

# NOTICE

**NOTICE** is hereby given that the 31<sup>st</sup> Annual General Meeting (“AGM”) of the members of Caplin Point Laboratories Limited (“The Company”) will be held on Thursday, September 29, 2022 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, 2022 along with the Reports of the Board of Director’s and the Auditor’s thereon.

### **2. Declaration of Final Dividend and Ratification of Interim Dividend**

To declare a final dividend of ₹ 2/- (100%) per equity share of ₹ 2/- as recommended by the Board of Directors of the Company and to ratify the Interim Dividend of ₹ 2/- (100 %) per equity share of ₹ 2/-, aggregating to ₹ 4 (200%) for the Financial Year ended March 31, 2022.

### **3. Appointment of Dr. Sridhar Ganesan as a Director liable to retire by rotation**

To appoint a Director in place of Dr. Sridhar Ganesan (DIN: 06819026) who retires by rotation, and being eligible, offers himself for re-appointment.

### **4. Re-appointment of M/s. CNGSN & Associates LLP as the Statutory Auditors of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules,

2014(including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendation of the Audit Committee, M/s. CNGSN & Associates LLP (FRN: 004915S) be and are hereby re-appointed as the Statutory Auditors of the Company who shall hold office from the conclusion of this 31<sup>st</sup> Annual General Meeting till the conclusion of the 32<sup>nd</sup> Annual General Meeting of the Company at a remuneration as disclosed in the explanatory statement.”.

## **SPECIAL BUSINESS**

### **5. Approval of Material Related Party Transaction(s) with NuevosEticos Neo Ethicals S.A – Guatemala**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 23 read with Regulation 2 (1) (zb) & (zc) (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (including any statutory modification(s) or re-enactment thereof) and other applicable laws / statutory provisions, if any, the Company’s Policy on Related Party Transactions and based on the recommendations of the Audit Committee of the Company, consent of the Members be and is hereby accorded for material related party transaction(s) / contract(s)/ arrangement(s) (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) by the Company and/or its subsidiaries with the related party mentioned herein below for a period of five financial years i.e. from financial year 2022-23 to 2027-28, on such material terms and conditions as mentioned in the explanatory statement to this Resolution and on such other terms as maybe mutually agreed between the related party and the Company and/or its subsidiaries.”



Name of the transacting/ contracting party	Description of the transacting/ contracting party	Name of the related party	Nature of relationship with the related party	Nature of contract/ transaction/ arrangement	Limit
Caplin Point Laboratories Limited (CPL)	Ultimate Holding Company	NuevosEticos Neo Ethicals S.A – Guatemala	Step-Down Subsidiary	Sale of Goods, materials and transfer of other resources, services or obligations by CPL to NuevosEticos Neo Ethicals S.A – Guatemala	Transactions/ contracts/ arrangements of both CPL and CPFEL with NuevosEticos Neo Ethicals S.A – Guatemala shall not collectively exceed 30% of the respective previous financial year's audited consolidated turnover of CPL.
Caplin Point Far East Limited (Honk Kong) (CPFEL)	Wholly owned subsidiary of CPL	NuevosEticos Neo Ethicals S.A – Guatemala	Holding Company	Sale of Goods, materials and transfer of resources, services or obligations by CPFEL to NuevosEticos Neo Ethicals S.A – Guatemala	

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Board) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company”.

#### 6. Approval of Material Related Party Transaction(s) with Caplin Steriles Limited

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 23 read with Regulation 2 (1) (zb) & (zc) (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Section 188 read with section 2(76) of the Companies Act, 2013 and relevant Rules made thereunder (including any statutory modification(s) or re-enactment thereof) and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions and based on the recommendations of the Audit Committee of the Company, consent of the Members be and is hereby accorded for entering into Material Related Party Transaction(s) / Contract(s)/ Arrangement(s) (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) by the Company with the related party mentioned herein below for a period of five financial years i.e. from financial year 2022-23 to 2027-28, on such material terms and conditions as mentioned in the explanatory statement to this Resolution and on such other terms as maybe mutually agreed between the Company and the related party.”

