

**AGM  
NOTICE**

# NOTICE

**NOTICE** is hereby given that the 32<sup>nd</sup> Annual General Meeting (“AGM”) of the members of Caplin Point Laboratories Limited (“The Company”) will be held on Thursday, September 21, 2023 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 year ended March 31, 2023 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 ₹2.5/- (125%) 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 ₹4.5 (225%) for the year ended March 31, 2023.

### **3. Retirement by rotation of Mr C C Paarthipan and consideration of his re-appointment**

To re-appoint Mr C C Paarthipan (DIN: 01218784) who retires by rotation, and being eligible, offers himself for re-appointment.

### **4. Appointment of M/s Brahmayya & Co, Chartered Accountants 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, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s Brahmayya & Co, Chartered Accountants, (Firm Registration No. 000511S) who have

confirmed their eligibility for appointment as Statutory Auditors in terms of Section 141 of the Companies Act, 2013 and applicable Rules be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of the thirty second Annual General Meeting (AGM) till the conclusion of the thirty seventh Annual General Meeting, at a remuneration as disclosed in the explanatory statement.

## **SPECIAL BUSINESS**

### **5. Material Modification to earlier approved Material Related Party Transaction(s) / contract(s)/ arrangement(s)**

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

“**RESOLVED THAT** in modification of the resolution passed by the shareholders at their meeting held on September 29, 2022, and pursuant to section 188 of the Companies Act, 2013 read with the provisions of Regulation 23 read with Regulation 2(1) (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, and based on the recommendations of the Audit Committee and Board of the Company, consent of the Members be and is hereby accorded for material modification to the earlier approved material related party transaction(s) / contract(s)/ arrangement(s) by the Company and/or its subsidiaries with Nuevos Eticos Neo Ethicals S.A – Guatemala (which is a step down subsidiary of the Company) for each of the financial years from FY 2023-24 to FY 2027-28 up to an extent of 40% of the respective previous financial years consolidated turnover of the Company and 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 Nuevos Eticos Neo Ethicals S.A – Guatemala and the Company and/or its subsidiaries.”

**6. Re-appointment of Dr C K Gariyali as an Independent Director**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment & Qualification of Directors) Rules, 2014, read with Schedule IV to the said Act and Regulation 25 (2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable Statutory Provisions if any, Dr C K Gariyali (DIN: 08711546), who meets the criteria prescribed for Independent Directors under Section 149(6) of the Companies Act, 2013 and applicable provisions of the SEBI Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, to hold office as such for a second term of

three years, with effect from March 04, 2023 to March 03, 2026 not liable to retire by rotation.

**By Order of the Board of Directors**

For **Caplin Point Laboratories Limited**

**Venkatram G**

**(General Counsel & Company Secretary)**

**Membership No A23989**

**PLACE:** Chennai

**DATE:** August 7, 2023

**REGISTERED OFFICE:**

**Caplin Point Laboratories Limited**

**CIN: L24231TN1990PLC019053**

Ashvich Towers, 3<sup>rd</sup> Floor,

No.3, Developed Plots, Industrial Estates,

Perungudi, Chennai – 600096

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

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

**NOTES:**

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”) and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) setting out the material facts regarding the items of special businesses specified above and details of appointment of Statutory Auditor, brief resume, details of Director shareholding and Directors inter-se relationship of Director seeking re-appointment is annexed hereto.
  2. In compliance with the General Circular No. 10/2022 dated December 28, 22 read with General Circular No. 02/2022 dated May 05, 2022 and General Circular No. 20/2020 dated May 5, 2020 and Securities and Exchange Board of India (“SEBI”) Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (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 32<sup>nd</sup> AGM shall be the Registered Office of the Company.
  3. Since 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](mailto:alagar@geniconsolutions.com) with a copy marked to [evoting@nsdl.co.in](mailto: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. Members may note that the Board has recommended a Final Dividend of ₹ 2.5/- per equity share. The Register of Members and Share Transfer Books of the Company will be closed from September 15, 2023 to September 21, 2023 (both days inclusive) for the purpose of AGM
  6. 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 14, 2023 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.
  7. Members holding shares in physical forms are requested to notify any change in their address to the Company / Share Transfer Agents quoting Registered 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.
  8. 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 Registrar & Share Transfer Agents (RTA) by sending email [corpserv@integratedindia.in](mailto:corpserv@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 2023-24 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.

