



## CAPLIN POINT LABORATORIES LIMITED

CIN: L24231TN1990PLC019053

Regd. Office: "Ashvich Towers" 3rd Floor, No.3, Developed Plots Industrial Estates,  
Perungudi, Chennai-600 096

PH: 044 2496 8000 | E-mail:info@caplinpoint.net | website: www.caplinpoint.net

# NOTICE

**NOTICE** is hereby given that the 30<sup>th</sup> Annual General Meeting ("AGM") of the members of Caplin Point Laboratories Limited ("the Company") will be held on Tuesday, September 28, 2021 at 10.00 A.M. through Video Conferencing ("VC") or other Audio Visual Means ("OAVM") to transact the following businesses:

### ORDINARY BUSINESS

#### 1. ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon.

#### 2. DECLARATION OF FINAL DIVIDEND AND RATIFICATION OF INTERIM DIVIDEND

To declare a final dividend of Rs.1.50 (75%) per equity share of Rs. 2/- each and ratify interim dividend of Rs. 1.50 (75%) per equity share of Rs. 2/- each, already paid, aggregating to Rs. 3/- (150%) for the Financial Year ended March 31, 2021.

#### 3. APPOINTMENT OF MR C C PAARTHPAN AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a Director in place of Mr. C C Paarthipan (DIN: 01218784), who retires by rotation and being eligible, offers himself for reappointment.

### SPECIAL BUSINESS

#### 4. APPROVAL FOR RELATED PARTY TRANSACTIONS

To consider and if thought fit to pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of members be and is hereby accorded to the Board of Directors of the Company to enter into contracts/ arrangements/ transactions with related party as mentioned in the below table within the meaning of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on such terms and conditions as the Board may deem fit, for the Financial year 2021-22, provided that the said contract/ arrangements/ transactions shall be so carried out on Arm's length basis and in normal course of business.

Name of the Related Party	Nature of Transactions	Duration	Maximum Value of Transactions p.a.
Nuevos Eticos NeoEthicals S.A-Guatemala	Sale of Goods	01.04.2021 to 31.03.2022	Rs. 250 Crores

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

## 5. CAPLIN POINT LABORATORIES LIMITED EMPLOYEES STOCK OPTION PLAN, 2021 AND GRANT OF EMPLOYEE STOCK OPTIONS TO THE ELIGIBLE EMPLOYEES

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

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other rules, regulations, circulars and guidelines of any/various statutory/regulatory authority(ies) that are or may become applicable and subject to any approvals, permissions and sanctions of any/various authority(ies) as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board of Directors”** which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) the approval of the shareholders be and is hereby accorded for the approval of Caplin Point Laboratories Limited Employees Stock Option Plan, 2021 (**Caplin Point ESOP 2021” or ‘Plan’**) and to authorise the Board of Directors of the Company, to offer, issue, grant and provide Employee Stock Options (“Options”) under the Plan, the salient features of which are furnished in the explanatory statement to this notice and to grant such options, to and for benefit of such Person(s) who are:

- (i) an employee as designated by the company, who is exclusively working in India or outside India; or
- (ii) a director of the company, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
- (iii) an employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary or its associate company, in India or outside India, of the company, but does not include:-
  - (a) an employee who is a promoter or a person belonging to the promoter group; or

- (b) a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company

and to such other persons as may from time to time be allowed to be eligible for the benefits of the Scheme under applicable laws and regulations prevailing from time to time, (all such persons are hereinafter collectively referred to as “Eligible Employees”) at such price or prices, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board of Directors in accordance with the Plan.

**RESOLVED FURTHER THAT** the maximum number of Options to be granted under the Plan shall not exceed 5,00,000 (Five Lakhs) Options (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) convertible into 5,00,000 (Five Lakhs) Equity Shares (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time).

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger, or sale of division(s) of the Company or other similar events, the Board of Directors and/or the Nomination and Remuneration Committee (as the case may be) be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the ESOP 2021 are passed on to the Eligible Employees.

**RESOLVED FURTHER THAT** the Plan shall be administered by the Nomination and Remuneration Committee of the Company who shall have all necessary powers as defined in the Plan and is hereby designated as Compensation Committee in pursuance of the SEBI Regulations for the purpose of administration and superintendence of the Plan.

