

04.09.2018

BSE Limited
Department of Corporate Relationship
1st Floor, New Trade Ring, Rotunda Building
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001
Scrip Code : 524742

By BSE Listing

National Stock Exchange of India Ltd.,
Department of Corporate Services
Exchange Plaza, 5th Floor,
C-1, Block G, Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051
Scrip Code : CAPLIPOINT.

By NEAPS

Dear Sirs,

SUB: COMPLIANCE UNDER REGULATION 30 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015- NOTICE CONVENING THE 27TH ANNUAL GENERAL MEETING OF THE COMPANY.

We herewith enclose the Notice convening 27th Annual General Meeting of the Company to be held on Friday, September 28, 2018, at Sri Thyaga Brahma Gana Sabha (Vani Mahal) No.103, G N Road, T Nagar, Chennai – 600 017 at 10.00 AM.

This is for your information and records.

Thanking You,

Yours Faithfully,
For Caplin Point Laboratories Limited


Company Secretary

Enclosure: As above

CAPLIN POINT LABORATORIES LIMITED

CIN: L24231TN1990PLC019053

Regd. Office: "Narbavi" No. 3, Lakshmanan Street, T Nagar, Chennai-600 017

PH: 044 28156653

e-mail : info@caplinpoint.net, website :www.caplinpoint.net

NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the members of Caplin Point Laboratories Limited will be held on Friday, September 28, 2018 at Sri Thyaga Brahma Gana Sabha (Vani Mahal) No. 103, G N Road, T. Nagar, Chennai -600 017 at 10.00 AM 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 financial year ended March 31, 2018, including the audited Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss of the Company for the year ended on that date along with the reports of the Board of Directors and Auditors thereon.

2. DECLARATION OF DIVIDENDS

To declare Dividend of ₹ 2.00/- (Rupees Two Only) per equity share of ₹ 2/- each for the financial year ended March 31,2018.

3. APPOINTMENT OF MR D P MISHRA AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a Director in place of Mr D P Mishra (DIN: 02032818), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. RE-APPOINTMENT OF MR V THIRUMALAI AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE YEARS

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

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the applicable provisions of SEBI (Listing Obligations and Disclosures Requirements)

Regulations,2015 and as recommended by the Nomination and Remuneration Committee, Mr V Thirumalai (DIN: 03015619), who is eligible for re-appointment as a Non-executive- Independent Director be and is hereby re-appointed as a Non-executive-Independent Director of the Company for a second term of five consecutive years from December 18,2017 to December 17,2022 and who is not liable to retire by rotation.

5. RE-APPOINTMENT OF DR K NIRMALA PRASAD AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE YEARS

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

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the applicable provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations,2015 and as recommended by the Nomination and Remuneration Committee Dr K Nirmala Prasad (DIN: 07088120) who is eligible for re-appointment as a Non-executive- Independent Director, be and is hereby re-appointed as a Non-executive- Independent Director of the Company for a second term of five consecutive years without break of office from February 04,2018 to February 03,2023 and who is not liable to retire by rotation.

6. RE-APPOINTMENT OF MRR VISWANATHAN AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE YEARS

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

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof,

for the time being in force) and pursuant to the applicable provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and as recommended by the Nomination and Remuneration Committee Mr R Viswanathan (DIN :07173713) who is eligible for re-appointment as a Non-executive- Independent Director be and is hereby re-appointed as a Non-executive-Independent Director of the Company for a second term of five consecutive years from May 12,2018 to May 11,2023 and who is not liable to retire by rotation.

7. GRANT OF OPTIONS TO THE EMPLOYEES OF THE SUBSIDIARY COMPANY(IES) OF THE COMPANY UNDER EMPLOYEES STOCK OPTION PLAN 2017 (ESOP 2017)

