



CAPLIN POINT LABORATORIES LTD.

CIN : L24231TN1990PLC019053

Regd. Off. : "NARBAVI", No.3, Lakshmanan Street, T. Nagar, Chennai - 600 017. Tamil Nadu, India. Phone : +91 44 28156653, 28156905
Fax : +91 44 28154952 E-mail : info@caplinpoint.net Website : www.caplinpoint.net

28.08.2017

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 : NOTICE OF THE 26TH ANNUAL GENERAL MEETING.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we herewith enclose the Notice convening 26th Annual General Meeting of the Company. The 26th Annual General Meeting of the Company is scheduled to be held on Thursday, September 21, 2017 at 11.00 AM at Sri Thyaga Brahma Gana Sabha (Vani Mahal) No. 103, G N Road, T. Nagar, Chennai -600 017.

The Notice of the 26th Annual General Meeting is also available on the website of the Company, www.caplinpoint.net

The Company is providing the remote e-voting facility to its shareholders to exercise their right to vote by electronic mode in respect of all business items set out in the Notice convening the 26th Annual General Meeting. The e-voting commences Monday, September 18, 2017 at 10.30 AM and closes on Wednesday, September 20, 2017 at 5.00 PM.

Thanking You,

Yours Faithfully,
For Caplin Point Laboratories Limited


Company Secretary

Unit I : No: 85/3, Suthukeny Village, Mannadipet Commune, Puducherry - 605 502. Ph.: +91 413 2674046 / 4047

Unit II : No.19, Chinnapuliur Village, Sirupuzhalpettai (Post), Gummidipoondi Taluk, Thiruvallur District. Pincode - 601 201. Ph.: +91 44 27900901

Unit III : KHASRA No.435,Village Suraj Majra, N.H. No.21,Baddi, Teh. Nalagarh, District Solan, Himachal Pradesh – 173205. Ph.: +91 1795 245512

Unit IV: Survey No.: 895 & 897, Guruvarajakandigai, Sirupuzhalpettai (Post), Gummidipoondi Taluk, Thiruvallur District, Pincode – 601 201.

Ph.: +9197884 59333/69333

CAPLINPOINT LABORATORIES LIMITED

CIN No. L24231TN1990PLC019053

"Narbhavi" No.3, Lakshman Street, T Nagar Chennai 600 017

Telephone: + 91 44 28156653/6901/6905 Fax:+91 4428154952

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

NOTICE

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the members of Caplin Point Laboratories Limited will be held on Thursday, September 21, 2017 at Sri Thyaga Brahma Gana Sabha (Vani Mahal) No. 103, G N Road, T. Nagar, Chennai -600 017 at 11.00 AM to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Standalone and Consolidated financial statements of the Company for Financial year ended March 31, 2017, including the audited Balance Sheet as at March 31, 2017 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. To declare Dividend on equity shares for the Financial Year 2016-17
3. To appoint a Director in place of Mr M Jayapal (DIN: 01869677), who retires by rotation and being eligible, offers himself for re-appointment.
4. 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 139 and all other applicable provisions of the Companies Act, 2013 read with relevant Rules, as proposed by the Audit Committee and recommended by the Board of Directors, M/s. CNGSN & Associates LLP, Chartered Accountants, Chennai (Firm Registration No. 004915S) be and is hereby re-appointed as the Statutory Auditors of the Company for a second term of five years commencing from financial year 2017-18 on such remuneration as may be determined by the Board of Directors.

SPECIAL BUSINESS:

5. 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 Sections 196, 197, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and all other applicable laws for the time being in force, Mr. M Jayapal (DIN: 01869677) be and is hereby re-appointed as a Whole-time Director of the Company for a period of one year, with effect from 28th March, 2017, at a remuneration approved by the Nomination & Remuneration Committee as set out below:-

Terms and Conditions of the Contract of Service of Mr. M Jayapal

- a. Salary**
Rs.65,000 per month
- b. Allowances & Perquisites**
As may be determined by Nomination and Remuneration committee
- c. Retirement Benefits**
Contribution to Provident Fund, Superannuation fund and Gratuity as per the rules of the fund/scheme in force from time to time
- d. General**
 - i) In the event of absence or inadequacy of profits in any financial year, the remuneration by way of salary, allowances, perquisites and retirement benefits to Mr M Jayapal may be determined by the Board of Directors or Nomination and Remuneration Committee, shall not, except with the approval of the Central Government, exceed the limits prescribed under the Act and the rules made there under or any statutory modifications or re-enactment thereof

