

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventy Eighth (78<sup>th</sup>) Annual General Meeting of the Shareholders of CAPRIHANS INDIA LIMITED will be held on **Thursday, the SEPTEMBER 26, 2024 at 12:00 noon** through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact following business:

### ORDINARY BUSINESS:

#### 1. ADOPTION OF AUDITED FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the Reports of the Board of Directors and the Report of the Auditors thereon and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

#### 2. Appointment of Mrs. Ankita J. Kariya (DIN: 08292735) as a Director liable to retire by rotation.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.

To appoint a Director in place of Mrs. Ankita J Kariya (DIN: 08292735), who retires by rotation and being eligible, offers herself for re-appointment and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Ankita J Kariya (DIN: 08292735), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

### SPECIAL BUSINESS:

#### 3. Appointment of Mr. Kavaseri R Viswanathan (DIN: 10705264) as a Non-Executive, Independent Director of the Company

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

**"RESOLVED THAT** Mr. Kavaseri R Viswanathan (DIN: 10705264), who was appointed as an Additional Director (Non-Executive Independent) of the Company with effect from September 04, 2024, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office as such up to this Meeting of the Company under Section 161(1) of the Companies Act, 2013 ("the Act") and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of Mr. Kavaseri R Viswanathan (DIN: 10705264), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations be and is hereby appointed as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a term of five years effective from September 04, 2024 to September 03, 2029.

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Mr. Kavaseri R Viswanathan shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time."

**RESOLVED FURTHER THAT** any member of the Board of Directors and the Company Secretary of the Company 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."

#### 4. Appointment of Mr. Pramod Toshniwal (DIN: 10441634 ) as a Non-Executive, Non- Independent Director 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 section 152 and all other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or reenactment(s) thereof for the

time being in force], Mr. Pramod Toshniwal (DIN: 10441634 ), who was appointed on the recommendation of Nomination and Remuneration Committee by the Board of Directors as an Additional Director (Non-Executive NonIndependent), w.e.f. September 04, 2024 under section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.”

**RESOLVED FURTHER THAT** any member of the Board of Directors and the Company Secretary of the Company 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.”

5. **Approval for Increase in the Remuneration of Mrs. Ankita J. Kariya (DIN: 08292735), Chairperson & Managing Director of the Company**

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

**“RESOLVED THAT** on recommendation of the Nomination and Remuneration Committee and the Board of Directors and pursuant to Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the ‘Act’) read with Schedule V of the Companies Act, 2013 and the rules made thereunder, including any amendment(s), modification(s) or reenactment( s) thereof for the time being in force, the consent of the Members of the Company be and is hereby accorded for revision of managerial remuneration of Mrs. Ankita J. Kariya (DIN: 08292735), Chairperson & Managing Director of the Company w.e.f. October 01, 2024 for the remaining present term of her appointment upto October 18, 2027.

**RESOLVED FURTHER THAT** as a Managing Director of the Company, she will be paid a remuneration including other benefits as follows as set out herein below:

- a) **Remuneration:** Salary, allowances and incentive as recommended and approved by the Board from time to time, subject to annual review.
- b) **Perquisites:** In addition to the above, Mrs. Ankita J. Kariya shall be entitled to perquisites which shall include Reimbursement of Medical Expenses, Telephone expenses at residence, Chauffeurs salary, Leave Travel Assistance for self and family, Club Fees, Premium on group personal accident Insurance, Group mediclaim Insurance, Contribution to Provident Fund, Superannuation Fund or Annuity Fund, Gratuity and Encashment of Leave.

The total Remuneration and above mentioned Perquisites taken together shall not exceed Rs.87,00,000/- (Rupees Eighty-Seven Lakhs only) per annum. In addition to the above remuneration and perquisites, Mrs. Ankita J. Kariya shall be provided with a Car by the Company for official use.

- c) **Performance linked incentives:** In addition to the above remuneration and perquisites, Mrs. Ankita J. Kariya shall also be entitled to Performance Linked Incentives [PLIs] based on the annual EBITDA target subject to maximum of Rs. 36,00,000/- (Rupees Thirty-Six Lakhs only) on achieving the target and other parameters, if any, set by the Board of Directors from time to time, with the authority to the Board/NRC to alter/vary the terms and conditions of the said appointment as may be deemed fit and fix the quantum, composition and periodicity of the remuneration payable to the said Mrs. Ankita J. Kariya, notwithstanding that such remuneration may exceed the limit specified under Section 197 and Schedule V of the Act in case of inadequacy or absence of profits, calculated in accordance with the applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the extent and scope of salary and perquisites of the Directors of the Company be altered, enhanced, widened or varied by the Board of Directors in accordance with the provisions of Companies Act, 2013 and other applicable provisions.

**RESOLVED FURTHER THAT** the terms and remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits during this financial year, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to the Executive Director.

**RESOLVED FURTHER THAT** any Director of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

6. **Approval for Increase in the Remuneration of Mr. Somenath Mukherjee (DIN: 00567173), Executive Director of the Company**

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

**“RESOLVED THAT** on recommendation of the Nomination and Remuneration Committee and the Board of Directors and pursuant to Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the ‘Act’) read with Schedule V of the Companies Act, 2013 and the rules made thereunder, including any amendment(s), modification(s) or reenactment( s) thereof for the time being in force, the consent of the Members of the Company be and is hereby accorded for revision of managerial remuneration of Mr. Somenath Mukherjee (DIN: 00567173), Executive Director of the Company w.e.f. October 01, 2024 for the remaining present term of his appointment upto May 28, 2028.