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

RESOLVED THAT in partial modification of the earlier Special Resolution passed at the 26th Annual General Meeting held on September 21,2017 and in accordance with the provisions contained in the Memorandum and Articles of Association and pursuant to the provisions of Section 62(1)(b), and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder and the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("the Regulations") and such other applicable laws (including any statutory modification(s) or re-enactment of the Act or the Regulations, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committees thereof, including the Nomination and Remuneration Committee (hereinafter referred to as "the Committee") to exercise its powers, including the powers conferred by this resolution), consent of the members of the Company be and is hereby accorded to the Board to offer, issue, and allot 5,00,000 (Five Lakhs) options exercisable into 5,00,000 Equity Shares of face value ₹ 2/- each fully paid up, under the existing **Caplin Point Employee Stock Option Scheme 2017 (the "Plan")** to or to the benefit of employees who are in permanent employment of the Company and any existing or future subsidiary(ies) /subsidiary Company(ies), whether working in India or out of India, as may from time to time be allowed to be eligible for the benefit under the provisions of applicable laws

and Regulations prevailing from time to time (all such persons are hereinafter collectively referred to as ("Employees") in one or more tranches on such terms and conditions as may be fixed or determined by the Nomination and Remuneration Committee in accordance with the provisions of the law or Regulations issued by the relevant authority.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the existing Caplin Point Employee Stock Option Scheme, 2017 Plan from time to time including, but not limited to, amendment(s) with respect to vesting period and schedule, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise the Plan.

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue, allotment of securities, the Board be and is hereby authorized on behalf of the Company to evolve, decide upon and bring in to effect the Scheme and make any modifications, changes, variations, alterations or revisions in the said Scheme from time to time in its sole discretion in conformity with the provisions of the Act, the Memorandum and Articles of Association of the Company and any other applicable laws or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT all other terms and conditions approved by the members of the Company at the 26th Annual General Meeting held on September 21,2017 shall be binding on the Company except the abovementioned modification sought for.

For and on behalf of The Board of Directors
C C PAARTHIPAN
Chairman

REGISTERED OFFICE:

"Narbavi" No. 3 Lakshmanan Street
T Nagar, Chennai – 600 017
CIN : L24231TN1990PLC019053

Place : Chennai
Date : 06.08.2018

NOTES:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. Proxy form, in order to be effective, must be deposited at the Registered Office of the Company not less than forty eight hours before the time fixed for holding the meeting.

A person can act as Proxy on behalf of members not exceeding fifty and holding not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

2. The statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts regarding the items of special businesses specified above is annexed hereto.
3. Members/proxies are requested to bring duly-filled attendance slip along with their copy of Annual Report to the Meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. The Register of Members and Share Transfer Books of the Company will be closed from **20.09.2018 to 28.09.2018** for the purpose of Annual General Meeting and Dividend.
5. The Final Dividend as recommended by the Board of Directors, if declared at the meeting, will be paid on or before October 27,2018 to those members, whose names appear in the Register of Members on September 19,2018 in respect of the shares held in dematerialized form, the dividend will be paid to the members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
6. Members holding shares in physical forms are requested to notify and change in their address to the Company / Share Transfer Agents quoting Register Folio number. Members holding shares in electronic form are requested to intimate any change in their address or bank mandates to their respective Depository Participants. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every

participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Integrated Registry Management Services Private Limited

8. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company as permitted under Section 72 of the Companies Act, 2013 read with Rules made there under are requested to send the prescribed Form SH.13 to M/s. Integrated Registry Management Services Private Limited. The Form SH.13 for the purpose would be available for download on the Company's website www.caplinpoint.net under the section 'Investor'.
9. Electronic copy of the Notice of the 27th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 27th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
10. Members are requested to fill up the ECS mandate form provided with this report and submit to the Company's Share Transfer Agents (Physical and Electronic) M/s Integrated Registry Management Services Private Limited at the following address: Integrated Registry Management Services Private Limited, II Floor, "Kences Towers",No.1 Ramakrishna Street, North Usman Road, T Nagar, Chennai - 600 017, Phone: 044 - 28140801 – 803,Fax: 044 - 28142479. All communications relating to shares may be addressed to the Company's Share Transfer Agents (Physical and Electronic) at their communication address mentioned herein.
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the venue of AGM.
12. Corporate Members / FIs / Financial Institutions intending to send their authorised representatives to attend the Annual General

Meeting are requested to send a duly certified copy of the Board resolution / such other documents authorizing their representatives to attend and vote at the Annual General Meeting well in advance.

13. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Company Secretary at the Company's Registered Office or the Registrar and Share Transfer Agents, M/s Integrated Registry Management Services Private Limited. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124(5) of the Companies Act, 2013 be transferred to the Investor Education and Protection Fund.
14. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register their e-mail address with the Company in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in electronic form to enable the Company to serve documents in electronic form.
15. Members who have not registered their e-mail address with the Company can now register the same by submitting a duly filled in 'E-Communication Registration Form', available on the website of the Company www.caplinpoint.net, to M/s. Integrated Registry Management Services Private Limited. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
16. Brief resume, details of Directors shareholding and Directors inter-se relationship of Directors seeking appointment /Re-appointment as required under Regulation 36 (3) of SEBI(Listing Obligations & Disclosure Requirements) Regulations,, are provided as Annexure to this Notice
17. The Board has appointed Mr G Ramachandran, Practicing Company Secretary of M/s. G Ramachandran & Associates as the scrutinizer for conducting the e-voting Ballot process in a fair and transparent manner
18. **SEBI vide its amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018 has mandated that transfer of securities would be carried out in dematerialized form only.**

This comes into effect from 5th December 2018 and hence the shareholders are requested to take note of it and take necessary steps to dematerialise your shares that are held in physical form. The Company in this regard has dispatched letters to all those shareholders who hold their shares in physical form.

19. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 25.09.2018 (9:00 am) and ends on 27.09.2018 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22.09.2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click

on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password 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 will be as per details given below :
 - 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. Your password details 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 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, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "HYPERLINK "<https://www.evoting.nsdl.com/eVotingWeb/commonhtmls/NewUser.jsp>" \o "Forgot User Details"Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on HYPERLINK "<http://www.evoting.nsdl.com>"www.evoting.nsdl.com.
 - b. "HYPERLINK "<https://www.evoting.nsdl.com/eVotingWeb/commonhtmls/PhysicalUser.jsp>" \o "Physical User Reset Password"Physical User Reset Password?" (If you are holding shares in physical mode) option available on HYPERLINK "<http://www.evoting.nsdl.com>"www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at HYPERLINK "<mailto:evoting@nsdl.co.in>"evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
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 on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.

5. 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.
 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- VI. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to ramgcs@gmail.com with a copy marked to evoting@nsdl.co.in
- VII. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date for e-voting i.e. 22.09.2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
- VIII. Mr G Ramachandran, Practicing Company Secretary of M/s. G Ramachandran & Associates has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- IX. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "polling paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- X. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.caplinpoint.net and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, and National Stock Exchange of India Limited.

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

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

ITEM NO.4

Mr V Thirumalai was appointed as a Non-executive Independent Director of the Company for a consecutive period of Three years effective from December 18, 2014. The Nomination and Remuneration Committee on the basis of performance evaluation report recommended the Board of Directors of the Company to re-appoint Mr V Thirumalai as a Non-executive Independent Director for a second term of five consecutive years commencing from December 18, 2017.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 and pursuant to Regulation 25 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, Board of Directors have proposed to re-appoint him for the second term of five years. The Company has received disclosures from Mr V Thirumalai under Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 that he meets the criteria of Independence .

In the opinion of the Board, Mr V Thirumalai fulfils the conditions as specified in the Companies Act, 2013 and rules made thereunder and under SEBI listing obligations for his re-appointment as an Independent Director of the Company and is independent of the management. The Board also considers that his continued association/support would be beneficial to the Company and is desirable to avail his services as an Independent Director.

Accordingly, the Board recommends this Special Resolution for approval by the members of the Company.

Except Mr V Thirumalai, none of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the Resolution.

ITEM NO.5

Dr K Nirmala Prasad was appointed as a Non-executive Independent Director of the Company for a consecutive period of Three years effective from February 04, 2015. The Nomination and Remuneration Committee on the basis of performance evaluation report recommended the Board of Directors of the Company to re-appoint Dr K Nirmala Prasad as a Non-executive Independent Director for a second term of five consecutive years commencing from February 04, 2018.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 and pursuant to Regulation 25 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, Board of Directors have proposed to re-appoint her for the second term of five years.. The Company has received disclosures from Dr K Nirmala Prasad under Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 that she meets the criteria of Independence

In the opinion of the Board, Dr K Nirmala Prasad fulfils the conditions as specified in the Companies Act, 2013 and rules made thereunder and under SEBI listing obligations for her re-appointment as an Independent Director of the Company and is independent of the management. The Board also considers that her continued association/support would be of immense benefit to the Company and is desirable to avail her services as an Independent Director.