- ii) Perquisites shall be valued in terms of actual expenditure incurred by the Company in providing benefit to the employees. However, in cases where the actual amount of expenditure cannot be ascertained with reasonable accuracy (including car provided for official and personal purposes) the perquisites shall be valued as per income tax rules.
- iii) The aggregate remuneration (including salary, allowances, perquisites, incentive and retirement benefits) for any financial year shall be subject to an overall ceiling of 10% of the net profits of the Financial year computed in the manner prescribed under the Act.
- iv) Mr M Jayapal will not be entitled to any sitting fees for attending meetings of the Board and the committees thereof
- v) Mr M Jayapal will be subject to all other service conditions as applicable to any other employee of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. M Jayapal, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

6. 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 Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and all other applicable laws for the time being in force Dr. Sridhar Ganesan (DIN: 06819026) be and is hereby re-appointed as the Managing Director of the Company for the period of three years with effect from 25th August, 2017, at a remuneration recommended by the Nomination & Remuneration Committee as set out below:-

Terms and Conditions of the Contract of Service of Dr. Sridhar Ganesan

a. Salary

Rs. 4,60,000 Per month

b. Allowances & Perquisites

As may be determined by Nomination and Remuneration

committee

c. Retirement Benefits

Contribution to Provident Fund, Superannuation fund and Gratuity as per the rules of the fund/scheme in force from time to time

d. Employee Stock Option Plan

Entitled for stock options as granted under Stock option plan in February, 2016

e. General

i) In the event of absence or inadequacy of profits in any financial year, the remuneration by way of salary, allowances, perquisites and retirement benefits to Dr Sridhar Ganesan may be determined by the Board of Directors or Nomination and Remuneration Committee, shall not, except with the approval of the Central Government, exceed the limits prescribed under the Act and the rules made there under or any statutory modifications or re-enactment thereof.

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

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

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

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

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Dr Sridhar Ganesan, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution

and the Companies Act, 2013.

7. 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 C John (DIN: 01067374), who is eligible for re-appointment as a Non-executive-Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose, Dr K C John as a candidate for the office of Independent Director of the Company, not liable to retire by rotation, be and is hereby re-appointed as a Non-executive-Independent Director of the Company for a second term of five consecutive years from August 25, 2017 to August 24, 2022.

8. 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the Companies Act, 2013, Mr D Sathyanarayanan (DIN : 07650566), who was appointed by the Board as an Additional Director of the Company in terms of section 161 of the Companies Act, 2013 with effect from November 09, 2016, to hold office up to the conclusion of this Annual General Meeting, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose, Mr D Sathyanarayanan as a candidate for the office of Independent Director of the Company, be and is hereby appointed as a Non-executive- Independent Director of the Company, not liable to retire by rotation, to hold office for a period of three consecutive years effective from November 09, 2016 to November 08, 2019.

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

RESOLVED THAT Dr Philip Ashok Karunakaran (DIN :06679664) who was appointed as an Additional Director by the Board of

Directors effective August 07, 2017, in terms of Section 161 of the Companies Act, 2013 and who shall hold office upto the ensuing Annual General Meeting be and is hereby appointed as the Director of the Company and who is liable to retire by rotation.

10. 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 Sections 196, 197, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and all other applicable laws for the time being in force, Dr Philip Ashok Karunakaran (DIN :06679664) be and is hereby appointed as a Whole -time Director of the Company for a period of three years from August 07, 2017, at a remuneration approved by the Nomination & Remuneration Committee as set out below:-

Terms and Conditions of the Contract of Service of Dr. Philip Ashok Karunakaran

a. Salary

Rs.4,03,400 Per month

b. Allowances & Perquisites

As may be determined by Nomination and Remuneration committee

c. Retirement Benefits

Contribution to Provident Fund, Superannuation fund and Gratuity as per the rules of the fund/scheme in force from time to time

d. General

i) In the event of absence or inadequacy of profits in any financial year, the remuneration by way of salary, allowances, perquisites and retirement benefits to Dr Philip Ashok Karunakaran may be determined by the Board of Directors or Nomination and Remuneration Committee, shall not, except with the approval of the Central Government, exceed the limits prescribed under the Act and the rules made there under or any statutory modifications or re-enactment thereof.

ii) Perquisites shall be valued in terms of actual expenditure incurred by the Company in providing benefit to the employees. However, in cases where the actual amount of expenditure cannot be ascertained with reasonable

accuracy (including car provided for official and personal purposes) the perquisites shall be valued as per income tax rules.