**RESOLVED FURTHER THAT** as an Executive Director of the Company, he will be paid a remuneration including other benefits as follows as set out herein below:

- 1. **Remuneration & Perquisites:** Salary, other allowances and incentive as recommended and approved by the Board from time to time, subject to annual review. The total Remuneration of Rs. 114,23,320/- (Rupees One Crore Fourteen Lakh Twenty-Three Thousand Three hundred and Twenty) per annum which shall be paid on monthly basis as per the terms and conditions of his appointment
- 2. **Performance linked incentives:** In addition to the above remuneration and perquisites, Mr. Somenath Mukherjee shall also be entitled

to Performance Linked Incentives [PLIs] based on the annual EBITDA target subject to maximum of Rs. 28,00,000/- (Rupees Twenty-Eight Lakhs only), with the authority to the Board/Nomination and Remuneration Committee to alter/vary the terms and conditions of the said appointment as may be deemed fit and fix the quantum, composition and periodicity of the remuneration payable to the said Mr. Somenath Mukherjee, notwithstanding that such remuneration may exceed the limit specified under Section 197 and Schedule V of the Act in case of inadequacy or absence of profits, calculated in accordance with the applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the extent and scope of salary and perquisites of the Directors of the Company be altered, enhanced, widened or varied by the Board of Directors in accordance with the provisions of Companies Act, 2013 and other applicable provisions.

**RESOLVED FURTHER THAT** the terms and remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits during this financial year, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to the Executive Director.

**RESOLVED FURTHER THAT** any Director of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution."

**7. Approval for Increase in the Remuneration of Mr. Shreyans Bhandari, President**

To consider and, if thought fit, to pass with or without modification (s), the following resolution as an **Ordinary Resolution**.

**"RESOLVED THAT** Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, (including statutory modification or re-enactment thereof for the time being in force), as per the recommendation and approval of the Nomination & Remuneration Committee and Audit Committee, approval of Shareholders be and is hereby accorded to the Board of Directors to increase the remuneration of Mr. Shreyans Bhandari, President of the Company, Brother of Mrs. Ankita J. Kariya, Chairperson & Managing Director of the Company with such designation as the Board of Directors of the Company may decide from time to time w.e.f. October 01, 2024.

**RESOLVED FURTHER THAT** as a President of the Company, he be paid a remuneration including other benefits as follows as set out herein below:

1. **Remuneration:** Salary, allowances and incentive as recommended and approved by the Board from time to time, subject to annual review.
2. **Perquisites:** In addition to the above, Mr. Shreyans Bhandari shall be entitled to perquisites which shall include Chauffeurs salary, Reimbursement of Medical Expenses, Telephone expenses at residence, Leave Travel Assistance for self and family, Club Fees, Premium on group personal accident Insurance, Group mediclaim Insurance, Contribution to Provident Fund, Superannuation Fund or Annuity Fund, Gratuity and Encashment of Leave.

The total Remuneration and above mentioned Perquisites taken together shall not exceed Rs. 78,00,000/- (Rupees Seventy-Eight lakhs only) per annum which shall be paid on monthly basis as per the terms and conditions of his appointment. Mr. Shreyans Bhandari shall be provided with a Car by the Company for official use

3. **Performance linked incentives:** In addition to the above remuneration and perquisites, Mr. Shreyans Bhandari shall also be entitled to Performance Linked Incentives [PLIs] based on the annual EBITDA target subject to maximum of Rs. 18,00,000/- (Rupees Eighteen Lakhs only), with the authority to the Board/Nomination and Remuneration Committee to alter/vary the terms and conditions of the said appointment as may be deemed fit and fix the quantum, composition and periodicity of the remuneration payable to the President of the Company.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds and things which are necessary and incidental to give effect to the above Resolution."

**8. Approval for Increase in the Remuneration of Mrs. Ruchi S. Bhandari, Vice-President – International Business Development**

To consider and, if thought fit, to pass with or without modification (s), the following resolution as an **Ordinary Resolution**.

**"RESOLVED THAT** Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, (including statutory modification or re-enactment thereof for the time being in force), as per the recommendation and approval of the Nomination and Remuneration Committee and Audit Committee, approval of Shareholders be and is hereby accorded to the Board of Directors to increase the remuneration of Mrs. Ruchi S. Bhandari, Vice-President – International Business Development of the Company, wife of Mr. Shreyans Bhandari who is Brother of Mrs. Ankita Kariya, Chairperson & Managing Director of the Company with such designation as the Board of Directors of the Company may decide from time to time w.e.f. October 01, 2024.

**RESOLVED FURTHER THAT** as a Vice-President of the Company, she be paid a remuneration including other benefits as follows as set out herein below:

1. **Remuneration:** Salary, allowances and incentive as recommended and approved by the Board from time to time, subject to annual review.
2. **Perquisites:** In addition to the above, Mrs. Ruchi S. Bhandari shall be entitled to perquisites which shall include Reimbursement of Medical Expenses, Telephone expenses at residence, Leave Travel Assistance for self and family, Club Fees, Premium on group personal accident Insurance, Group mediclaim Insurance, Contribution to Provident Fund, Superannuation Fund or Annuity Fund, Gratuity and Encashment of Leave.