**RESOLVED FURTHER THAT** the Plan shall be implemented through direct route for extending the benefits to the eligible Employees by the way of fresh allotment and will follow cash mechanism.

**RESOLVED FURTHER THAT** the new Equity Shares to be issued and allotted by the Company shall rank pari passu in all respects with the then existing Equity Shares of the Company.



**RESOLVED FURTHER THAT** the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the Plan from time to time including, but not limited to, amendment(s) with respect to vesting period and schedule, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise the Plan.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Nomination and Remuneration Committee (as the case may be) be and are hereby authorized to take necessary steps for listing of the equity shares allotted under the Plan on the stock exchanges as per the provisions of applicable laws and any listing-related requirements of the stock exchanges concerned.

**RESOLVED FURTHER THAT** in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of Shares to be allotted and the exercise price payable by the Employees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value of Rs. 2/- per Equity Share shall bear to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Plan and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.”

**6. EXTENSION OF CAPLIN POINT LABORATORIES LIMITED EMPLOYEES STOCK OPTION PLAN, 2021 TO THE ELIGIBLE EMPLOYEES OF THE GROUP COMPANY, SUBSIDIARIES INCLUDING STEP-DOWN SUBSIDIARIES AND ASSOCIATES OF THE COMPANY.**

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

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the circulars/ guidelines issued by SEBI, the Memorandum and Articles of Association of the Company and all other applicable regulations, rules and circulars/guidelines in force, from time to time (including any statutory modification or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded to extend the benefits of the Caplin Point Laboratories Limited Employees Stock Option Plan, 2021 (“Plan”) as referred to in resolution no. 5 of this Notice to the eligible employees of the group companies, subsidiaries including step-down subsidiaries and associates of the Company whether established in India or outside India. *(as specified in the Plan)*”

**RESOLVED FURTHER THAT** the new Equity Shares to be issued and allotted by the Company shall rank pari passu in all respects with the then existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary that may arise while implementing this resolution.”

By order of the Board  
**Dinesh R G**  
Company Secretary

Place: Chennai  
Date: August 23, 2021

**Registered Office:**  
“Ashvich Towers” 3rd Floor,  
No.3, Developed Plots Industrial Estates,  
Perungudi, Chennai -600 096  
CIN : L24231TN1990PLC019053

**NOTES:**

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 (Act, 2013) setting out material facts regarding the items of special businesses specified above is annexed hereto.
2. In view of the situation arising due to COVID-19, Ministry of Corporate Affairs (“MCA”) vide its Circular No. 20/2020 dated May 05, 2020 w.r.t. clarification on holding of Annual General Meeting (“AGM”) through video conferencing (“VC”) or other audio visual means (“OAVM”) read with Circular No.14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 Circular No. 20/2020 dated May 5, 2020 and Circular No. 02/2021 dated January 13, 2021 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15 2021 (“SEBI Circulars”), has permitted the holding of the AGM through video conferencing (“VC”) or other audio visual means (“OAVM”) and dispensed personal presence of the Members at the common venue during AGM. In compliance with the provisions of the Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), MCA Circulars and SEBI Circular, the AGM of the Company shall thus be held through VC/OAVM. Hence, the Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for 30<sup>th</sup> AGM shall be the Registered Office of the Company.
3. Pursuant to the aforesaid Circulars, the facility to appoint proxy by Members under Section 105 of the Act, 2013 to attend and cast vote for the Members is not available for this AGM as the physical attendance of Members has been dispensed with. However, Body Corporates / Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are entitled to appoint authorised representatives for the purpose of voting through remote e-voting and participation in the AGM through VC/OAVM and cast their votes through e-voting during the AGM.
4. The Register of Members and Share Transfer Books of the Company will be closed from September 22, 2021 to September 28, 2021 (both days inclusive) for the purpose of AGM and final dividend.
5. The final dividend as recommended by the Board of Directors, if declared at the AGM, will be paid on or before October 23, 2021 to those members, whose names appear in the Register of Members on September 21, 2021 and in respect of shares held in dematerialized form, dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
6. Members holding shares in physical forms are requested to notify and 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. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividend.
7. 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 / Integrated Registry Management Services Private Limited.
8. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company as permitted under Section 72 of the Act, 2013 read with Rules made there under are requested to send the prescribed Form SH.13 to M/s. Integrated Registry Management Services Private Limited. The Form SH.13 for the purpose would be available for download on the Company’s website [www.caplinpoint.net](http://www.caplinpoint.net) under the section ‘Investor’.
9. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Company Secretary at the Company’s Registered Office or the Registrar and Share Transfer Agents, Integrated Registry Management Services Private Limited. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company’s Unpaid Dividend Account, will, as per Section 124(5) of the Act, 2013 be transferred to the Investor Education and Protection Fund.
10. The Board has appointed G Ramachandran & Associates, (FCS 9687 CoP 3056) Practicing Company Secretaries as the scrutinizers for conducting the e-voting in a fair and transparent manner. The scrutinizers will submit the report to the Chairman of the Company or to any person authorized by the Chairman after completing the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than two working days from



