

NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting (“AGM”) of the members of Caplin Point Laboratories Limited (“The Company”) will be held on Monday, September 30, 2024 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, 2024 along with the Reports of the Board of Directors and the Auditors thereon.

2. Declaration of Final Dividend and ratification of Interim Dividend

To declare a final dividend of ₹ 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 ₹ 2.5/- (125 %) per equity share of ₹ 2/-, aggregating to ₹ 5/- (250%) for the year ended March 31, 2024.

3. Retirement by rotation of Dr. Sridhar Ganesan and consideration of his re-appointment

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

SPECIAL BUSINESS

4. Approval of Fresh 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 supersession 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 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 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 and/ or its subsidiaries with Caplin Steriles Limited (CSL), a subsidiary of the Company, for each of the Financial Years from FY 2024-25 to FY 2028-29 on such material terms and conditions as mentioned in the table below and on such other additional terms specified in the explanatory statement to this notice and as maybe further mutually agreed between Caplin Steriles Limited and the Company and/or its subsidiaries.

Name 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)	CSL	Subsidiary of CPL	Inter-corporate loans	Up to ₹ 425 Crores in the aggregate
CPL and/ or its Subsidiaries	CSL	Subsidiary of CPL/ Fellow Subsidiary	<ul style="list-style-type: none"> Sale/ Purchase of Goods, materials and transfer of resources, or obligations. Availing or rendering of Services. Employee Stock Options (ESOP) on the shares of CPL issued to the employees of CSL as per the approval of shareholders for the respective schemes. 	₹ 450 Crores for each of the Financial Years from FY 2024-25 to FY 2028-29

Name of the transacting/ contracting party	Name of the related party	Nature of relationship with the related party	Nature of contract/ transaction/ arrangement	Limit
			<ul style="list-style-type: none"> Leasing of any property of any kind Buying/ Selling or otherwise disposing of property of any kind. Investment in Securities 	

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall 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”.

5. 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 **Special Resolution**:

“**RESOLVED THAT** based on the recommendation of the Nomination and Remuneration Committee, Board of Directors, pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Schedule V thereto and the Rules made thereunder including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the company and subject to such other approvals as may be necessary, consent of the Members be and is hereby accorded for the re-appointment of Dr Sridhar Ganesan (DIN: 06819026) as Managing Director of the Company who will be attaining the age of 70 years, for a period of 2 years with effect from August 25, 2024, at a remuneration recommended by the Nomination & Remuneration Committee as set out below:-

- Salary: ₹ 55,20,000 per annum
- 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 benefits and gratuity as per the rules of the fund/scheme in force from time to time.

4. General:

- Perquisites shall be calculated in terms of Income Tax Act, 1961 and Rules notified thereunder;
- The following shall not be considered as part of perquisites:
 - Contribution to provident fund, superannuation benefits or annuity fund to the extent that is singly or put together are not taxable under the Income Tax Act, 1961;
 - Gratuity payable at a rate not exceeding half a month’s salary for each completed year of service; and
 - Encashment of leave at the end of the tenure.
- 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;
- Dr Sridhar Ganesan will not be entitled to any sitting fees for attending meetings of the Board and the committees thereof;
- 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 (which term shall include the Nomination and Remuneration Committee of the Board), be and is hereby authorised, to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

6. To consider and approve the Appointment of Mr R Vijayaraghavan 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 R Vijayaraghavan (DIN: 00026763), who will cross seventy five years of age during the tenure and 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 from the conclusion of the 33rd 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.”

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, 2024

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: 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, brief resume, details of Director shareholding and Directors inter-se relationship of Director seeking re-appointment is annexed hereto.
2. The Ministry of Corporate Affairs (“MCA”) has vide its circular No. 20/2020 dated May 05, 2020 read with circulars No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023 (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India vide its circulars SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (collectively referred to as “SEBI Circulars”) permitted the conduct of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. The registered office of the Company shall be deemed to be the venue for the AGM.
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 with a copy marked to evoting@nsdl.com.
4. The attendance of 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 24, 2024 to September 30, 2024 (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 23, 2024 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 Share Transfer Agents by sending email to 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 2024-25 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. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

a) **For shares held in electronic form:** to their Depository Participants (“DPs”)

b) **For shares held in physical form:** to the Company/RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/ CIR/2023/169 dated October 12, 2023. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website at <https://www.caplinpoint.net/index.php/shareholder-information/> and on the website of the Company’s Share Transfer Agents Integrated India at <https://www.integratedindia.in/>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

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, 2nd Floor, No 1, Ramakrishna Street, North Usman Road, T Nagar, Chennai – 600 017, Telephone: 91-44-28140801-803, E-mail: 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 SEBI Listing 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 33rd 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), within 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.