The total Remuneration and above mentioned Perquisites taken together shall not exceed Rs. 45,00,000/- (Rupees Forty- Five lakhs only) per annum which shall be paid on monthly basis as per the terms and conditions of her appointment. In addition to the above remuneration and perquisites.

3. **Performance linked incentives:** In addition to the above remuneration and perquisites, Mrs. Ruchi S. Bhandari shall also be entitled to Performance Linked Incentives [PLIs] based on the annual EBITDA target subject to maximum of Rs. 6,00,000/- (Rupees Six Lakhs only, with the authority to the Board/Nomination and Remuneration Committee to alter/vary the terms and conditions of the said appointment as may be deemed fit and fix the quantum, composition and periodicity of the remuneration payable to the Vice-President of the Company.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds and things which are necessary and incidental to give effect to the above Resolution."

9. **Ratification of remuneration of Cost Auditors**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.

**"RESOLVED THAT** pursuant to the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14(a) of the Companies (Audit & Auditors) Rules 2014 and as per the recommendation of the Audit Committee and approved by the Board of Directors, the remuneration of Rs.3,50,000/- (Rupees Three lakhs fifty Thousand only) plus applicable taxes and travelling and out of pocket expenses to be paid on "actual" basis payable to M/s Dhananjay V Joshi & Associates (Firm Registration No: 000030) appointed as Cost Auditors for the Financial Year 2024-2025 be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Board of Directors of the Company 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 Caprihans India Limited**

**PRITAM PAUL  
CFO & COMPANY SECRETARY**

Registered Office:  
1028, Shirol, Rajgurunagar, Khed, Pune – 410505, Maharashtra, India  
CIN: L29150PN1946PLC232362

Dated: September 04, 2024.

**NOTES:**

- (a) The relevant Explanatory Statement pursuant to Section 102(1) of the Act, setting out material facts relating to the special business to be transacted at the Annual General Meeting ("Meeting") under item nos. 3-9 of the Notice as set out above is annexed hereto.
- (b) The Ministry of Corporate Affairs ("MCA") has, vide its circular dated September 25, 2023, read together circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
- (c) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
- (d) Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorizing its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to umeshmaskeri@gmail.com with copies marked to the Company at pritam.paul@caprihansindia.com and to its RTA at instameet@linkintime.co.in.
- (e) Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Act.
- (f) In compliance with the MCA Circulars and SEBI Circulars, Notice of the Annual General Meeting along with the Annual Report for the financial year 2023-24 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories (in case of shares held in demat form) or with Link Intime India Private Limited (in case of shares held in physical form). Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2023-24 will also be available on the Company's website www.caprihansindia.com; website of BSE Limited www.bseindia.com.
- (g) Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
- (h) The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.

- (i) The Company's Share Transfer Books and the Register of Members will remain closed from Friday, 20 September 20, 2024 to Thursday, September 26, 2024 (both days inclusive).
- (j) Members holding shares in dematerialised form are requested to intimate any change in their address, bank details, ECS details etc. to their respective Depositories Participants and those holding shares in physical form are requested to intimate the above mentioned changes to the Secretarial Department at the Registered Office of the Company/Registrar and Transfer Agent of the Company.
- (k) Those Members who have not dematerialised their shareholding are advised to dematerialise their shareholding to avoid any inconvenience in future.
- (l) Non-Resident Indian Members are requested to inform the Company/Depository Participant, immediately of:
  - (i) Change in their residential status on return to India for permanent settlement.
  - (ii) Particulars of their bank account maintained in India with complete name, branch, account type, MICR number, account number and address of the bank with pin code number, if not furnished earlier.
- (m) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
- (n) As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or Company's Registrars and Share Transfer Agent for assistance in this regard.
- (o) Shareholders who have not got their e-mail address registered or wish to update a fresh e-mail address may do so by submitting the attached E-mail Registration-Cum Consent Form duly filled and signed along with a self-attested scanned copy of their PAN Card and AADHAAR Card at the company's e-mail address [pritam.paul@caprihansindia.com](mailto:pritam.paul@caprihansindia.com) consenting to send the Annual Report and other documents in electronic form and to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company at [mumbai@linkintime.co.in](mailto:mumbai@linkintime.co.in).
- (p) Since the AGM will be held through VC/OAVM, the Route map of the Venue of the AGM is not annexed to this Notice.
- (q) Details of Directors retiring by rotation / seeking re-appointment at this Meeting are provided in the "Annexure" to the Notice.
- (r) Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with the relevant circulars and amendments thereto ('IEPF Rules'), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF) constituted by the Central Government. The Company had, accordingly, transferred Rs. 2,50,188/- being the unpaid and unclaimed dividend amount pertaining to Financial Year 2015-16 to the IEPF. Members who have not encashed their dividend pertaining to Financial Year 2016-17 onwards are advised to write to the Company immediately.
- (s) Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF Authority. The Company had transferred 11473 equity shares of Rs. 10/- each to the IEPF Authority on which the dividends remained unpaid or unclaimed for seven consecutive years on January 31, 2024 after following the prescribed procedure. Further, all the Shareholders who have not claimed / encashed their dividends in the last seven consecutive years i.e. Dividend for Financial Year 2016-17 onwards are requested to contact the Company Secretary of the Company or RTA to encash the unclaimed dividend. In this regard, the Company has individually informed the Shareholders concerned and also published notice in the newspapers as per the IEPF Rules. The details of such shareholders and shares due for transfer are uploaded on the website of the Company viz. [www.caprihansindia.com](http://www.caprihansindia.com). The shareholders whose dividend / shares has been transferred to the IEPF Authority can claim their dividend / shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority.
- (t) Shareholders who would like to express their views/ask questions during the Meeting may register themselves as speaker may send their request on or before September 20, 2024, mentioning their name demat account number/folio number, email id, mobile number at [pritam.paul@caprihansindia.com](mailto:pritam.paul@caprihansindia.com).
  - (i) 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 [pritam.paul@caprihansindia.com](mailto:pritam.paul@caprihansindia.com). The same will be replied by the company suitably.
  - (ii) The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time as appropriate for smooth conduct of AGM.