the conclusion of the AGM. The results declared along with the Scrutinizer's report shall be communicated to the Stock Exchanges, NSDL, and RTA and also be displayed on the Company's website [www.caplinpoint.net](http://www.caplinpoint.net).

11. In compliance with the provisions of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and pursuant to Regulation 44 of the Listing Regulations, the Company is pleased to offer e-voting facility to its Members to exercise their right to vote at the 30<sup>th</sup> AGM by electronic means in respect of the businesses to be transacted at the AGM, through the remote e-Voting platform provided by National Securities Depository Limited (NSDL).
12. In view of the situation arising due to COVID-19, owing to difficulties involved in printing and dispatching of physical copies of Annual Report for Financial Year 2020-21 & Notice of 30<sup>th</sup> AGM and pursuant to MCA and SEBI Circulars, the Annual Report for Financial Year 2020-21 along with the Notice of the 30<sup>th</sup> AGM is being sent to the Members of the Company only by email. Further, the Members holding shares in physical form or other Members who have not registered their email address with the Company can get the same registered by approaching the Registrar and Transfer Agents, (RTA) Integrated Registry Management Services Private Limited, II Floor, "Kences Towers", No.1 Ramakrishna Street, North Usman Road, T Nagar, Chennai - 600 017, Phone: 044 - 28140801 – 803, e-mail: [corpserv@integratedindia.in](mailto:corpserv@integratedindia.in).
13. Members holding shares in demat form are requested to update their email address with their Depository Participants. Annual Report for the Financial Year 2020-21 will be available on Company's website for download and the Notices and Annual Report can be accessed from Stock Exchange websites (i.e) BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).
14. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act, 2013.
15. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available

atleast to 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, 2013, will be available electronically for inspection by the members at the AGM.
17. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at rates prescribed in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email [corpserv@integratedindia.in](mailto:corpserv@integratedindia.in).

#### **VOTING THROUGH ELECTRONIC MEANS**

- I. In Compliance with provisions of Section 108 of the Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Listing Regulations the Company is pleased to provide members facility to exercise their right to vote at the 30<sup>th</sup> AGM of the Company by electronic means and the business may be transacted through e-Voting Services to Members holding shares as on September 21 2021 being the "Cut-off Date" ("CutOff" for the purpose of Rule 20(4) (vii) of the Rules) fixed for determining voting rights of Members entitled to participate in the remote e-Voting process through the platform provided by NSDL viz., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- II. The remote e-voting period commences on Saturday, September 25, 2021 at 9.00 A.M. (IST) and ends on Monday, September 27, 2021 at 5.00 P.M. (IST). During this period members of the Company, holding the shares either in physical form or in dematerialised form, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Members who have

not cast their vote on any of the resolutions using the remote e-Voting facility can vote on those resolutions during the AGM. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

#### 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: Access to NSDL e-Voting system

##### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL.</b>	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>





Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

- After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select “EVEN” of Caplin Point Laboratories Limited for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.

3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General Guidelines for shareholders

1. 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 [ramgcs@gmail.com](mailto:ramgcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate

(front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [corpserv@integratedindia.in](mailto:corpserv@integratedindia.in).

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [corpserv@integratedindia.in](mailto:corpserv@integratedindia.in).
3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
4. Alternatively members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.