- iii) The aggregate remuneration (including salary, allowances, perquisites, incentive and retirement benefits) for any financial year shall be subject to an overall ceiling of 10% of the net profits of the Financial year computed in the manner prescribed under the Act.
- iv) Dr Philip Ashok Karunakaran will not be entitled to any sitting fees for attending meetings of the Board and the committees thereof.
- v) Dr Philip Ashok Karunakaran will be subject to all other service conditions as applicable to any other employee of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Dr Philip Ashok Karunakaran, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

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

RESOLVED THAT 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 Rs. 2/- each fully paid up, under Caplin Point Employee Stock Option Scheme 2017 (the "Plan") to or to the benefit of employees who are in permanent employment of the Company, 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 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 in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division of the Company and others, the Board / Nomination and Remuneration Committee is authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the Scheme are passed on to the Employees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Securities allotted under the Plan on the Stock Exchanges as per the provisions of the Listing Agreements with the Stock Exchanges concerned, the Guidelines and other applicable laws and regulations.

RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of Shares to be allotted and the exercise price payable by the Option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value of Rs. 2 per Equity Share shall bear to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot equity shares upon exercise of Options from time to time in accordance with the Scheme and such equity shares

shall rank paripassu in all respects with the existing equity shares of the Company.

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 the Board be and is hereby authorized to delegate all or any powers conferred herein to Nomination and Remuneration Committee or such other Committee, with power to further delegate to any Executives/Officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard".

For and on behalf of the Board of Directors

Date : August 07, 2017

Place: Chennai

Dr Sridhar Ganesan

Managing Director

M Jayapal

Whole-time Director

Registered Office:

*Narbavi *No. 3 Lakshmanan Street, T Nagar, Chennai – 600 017

CIN : L24231TN1990PLC019053

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 09.09.2017 to 21.09.2017 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 20, 2017 to those members, whose names appear in the Register of Members on September 08, 2017; 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 26th 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 26th 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 / FII / 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, 2015, are provided as Annexure to this Notice
17. The Board has appointed Mr. G. Ramachandran, of M/s. G Ramachandran & Associates, Practising Company Secretaries as the scrutinizer for conducting the e-voting Ballot process in a fair and transparent manner
18. **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 26th 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 Monday, September 18, 2017 at 10.30 AM and ends on Wednesday, September 20, 2017 at 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 September 14, 2017, 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 process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting. pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting. pdf".
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put your user ID and password. Click Login.
 - (v) Password change menu appears. Change the password/ PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Caplin Point Laboratories Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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
 - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
 - (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM

EVEN (Remote e-voting Event Number) USER ID
PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote

e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 14, 2017

- X. 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 i.e. September 14, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after

exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

- XIII. Mr G Ramachandran of M/s. G Ramachandran & Associates, Practicing Company Secretaries, Chennai has been appointed for 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.

- XIV. 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 "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- XV. 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.

- XVI. 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 NSE, Mumbai.

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. 5

The Board of Directors of the Company in its meeting held on February 06, 2017 approved the re-appointment of Mr M Jayapal (DIN : 01869677) as a Whole-time Director for a period of one year with effect from March 28, 2017 as recommended by the Nomination and Remuneration Committee. The terms of contract of services are set out in the Resolution.

The terms and conditions of re-appointment may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The Board recommends the resolution for the approval of Members.

Except Mr M Jayapal, 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:

The current term of Dr Sridhar Ganesan (DIN :06819026) as a Managing Director expires on August 24,2017. Considering his role and responsibilities and expertise knowledge in the field of pharmaceutical products, the Nomination and Remuneration Committee and the Board of Directors at their meeting held on August 07,2017 re-appointed him as Managing Director for the period of three years with effect from August 25, 2017 subject to the approval of the shareholders. The terms of contract of services are set out in the Resolution.

The terms and conditions of re- appointment may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The Board recommends the resolution for the approval of Members.

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

ITEM NO.7

Dr K C John (DIN : 01067374) was appointed as a Non-executive Independent Director of the Company for a consecutive period of Three years effective from August 25,2014. In order to avail his

guidance, the Nomination and Remuneration committee in its meeting held on August 07, 2017 recommended the Board of Director of the Company to re-appoint Dr K C John as an Non-executive Independent Director for a second term of five consecutive years commencing from August 25, 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 re-appointed him for the second term of five years. The Company has received a notice from a Member of the Company proposing the candidature of Dr K C John to the office of the Independent Director under Section 160 of the Companies Act,2013 along with the deposit of requisite amount under Section 160 of the Companies Act,2013. The Company has received disclosures from Dr K C John 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, Dr K C John fulfils the conditions as specified in the Companies Act, 2013 and rules made thereunder for his re-appointment as an Independent Director of the Company and is independent of the management. The Board also considers that his continued guidance 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 Dr K C John, 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.8

The Board of Directors of the Company at their Meeting held on November 09,2016, appointed Mr D Sathyanarayanan (DIN : 07650566) as an Additional Director (Non-executive- Independent) of the Company. Pursuant to section 161 of the Companies Act,2013, Mr D Sathyanarayanan will hold office upto the ensuing Annual General Meeting.

