOB value of exports Rs. in lakhs	Earning Per Share in Rs.
31.03.14	24196	525	3218	4.00
31.03.15	25196	705	3677	5.37
31.03.16	25869	545	3273	4.15
31.03.17	25106	965	3327	7.35
31.03.18	25283	414	3818	3.15

- 4) Foreign Investment or Collaborations: **None**

**II. Information about the appointee:**

- 1) **Background Details:** Mr. Robin Banerjee is a qualified Chartered Accountant, Cost Accountant and Company Secretary. He became a Director of the Company on 28th March, 2013 and Managing Director effective from 29th April, 2013. He has over 37 years of professional experience in the Corporate Management, including strategic planning, mergers & acquisitions, corporate finance and strategic business development.
- 2) **Past Remuneration:** Rs. 1,20,00,000/- (Rupees One Crore Twenty Lacs Only) per annum including perquisites but excluding Contribution to Provident Fund, Superannuation Fund or Annuity Fund, Gratuity and Encashment of Leave, as approved by the members at the 70th Annual General Meeting, held on 30th September 2016.
- 3) **Recognition and Awards:** Nominated for best CFO Award by 'Business Today' magazine in 2005-06.
- 4) **Job Profile and its suitability:** As mentioned under Background details.
- 5) **Remuneration Proposed:** As mentioned in remuneration details of Item No. 5.
- 6) The remuneration payable is comparable to the remuneration paid to persons holding similar position in other companies of similar size as that of the Company.
- 7) **Pecuniary Relationship:** Mr. Robin Banerjee does not hold any equity shares of the Company. He does not have any other pecuniary relationship directly or indirectly with the Company. He does not have any relationship with the managerial personnel of the Company.

**III. Other Information:**

The Company is consistent in making profits and declaring dividends.

Considering the long term interest, the company is re-engineering its organisation to reduce the cost and improve customer services. The Company introduced additional control systems and procedures. The Company has computerised several areas of operations. Due to various measures taken above, the Company has been successful in increasing the market share in Rigid Films and realisation of better prices. The export efforts have also started yielding good results.

- (B) Pursuant to the recommendation of the Nomination and Remuneration Committee at its meeting held on 9th February, 2018, the Board of Directors at its meeting held on 9th February 2018 has approved performance incentives to be paid to the Managing Director based on the EBITDA and other parameters targets of the Company as may be decided by the Board subject to maximum of Rs. 25,00,000 per annum on achievements of targets and a further maximum of Rs. 25,00,000 per annum on exceeding the targets.

The Board of Directors of the Company at its meeting held on 8th August 2018 resolved that since Section 67 of Companies Amendment Act, 2017 which amends the existing Section 197 of Companies Act, 2013 and allows the Company to pay Remuneration to Managing Director in excess of the limits prescribed in Schedule V of Companies Act, 2013 with the approval of shareholder by way of a Special Resolution, has still not come into effect, the said performance incentives will form part of Managing Director's Remuneration only after Section 67 of Companies Amendment Act, 2017 comes into effect.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Robin Banerjee, Managing Director are in any way concerned or interested, financially or otherwise, in the Resolution at Item No 5.

The Board recommends this Special Resolution for your approval.

#### **ITEM NO. 6**

The Members of the Company at its 68th Annual General Meeting held on 26th September, 2014 approved the appointment of Mr. K.V. Mani as an Independent Director of the Company for a period of five years with effect from 26th September, 2014. Mr. K.V. Mani will complete his present term as an Independent Director on 25th September, 2019.

In terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is required for continuation of a Non-Executive Director beyond the age of seventy-five years. Mr. K.V. Mani will attain the age of seventy-five years on 3rd September, 2018.

The Board of Directors of the Company are of the view that since Mr. K.V. Mani brings with him rich industrial experience of more than 45 years and has been associated with the Company as an Independent Director for the last 4 years, it would be appropriate that he continues to serve on the Board till the completion of his present term of appointment as already approved by the Members. Accordingly, the Board of Directors at its meeting held on 8th August, 2018, recommended for the approval of the Members, continuation of Mr. K.V. Mani as an Independent Director of the Company from the day he attains the age of seventy-five years i.e. 3rd September, 2018, till the completion of his present term i.e. up to 25th September, 2019, on the existing terms and conditions.

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 6.

The Board recommends this Special Resolution for your approval.

#### **ITEM NO. 7.**

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 31st July, 2018 amounts to Rs. 2.50 crores towards ICD Principal; Rs. 1.59 crores towards interest accrued on ICD's and Rs. 3.14 crores towards supplies made, which aggregates to Rs. 7.23 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 Mr. Mohan H Bhandari, 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, at Item No. 7.

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, at Item No. 7.

The Board recommends this Special Resolution for your approval.

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: 8th August, 2018.



**ANNEXURE (II) TO THE NOTICE DATED 8TH AUGUST, 2018**

**Item No. 3**

**Detail of Director Seeking re-appointment at the 72<sup>nd</sup> Annual General Meeting of the Company pursuant to Regulation 36(3) of SEBI Listing Regulations.**

<b>Name of the Director</b>	<b>Mr. Mofatraj P Munot</b>
<b>DIN</b>	00046905
<b>Date of Birth</b>	4th October, 1944
<b>Date of first appointment</b>	28th May, 1986
<b>Qualifications</b>	Higher Secondary
<b>Expertise in specific functional areas and experience</b>	Mr. Mofatraj P. Munot, Chairman of the Company, became a Director in 1986 and was Managing Director from 1992 to 1997. An eminent industrialist with more than 50 years of business experience, he is the guiding force behind the Kalpataru Group of companies engaged in real estate and construction activities, Power Transmission Towers, infrastructure (oil & gas sector/ railways/building & factories/road & bridges) and agri-logistics & warehouse.
<b>Directorships held in other listed Companies</b>	Kalpataru Power Transmission Ltd
<b>Committee positions held in other listed companies</b>	<u>Kalpataru Power Transmission Ltd</u> Nomination and Remuneration Committee - Member Audit Committee - Member Executive Committee - Member CSR Committee - Member
<b>Number of Equity shares held in the Company</b>	664371
<b>Relationship with other Directors, Manager and Key Managerial Personnel</b>	None

Except Mr. Mofatraj P. Munot, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 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.

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Dated: 8th August, 2018.