## Instructions

### Process and manner for members opting for E-voting through electronics means:

- a) In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by LIPL, on all the resolutions set forth in this Notice.
- b) Members are provided with the facility for e-Voting at AGM during the VC / OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, are eligible to exercise their right to vote at the AGM through electronic means.
- c) Members who have already cast their vote by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC / OAVM but shall not be entitled to cast their vote again on such resolution(s).

- d) Mr. Umesh Maskeri has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- e) The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
<b>Monday, September 23, 2024 9.00 A.M. IST</b>	<b>Wednesday, September 25, 2024 AT 5.00 PM IST</b>

Members of the Company holding shares either in physical form or electronic form as on the cut-off date of Thursday, September 19, 2024, may cast their vote by e-Voting.

- f) Pursuant to SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post September 20, 2024.
- g) Shareholders are advised to update their mobile number and in their demat accounts to access e-Voting facility.

#### **Remote e-Voting Instructions for shareholders:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

##### **Individual Shareholders holding securities in demat mode with NSDL:**

##### **METHOD 1 - If registered with NSDL IDeAS facility**

##### **Users who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

##### **User not registered for IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on [https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp\\_](https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp_)
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

##### **METHOD 2 - By directly visiting the e-voting website of NSDL:**

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

##### **Individual Shareholders holding securities in demat mode with CDSL:**

##### **METHOD 1 – From Easi/Easiest**

##### **Users who have registered/ opted for Easi/Easiest**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.



OR

**Users not registered for Easi/Easiest**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of CDSL.**

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with Depository Participant:**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

**A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

*\*Shareholders holding shares in **NSDL form**, shall provide 'D' above*

► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

► Click "confirm" (Your password is now generated).

3. Click on 'Login' under 'SHARE HOLDER' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

### Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).
4. After selecting the desired option i.e. Favour / Against, click on **'Submit'**. A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes'**, else to change your vote, click on 'No' and accordingly modify your vote.

### Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

#### STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

#### STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
  - a. 'Investor ID' -
    - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
    - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
  - b. 'Investor's Name' - Enter full name of the entity.
  - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
  - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

#### STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

##### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR



## VOTES UPLOAD:

- Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- You will be able to see the notification for e-voting in inbox.
- Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- Download sample vote file from 'Download Sample Vote File' option.
- Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

## Helpdesk:

### Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

### Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

## Forgot Password:

### Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'

o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

### Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

o Click on '**Login**' under '**Corporate Body/ Custodian/Mutual Fund**' tab and further Click '**forgot password?**'

o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

### Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

### Process and manner for attending the General Meeting through InstaMeet:

Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”.

➤ Select the “Company” and ‘Event Date’ and register with your following details: -

**A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. Mobile No.:** Enter your mobile number.

**D. Email ID:** Enter your email id, as recorded with your DP/Company.

➤ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting)

### Instructions for Shareholders/ Members to Speak during the General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

### Instructions for Shareholders/ Members to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting. Notice of the Annual General Meeting and the Annual Report are available on the website of the Company at [www.caprihansindia.com](http://www.caprihansindia.com)

**Address of the Registrar and Transfer Agents:**

Link Intime India Pvt. Ltd.  
(Unit: Caprihans India Limited)  
C-101, 247 Park,  
L.B.S. Marg, Vikhroli (West),  
Mumbai – 400 083

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.****ANNEXURE (I) TO THE NOTICE DATED SEPTEMBER 04, 2024****ITEM NO. 3****Appointment of Mr. Kavaseri R Viswanathan (DIN: 10705264) as a Non-Executive, Independent Director of the Company**

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its Meeting held on September 04, 2024, appointed Mr. Kavaseri R Viswanathan (DIN: 10705264) as an Additional Director (Non-Executive Independent) of the Company, not liable to retire by rotation, for a term of five years i.e. from September 04, 2024 to September 03, 2029 subject to the approval of the Members. According to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act'), Mr. Kavaseri R Viswanathan shall hold office as Additional Director up to the date of this General Meeting and is eligible to be appointed as a Director.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr. Kavaseri R Viswanathan are provided as Annexure to this Notice. He has given his declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director. In the opinion of the Board, He is a person of integrity, possesses the relevant expertise/experience, and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and he is independent of the Management. In terms of Regulation 25(8) of Listing Regulations, He has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Kavaseri R Viswanathan on the Board of the Company and accordingly recommends the appointment of Mr. Kavaseri R Viswanathan as a Non- Executive Independent Director.