**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at [compliance.officer@caplinpoint.net](mailto:compliance.officer@caplinpoint.net) from September 22 2021 (9.00 A.M. (IST)) to September 25 2021 (5.00 P.M. (IST)). The same will be replied by the company suitably.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Brief resume, details of Directors shareholding and Directors inter-se relationship of Directors seeking appointment and reappointment as required under Regulation 36 (3) of Listing Regulations and Secretarial Standards on General Meetings are provided as Annexure to this Notice.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE ACT, 2013**

The following Statement sets out all material facts relating to Special Business mentioned in the accompanying Notice.

**ITEM NO.4**

Pursuant to Regulation 23 (4) of Listing Regulations provide that all material Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to or exceeds 10 % of the Annual consolidated turnover of the listed entity as per the last audited financial statements of listed entity. The transactions to be entered with related parties as set out in the resolutions are within the ambit of Regulation 23(4) of Listing Regulations.

Accordingly, approval of the shareholders of the Company is sought for the proposed material related party transactions to be entered with Caplin Point Laboratories Limited for the Financial Year 2021-22.

The particulars of the transaction(s) with related parties as set out in the resolution are as follows:

Particulars	Remarks
Name of the Related Party	Nuevos Eticos NeoEthicals S.A-Guatemala
Name of the Director or Key Managerial Personnel who is related	None of the Directors of the Company is related
Nature of Relationship	Step Down Subsidiary
Nature, material terms, monetary value and particulars of the contract or arrangement	Sale of goods for an aggregate value of Rs. 250 crores for the Financial Year 2021-22
Any other information relevant or important for the members to take a decision on the proposed resolution	Transactions to be done at arm's length basis and in normal course of business.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the above resolution.

The Board of Directors, therefore, recommend this ordinary resolution

as set out in Item No.4 of this notice for the approval of members.

#### ITEM NOS.5 & 6

Employee Stock Option Plans (ESOPs) are considered as an effective tool to attract and retain the best talent in the Industry. ESOPs inter alia serves to attract, motivate, reward and retain specialists / senior professionals, recognize and reward exceptional performance and facilitate continued building of co-created organization. The Company has instituted “Caplin Point Employee Stock Option Plan – 2015” and “Caplin Point Employee Stock Option Plan – 2017” pursuant to the Special Resolutions approved by the members at the 24<sup>th</sup> Annual General Meeting held on November 05, 2015 and at the 26<sup>th</sup> AGM held on September 21, 2017 respectively.

In order to continue to attract and retain better talents, it is proposed to roll out a new Employee Stock Option scheme to eligible employees of the Company, its Group Company(ies), Associate Company(ies) and Subsidiary Company(ies) including Step-Down Subsidiary Company(ies) . The main objective will be to retain and reward employees by providing opportunity to such of those employees to participate in the growth of the Company through owning equity shares.

Accordingly the Board of Directors of the Company on August 23, 2021 approved introduction of Caplin Point Laboratories Limited Employees Stock Option Plan, 2021 (“Plan”), subject to the approval of the shareholders and in terms of the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI Regulations”) as amended from time to time. the Board also, inter-alia authorized the Nomination & Remuneration Committee to formulate the detailed terms and conditions of the Plan and to administer and implement the Plan in accordance with the provisions of the SEBI Regulations.

The information as required under Regulation 6(2) of the SEBI Regulations, setting out the salient features of ESOP 2021 and further explaining the proposal is given below:

1	Brief Description of the Plan	<p>The Plan shall be called the Caplin Point Laboratories Limited Employees Stock Option Plan, 2021.</p> <p>The main objective of the Plan will be to attract, retain and reward employees by providing opportunity to participate in the growth of the Company through owning equity shares.</p>
2	Total Number of Options to be granted	<p>The maximum number of Options that may be granted pursuant to this Plan shall not exceed 5,00,000 (Five Lakhs) Options which shall be convertible into equal number of Equity Shares.</p> <p>Further, the maximum number of Options that can be granted and the Shares arise upon exercise of these Options shall stand adjusted in case of corporate action (as defined in the Plan).</p>
3	Identification of Classes of Employees entitled to participate and be beneficiaries in the scheme	<p>(i) an employee as designated by the company, who is exclusively working in India or outside India; or</p> <p>(ii) a director of the company, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or</p> <p>(iii) an employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary or its associate company, in India or outside India, of the company, but does not include:-</p> <p>(a) an employee who is a promoter or a person belonging to the promoter group; or</p> <p>(b) a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company</p>