Name of the transacting/ contracting party	Description of the transacting/ contracting party	Name of the related party	Nature of relationship with the related party	Nature of contract/ transaction/ arrangement	Limit
Caplin Point Laboratories Limited (CPL)	Holding Company	Caplin Steriles Limited (CSL)	Subsidiary of CPL	Inter-corporate loan from CPL to CSL	Upto ₹ 425 Crores in the aggregate



Name of the transacting/ contracting party	Description of the transacting/ contracting party	Name of the related party	Nature of relationship with the related party	Nature of contract/ transaction/ arrangement	Limit
Caplin Point Laboratories Limited (CPL)	Holding Company	Caplin Steriles Limited (CSL)	Subsidiary of CPL	Purchase of Goods, materials and transfer of resources, services or obligations from CSL by CPL in the ordinary course of business	₹ 100 Crores per financial year
Caplin Point Laboratories Limited (CPL)	Holding Company	Caplin Steriles Limited (CSL)	Subsidiary of CPL	Sale of Goods, materials and transfer of resources, services or obligations by CPL to CSL in the ordinary course of business	
Caplin Point Laboratories Limited (CPL)	Holding Company	Caplin Steriles Limited (CSL)	Subsidiary of CPL	Employee Stock Options (ESOP) on the shares of CPL issued to the employees of CSL as per the approval of shareholders granted for the respective ESOP schemes	
Caplin Point Laboratories Limited (CPL)	Holding Company	Caplin Steriles Limited (CSL)	Subsidiary of CPL	Leasing of land	

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company”.

**7. Approval for providing loans and guarantees under Section 185 of the Companies Act, 2013**

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

“**RESOLVED THAT**, pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder as amended from time to time, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board

or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including a loan represented by a book debt or give guarantee or provide security in connection with loan taken by any subsidiary of the company, in which any director of the Company is or is deemed to be interested, upto an aggregate sum of INR 450 Crores (Rupees Four Hundred and Fifty Crores Only), provided that such loans are utilized by the borrowing Subsidiary company for its principal business activities.

“**RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution.”

**8. To consider and approve the Re-appointment of Dr Sridhar Ganesan as the Managing Director of the Company**

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

“**RESOLVED THAT** pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and



Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and all other applicable laws for the time being in force Dr Sridhar Ganesan (DIN: 06819026) be and is hereby reappointed as a Managing Director of the Company for the period of two years with effect from August 25, 2022, at a remuneration recommended by the Nomination & Remuneration Committee as set out below:-

1. Salary: ₹ 55,20,000 per annum

2. Allowances and Perquisites:

As may be determined by the Nomination and Remuneration Committee including employee stock options

3. Retirement benefits:

Contribution to Provident fund, superannuation fund and gratuity as per the rules of the fund/scheme in force from time to time.

4. General:

i) Perquisites shall be valued in terms of actual expenditure incurred by the Company in providing benefit to the employees. However, in cases where the actual amount of expenditure cannot be ascertained with reasonable accuracy (including car provided for official and personal purposes) the perquisites shall be valued as per income tax rules;

ii) The following shall not be considered as part of perquisites:

a. Contribution to provident fund, superannuation fund or annuity fund to the extent that is singly or put together are not taxable under the Income Tax Act, 1961;

b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and

c. Encashment of leave at the end of the tenure.

iii) The aggregate remuneration (including salary, allowances, perquisites, incentive and retirement benefits) for any financial year shall be subject to an overall ceiling of 10% of the net profits of the Financial year computed in the manner prescribed under the Act;

iv) Dr Sridhar Ganesan will not be entitled to any sitting fees for attending meetings of the Board and the committees thereof;

v) Dr Sridhar Ganesan will be subject to all other service conditions as applicable to any other employees of the Company;

vi) Dr Sridhar Ganesan will be liable to retire by rotation, in terms of relevant provisions of Section 152 of the Companies Act, 2013;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to alter and vary the scope of remuneration of Dr Sridhar Ganesan, to the extent recommended by the nomination and remuneration committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors 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.”

#### 9. To consider and approve the Appointment of Dr R. Nagendran as an Independent Director of the Company

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulation 16(1)(b), Regulation 17, Regulation 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Dr R. Nagendran (DIN: 08943531), who was recommended by the Nomination and Remuneration Committee and the Board, be and is hereby appointed as an Independent Director of the Company for a term of five years i.e., from the conclusion of the 31<sup>st</sup> Annual General Meeting and whose term is not liable to retirement by rotation.

**“RESOLVED FURTHER THAT** the Board of Directors 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.”



**10. To consider and approve the Appointment of Mr. S. Deenadayalan as an Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulation 16(1)(b), Regulation 17, Regulation 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. S. Deenadayalan (DIN: 01951620), who was recommended by the Nomination and Remuneration Committee and the Board, be and is hereby appointed as an Independent Director of the Company for a term of five years i.e., from the conclusion of the 31<sup>st</sup> Annual General Meeting and whose term is not liable to retire by rotation.