Except for Mr. Kavaseri R Viswanathan and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

The terms and condition of appointment of the Independent Directors are uploaded on the website of the Company at [www.caprihansindia.com](http://www.caprihansindia.com) and is available for inspection.

The Board recommends the resolution set forth in Item No. 3 for the approval of Members as a Special Resolution.

**ITEM NO. 4****Appointment of Mr. Pramod Toshniwal (DIN: 10441634 ) as an Non-Executive, Non- Independent Director of the Company**

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its Meeting held on September 04, 2024, appointed Mr. Pramod Toshniwal (DIN: 10441634 ) as an Additional Director (Non-Executive Non- Independent) of the Company with effect from September 04, 2024 under section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation

Mr. Pramod Toshniwal has provided her consent to act as a Director of the Company and also a confirmation that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

Except for Mr. Pramod Toshniwal and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution set forth in Item No. 4 for the approval of Members as an Ordinary Resolution.

**ITEM NO. 5****Approval for Increase in the Remuneration of Mrs. Ankita J. Kariya (DIN: 08292735), Chairperson & Managing Director**

The term of appointment and payment of Remuneration of Mrs. Ankita J. Kariya as Chairperson & Managing Director for a period of 5 years i.e. from October 19, 2022 till October 18, 2027 was passed by the passed by the Members of the Company at the Extra Ordinary General Meeting held on March 27, 2023. Pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder [including any statutory modification or re-enactment(s) thereof] read with Schedule V thereof.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on September 04, 2024 approved the revision of remuneration payable to Mrs. Ankita J. Kariya as Chairperson & Managing Director of the Company w.e.f. October 01, 2024 for the remaining present term of her appointment upto October 18, 2027. Further, the members are requested to authorise the Board to alter and vary the terms and conditions including remuneration and incremental thereof, from time to time for Mrs. Ankita J. Kariya as mentioned below –

**Terms and Conditions:**

- a) **Remuneration:** Salary, allowances and incentive as recommended and approved by the Board from time to time, subject to annual review.
- b) **Perquisites:** In addition to the above, Mrs. Ankita J. Kariya shall be entitled to perquisites which shall include Reimbursement of Medical Expenses, Telephone expenses at residence, Chauffeurs salary, Leave Travel Assistance for self and family, Club Fees, Premium on group personal accident Insurance, Group mediclaim Insurance, Contribution to Provident Fund, Superannuation Fund or Annuity Fund, Gratuity and Encashment of Leave.

The total Remuneration and above mentioned Perquisites taken together shall not exceed Rs.87,00,000/- (Rupees Eighty-Seven Lakhs only) per annum. In addition to the above remuneration and perquisites, Mrs. Ankita J. Kariya shall be provided with a Car by the Company for official use.

- c) **Performance linked incentives:** In addition to the above remuneration and perquisites, Mrs. Ankita J. Kariya shall also be entitled to Performance Linked Incentives [PLIs] based on the annual EBITDA target subject to maximum of Rs. 36,00,000/- (Rupees Thirty-Six Lakhs only) on achieving the target and other parameters, if any, set by the Board of Directors from time to time, with the authority to the Board/NRC to alter/vary the terms and conditions of the said appointment as may be deemed fit and fix the quantum, composition and periodicity of the remuneration payable to the said Mrs. Ankita J. Kariya, notwithstanding that such remuneration may exceed the limit specified under Section 197 and Schedule V of the Act in case of inadequacy or absence of profits, calculated in accordance with the applicable provisions of the Companies Act, 2013.

Family' mentioned above means the spouse, dependent parents and dependent children.

The perquisite value for above reimbursements shall be determined in accordance the Income Tax Rules in force.

The terms and conditions of the remuneration may be altered from time to time by the Board as it may, in its absolute discretion, deem fit, within the limits specified by Schedule V to the Act or any amendments thereto.

**Following additional information as required under Schedule V to the Companies Act, 2013 is furnished below:**

**I. General Information:**

- (i) **Nature of Industry:** The Company is engaged in the business of manufacture of Rigid and Flexible PVC film by Calendering process and Plastic Extruded products. It has manufacturing facilities at Pune (Khed), Nashik and Thane.
- (ii) **Commencement of Commercial Production:** The Company started commercial production in the year 1957.
- (iii) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- (iv) Financial performance for last five years:

Year Ended	Revenue Rs. Crores	PAT Rs. Crores	FOB Value Exports Rs. Crores	EPS in Rs.
2023-24	704.09	(51.04)	161.63	(39.31)
2022-23	936.53	71.76	163.01	54.64
2021-22	798.31	(39.57)	28.15	(30.13)
2020-21	296.56	20.22	16.17	15.40
2019-20	289.45	9.20	38.15	7.00

- (v) **Foreign investments or collaborators, if any:** Nil

**II. Information about the appointee**

- Background Details:** Mrs. Ankita J. Kariya holds a Bachelor's Degree in Commerce from University of Pune and is a Chartered Accountant with ICAI. Earlier she spearheaded the Strategy and Business Growth functions at Bilcare Research Global Holding Companies and has been associated with the Group activities for the last several years. She comes with a prior experience from a Global Consulting major where she largely handled consulting assignments for their Key and Global Priority Accounts working with cross culture teams in India, Australia, Belgium and USA.
- Past Remuneration:** Rs.75,00,000/- (Rupees Seventy-five lakhs only) per annum (excluding Performance linked incentives)
- Recognition and Awards:** NIL
- Job Profile and its suitability:** As mentioned under Background details
- Remuneration Proposed:** As mentioned in remuneration details of Item No. 5
- The remuneration payable is comparable to the remuneration paid to persons holding similar position in other companies of similar size as that of the Company.**
- Pecuniary Relationship:** Mrs. Ankita J. Kariya does not hold any equity shares of the Company. She is Sister of Mr. Shreyans

Mohan Bhandari, President of the Company.