4	Requirements of vesting and period of vesting	<p>The Options granted shall vest so long as an employee continues to be in the employment of the Company or the group companies, subsidiaries including step-down subsidiaries and associates as the case may be.</p> <p>The options granted under the Scheme shall vest in 3 equal tranches commencing from completion of 5<sup>th</sup> year from the date of grant of options, unless otherwise specified by the ESOP Committee (i.e. Nomination and Remuneration Committee). In any event, the vesting period shall not be less than 1 year and not more than 8 years from the date of grant of options. Vesting may happen in one or more tranches. The Vesting schedule as decided will be stipulated in the Option letter to be issued to Individual Grantees.</p> <p>The ESOP Committee shall be entitled to make the Vesting of any or all of the Options granted to an Eligible Employee conditional upon the fulfillment of such performance criteria whether of the Eligible Employee and/ or any team or group of which he is a part and/ or of the Company, as may be determined by the ESOP Committee or determine a Vesting schedule</p>
5	Maximum period (subject to regulation 18(1) and 24(1) of the regulations, as the case may be) within which the options shall be vested	All the options granted on any date shall vest not later than 8 years from the date of grant of options

6	Exercise Price or Pricing Formula	<p>The Options granted to the Employees under this Plan shall carry an Exercise Price, which shall be at a discount to the Market Price, if and as may be determined by the ESOP Committee. However, the Exercise Price shall not be less than the par value of the Equity Shares of the Company.</p> <p>For the above purpose Market Price means the latest available closing price on a recognized stock exchange on which the shares of the company are listed on the date immediately prior to the Relevant Date. If such shares are listed on more than one recognized stock exchange, then the closing price on the recognized stock exchange having higher trading volume shall be considered as the market price.</p> <p>“Relevant date” means</p> <ol style="list-style-type: none"><li>in the case of grant, the date of meeting of the Nomination and Remuneration committee on which the grant is made or</li><li>in the case of exercise, the date on which the notice of exercise is given to the Company by the Employee.</li></ol>
7	Exercise Period and Process of Exercise	<p>All Vested Options shall be respectively exercised in one or more tranches within a period of 7 years from the respective dates of Vesting, failing which the Options shall lapse.</p> <p>The Employee may Exercise the Options by submitting a written application to the Company expressing his/her desire to exercise such Options in such manner and on such format as may be prescribed by the ESOP Committee from time to time, accompanied by payment of an amount equivalent to the Exercise Price in respect of such Shares and such other writing, if any, as the ESOP Committee may specify to confirm extinguishment of the rights comprising in the Options then exercised.</p>

8	Appraisal process for determining the eligibility of employees for the Plan	<p>The ESOP Committee may on the basis of all or any of the following criteria, decide on the Employees who are eligible for the grant of Options under the Plan and the terms and conditions thereof.</p> <ul style="list-style-type: none"> <li>i Work related or academic performance of the employee.</li> <li>ii Length of service / Position Held.</li> <li>iii Potential of the employee to contribute to the Company's / group companies, subsidiaries including step-down subsidiaries and associates performance.</li> <li>iv The extent of contribution made by the employee towards business results, achievement of medium to long term performance plans and processes, and customer satisfaction or Employee satisfaction.</li> <li>vi High market value /difficulty in replacement.</li> <li>vii High risk of losing the employee to competition.</li> </ul>
9	Maximum number of options to be issued per employee and in aggregate and the maximum quantum of benefits to be provided per employee under the Plan	<p>The maximum number of Options that may be granted pursuant to this Plan shall not exceed 5,00,000 (Five Lakhs) Options which shall be convertible into equal number of Equity Shares.</p> <p>The maximum number of Options that may be granted to one eligible Employee shall not be more than 25,000 options.</p>
10	Maximum quantum of benefits to be provided per employee under Plan	The maximum quantum of benefits that will be provided to every eligible Employee under the Plan will be the difference between the market value of Company's Share on the Recognized Stock Exchanges as on the date of Exercise of Options and the exercise price paid by the Employee.