**“RESOLVED FURTHER THAT** the Board of Directors 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.”

**By Order of the Board of Directors**

For **Caplin Point Laboratories Limited**

**G. Venkatram**

**(General Counsel & Company Secretary)**

**PLACE:** Chennai

**DATE:** September 5, 2022

**REGISTERED OFFICE:**

**Caplin Point Laboratories Limited**

**CIN: L24231TN1990PLC019053**

Ashvich Towers, 3rd Floor,

No.3, Developed Plots, Industrial Estates,

Perungudi, Chennai – 600096

Website: <https://www.caplinpoint.net/>

E-mail: [info@caplinpoint.net](mailto:info@caplinpoint.net)



**NOTES:**

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”) setting out the material facts regarding the items of special businesses specified above is annexed hereto.
  2. In compliance with the General Circular No. 02/2022 dated May 05, 2022 read with General Circular No. 20/2020 dated May 5, 2020 and Securities and Exchange Board of India (“SEBI”) Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (hereinafter collectively referred to as “the Circulars”), Companies have been allowed to hold their Annual General Meeting through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”). Hence, in compliance to the Circulars, the AGM of the Company is being held through VC. The Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for 31st AGM shall be the Registered Office of the Company.
  3. Pursuant to the aforesaid Circulars, this AGM will be held through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), (a) Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip & Route Map are not annexed to this Notice. 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. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by email to alagar@geniconsolutions.com with a copy marked to evoting@nsdl.co.in.
  4. 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.
  5. Brief resume, details of Directors shareholding and Directors inter-se relationship of Directors seeking appointment /Re-appointment as required under Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, are provided as Annexure to this Notice.
  6. Members may note that the Board has recommended a Final Dividend of ₹ 2/- per equity share. The Register of Members and Share Transfer Books of the Company will be closed from September 23, 2022 to September 29, 2022 (both days inclusive) for the purpose of AGM and final dividend.
  7. The final dividend as recommended by the Board of Directors, if approved at the AGM, will be paid as per the Statutory timelines to those members, whose names appear in the Register of Members on September 22, 2022 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.
  8. 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. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent to their registered addresses in the mode permitted for the purpose.
  9. Members may note that the Income-tax Act, 1961, (“the IT Act”) as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (“TDS”) at the time of making the payment of final dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents 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 corpserve@integratedindia.in.
- However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during financial year 2022-23 does not exceed ₹ 5,000, and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more)





subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding of tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

10. 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.
11. 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'.
12. 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.
13. 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 LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020; the Company is pleased to offer e-voting facility to its Members to exercise their right to vote at the 31st 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).
14. The Board has appointed M/s. M Alagar & Associates, (FCS 7488; CoP 8196) 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).

15. In view of the COVID-19 pandemic and owing to difficulties in printing and dispatching of physical copies of Annual Report for Financial Year 2021-22 & Notice of 31st AGM, the Company, in compliance with the MCA and SEBI Circulars the Annual Report for Financial Year 2021-22 along with the Notice of the 31st AGM is being sent to the members through e-mail. 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).
16. Members holding shares in demat form are requested to update their email address with their Depository Participants. The Annual Report for the Financial Year 2021-22 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)
17. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and accordingly, as per the amended regulation that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In this regard, Members are requested to dematerialize / demat their shares or securities held in physical form.
18. 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 at least 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.

19. 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.

#### VOTING THROUGH ELECTRONIC MEANS

- 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 31st AGM of the Company by electronic means and the business may be transacted through e-Voting Services to Members holding shares as on September 22, 2022 being the "Cut-off Date 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).
- The remote e-voting period commences on Monday, September 26, 2022 at 9.00 A.M. (IST) and ends on Wednesday, September

28, 2022 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. Members who have cast their vote by remote-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. 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
Individual shareholders holding securities in demat mode with NSDL	1. 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 & voting during the meeting.
	2. 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>





TYPE OF SHAREHOLDERS	LOGIN METHOD
	<ol style="list-style-type: none"> <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 held 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> <li>Shareholders/Members can also download NSDL Mobile App “NSDL SPEED-e” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> 
<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 e-Voting service provider i.e. NSDL. Click on NSDL 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> homepage. 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>	<p>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 &amp; voting during the meeting.</p>

**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?**

1. 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.
2. 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 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 [alagar@geniconsolutions.com](mailto:alagar@geniconsolutions.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking

on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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, Senior 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 shareholder 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.