III. **Other Information:**

Considering the long-term interest, the company is re-engineering its organization to reduce the cost and improve customer services. The Company introduced additional control systems and procedures. The Company has computerised several areas of operations. Due to various measures taken above, the Company has been successful in increasing the market share in Rigid Films and realisation of better prices. The export efforts have also started yielding good results.

Except Mr. Shreyans Bhandari, President of the Company, none of the Directors, Key Managerial persons of the Company and their relatives is/are concerned or interested in the resolution. The Board therefore commends the Resolution No. 5 for approval of the members as Special Resolution.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

**ITEM NO. 6**

**Approval for Increase in the Remuneration of Mr. Somenath Mukherjee (DIN: 00567173), as an Executive Director of the Company**

The term of appointment and payment of Remuneration of Mr. Somenath Mukherjee as Executive Director for a period of 5 years i.e. from May 29, 2023 till May 28, 2028. was passed by the passed by the Members through Postal Ballot dated August 27, 2023. Pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder [including any statutory modification or re-enactment(s) thereof] read with Schedule V thereof.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on September 04, 2024 approved the revision of remuneration payable to Mr. Somenath Mukherjee as Executive Director of the Company w.e.f. October 01, 2024 for the remaining present term of his appointment upto May 28, 2028 Further, the Members are requested to authorise the Board to alter and vary the terms and conditions including remuneration and incremental thereof, from time to time for Mr. Somenath Mukherjee, Executive Director as mentioned below –

**Terms and Conditions:**

- a) **Remuneration & Perquisites:** Salary, other allowances and incentive as recommended and approved by the Board from time to time, subject to annual review. The total Remuneration of Rs. 114,23,320/- (Rupees One Crore Fourteen Lakh Twenty-Three Thousand Three hundred and Twenty) per annum which shall be paid on monthly basis as per the terms and conditions of his appointment
- b) **Performance linked incentives:** In addition to the above remuneration and perquisites, Mr. Somenath Mukherjee shall also be entitled to Performance Linked Incentives [PLIs] based on the annual EBITDA target subject to maximum of Rs. 28,00,000/- (Rupees Twenty-Eight Lakhs only), with the authority to the Board/Nomination and Remuneration Committee to alter/vary the terms and conditions of the said appointment as may be deemed fit and fix the quantum, composition and periodicity of the remuneration payable to the said Mr. Somenath Mukherjee, notwithstanding that such remuneration may exceed the limit specified under Section 197 and Schedule V of the Act in case of inadequacy or absence of profits, calculated in accordance with the applicable provisions of the Companies Act, 2013.

Family' mentioned above means the spouse, dependent parents and dependent children.

The perquisite value for above reimbursements shall be determined in accordance the Income Tax Rules in force.

The terms and conditions of the remuneration may be altered from time to time by the Board as it may, in its absolute discretion, deem fit, within the limits specified by Schedule V to the Act or any amendments thereto.

**Following additional information as required under Schedule V to the Companies Act, 2013 is furnished below:**

I. **General Information:**

- (i) **Nature of Industry:** The Company is engaged in the business of manufacture of Rigid and Flexible PVC film by Calendering process and Plastic Extruded products. It has manufacturing facilities at Pune (Khed), Nashik and Thane.
- (ii) **Commencement of Commercial Production:** The Company started commercial production in the year 1957.
- (iii) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- (iv) **Financial performance for last five years:**

Year Ended	Revenue Rs. Crores	PAT Rs. Crores	FOB Value Exports Rs. Crores	EPS in Rs.
2023-24	704.09	(51.04)	161.63	(39.31)
2022-23	936.53	71.76	163.01	54.64
2021-22	798.31	(39.57)	28.15	(30.13)
2020-21	296.56	20.22	16.17	15.40
2019-20	289.45	9.20	38.15	7.00

- (v) **Foreign investments or collaborators, if any:** Nil

## II. Information about the appointee

- 1. Background Details:** Mr. Somenath Mukherjee graduated in Mechanical Engineering from Jadavpur University Kolkata and did his post-graduation in Industrial Engineering from National Institute of Industrial Engineering Mumbai in 1984. Post his academics he has served in industries ranging from Consumer Electronics (Philips India), HT power distribution panels (Siemens India), Plastic Processing (The Supreme Industries Ltd.) and Auto Components (Varroc Engineering) before joining Bilcare to take care of its manufacturing plant near Pune. He served the Pharma Packaging Division of Bilcare as the President looking after India and Overseas markets in Asia. He is acclaimed for his leadership and team building qualities. With his profound hands on manufacturing experience with knowledge of Industrial Engineering, he is passionate about implementation of the concepts of Theory of Constraints and Lean Manufacturing.
- 2. Past Remuneration:** Rs. 1,04,23,320/- per annum (excluding Performance linked incentives)
- 3. Recognition and Awards:** NIL
- 4. Job Profile and its suitability:** As mentioned under Background details
- 5. Remuneration Proposed:** As mentioned in remuneration details of Item No. 6
- 6. The remuneration payable is comparable to the remuneration paid to persons holding similar position in other companies of similar size as that of the Company.**
- 7. Pecuniary Relationship:** Mr. Somenath Mukherjee does not hold any equity shares of the Company.