9. Pursuant to the circulars dated November 3, 2021, January 25, 2022 read with March 16, 2023, the RTA has obtained documents / is in the process of obtaining the details of PAN, KYC details and nomination (wherever, the same is not available in the folio), while processing any service requests or complaint from the holder(s) / claimant(s). As indicated in the SEBI Circular dated March 16, 2023, the physical folios of those shareholders who have not submitted the above-mentioned documents / details on or after October 1, 2023 will be frozen by the RTA.

The securities in the frozen folios shall be:-

- a) eligible to lodge grievance or avail service request from the RTA only after furnishing the complete documents / details as aforesaid;
- b) eligible for any payment including dividend, interest or redemption payment only through electronic mode;
- c) referred by the RTA / listed company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.

The shareholders shall be eligible to lodge any grievance or avail service request and receive dividend from the Company only after furnishing the above said complete documents. In this regard, the members who have not yet submitted the above-mentioned documents are requested to furnish the above-mentioned details in Forms ISR-1, ISR-2, SH-13 etc., so that the Company / RTA shall revert the frozen folio to normal status upon receiving the above-mentioned documents. The forms are available on the Company's website. Alternatively, the members may also dematerialize all the shares held by them

10. Members who have not yet registered their e-mail addresses and mobile numbers are requested to update the said details in the records of the relevant depositories (National Securities Depository Limited / Central Depository Services (India) Limited) through their depository participants or may contact the Registrar and Share Transfer Agent, Integrated Registry Management Services Private Limited, Kences Towers, 2<sup>nd</sup> Floor, No 1, Ramakrishna Street, North Usman Road, T Nagar, Chennai – 600 017, Telephone: 91-44-28140801-803, E-mail: [corpserv@integratedindia.in](mailto:corpserv@integratedindia.in) for receiving any documents / communication from the Company.
11. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Company Secretary at the Company's Registered Office or the RTA. 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.
12. 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 the Company is pleased to offer e-voting facility to its Members to exercise their right to vote at the 32<sup>nd</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).
13. 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, Depositories and RTA and also be displayed on the Company's website [www.caplinpoint.net](http://www.caplinpoint.net).

14. In compliance with the MCA and SEBI Circulars the Annual Report for financial Year 2022-23 along with the Notice of the 32<sup>nd</sup> 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 RTA.
15. Members holding shares in demat form are requested to update their email address with their Depository Participants. The Annual Report for the financial year 2022-23 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) respectively.
16. 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.
17. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the AGM by following the procedure mentioned in this Notice.
18. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM.

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

1. 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 SEBI Listing Regulations the Company is pleased to provide members facility to exercise their right to vote at the 32<sup>nd</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 14, 2023 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).

2. The remote e-voting period commences on Monday, September 18, 2023 at 9.30 am (IST) and ends on Wednesday, September 20, 2023 at 5.00 pm (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.	<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.nsd.com">https://eservices.nsd.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.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.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 <b>“Login”</b> 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> <li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 10px;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> </ol>

Type of shareholders	Login Method
	<ol style="list-style-type: none"> <li>After successful login the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 022 - 4886 7000 and 022 - 2499 7000
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:evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**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?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> 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, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing*



*IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to

you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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

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

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

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

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

**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.

2. Select “EVEN” of company 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 with a copy marked to 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 to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders

available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at 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.
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. 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.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the 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. Member 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” 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 connections 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 from September 15, 2023

to September 18, 2023. The same will be replied by the company suitably. They may also register themselves as speakers

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. 4**

M/s. CNGSN & Associates LLP, Chartered Accountants, (Firm Registration No. 004915S) term of office as Statutory Auditors ends at this Annual General Meeting (“AGM”).