**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:**

1. 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 meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join 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.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. 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 23, 2022 (9.00 A.M. (IST)) to September 26, 2022 (5.00 P.M. (IST)). The same will be replied by the company suitably.
6. 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.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THERE UNDER**

**ITEM NO. 3**

In terms of the provisions of Section 152 of the Companies Act, 2013 and the terms of appointment of Dr. Sridhar Ganesan approved by the shareholders at their meeting held on September 28, 2020, Dr. Sridhar Ganesan retires by rotation at this 31<sup>st</sup> Annual General Meeting of the Company and is eligible for re-appointment.

Accordingly, in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)



Regulations, 2015 and other applicable provisions, if any, the details of Director retiring, and being eligible, seeking re-appointment is given as an annexure to the Notice.

Except Dr Sridhar Ganesan, none of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in this resolution. The Board of Directors, therefore, recommend the ordinary resolution as set out in Item no.3 of this notice for the approval of members.

#### ITEM NO. 4

##### **Re-appointment of M/s. CNGSN & Associates LLP as the Statutory Auditors of the Company**

M/s. CNGSN & Associates LLP, Chartered Accountants, (Firm Registration No. 004915S) (hereinafter referred to as CNGSN or the firm) were appointed as the Statutory Auditors of the Company for a term of one year at the 22<sup>nd</sup> Annual General Meeting (AGM) held on December 27, 2013. Further, they were appointed for period of three consecutive years from the 23<sup>rd</sup> AGM till the 26<sup>th</sup> AGM of the Company. The firm was re-appointed as the Statutory Auditors of the Company at the 26<sup>th</sup> AGM of the Company held on September 21, 2017, for a term of five years commencing from the Financial Year 2017-18. In terms of the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Firm is eligible to be re-appointed for a remaining term of one year.

Based on the recommendations of the Audit Committee, the Board of Directors, at its meeting held on September 5, 2022, approved the re-appointment of M/s. CNGSN & Associates LLP as the statutory auditors of the Company to hold office from the conclusion of the ensuing AGM until the conclusion of the 32<sup>nd</sup> AGM.

The proposed remuneration to be paid to CNGSN for their audit services for the Financial Year ending March 31, 2023 is ₹ 19.50 Lakhs plus applicable taxes and excluding out-of-pocket expenses. Besides the audit services, the Company would also obtain certifications from the statutory auditors under various statutory regulations and certifications required by clients, banks, statutory authorities and other

audit related services for which the remuneration shall be agreed on mutual terms, as approved by the Board of Directors in consultation with the audit committee.

CNGSN & ASSOCIATES LLP (CNGSN) is a Limited Liability Partnership with LLP Identity No.AAC-9402, a Chartered Accountancy firm headquartered out of Chennai, India. The firm was established during the year 1990 as a Partnership Firm and was subsequently converted to a Limited Liability Partnership with effect from November 19, 2014. The firm consists of 11 partners with multiple locations in South India. Considering the evaluation of the past performance, experience, and expertise of M/s. CNGSN & Associates LLP, it is proposed to re-appoint CNGSN as the Statutory Auditor of the Company based on the recommendation of the Audit Committee.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution. The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Members.

#### ITEM NO. 5

##### **Approval of Material Related Party Transaction(s) of the Company and/or its Subsidiaries with NuevosEticos Neo Ethicals S.A – Guatemala**

Pursuant to the amended provisions of Regulation 23 (2) and Regulation 2 (1) (zc) of the Listing Regulations, the Company is required to take the prior approval of shareholders by way of an ordinary resolution for all material related party transactions in which the Company or any of its Subsidiaries are parties. Material Related Party Transaction means transaction(s) taken individually or taken together with previous transactions during a financial year, that exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower. As per this, the sale transactions of the Company and its wholly owned Subsidiary Caplin Point Far East Limited (Honk Kong) with Nuevos Eticos Neo Ethicals S.A – Guatemala shall be material requiring the approval of the shareholders by way of an ordinary resolution.