## III. Other Information:

Considering the long-term interest, the company is re-engineering its organization to reduce the cost and improve customer services. The Company introduced additional control systems and procedures. The Company has computerised several areas of operations. Due to various measures taken above, the Company has been successful in increasing the market share in Rigid Films and realisation of better prices. The export efforts have also started yielding good results.

Except Mr. Somenath Mukherjee none of the Directors, Key Managerial persons of the Company and their relatives is/are concerned or interested in the resolution. The Board therefore commends the Resolution No. 6 for approval of the members as Special Resolution.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

## ITEM NO. 7

### Approval for Increase in The Remuneration of Mr. Shreyans Bhandari, President

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee and Audit Committee and has approved at their Meeting held on September 04, 2024, the increase in the Remuneration of Mr. Shreyans Bhandari, President of the Company, Brother of Mrs. Ankita J. Kariya, Chairperson & Managing Director of the Company w.e.f. October 01, 2024 under Section 188(l)(f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modifications(s) or re-enactment thereof, for the time being in force), at a consolidated remuneration as set out herein below:

- 1. Remuneration:** Salary, allowances and incentive as recommended and approved by the Board from time to time, subject to annual review.
- 2. Perquisites:** In addition to the above, Mr. Shreyans Bhandari shall be entitled to perquisites which shall include Chauffeurs salary, Reimbursement of Medical Expenses, Telephone expenses at residence, Leave Travel Assistance for self and family, Club Fees, Premium on group personal accident Insurance, Group medical Insurance, Contribution to Provident Fund, Superannuation Fund or Annuity Fund, Gratuity and Encashment of Leave.

The total Remuneration and above mentioned Perquisites taken together shall not exceed Rs. 78,00,000/- (Rupees Seventy-Eight Lakh only) per annum which shall be paid on monthly basis as per the terms and conditions of his appointment. In addition to the above remuneration and perquisites, Mr. Shreyans Bhandari shall be provided with a Car by the Company for official use.

- 3. Performance linked incentives:** In addition to the above remuneration and perquisites, Mr. Shreyans Bhandari shall also be entitled to Performance Linked Incentives [PLIs] based on the annual EBITDA target subject to maximum of Rs. 18,00,000/- (Rupees Eighteen Lakh only).

'Family' mentioned above means the spouse, dependent parents and dependent children.

The perquisite value for above reimbursements shall be determined in accordance with the Income Tax Rules in force.

His present role is crucial to provide impetus to the expanding Business in the emerging market business of the Company. Considering his qualification, vast experience and present role, limit of Remuneration prescribed under the Companies Act, 2013 is not commensurate, hence requires approval of the Shareholders.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out under Item No. 7 of the Notice for Approval for Increase in the Remuneration of Mr. Shreyans Bhandari, President of the Company.

Mr. Shreyans Bhandari (himself), Mrs. Ankita J. Kariya and Mrs. Ruchi S. Bhandari, and/or his/her relatives are concerned and interested in passing the Resolution at Item No. 7 of the notice and none of the other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

## ITEM NO. 8

### Approval for Increase in the Remuneration of Mrs. Ruchi S. Bhandari, Vice-President – International Business Development

The Board of Directors, on the recommendation of the Audit Committee and Nomination and Remuneration Committee, has approved at their Meeting held on September 04, 2024, increase in the Remuneration of Mrs. Ruchi S. Bhandari, Vice-President – International Business Development of the Company, wife of Mr. Shreyans Bhandari who is Brother of Mrs. Ankita J. Kariya, Chairperson & Managing Director of the Company w.e.f. October 01, 2024 under Section 188(l) (f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modifications(s) or re-enactment thereof, for the time being in force), at a consolidated remuneration as set out herein below:

1. **Remuneration:** Salary, allowances and incentive as recommended and approved by the Board from time to time, subject to annual review.
2. **Perquisites:** In addition to the above, Mrs. Ruchi S. Bhandari shall be entitled to perquisites which shall include Reimbursement of Medical Expenses, Telephone expenses at residence, Leave Travel Assistance for self and family, Club Fees, Premium on group personal accident Insurance, Group mediclaim Insurance, Contribution to Provident Fund, Superannuation Fund or Annuity Fund, Gratuity and Encashment of Leave.

The total Remuneration and above mentioned Perquisites taken together shall not exceed Rs. 45,00,000/- (Rupees Forty-Five Lakh only) per annum which shall be paid on monthly basis as per the terms and conditions of his appointment.

3. **Performance linked incentives:** In addition to the above remuneration and perquisites, Mrs. Ruchi S. Bhandari shall also be entitled to Performance Linked Incentives [PLIs] based on the annual EBITDA target subject to maximum of Rs. 6,00,000/- (Rupees Six Lakh only).

‘Family’ mentioned above means the spouse, dependent parents and dependent children.