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 and based on the recommendations of the Audit Committee, the Board of Directors, at its meeting held on August 07, 2023, recommended the appointment of M/s. Brahmayya & Co. Chartered Accountants, (Firm Registration No. 000511S) as the statutory auditors of the Company to hold office from the conclusion of the ensuing AGM until the conclusion of the 37<sup>th</sup> AGM.

The proposed remuneration to be paid to Brahmayya & Co., for their audit services for the Financial Year ending March 31, 2024 is INR 22.5 Lakhs excluding applicable taxes and out-of-pocket expenses. The remuneration for the rest of the tenure of the Statutory Auditors shall be as mutually agreed. 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.

Brahmayya & Co. was founded in 1932 by Mr. Parvataneni Brahmayya, one of the pioneers of the Chartered Accountancy profession in India. For over 9 decades, the firm has been rendering Audit & Assurance, Taxation, Consultancy, Corporate Advisory, Risk Mitigation and Business Intelligence

services. Considering this, it is proposed to appoint Brahmayya & Co., as the Statutory Auditor of the Company based on the recommendation of the Audit Committee and Board.

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

#### ITEM NO. 5

Pursuant to the provisions of Regulation 23(2), 23(4) 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 and subsequent material modifications 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 transaction(s)/ contract(s)/ arrangement(s) of the Company and/ or its Subsidiaries with Nuevos Eticos Neo Ethicals S.A – Guatemala shall be material requiring the approval of the shareholders by way of an ordinary resolution. The Company had taken the approval of shareholders for transactions between the Company & Caplin Point Far East Limited – Hong Kong on one hand and Nuevos Eticos Neo Ethicals S.A – Guatemala on the other at the previous AGM. However, since other Subsidiaries of the Company also transact/ expected to transact with Nuevos Eticos Neo Ethicals S.A – Guatemala approval of the shareholders for the material modification is sought by way of an ordinary resolution. The Related Party Transactions placed for Members’ approval are specific in nature and have been approved by the Audit Committee and Board of Directors of the Company. The Company will seek separate approval on an Annual Basis from the shareholders, in future, in case any omnibus approvals are needed for Material Related Party Transactions.

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 subsidiary of Caplin Point Far East Limited (Hong Kong) (CPFEL) and a step-down subsidiary of CPL. CPFEL holds 69% of the share capital of Nuevos Eticos Neo Ethicals S.A – Guatemala. Apart from the above, 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/ Purchase of Goods, materials and transfer of resources, services or obligations</li> <li>● The type of transaction shall be supply/ purchase of pharmaceutical products and raw materials for pharmaceutical products</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 2023-24.
4.	Value of the proposed RPT	The collective value of transaction between CPL, and/or its subsidiaries on the one hand and Nuevos Eticos Neo Ethicals S.A – Guatemala on the other shall not exceed 40% of the respective previous financial year’s audited consolidated turnover.
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 has helped in achieving direct presence in those markets, through its Subsidiaries/Step-Down Subsidiaries, thereby negating the requirement for intermediaries, which is critical for the continued and enhanced financial performance of the Company.

S. No	Description	Details
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.

The transactions shall be carried out at an arm's length basis, 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 August 7, 2023. The management of the Company had provided the Audit Committee with relevant details of the Related Party Transactions, including details of modification, material terms and conditions, tenure and basis of pricing as summarised in the table above. In view of the same, the material modification to the previously approved 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 shareholding. 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 6

The Board of Directors of the Company, approved the appointment of Dr C K Gariyali, as a Non-Executive (Additional) Independent Director of the Company for a period of three consecutive years, with effect from March 04, 2020 to March 03, 2023 and the same was approved by the shareholders at their meeting held on September 28, 2020.