Details of the transactions, in addition to what has been provided as part of the resolution is given in the table below:

S. No	Description	Details
1.	Name of the Related Party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Nuevos Eticos Neo Ethicals S.A – Guatemala is a step-down subsidiary of Caplin Point Laboratories Limited (CPL). With respect to Caplin Point Far East Limited (Honk Kong) (CPFEL), Nuevos Eticos Neo Ethicals S.A – Guatemala is the subsidiary of CPFEL. CPFEL holds 69% of the share capital of Nuevos Eticos Neo Ethicals S.A – Guatemala. Apart from this, there are no other concern or interest.
2.	Type, material terms and particulars of the proposed RPT	<ul style="list-style-type: none"> <li>● Sale of Goods, materials and transfer of resources, services or obligations shall be in the ordinary course of business</li> <li>● Both CPL and CPFEL supply pharmaceutical products to Nuevos Eticos Neo Ethicals S.A – Guatemala</li> <li>● The pricing shall be at arm’s length similar to transaction with unrelated parties and shall be based on individual Purchase Orders</li> <li>● Credit terms shall be up to 120 days (including transit time) as applicable to unrelated parties.</li> </ul>
3.	Tenure of the proposed RPT	Since the transaction is a continuing one, this approval shall be valid for a period of 5 financial years commencing from FY 2022-23.
4.	Value of the proposed RPT	The collective value of transaction of CPL and CPFEL with Nuevos Eticos Neo Ethicals S.A – Guatemala shall not exceed 30% of the respective previous financial year’s audited consolidated turnover of CPL.
5.	Justification as to why the RPT is in the interest of the listed entity	Nuevos Eticos Neo Ethicals S.A – Guatemala is a primary front end distribution entity of the Company. The unique business model of the Company has helped in achieving direct presence in those markets, thereby negating the requirement for intermediaries, through its Subsidiaries/ Step-Down Subsidiaries, which is critical for the continued and enhanced financial performance of the Company.
6.	Name of the director or key managerial personnel who is related	None of the Director/ Key Managerial Personnel of the Company are related.
7.	Valuation or other external report relied upon by the listed entity in relation to the transactions	Not applicable.

Since the transactions are in the ordinary course of business and shall be carried out at an arm’s length basis, the provisions of Section 188 of the Companies Act, 2013 shall not apply. Any subsequent material modifications to the terms, as per the Related Party Transaction Policy of the Company, shall be subject to prior approval of the shareholders.

The Audit Committee of the Company had reviewed the transaction and had recommended the same for approval of the shareholders at their meeting held on September 5, 2022. The management of the Company had provided the Audit Committee with relevant details of the Related

Party Transactions, including its material terms and conditions, tenure and basis of pricing as summarised in the table above. In view of the same, the material related party transactions as set out in the resolution is placed before the shareholders for their approval by way of an ordinary resolution.

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 recommends this ordinary resolution for approval of the shareholders. None of the Related Parties of the company shall vote to approve the resolution.



**ITEM NO. 6****Approval of Material Related Party Transaction(s) with Caplin Steriles Limited**

Pursuant to the amended provisions of Regulation 23 (2) and Regulation 2 (1) (zc) of the Listing Regulations, the Company is required to take the prior approval of shareholders by way of an ordinary resolution for all material related party transactions in which the Company or any of its Subsidiaries are party. Material Related Party Transaction means transaction(s) taken individually or taken together with previous transactions during a financial year, that exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower. The Company presently owns 99.99%

of equity shares in Caplin Steriles Limited (CSL). The remaining 100 equity shares are held by two other shareholders namely Eight Roads Ventures India III LLP (Eight Roads) and F-Prime Capital Partners Life Sciences Fund VI LP (F-Prime). Eight Roads and F-Prime also hold 7,45,82,875 Compulsorily Convertible Preference Shares which are convertible as per the terms of its issue.

CSL caters to regulated markets of United States, Canada, Australia etc which are of strategic importance to the Company's long term objectives. Hence, the Company proposes to enter into various transactions with CSL which will collectively make the transactions between the Company and CSL material.

Details of the transactions, in addition to what has been provided as part of the resolution is given in the table below:

Sl. No	Description	Details
1.	Name of the Related Party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Caplin Point Laboratories Limited (CPL) holds 99.99% of the equity share capital of CSL and hence is the holding Company of CSL.
2.	Type, material terms and particulars of the proposed RPT	<ul style="list-style-type: none"> <li>● Sale/ Purchase of Goods, materials and transfer of resources, services or obligations shall be in the ordinary course of business and on arm's length basis.</li> <li>● Credit terms for Sale/ Purchase shall be comparable to terms for unrelated parties.</li> <li>● Employees Stock Options shall be granted to employees of CSL based on the approval granted by the shareholders at the meeting held on September 28, 2021 based on the recommendations of the Nomination and Remuneration Committee of the Company and CSL.</li> <li>● Lease of land shall be on the terms as below: <ul style="list-style-type: none"> <li>■ The Company owns 8.11 acres of land near the facility of CSL in Gummidipoondi. This shall be leased for the purpose of enabling CSL to develop a green belt for environmental purposes.</li> <li>■ The lease shall be for a period of five years which may be renewed based on mutual agreement and approval of the Audit Committee on arms-length terms.</li> <li>■ The Annual Lease rental shall be fixed on arm's length basis taking into account the prevailing lease rental rates in the area.</li> <li>■ Terms of inter-corporate loan shall be as per point 3 below.</li> </ul> </li> </ul>