11	Whether the Plan is to be implemented and administered directly by the company or through a trust	<p>The Plan shall be implemented through direct route for extending the benefits to the eligible Employees by the way of fresh allotment and will follow cash mechanism.</p> <p>The Scheme will be administered by the Nomination and Remuneration Committee of the Company.</p>
12	Whether the Plan involves new issue of shares by the company or secondary acquisition by the trust or both	The Plan involves new issue of shares of the Company
13	The amount of loan to be provided for implementation of the Plan by the Company to the Trust, its tenure, utilization, repayment terms, etc.	Not applicable, since the Plan is proposed to be implemented by direct route.
14	The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the Plan.	Not applicable, since the Plan is proposed to be implemented by direct route.
15	Confirmation with accounting policies	The Company shall comply with the disclosures requirements and the accounting policies prescribed under the SEBI Regulations, or any other policy(es) that may be prescribed under law with respect to accounting for stock options.



16	The method which the company shall use to value its options.	The Company shall adopt 'fair value method' for valuation of options as prescribed under guidance note or under any accounting standard, as applicable, notified by appropriate authorities from time to time.
17	Statement with regard to Disclosure in Director's Report.	As the company is adopting fair value method, presently there is no requirement for disclosure in Director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors; report.
18	Period of lock in.	The Shares so allotted to the Employees pursuant to exercise of Options will not be subject to a lock-in period and can be freely sold by the Employee thereafter.
19	Terms & conditions for buyback, if any, of specified securities covered under these regulations.	The Board of Directors / ESOP Committee will specify the procedure for buy-back of Options granted, if to be undertaken at any time by the company, and the applicable terms and conditions, including: (i) permissible sources of financing for such buy-back; (ii) minimum financial thresholds to be maintained by the company as per its last financial statements; and (iii) quantum of options that the company may buy-back in a Financial Years.
20	Other disclosures.	The Plan does not involve acquisition of shares from the Secondary Market and no loan is proposed to be provided by the Company.

Separate special resolution is required to be passed by the members if the benefits of Plan as set out in the Resolution No. 5 of this Notice is extended to the employees of the group company, subsidiaries including step-down subsidiaries and associates.

Accordingly, separate special resolution seeking the approval of the members for extending the benefits of Plan to the employees of group company, subsidiaries, including step-down subsidiaries and associates is placed before the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the above resolutions.

The Board of Directors recommends the resolutions set out in Item Nos. 5 & 6 of the Notice for the approval of the members by means of special resolutions.

Caplin Point Laboratories Limited Employees Stock Option Plan, 2021 and other documents referred to in the aforesaid resolutions are available for inspection electronically.

Place: Chennai  
Date: August 23, 2021

By order of the Board  
**Dinesh R G**  
Company Secretary

**Registered Office:**  
"Ashvich Towers" 3rd Floor,  
No.3, Developed Plots Industrial Estates,  
Perungudi, Chennai -600 096  
CIN : L24231TN1990PLC019053

**ANNEXURE TO THE NOTICE**

Details of Director seeking re-appointment at the ensuing AGM pursuant to Regulation 36 (3) of the Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India.

<b>Name of the Director</b>	Mr. C C Paarthipan
<b>DIN</b>	01218784
<b>Date of Birth</b>	02.08.1952
<b>Date of Appointment on the Board</b>	01.10.1993
<b>Qualifications</b>	B.A.
<b>Expertise in Specific Functional Area</b>	<ul style="list-style-type: none"> <li>• Mr. C C Paarthipan is the Chairman of Caplin Point Laboratories Limited and has been in the Board since the Company's inception.</li> <li>• He has about three decades of rich experience in the Pharmaceutical Industry.</li> <li>• A good business acumen with exceptional abilities in identifying and exploring business opportunities both in domestic and global markets.</li> <li>• He has been the guiding force of the Company in achieving business targets/ enduring goals.</li> </ul>
<b>Number of shares held in the Company</b>	1,41,67,192
<b>List of Directorship or other position held in other Listed Companies</b>	NIL
<b>Chairman/member in the committees of the boards of other listed companies in which he is a Director</b>	Chairman: NIL Member : NIL
<b>Relationships, if any, with other Directors and KMP</b>	None