14. In compliance with the MCA and SEBI Circulars the Annual Report for Financial Year 2023-24 along with the Notice of the 33rd 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. In line with the MCA Circulars, the notice calling the AGM has been uploaded on the website of the Company at <https://www.caplinpoint.net/index.php/annual-report/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
16. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of SEBI Listing Regulations and accordingly, as per the amended regulation 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 and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 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 who are allowed to attend the AGM without restriction on account of first come first served basis.
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.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Friday, September 27, 2024 at 9.30 A.M. and ends on Sunday, September 29 2024 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, September 23, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, September 23, 2024.

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"> 1. Existing IdEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IdEAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL 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.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. 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 & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.

Type of shareholders	Login Method
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 evoting@nsdl.com or call at 022 - 4886 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 helpdesk.evoting@cdslindia.com 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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. 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:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

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

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

6. If you hold shares in Physical mode or are unable to retrieve or have not received the "Initial Password" or have forgotten your password:

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

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

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

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

Step 2: 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 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 to alagar@geniconsolutions.com with a copy marked to evoting@nsdl.com. 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 or send a request to Ms. Pallavi Mhatre, Senior Manager, at evoting@nsdl.com

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

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 (Company email id).
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 (Company email id). 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.com 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.

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. Members are encouraged to join the Meeting through Laptops for better experience.
2. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
3. 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.
4. 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 25, 2024 to September 27, 2024. The same will be replied by the company suitably. They may also register themselves as speakers.
5. 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 SEBI LISTING REGULATIONS AND CIRCULARS ISSUED THEREUNDER

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 29, 2022, Dr. Sridhar Ganesan retires by rotation at 33rd Annual General Meeting of the Company and is eligible for re-appointment. Accordingly, in terms of Regulation 36(3) of SEBI Listing Regulations 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

The Company had taken the approval of shareholders at the Annual General Meeting held on September 29, 2022 for transactions between the Company and its Subsidiary, Caplin Steriles Limited. The approval was taken for granting of inter corporate loan of up to Rs. 425 Crores in the aggregate and for various other transactions up to a limit of Rs. 100 Crores per Financial Year. The earlier approval shall be valid till the Financial Year 2027-28. The Company now envisages transactions between the Subsidiaries of the Company with Caplin Steriles Limited due to growing business presence of Caplin Steriles Limited in the regulated market and incorporation of a wholly owned subsidiary in the US. Considering this, the

Audit Committee and Board of the Company propose to seek fresh approval of the shareholders for transactions between the Company and/ or its Subsidiaries with Caplin Steriles Limited for a period of five years from the Financial Year 2024-25 till the Financial Year 2028-29.

Pursuant to the provisions of Regulation 23 and Regulation 2(1) (zc) of the SEBI 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 shall mean 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 transaction(s)/ contract(s)/ arrangement(s) of the Company and/ or its Subsidiaries with Caplin Steriles Limited will exceed the threshold as specified in the SEBI Listing Regulations.

Further, the Members are requested to note that the related party transactions between the company and/ or its subsidiaries with Caplin Steriles Limited, for the period commencing from April 01, 2024 upto the date of this Notice is within the threshold prescribed under Regulation 23(1) of the Listing Regulations.

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 of Transaction
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)	CPL holds 99.999% of the equity share capital of CSL and hence CPL is the holding Company of CSL and the subsidiaries of CPL are the fellow subsidiaries for CSL.
2.	Type, material terms and particulars of the proposed transaction;	<p>Type of Transaction:</p> <ul style="list-style-type: none"> • Sale/ Purchase of Goods, Services and transfer of resources, or obligations. • Employee Stock Options (ESOP) on the shares of CPL issued to the employees of CSL as per the approval of shareholders for the respective schemes. • Leasing of any property of any kind