Sl. No	Description	Details
3.	Details of Inter-Corporate Loans (ICL)	Maximum value of ICL shall not exceed ₹ 425 Crores in the aggregate. The loan is given from out of the internal accruals of the Company and the Company had not borrowed or incurred any indebtedness for this purpose. The ICL shall be unsecured and shall have a principal moratorium period of five years from the date of approval. Interest rate shall be benchmarked to State Bank of India's Marginal Cost of Fund based Lending Rate (MCLR) + 2% Spread. Interest shall be paid on monthly basis and principal shall be repaid over a period of 5 years after the end of moratorium period. Interest will be reset every year based on the one year MCLR as prevalent on the completion of every one year from the date of first disbursal of loan. CSL shall utilize the ICL for carrying out expansion activities and also for working capital purposes.
4.	Tenure of the proposed RPT	Approval for the transactions shall be valid for a period of 5 financial years commencing from 2022-23.
5.	Value of the proposed RPT	As given in the resolution.
6.	Justification as to why the RPT is in the interest of the listed entity	CSL caters to the key regulated markets of US, Canada, Australia etc which is a key component of the Company's growth strategy for the future. Since the regulated market's requirements with respect to approvals are more stringent than semi-regulated markets and since the Compliance requirements are higher, there is a need to support CSL in meeting those requirements in terms of capital investments. This, the Board strongly feels, will in-turn enhance shareholders value.
7.	Name of the director or key managerial personnel who is related	Mr CC Paarthipan, Chairman, Dr Sridhar Ganesan, Managing Director and Dr C K Gariyali, Independent Director also serve on the Board of CSL.
8.	Valuation or other external report relied upon by the listed entity in relation to the transactions	Not applicable.

Any subsequent material modifications to the transactions, as per the Related Party Transaction Policy of the Company, shall be subject to prior approval of the shareholders. The Audit Committee of the Company had reviewed the transaction and had recommended the same for approval of the shareholders at their meeting held on September 5, 2022. The management of the Company had provided the Audit Committee with relevant details of the Related Party Transactions, including its material terms and conditions, tenure and basis of pricing as summarised in the table above. In view of the same, the material related party transactions as set out in the resolution is placed before the shareholders for their approval by way of an ordinary resolution.

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 except to the extent of their Directorship

in the Company and CSL. The Board recommends this ordinary resolution for approval of the shareholders. None of the Related Parties of the company shall vote to approve the resolution.

#### ITEM NO. 7

#### Approval for providing loans and guarantees under Section 185 of the Companies Act, 2013

The Company will be required to render support for the business requirements of its Subsidiary companies from time to time. In the light of the provisions of Companies Act, 2013, the Company, with the approval of shareholders by way of special resolution, would be in a position to provide financial assistance by way of loan or give guarantee or provide security in respect of loans taken by its Subsidiaries for their principal business activities. This would exclude wholly-owned Subsidiaries of



the Company which are exempt from the requirement of shareholders' approval as well as providing any guarantee or security in respect of loan made by any bank or financial institution to its subsidiaries.

The Company presently owns 99.99% of equity shares in Caplin Steriles Limited (CSL). The remaining 100 equity shares are held by two other shareholders namely Eight Roads Ventures India III LLP (Eight Roads) and F-Prime Capital Partners Life Sciences Fund VI LP (F-Prime). Eight Roads and F-Prime also hold 7,45,82,875 Compulsorily Convertible Preference Shares which are convertible as per the terms of its issue. The Company intends to extend Inter Corporate Loan to CSL from time to time to meet its expansion requirements as well as working capital needs which shall not exceed ₹ 425 in the aggregate. Further, given the expanding footprint of the Company in varied markets, the requirement to support other Subsidiaries could arise in the near future. Hence, including the Inter Corporate Loan to CSL, approval of shareholders by way of special resolution is being sought for an overall limit of ₹ 450 Crores (Rupees Four Hundred and Fifty Crores Only) in the aggregate in respect of all of its Subsidiaries. The Board of Directors may be authorised to evaluate the proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the respective Subsidiaries. These loans/ guarantee/ security shall be also subject to approval of shareholders under any other provisions of the Companies Act, 2013 and Listing Regulations as and when needed.