Dr C K Gariyali (DIN :08711546), had crossed seventy-five years of age on 1<sup>st</sup> May, 2023. The shareholders while granting approval for her appointment on September 28, 2020 had also considered the fact that she will be crossing 75 years of age during the tenure of her appointment.

The Nomination and Remuneration Committee and the Board feels that Dr C K Gariyali needs to be retained on the Board due to the diversity of skill sets she brings to the Board deliberations due to her rich experience in Indian Administration Service. She was also effective and efficient in discharging her roles and responsibilities as an Independent Director of the Company. Hence, both the Nomination and Remuneration Committee and the Board felt it justified to recommend her re-appointment as an Independent Director for a further second term of three years w.e.f March 04, 2023 subject to the shareholders' approval. Since her appointment for the second term needs to be approved by way of Special Resolution, the resolution contained in Item No. 6 is recommended by the Board for approval of the shareholders. In the opinion of the Board she fulfils the condition specified in the Act for such re-appointment and such appointment is independent of the management. Her detailed profile is given in the annexure to the notice.

Except for Dr C K Gariyali and/or her 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 reappointment.

The Board recommends the Special Resolution for the appointment of Dr C K Gariyali as in Item No. 6 for approval by the Shareholders.

**ANNEXURE TO NOTICE**
**ADDITIONAL INFORMATION ON DIRECTORS AS REQUIRED UNDER REGULATION 36 OF THE SEBI LISTING REGULATIONS  
 AND APPLICABLE SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA**

<b>Name of the director</b>	<b>Mr. C C Paarthipan</b>	<b>Dr. C K Gariyali</b>
Age	71 years	75 years
Qualifications	B.A	IAS
Experience (Including a brief resume and expertise in specific functional areas)	<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 1993.</li> <li>● He has more than 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/ goals.</li> </ul>	Dr C K Gariyali has served 28 years as an Indian Administrative Officer under Government of India. During, her service as an IAS officer, she has held various positions including the District Collector of Madras and South Arcot , secretary to Honorable Chief Minister of Tamil Nadu, Principal Secretary to His Excellency the Governor of Tamil Nadu. She has a very rich experience in the field of Administration
Terms and conditions of appointment/ re-appointment	Since he retires by rotation, being eligible, he offers himself for re-appointment.	Re-appointment for the second term as an Independent Director
Remuneration last drawn	NIL	NA
Remuneration sought to be paid	NIL	NA
Date of first appointment on the board	October 01, 1993	March 04, 2020
Shareholding (Including beneficial ownership), if any, in the company	1,41,67,192 shares	NIL
Relationship with other directors/ Key Managerial Person	NIL	NIL
Number of meetings of the Board attended during the year	Five (5)	Five (5)
Listed entities in which the person holds the directorship	1 (Including Caplin Point Laboratories)	1 (Including Caplin Point Laboratories)

Name of the director	Mr. C C Paarthipan	Dr. C K Gariyali
Memberships/ Chairmanship of committees of the board (Audit & Stakeholders Relationship Committee)*	NIL	Member of Audit Committee of Caplin Steriles Limited
Listed entities from which the director has resigned in the past three years	NIL	NIL

\*Other than Caplin Point Laboratories Limited

**By Order of the Board of Directors**

For **Caplin Point Laboratories Limited**

**Venkatram G**

**(General Counsel & Company Secretary)**

**Membership No A23989**

**PLACE:** Chennai

**DATE:** August 07, 2023

**REGISTERED OFFICE:**

**Caplin Point Laboratories Limited**

**CIN: L24231TN1990PLC019053**

Ashvich Towers, 3<sup>rd</sup> Floor,

No.3, Developed Plots, Industrial Estates,

Perungudi, Chennai – 600096

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

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