Accordingly, the Board recommends this Special Resolution for approval by the members of the Company.

Except Dr K Nirmala Prasad, none of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the Resolution.

ITEM NO.6

Mr R Viswanathan was appointed as a Non-executive Independent Director of the Company for a consecutive period of Three years effective from May 12, 2015. The Nomination and Remuneration Committee on the basis of performance evaluation report recommended the Board of Directors of the Company to re-appoint Mr R Viswanathan as a Non-executive Independent Director for a second term of five consecutive years commencing from May 12, 2018

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 and pursuant to Regulation 25 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, Board of Directors have proposed to re-appoint him for the second term of five years.. The Company has received disclosures from Mr R Viswanathan under Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 that he meets the criteria of Independence

In the opinion of the Board, Mr R Viswanathan fulfils the conditions as specified in the Companies Act, 2013 and rules made thereunder and under SEBI listing obligations for his re-appointment as an Independent

Director of the Company and is independent of the management. The Board also considers that his continued association would be of immense benefit to the Company and is desirable to avail his services as an Independent Director.

Accordingly, the Board recommends this Special Resolution for approval by the members of the Company.

Except Mr R Viswanathan, none of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the Resolution.

ITEM NO. 7

The Members of the Company at their 26th Annual General Meeting of the Company approved Caplin Point Employee Stock option Plan

2017. Under the said scheme eligible employees of the Company were granted options. Nomination and Remuneration committee and the Board of Directors have decided to cover the eligible employees of the Subsidiary/ies(present & future) under Caplin Point Employee Stock Option Plan-2017.

The approval of the members is sought for grant of options under Caplin Point Employee Stock Option Plan -2017 to include employees of the Subsidiary/ies(present & future) also, in addition to the employees of the Company covered under the existing scheme.

Disclosure in terms of Regulation 6 (2) of the SEBI (Share Based Employee Benefits) Regulations, 2014 as notified by SEBI vide Circular CIR/CFD/POLICY CELL/2015 dated June 16, 2015 are as under:

a	brief description of the scheme;	Caplin Point Employee Stock Option Plan -2017. 5,00,000 options (Five lakhs) exercisable into 5,00,000 equity shares of face value ₹ 2 each to the benefit of employees who are in permanent employment of the Company and its subsidiary/ies (Present and future), whether working in India or out of India in one or more tranches on such terms and conditions as may be fixed or determined by the Nomination and Remuneration Committee of the Company.
b	the total number of options to be granted;	5,00,000 (Five Lakhs)
c	identification of classes of employees entitled to participate and be beneficiaries in the scheme	(i) a permanent employee of the company who has been working in India or outside India; or (ii) a permanent employee of the subsidiary/ies (Present and future) who has been working in India or outside India; or (iii) a Director of the Company and its Subsidiary/ies (Present and future), whether a whole time director or not but excluding an independent Director and a promoter Director ; or (iv) an employee as defined in clauses (i), (ii) and (iii) of the Company and subsidiary/ies (Present and future), in India or outside India, but does not include (a) an employee who is a promoter or a person belonging to the promoter group; or (b) a Director who either himself or through his relative or through any body corporate directly or indirectly, holds more than ten percent of the outstanding equity shares of the company.
d	requirements of vesting and period of vesting	The Options granted shall vest so long as an employee continues to be in the employment of the Company and its subsidiary/ies(Present and future) as the case may be. The vesting period shall be decided by the Nomination and Remuneration Committee of the Company from time to time, but shall not be less than 1 year and not more than 8 years from the date of grant of options. Vesting may happen in one or more tranches.