S.No	Description	Details of Transaction
		<ul style="list-style-type: none"> Buying/ Selling or otherwise disposing of property of any kind. Inter-corporate loans & investments in securities <p>Material terms/ particulars of the proposed transaction:</p> <p>All the transactions shall be on arm's length basis arrived at using any one of the recognised transfer pricing methods. In addition, the following specific terms shall apply for the respective transaction:</p> <ul style="list-style-type: none"> Pricing & credit terms for Sale/ Purchase of Goods, Services and transfer of resources shall be as applicable for pricing & credit terms with unrelated parties. Options on the shares of CPL under Employee Stock Option Plans (ESOP) shall be issued to the employees of CSL in line with the approval of shareholders and on the basis of the recommendations of the Nomination and Remuneration Committee of CPL and the respective Company. Leasing of property shall be made on the basis of prevailing rental rates in the area concerned and the tenure of the lease shall be coterminous with the duration of the approval by shareholders. Other material terms of the lease shall be such as may be determined by the Audit Committee taking into account the purpose of the lease. Regarding buying, selling or otherwise disposing of property of any kind: <ul style="list-style-type: none"> Immovable property shall not be valued less than the prevailing guideline value Moveable property shall be transacted on arm's length terms Terms of inter-corporate loan & investments shall be as per Point No.6
3.	Tenure of the proposed transaction(particular tenure shall be specified)	Since the transaction is a continuing one, this approval shall be valid for a period of 5 Financial Years commencing from FY 2024-25.
4.	Value of the proposed transaction;	Within the limits given in the resolution
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding Financial Year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	<p>For Intercorporate Loans</p> <ul style="list-style-type: none"> % of CPL's annual consolidated turnover, for the immediately preceding Financial Year (31-03-24), that is represented by the value of the RPT – 25.08% % of CSLs annual turnover, for the immediately preceding Financial Year (31-03-24), that is represented by the value of the RPT – 135.63% <p>For other transactions</p> <ul style="list-style-type: none"> % of CPL's annual consolidated turnover, for the immediately preceding Financial Year (31-03-24), that is represented by the value of the RPT – 26.56% % of CSLs annual turnover, for the immediately preceding Financial Year (31-03-24), that is represented by the value of the RPT – 143.61%
6.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: <ul style="list-style-type: none"> details of the source of funds in connection with the proposed transaction; 	<p>For inter-corporate loan between CPL and CSL:-</p> <ul style="list-style-type: none"> The loan is given from out of the internal accruals of the Company 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 September 29, 2022.

S.No	Description	Details of Transaction
	<ul style="list-style-type: none"> where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, nature of indebtedness; <ul style="list-style-type: none"> cost of funds; and tenure; applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT. 	<ul style="list-style-type: none"> Principal can be repaid in one or more tranches as bullet payment during the moratorium period without impacting the moratorium period 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 disbursement of loan CSL shall utilize the ICL for carrying out expansion activities and also for working capital purposes <p>For transactions in the nature of investment between CPL and/ or its Subsidiaries with CSL: -</p> <ul style="list-style-type: none"> CSL can utilize its internal accruals or borrowal sourced from CPL for making any investments in its Subsidiaries. Investment shall be utilised for expanding the geographical presence, product portfolio or any other developmental activities of business.
7.	Justification as to why the RPT is in the interest of the listed entity;	<p>CSL caters to 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.</p> <p>Transactions between Subsidiaries of the Company will enhance the overall group synergies since it enables the transfer of available resources in one Subsidiary that can be utilised in the most efficient way by another subsidiary</p> <p>Further, CSL had set up its front end presence in the US through its wholly owned subsidiary which requires investment or other modes of financial support. All this, the Board strongly feels, will in-turn enhance shareholders' value by strengthening presence in regulated markets as well as other bigger markets like Brazil, Mexico etc in the near to medium term horizon. Hence, the shareholders' approval is being sought for the proposed related party transactions.</p>
8.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not applicable.

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 07, 2024. 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/or its subsidiaries 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. 5

Dr Sridhar Ganesan was re-appointed as the Managing Director of the Company for a period of two years with effect from August 25, 2022 and his

tenure ends on August 24, 2024. He had overseen the strong performance of the Company which has resulted in enhanced value creation for the shareholders. Considering the significant contribution to the growth of the Company, the Nomination and Remuneration Committee, in spite of the fact that he would cross 70 years of age during this tenure, 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, 2024 on the terms and conditions, including remuneration, as explained in the resolution. Accordingly, the Board, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on August 7, 2024, had 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 Special resolution as set out in Item no.5 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 NO. 6

Appointment of R Vijayaraghavan as Independent Director of the Company. Currently, the Board comprises of six Directors out of which four are Independent Directors. Mr. D Sathyanarayanan (DIN : 07650566) will cease to be an Independent Director with effect from November 8, 2024 as he had served the maximum tenure permitted for an Independent Director. To meet the requirement of Board Composition under the SEBI Listing Regulations, the Board, on the recommendation of the Nomination and Remuneration Committee, had proposed, for approval of shareholders, the induction of Mr R Vijayaraghavan (holding DIN 00026763) as an Independent Director of the Company. In the opinion of the Board and the Nomination and Remuneration Committee, Mr R Vijayaraghavan is eligible and qualified to be appointed as an Independent Director. He is proposed to be appointed for a period of five years from the date of AGM.

