



CAPLIN POINT LABORATORIES LIMITED

CIN: L24231TN1990PLC019053

Registered Office: "NARBAVI", No.3, Lakshmanan Street, T.Nagar, Chennai - 600 017.

Ph: 044-28156653, Email: info@caplinpoint.net Website: www.caplinpoint.net

POSTAL BALLOT NOTICE

Dear Members,

NOTICE is hereby given to the Members of Caplin Point Laboratories Limited (the 'Company') that pursuant to provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modifications, amendments or re-enactment thereof for the time being in force), for seeking consent/approval of the Members of the Company by passing the following resolution by way of postal ballot.

The draft resolution together with the statement under section 102(1) of the Companies Act, 2013 setting out the material facts concerning the proposed item of special business is enclosed.

The Company is seeking consent/approval of its Members, for the following item of special business:

SPECIAL BUSINESS:

ITEM NO.1:

RE-APPOINTMENT OF MR D SATHYANARAYANAN AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE YEARS

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of section 149 (10),152 read with Schedule IV and read with the Companies (Appointment and Qualification of Directors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Companies Act, 2013, if any and pursuant to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as recommended by Nomination and Remuneration Committee Mr D Sathyanarayanan (DIN :07650566) be and is hereby re-appointed as an Independent Director for a second term of five consecutive years with effect from November 09, 2019 to November 08, 2024 and shall not be liable to retire by rotation.

For and on behalf of the Board of Directors of
Caplin Point Laboratories Limited

Sd/-

Place: Chennai
Date :30.10.2019

C C Paarthipan
Chairman

Registered Office:

"NARBAVI",No. 3, Lakshmanan Street, T. Nagar, Chennai – 600 017.

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NOTES:

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts regarding the items of special business specified above is annexed hereto along with the Postal Ballot Form for your consideration.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / Beneficial Owners maintained by the Depositories as on cut-off date i.e. Friday, November 08, 2019.
3. The Members whose name appears on the Register of Members / Beneficial Owners maintained by the Depositories as on cut-off date i.e. Friday, November 08, 2019 will only be considered for the purpose of voting.
4. In compliance with provisions of Section 108 and 110 of the Companies Act, 2013 read with the rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide the e-voting facility to the Members to enable them to cast their votes electronically instead of postal ballot and has engaged services of National Securities Depository Limited ('NSDL') as the agency to provide e-voting facility. The instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.

5. The Postal Ballot Notice is being sent electronically by e-mail to all the Members who have registered email Ids with Depository Participants and the Registrar and Share Transfer Agents (i.e) Integrated Registry Management Services Private Limited and to all other Members it is being sent by speed post along with Postal Ballot Form and self-addressed business reply envelope.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an email to the Registrar and Share Transfer Agent Company at csdstd@integratedindia.in. The Registrar and Share Transfer Agent / Company shall forward the same along with the postage-prepaid self-addressed business reply envelope to the Member. The Postal Ballot Notice and Postal Ballot Form would also be made available on the website of the Company at www.caplinpoint.net/investor
7. The e-voting period commences at 10:00 AM. (IST) on Friday, November 22, 2019 and ends at 5:00 p.m. (IST) on Friday, December 21, 2019. The e-voting module shall be disabled by NSDL for voting thereafter.
8. Members desiring to exercise their vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the form duly completed and signed, in the enclosed postage-prepaid self-addressed business reply envelope to the Scrutinizer, so that it reaches the Scrutinizer on or before 5:00 p.m. (IST) on Friday, December 21, 2019. The postage will be borne by the Company. However, envelopes containing Postal Ballot Form, if sent by courier / registered / speed post at the expense of the Members will also be accepted. Postal Ballot Form(s) received after said time and date shall be deemed invalid.
9. Corporate / Institutional Members (i.e. other than individuals, HUF, NRI etc.) opting for Physical Postal Ballot are also required to send certified true copy of the board resolution/ power of attorney/ authority letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
10. Mr G Ramachandran of M/s. G Ramachandran and Associates, Practicing Company Secretaries have been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
11. The Scrutinizer will submit his report to the Chairman or a person authorized by him in writing, after taking into consideration votes cast through Postal Ballot Form and e-voting.
12. The results of the voting will be announced on or before December 23, 2019 at the registered office of the Company. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.caplinpoint.net and on the website of NSDL www.nsd.co.in immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, and National Stock Exchange of India Limited.
13. Members holding shares in physical forms are requested to notify any change in their address to the Company / Share Transfer Agents quoting Register Folio Number. Members holding shares in electronic form are requested to intimate any change in their address or bank mandates to their respective Depository Participants.
14. It may be noted that shareholders can opt for only one mode of voting i.e. either by Physical Ballot or e-Voting. In case of receipt of vote by both the modes, voting done through Physical Ballot shall prevail and voting done by e-voting shall be treated as invalid
15. The Scrutinizer decision on the validity of the postal ballot shall be final.
16. The resolution will be taken as passed effectively on the date of announcement of the results, if the results of the postal ballot indicate that the requisite majority of the Members of the Company had assented to the resolution.