e	maximum period (subject to regulation 18(1) and 24(1) of the regulations, as the case may be) within which the options shall be vested	The maximum period within which the options shall be vested would be 8 years from the date of grant.
f	exercise price or pricing formula	<p>The Options granted to the employees of the Company and its subsidiary/ies (present and future) under this plan shall carry an exercise price, which shall be at a discount to the market price as may be determined by the Board. However the Exercise Price shall not be less than the par value of the Equity Shares of the Company</p> <p>"Market price" under the Regulations means the latest available closing price on the stock exchange on which the equity shares of the company are listed on the date immediately prior to the Relevant Date. If such shares are listed on more than one stock exchanges, then the closing price on the stock exchange having higher trade volume shall be considered as the market price.</p> <p>Relevant Date under the Regulations mean:</p> <p>(i) In the case of grant, the date of the meeting of the Nomination and Remuneration Committee of the Company on which the Grant is made or (ii) in case of exercise, the date on which the notice of exercise is given to the Company by the employee.</p>
g	exercise period and process of exercise	<p>The exercise period shall be a period commencing from the date of vesting and shall continue upto completion of 2 years from the date of respective vesting.</p> <p>The options would be exercisable by submitting the requisite application form / exercise notice to the Company as the Company may prescribe, subject to conditions for payment of Exercise Price in the manner prescribed by the Board / Committee. All the participants in the Scheme shall deliver a written notice of exercise, in the prescribed form, to the Nomination and Remuneration Committee on or before the expiry of the exercise period.</p>
h	the appraisal process for determining the eligibility of employees for the scheme	<p>The appraisal process shall include evaluation of an employee based on one or more criteria for determining eligibility of the employees to be granted options, including but not limited to the following:</p> <p>i Work related or academic performance of the employee</p> <p>ii Length of service</p> <p>iii Potential of the employee to contribute to the Company's / Subsidiary's performance</p> <p>iv Position held</p> <p>v The extent of contribution made by the employee towards business results, achievement of medium to long term performance plans, processes, and customer satisfaction or employee satisfaction.</p> <p>vi High market value /difficulty in replacement.</p> <p>vii High risk of losing the employee to competition.</p>
i	maximum number of options to be issued per employee and in aggregate	The maximum number of options granted to any one employee will be 25,000 options and 5,00,000 options in aggregate.

j	maximum quantum of benefits to be provided per employee under the scheme(s);	The maximum number of options granted to any one employee will be 25,000 options
k	whether the scheme(s) is to be implemented and administered directly by the company or through a trust	Scheme to be implemented and administered directly by the Company
l	whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both	The scheme involves new issue of shares of the Company
m	the amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc	Not applicable
n	maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s);	Not applicable
o	Confirmation with accounting policies	The Company shall conform to the Accounting Policies specified under the Regulations.
P	the method which the company shall use to value its options;	The Company shall follow the fair value method to value the options.

The equity shares allotted pursuant to the exercise of the Options shall be listed on the Stock Exchanges where the Company's Equity Shares are listed and necessary applications will be made to those Stock Exchange(s) in this behalf.

In terms of Regulation 6(1) of the Regulations, any Employees Stock Option Scheme must be approved by way of a special resolution. Further as the Scheme will entail further shares to be offered to persons other than existing members of the Company, consent of the members is required for issue of the equity shares and / or instruments entitling the holder to subscribe to or purchase equity shares, in terms of the provisions of Section 62(1)(b) of the Companies Act, 2013.

Accordingly the resolution set out at item no. 7 is being placed for approval of the members.

The options to be granted / shares to be issued under the Scheme shall not be treated as an offer or invitation made to public for subscription in the securities of the Company.

None of the Directors or Key Managerial Personnel of the Company is, in any way, concerned or interested in the resolutions, except to the extent of their shareholding in the Company or the options, which may be granted to them pursuant to the Plan.

For and on behalf of the Board of Directors
C C PAARTHIPAN
Chairman

REGISTERED OFFICE:

"Narbavi" No. 3 Lakshmanan Street
T Nagar, Chennai – 600 017
CIN : L24231TN1990PLC019053