Mr R Vijayaraghavan was born on January 2, 1950. He is an Advocate in Chennai and has been practising Law for over 35 years. He has a vast breadth of experience in the fields of Corporate Law, Mergers and Acquisitions, Tax Laws, Commercial aspects of doing business in India etc. He holds a Master Degree in Science from Madurai University and MBA from Syracuse University, USA besides being a Law graduate from Dr. Ambedkar Law College, Chennai. He is a director of Sanco Trans Ltd, Bimetal Bearings Ltd, T Stanes and Company Ltd, The United Nilgiri Tea Estates Company Limited, Veeyes Charities Foundation, Lucas TVS Ltd, Lucas Indian Service Ltd and Simpson and Company Limited. Out of the Competencies/ Skills/ expertise identified by the Board, he possesses strong expertise in areas related to Finance, Governance, People Management and Leadership, Strategic Planning and Risk Management.

As per the provisions of the SEBI 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, Mr. R Vijayaraghavan will cross 75 years of age during the proposed tenure of his appointment. Considering his rich exposure and the strength he brings to the Board, the Nomination and Remuneration Committee and the Board feels that his induction is justified. Details of Mr. R Vijayaraghavan as required under Regulation 36(3) of SEBI Listing Regulations and the Secretarial Standards are provided as an annexure to the Notice. The Director shall be eligible for sitting fee as applicable to all the other Directors and shall not be eligible for any stock options.

Except Mr. R Vijayaraghavan himself 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 his appointment. The Board recommends the Special Resolution for the appointment of Mr. R Vijayaraghavan.

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

Name of the director	Dr Sridhar Ganesan	Mr. R Vijayaraghavan
Age	69 years	74 years
Qualifications	MS in Pharmaceuticals and Doctorate in Homeopathic Medicines	Bachelor's Degree in Law, Master Degree in Science and MBA
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.	Mr. R Vijayaraghavan is an Advocate in Chennai and has been practising Law for over 35 years
Terms and conditions of appointment/ re-appointment	As provided in the Explanatory Statement to the Notice under Item No. 5	As provided in the Explanatory Statement to the Notice under Item No. 6
Remuneration last drawn	Salary - ₹ 55, 20, 000 per annum and other perquisites subject to Schedule V limits	Not Applicable
Remuneration sought to be paid	Salary - ₹ 55, 20, 000 per annum and other perquisites subject to Schedule V limits	Not Applicable
Date of first appointment on the board	August 25, 2014	Not Applicable
Shareholding (Including beneficial ownership), if any, in the company	98750 shares	Not Applicable
Relationship with other directors/ Key Managerial Person	NIL	NIL
Number of meetings of the Board attended during the year	Four (4)	Not Applicable
Listed entities in which the person holds the directorship	1 (Including Caplin Point Laboratories Limited)	3
Memberships/ Chairmanship of committees of the board (Audit & Stakeholders Relationship Committee)*	NIL	4

Name of the director	Dr Sridhar Ganesan	Mr. R Vijayaraghavan
Listed entities from which the director has resigned in the past three years	NIL	Mr. R Vijayaraghavan, ceases to an Independent Director of India Nippon Electricals Limited as he had served the maximum tenure permitted for an Independent Director.

*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, 2024

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/>

compliance.officer@caplinpoint.net

INFORMATION AT A GLANCE

Particulars	Details
Day, Date and time of AGM	September 30, 2024, Monday and 10:00 A.M
Mode	Video Conferencing / Other Audio Visual Means
E-voting website of NSDL	https://www.evoting.nsdl.com/
Record Date for dividend	September 23, 2024
Dividend payment date	On or before October 30, 2024
Cut-off date for e-voting	September 23, 2024
E-voting start date and time	September 27, 2024 ; 9.30 A.M.
E-voting end date and time	September 29,2024 ; 5:00 P.M.
Start date for speaker registration and sending questions	September 25, 2024
End date for speaker registration and sending questions	September 27, 2024
Date of declaration of voting results	On or before October 03, 2024
Name and contact details of e-voting service provider	Ms. Pallavi Mhatre Sr. Manager-NSDL Email address: evoting@nsdl.co.in Contact Number: 022 - 4886 7000 and 022 - 2499 7000
Name, address, and contact details of Registrar and Share Transfer Agent	Integrated Registry Management Services Private Limited Kences Towers, 2nd Floor, No 1, Ramakrishna Street, North Usman Road, T Nagar, Chennai – 600 017, Telephone: 91-44-28140801-803, E-mail: corpserv@integratedindia.in