Voting through electronic means

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsd.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares, i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

- Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nSDL.com.
Physical User Reset Password?
- ” (If you are holding shares in physical mode) option available on www.evoting.nSDL.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nSDL.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- Select “EVEN” of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- Upon confirmation, the message “Vote cast successfully” will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ramgcs@gmail.com with a copy marked to evoting@nSDL.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request atevoting@nsdl.co.in

Other information:

- o Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- o It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Mr D Sathyanarayanan was appointed as a Non-executive Independent Director of the Company for a consecutive period of three years effective from November 09, 2016 to November 08, 2019. The Nomination and Remuneration Committee on the basis of performance evaluation report, recommended the Board of Directors of the Company to re-appoint Mr D Sathyanarayanan as an Non-executive Independent Director for a second term of five consecutive years commencing from November 09, 2019 to November 08, 2024. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 and pursuant to Regulation 25 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, Board of Directors vide their meeting held on October 30, 2019 have proposed to re-appoint him for the second term of five years. The Company has received disclosures from Mr D Sathyanarayanan under Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 that he meets the criteria of Independence. In the opinion of the Board, Mr D Sathyanarayanan fulfils the conditions as specified in the Companies Act, 2013 and rules made thereunder and under SEBI listing obligations for his re-appointment as an Independent Director of the Company and is independent of the management. The Board also considers that his continued association/support would be beneficial to the Company and is desirable to avail his services as an Independent Director. Accordingly, the Board recommends this Special Resolution for approval by the members of the Company.

Except Mr D Sathyanarayanan, none of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the Resolution.

For and on behalf of the Board of Directors of
Caplin Point Laboratories Limited

Sd/-

C C Paarthipan
Chairman

Place: Chennai
Date : 30.10.2019

Registered Office:

“NARBAVI”, No. 3, Lakshmanan Street, T. Nagar, Chennai – 600 017.
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Details of Mr D Sathyanarayanan (DIN : 07650566) seeking re-appointment in pursuance to Regulation 36 (3) of the Listing Obligations and Disclosure Requirements) Regulations, 2015

Name	Mr. D SATHYANARAYANAN
Director Identification Number	07650566
Date of Birth and Age	19.06.1959 / 60 Years
Date of Appointment on the Board	09.11.2016
Qualifications	B. TECH (Mechanical Engineering), IIT Chennai M. S Stanford University, USA
Expertise in Specific Functional Area	Mr D Sathyanarayanan has about 30 years experience and expertise in application and software development and implementation and general management.
Number of Shares held in the Company	Nil
List of the Directorship or other position held in other Listed Companies	Nil
Chairman/ member in the committees of the boards of companies in which he is Director*	Chairman - Nil Member - Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None



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POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Company)

Serial No. _____

1.	Name(s) of Member(s) (Including Joint holders, if any) (In Block Letters)	
2.	Registered address of the Sole/ First named Member	
3.	Registered Folio No.* (*Applicable to Members holding shares in physical form)	
4.	DP ID No & Client ID No. * (*Applicable to Members holding shares in dematerialized form)	
5.	Number of shares held	
6.	PAN/Sequence No.	

I / We hereby exercise my / our vote in respect of the following Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated October 30, 2019 of Caplin Point Laboratories Limited ('the Company') by conveying / recording my / our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below:

Sl.No.	Item No.	No of shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Re-appointment of Mr D Sathyanarayanan as an Independent Director for a Second term of five years			

Email Id: _____

(Company may use this email Id for future communications)

Mobile No.: _____

Place: _____

Date: _____

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN*

* Password has been sent to your registered email Id or postal ballot form, as applicable by the Registrar and Transfer Agent.

E-VOTING INSTRUCTIONS

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2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below

Manner of holding shares, i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
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 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your rPAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

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2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.