Place : Chennai
Date : 06.08.2018

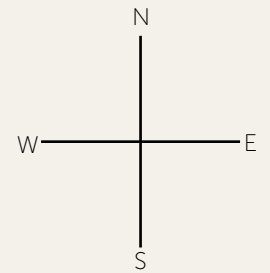
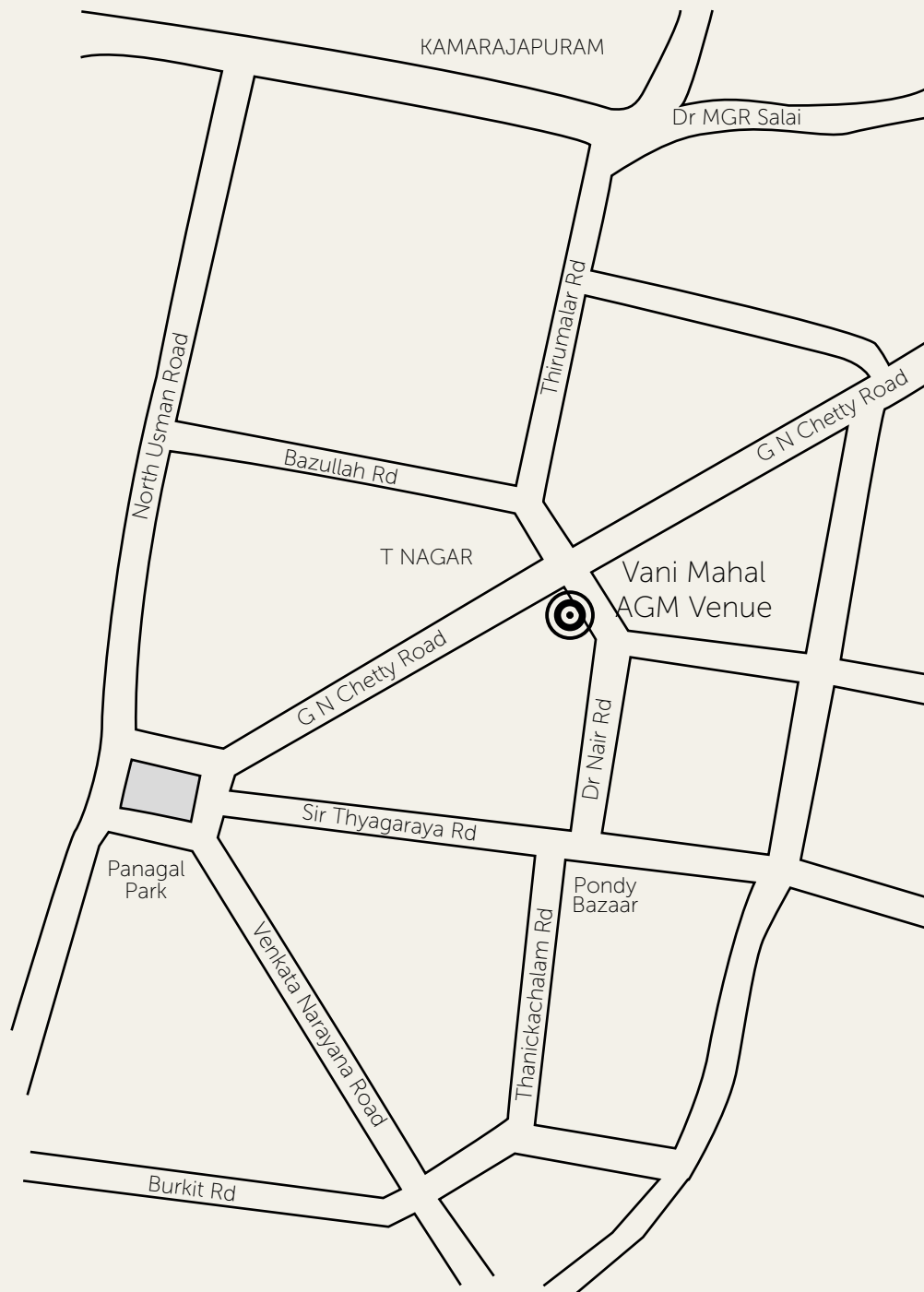
ANNEXURE TO NOTICE

Details of Directors seeking re-appointment at the ensuing Annual General Meeting [in pursuance to Regulation 36 (3) of the Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Mr V Thirumalai	Dr K Nirmala Prasad	Mr R Viswanathan
DIN	03015619	07088120	07173713
Date of birth	01.07.1941	10.06.1948	10.02.1952
Date of Appointment on the Board	18.12.2014	04.02.2015	12.05.2015
Qualifications	Graduate	Doctorate in commerce	IFS (Retd.)
Expertise in Specific Functional Area	Mr V Thirumalai is an innovative and proficient leader with rich experience in the areas of Finance, HR, Business administration, Management and Industrial Relations.	Expertise in the areas of Commerce and Management.	Being a retired diplomat, provides direction and counsel for the Company in identifying and exploring business opportunities in Latin American countries and very passionate about market analysis.
Number of Shares held in the Company	2,41,635	NIL	NIL
List of the Directorship or other position held in other Listed Companies	NIL	NIL	NIL
chairman/ member in the committees of the boards of companies in which he is Director*	Chairman: Nil Member :Nil	Chairman: Nil Member :Nil	Chairman: Nil Member :Nil
Relationships, if any, with other Directors and KMP	Not related to any Director or KMP	Not related to any Director or KMP	Not related to any Director or KMP