The Board of Directors Recommend the Special Resolution for approval by the shareholders. Mr CC Paarthipan, Chairman, Dr Sridhar Ganesan, Managing Director and Dr C K Gariyali, Independent Director serve on the Board of CSL and hence to that extent are interested in the resolution. Except as above, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

#### ITEM NO. 8

##### **Re-appointment of Dr Sridhar Ganesan as the Managing Director of the Company**

Dr Sridhar Ganesan was re-appointed as the Managing Director of the Company for a period of two years with effect from August 25, 2020.

Based on the strong performance of the Director and considering his significant contribution in the growth of the Company, the Nomination and Remuneration Committee considered it appropriate to recommend to the Board, the re-appointment of Dr Sridhar Ganesan for a period of two years commencing from August 25, 2022 on the terms and conditions, including remuneration, as explained herein.

Accordingly, the Board, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on September 5, 2022, has approved the reappointment of Dr Sridhar Ganesan as Managing Director of the Company for the Proposed Term on the terms and conditions including the remuneration as stated in the resolution. The Board, therefore, recommend the ordinary resolution as set out in Item no.8 of this notice for the approval of shareholders. Except Dr Sridhar Ganesan, none of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in this resolution.

#### ITEM NOS. 9 & 10

##### **Appointment of Dr R Nagendran and Mr S Deenadayalan as Independent Directors of the Company**

The Company's Board comprised of seven Directors out of which five Directors were Independent. Out of this, Dr K C John's (DIN: 01067374) tenure as Independent Director ended on August 24, 2022. Mr V Thirumalai (DIN: 03015619) tenure as Independent Director ends on December 17, 2022. The Company, as a matter of good corporate governance, believes in having an Independent Board comprising of majority Independent Directors. Hence, the Company had identified two Directors viz Dr R Nagendran (DIN: 0894353) and Mr S Deenadayalan (DIN: 01951620) to be inducted on the Board. The Nomination and Remuneration Committee ('NRC') had considered the profiles and the declarations submitted by the respective Directors, had determined their suitability for being inducted as Independent Directors and had recommended the same to the Board. The Board had, at the meeting held on September 5, 2022, recommended for the approval of shareholders, the appointment of Dr R Nagendran (DIN: 0894353) and Mr S Deenadayalan (DIN: 01951620) as Independent Directors for a period of five years from the date of the Annual General Meeting i.e. five years from September 29, 2022.

Dr R Nagendran (DIN: 0894353) has more than thirty years of experience in the field of education, research and training, mainly focussing on



Environmental Science. He was also the first expert member of the National Green Tribunal, India's Environmental Court. He is also an ISO certified Environmental Auditor and has the technical and managerial skills to guide the Company in the areas of Environment, Sustainability and Governance. His expertise in the field of environmental science shall be a value addition to the Board and the Board believes that Dr R Nagendran has the potential to provide substantial contribution in the growth of the Company over his period of appointment of five years. Dr R Nagendran is qualified to be a Director as per the provisions of Section 164 of the Companies Act, 2013 and provided his consent to act as the Director of the Company. Dr R Nagendran has given his declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations. In the opinion of the Board, Dr R Nagendran fulfils the conditions for appointment as an Independent Director as specified in the Companies Act and Listing Regulations. He is independent of the management and possesses appropriate skills, experience and knowledge to hold the Independent Directorship position.

Mr S Deenadayalan (DIN: 01951620) has more than twenty years of experience in human resource development and has extensively worked and mentors the underprivileged and helps them to become successful professionals and entrepreneurs. More than 30,000 municipal school students have been benefitted by his idealistic model and many are leading entrepreneurs all over the world. He had founded the CEO group (Customer, Employees, Owner or Organisation) in 1998 and his teams have impacted leading organisations across the world. His graduation is from the bottom of the pyramid, with a degree in Sociology from Annamalai University and PG in Social Work from Madras School of Social Work. Appointment of Mr. Deenadayalan in the Board would greatly enhance the decision making efficacy of the Board and his prowess and leadership skills would be a valuable addition. Mr S Deenadayalan is qualified to be

a Director as per the provisions of Section 164 of the Companies Act, 2013 and provided his consent to act as the Director of the Company. Mr S Deenadayalan has given his declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations. In the opinion of the Board, Mr S Deenadayalan fulfils the conditions for appointment as an Independent Director as specified in the Companies Act and Listing Regulations. He is independent of the management and possesses appropriate skills, experience and knowledge to hold the Independent Directorship position.