The perquisite value for above reimbursements shall be determined in accordance with the Income Tax Rules in force.

Her present role is crucial to provide impetus to the expanding Business in the emerging market business of the Company. Considering her qualification, vast experience and present role, limit of Remuneration prescribed under the Companies Act, 2013 is not commensurate., hence requires approval of the Shareholders.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out under Item No. 8 of the Notice for Approval for Increase in the Remuneration of Mrs. Ruchi S. Bhandari, Vice-President – International Business Development.

Mrs. Ruchi S. Bhandari (herself), Mr. Shreyans Bhandari and Mrs. Ankita J. Kariya, and/or his/her relatives are concerned and interested in passing the Resolution at Item No. 8 of the notice and none of the other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

## ITEM NO. 9

### Ratification of remuneration of Cost Auditors

The Board of Directors, as per the recommendation of the Audit Committee on August 12, 2024, has approved the appointment of M/s Dhananjay V Joshi & Associates (Firm Registration No: 000030), as the Cost Auditors of the Company for the Financial year 2024-25 at a fee of Rs.3,50,000/- (Rupees Three lakhs fifty Thousand only) plus applicable taxes and travelling and out of pocket expenses to be paid on “actual” basis, for conducting the audit of the cost accounting records of the Company for the financial year ending March 31, 2024. Pursuant to section 148(3) of the Companies Act, 2013 read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014, Members of the Company are required to ratify the remuneration to be paid to the Cost auditors of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No 5 of the notice for ratification of remuneration payable to the Cost Auditors of the Company for the year ending March 31, 2024.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Resolutions at Item No 9.

The Board recommends the Resolution at Item No 9 for approval of the Members.

**By Order of the Board of Directors  
For Caprihans India Limited**

**PRITAM PAUL  
CFO & COMPANY SECRETARY**

Registered Office:  
1028, Shirol, Rajgurunagar, Khed, Pune – 410505, Maharashtra, India  
CIN: L29150PN1946PLC232362  
Dated: September 04, 2024.



**ANNEXURE TO THE NOTICE****Details of Directors seeking Appointment /Re-appointment at the forth coming 78<sup>th</sup> Annual General Meeting**

Name of the Director	Mrs. Ankita J. Kariya	Mr. Somenath Mukherjee	Mr. Kavaseri R Viswanathan	Mr. Pramod Toshniwal
DIN	08292735	00567173	10705264	10441634
Date of Birth & Age	July 01, 1988	October 14, 1960	May 05, 1960	May 24, 1959
Date of first appointment	October 19, 2022 *(as a Chairperson and Managing Director)	May 29, 2023	September 04, 2024	September 04, 2024
Qualifications	Chartered Accountant	Mechanical Engineering, Post-Graduation in Industrial Engineering	Company Secretary	Commerce Graduate
Experience / Expertise in functional field and brief resume	Mrs. Ankita J. Kariya holds a Bachelor's Degree in Commerce from University of Pune and is a Chartered Accountant with ICAI. Earlier she spearheaded the Strategy and Business Growth functions at Bilcare Research Global Holding Companies and has been associated with the Group activities for the last several years. She comes with a prior experience from a Global Consulting major where she largely handled consulting assignments for their Key and Global Priority Accounts working with cross culture teams in India, Australia, Belgium and USA.	Mr. Somenath Mukherjee graduated in Mechanical Engineering from Jadavpur University Kolkata and did his post-graduation in Industrial Engineering from National Institute of Industrial Engineering Mumbai in 1984. Post his academics he has served industries ranging from Consumer Electronics (Philips India), HT power distribution panels (Siemens India), Plastic Processing (The Supreme Industries Ltd.) and Auto Components (Varroc Engineering) before joining Bilcare to take care of its manufacturing plant near Pune. He served the Pharma Packaging Division of Bilcare as the President looking after India and Overseas markets in Asia. He is acclaimed for his leadership and team building qualities. With his profound hands on manufacturing experience with knowledge of Industrial Engineering he passionate about implementation of the concepts of Theory of Constraints and Lean Manufacturing.	Mr. Kavaseri R Viswanathan is a Chartered Accountant and Company Secretary, by Profession. He has over 35 years of Corporate experience as CFO and Company Secretary and has extensive knowledge and hands on experiences in Accounting, Finance, Taxation, Secretarial, Corporate Governance, Human Resources, IT Systems and Other allied Corporate functions. He also has experience in Co-operative Societies matters and Redevelopment of properties.	Mr. Pramod Toshniwal is a commerce graduate with over Four decades of rich experience in the field of accounting, taxation and administration.
Directorships held in other companies (Excluding Private Companies)	None	None	None	Bilcare Limited – upto 05-07-2024
Committee positions held in other companies	None	None	None	None
No of Equity shares held in the Company	Nil	Nil	Nil	475
Relationship with other Directors, Manager and Key Managerial Personnel	Sister of Mr. Shreyans Bhandari, President of the Company	Nil	Nil	Nil

**By Order of the Board of Directors  
For Caprihans India Limited**

**PRITAM PAUL  
CFO & COMPANY SECRETARY**

Registered Office:  
1028, Shirol, Rajgurunagar, Khed, Pune – 410505, Maharashtra, India  
CIN: L29150PN1946PLC232362  
E-mail: cil@caprihansindia.com Website: www.caprihansindia.com  
Dated: September 04, 2024.