*Other than Caplin Point Laboratories Limited

AGM HALL ROUTE MAP



CAPLIN POINT LABORATORIES LIMITED

CIN:- L24231TN1990PLC019053

Registered Office:- "NARBAVI", No.3, Lakshmanan Street, T.Nagar, Chennai – 600 017.

Ph:- 044-28156653

E-Mail:- info@caplinpoint.net, Website:-www.caplinpoint.net

CIN: L24231TN1990PLC019053

FORM NO. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered address :	
E-mail ID:	
Folio No./Client ID	
DP ID:	

I/ We, being a member/s of CAPLIN POINT LABORATORIES LIMITED, holding _____ shares of the above named Company, hereby appoint

- Name :..... Address :

Email Id :..... Signature :or failing him / her
- Name :..... Address :

Email Id :..... Signature :or failing him / her
- Name :..... Address :

Email Id :..... Signature :

As my / our proxy to attend and vote (on a poll) for me/us on my/our behalf at the Twenty Seventh Annual General Meeting of the Company to be held on Friday, 28th September,2018 at 10.00 a.m. at Sri Thyaga Brahma Gana Saba "VANI MAHAL" No. 103, G.N. Road, T. Nagar, Chennai – 600 017 and at any adjournment thereof in respect of the resolutions as indicated below :

S.No.	Ordinary Business
01	Adoption of Financial Statements.
02	Declaration of Dividend on equity shares.
03	Appointment of Mr D P Mishra , who retires by rotation and being eligible , offers himself for re-appointment.

S.No.	Special Business
04	Re-appointment of Mr V Thirumalai as an Independent Director for a second term of five years (Special Resolution).
05	Re-appointment of Dr K Nirmala Prasad as an Independent Director for a second term of five years (Special Resolution).
06	Re-appointment of Mr R Viswanathan as an Independent Director for a second term of five years (Special Resolution).
07	Grant of options to the employees of the Subsidiary Company(ies) under Employees Stock Option Plan 2017 (ESOP 2017) (Special Resolution).

Signed this _____ day of _____ 2018.

Affix
Re. 1/-
Revenue
Stamp

Signature of the Proxy holder(s)

Signature of the shareholder

Note : 1. This form duly in order to be effective should be completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

CAPLIN POINT LABORATORIES LIMITED

CIN:- L24231TN1990PLC019053

Registered Office:- "NARBAVI", No.3, Lakshmanan Street, T.Nagar, Chennai – 600 017.

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E-Mail:- info@caplinpoint.net, Website:-www.caplinpoint.net

CIN: L24231TN1990PLC019053

FORM FOR ECS MANDATE

To
M/S. Integrated Registry Management Services Private Limited.
Unit: CAPLIN POINT LABORATORIES LIMITED
IIInd Floor, Kences Towers,
No.1, Ramakrishna Street,
North Usman Street, T Nagar
Chennai – 600 017

Dear Sirs,

Sub. : Payment of Dividend through ECS (ECS Mandate Form) – Caplin Point Laboratories Ltd

I/We hereby give my/our mandate to credit my/our Dividend on the shares held by me/us under the undermentioned Folio number directly to my/our Bank Account through Electronic Clearing Service (ECS). The details of the Bank Account are given below:

1	Name of 1st Registered holder (in Block Letters)	
2	Folio / DP ID / Client ID	
3	Name of the Bank	
4	Name of the Branch	
5	Account No. (as appearing on the cheque book)	
6	Account Type (Savings / Current / Cash / Credit)	
7	9-Digit Code Number of the Bank and Branch appearing on the MICR cheque issued by the Bank.	
	[Please attach a photocopy of a cheque for verifying the accuracy of the MICR code no.]	

Date: _____

Signature of shareholder
[Sole / First]