As per the provisions of the Listing Regulations, the Company shall take the approval of shareholders by way of Special Resolution for inducting Independent Directors on the Board. In case of Independent Directors whose age is or exceeds 75 years, justification for the same needs to be given. As provided in the Annexure to the Notice, both Dr R Nagendran and Mr S Deenadayalan will cross 75 years of age during the proposed tenure of their appointment. Considering the rich exposure to their respective fields and the strength they bring to the Board, the Nomination and Remuneration Committee and the Board feels that their induction is justified.

Details of both the Directors as required under Regulation 36(3) of SEBI LODR and the Secretarial Standards are provided as an annexure to the Notice. The Directors shall be eligible for sitting fee as applicable to all the other Directors and shall not be eligible for any stock options.

Except for Dr R Nagendran and Mr S Deenadayalan and/or his relatives, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the said transaction. The Board recommends the Special Resolution for the appointment of Dr R Nagendran as in Item No. 9 and Special Resolution for the appointment of Mr S Deenadayalan as in Item No.10 for approval by the Shareholders.



## ANNEXURE TO NOTICE

**ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT / REAPPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE LODR REGULATIONS AND APPLICABLE SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA**

Name of the director	Dr Sridhar Ganesan	Dr R Nagendran	Mr S Deenadayalan
Age	68	70	71
Qualifications	MS in Pharmaceuticals and Doctorate in Homeopathic Medicines	PhD in Ecology and Ethology and MSc in Zoology	Post Graduate degree in Social Work from Madras School of Social Work and Under Graduate degree in Sociology from Annamalai University
Experience (Including a brief resume and expertise in specific functional areas)	Dr Sridhar Ganesan has more than 40 years of experience in the Pharma industry. He had provided effective leadership for setting higher goals and objectives for the Company and driving the team to achieve those goals and objectives.	<ul style="list-style-type: none"> <li>i) Former Expert Member of the National Green Tribunal and former Head of Department of Environmental Science in St. Joseph's College, Bangalore.</li> <li>ii) Qualified ISO Environmental Auditor approved by EARA and ANSIRAB-QSD, USA.</li> <li>iii) He had taught Environmental Science in various prestigious institutions like Anna University.</li> <li>iv) His areas of expertise include Environmental Management, Sustainability, Policy advisory etc.</li> </ul>	<ul style="list-style-type: none"> <li>i) Has extensively worked and mentors individuals enabling them to become successful professionals and more than 30,000 municipal school students have been benefitted by his idealistic model.</li> <li>ii) Founder of CEO group (Customer, Employees, Owner or Organisation).</li> <li>iii) His areas of expertise include entrepreneurship, leadership mentoring, Human Resource Management etc</li> </ul>
Terms and conditions of appointment/re-appointment	As provided in the Explanatory Statement to the Notice under Item No. 8	As provided in the Explanatory Statement to the Notice under Item No. 9 & 10	As provided in the Explanatory Statement to the Notice under Item No. 9 & 10
Remuneration last drawn	Salary – ₹ 55, 20, 000 per annum and other perquisites subject to Schedule V limits.	Not Applicable	Not Applicable
Remuneration sought to be paid	Salary – ₹ 55, 20, 000 per annum and other perquisites subject to Schedule V limits.	Not Applicable	Not Applicable
Date of first appointment on the board	August 25, 2014	Not Applicable	Not Applicable
Shareholding (Including beneficial ownership), if any, in the company	88, 750 shares	NIL	NIL



Name of the director	Dr Sridhar Ganesan	Dr R Nagendran	Mr S Deenadayalan
Relationship with other directors/ Key Managerial Person	NIL	NIL	NIL
Number of meetings of the Board attended during the year	Four (4)	Not Applicable	Not Applicable
Listed entities in which the person holds the directorship	1 (Including Caplin Point Laboratories)	NIL	NIL
Memberships/ Chairmanship of committees of the board (Audit & Stakeholders Relationship Committee)*	NIL	NIL	NIL
Listed entities from which the director has resigned in the past three years	NIL	NIL	NIL

\*Other than Caplin Point Laboratories Limited

**By Order of the Board of Directors**

For **Caplin Point Laboratories Limited**

**G. Venkatram**

**(General Counsel & Company Secretary)**

**PLACE:** Chennai

**DATE:** September 5, 2022

**REGISTERED OFFICE:**

**Caplin Point Laboratories Limited**

**CIN: L24231TN1990PLC019053**

Ashvich Towers, 3rd Floor,

No.3, Developed Plots, Industrial Estates,

Perungudi, Chennai – 600096

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