The Company has received a notice from a member of the Company proposing the candidature of Mr D Sathyanarayanan (DIN : 07650566) to the office of the Independent Director under Section 160 of the

Companies Act,2013 along with the deposit of requisite amount under Section 160 of the Companies Act,2013. The Company has received disclosures from Mr D Sathyanarayanan 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 D Sathyanarayanan fulfils the conditions as specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. The Board also considers that his directional support would have infinite benefits and is desirable to avail his services as an Independent Director.

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

Except Mr. D. Sathyanarayanan, 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 9 & 10

Dr Philip Ashok Karunakaran (DIN :06679664) was appointed as an Additional Director at the Board Meeting held on August 07, 2017. He was also appointed as the Whole-time Director for a period of three years effective August 07, 2017. In terms of Section 161 of the Companies Act, 2013, Dr Philip Ashok Karunakaran would hold office of Director upto the date of the ensuing Annual General Meeting and he is eligible to be appointed as a Director .

The Company has received a notice from a member of the Company proposing the candidature of Dr Philip Ashok Karunakaran to the office of the Director under Section 160 of the Companies Act, 2013 along with the deposit of requisite amount under Section 160 of the Companies Act, 2013.

The Nomination and Remuneration Committee and Board of Directors opined that Dr Philip Ashok Karunakaran's extensive knowledge and experience in the field of Pharma industry would provide enormous benefits to the Company and through his appointment as a Whole-time Director Company can gain from his directional support and hence, Board of Directors of the Company in its meeting held on August 07, 2017 approved the appointment of Dr Philip Ashok Karunakaran as a Whole-time Director for a period of three years effective August 07, 2017 The terms of contract of services are set out in the Resolution.

The terms and conditions of appointment may also be read and treated

as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The Board recommends the resolution for the approval of members.

Except Dr Philip Ashok Karunakaran, 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. 11

The Company has instituted "Caplin Point Employee Stock Option Plan – 2015 pursuant to the Special Resolution approved by the members at the 24th Annual General Meeting held on November 05,2015 with a total pool size of 75,000 options at Rs.10/- each, consequently upon sub-division of shares in October, 2016, the total size of the options stood at 3,75,000 options at Rs.2/- each. Under "Caplin Point Employee Stock Option Plan – 2015" total of 3,68,750 options has been granted out of 3,75,000 options approved.

In order to continue to attract and retain better talents, it is proposed to roll out a new Employee Stock Option scheme to eligible employees of the Company. The main objective will be to retain and reward employees by providing opportunity to such of those employees to participate in the growth of the Company through owning equity shares.

Accordingly the Board of Directors ("the Board") of the Company at its meeting held on August 07, 2017 approved introduction of Caplin Point Employees Stock Option Plan 2017 ("Plan") subject to the approval of the members and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time (the Regulations) and authorized the Nomination & Remuneration Committee constituted under Section 178 of the Companies Act, 2013 to formulate the detailed terms and conditions of the ESOP 2017 and to administer and implement the ESOP 2017 in accordance with the provisions of the Regulations under which the maximum number of equity shares of the Company that could be created, offered, issued and allotted under the Plan should not exceed 5,00,000 options exercisable into 5,00,000 Equity Shares of Rs. 2/- each fully paid up of the Company, as on the date(s) of the grant of option(s) under the Plan. It may be noted that as and when such Options are vested, it will be well within the current authorized capital of the Company. The Board has accordingly decided to seek the approval of the Members for the same.

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;	<p>Caplin Point Employee Stock Option Plan 2017.</p> <p>5,00,000 options (Five lakhs) exercisable into 5,00,000 equity shares of face value Rs. 2 each to the benefit of employees who are in permanent employment of the Company, 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.</p>
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	<p>(i) a permanent employee of the company who has been working in India or outside India; or</p> <p>(ii) a director of the company, whether a whole time director or not but excluding an independent director and a promoter director; or</p> <p>(iii) an employee as defined in clauses (i) or (ii) of a subsidiary, in India or outside India, but does not include</p> <p>(a) an employee who is a promoter or a person belonging to the promoter group; or</p> <p>(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:</p>
d	Requirements of vesting and period of vesting	<p>The Options granted shall vest so long as an employee continues to be in the employment of the Company or the Subsidiary Company as the case may be.</p> <p>The vesting period shall be decided by the Nomination and Remuneration Committee 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.</p>
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 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 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	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.
		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.
h	The appraisal process for determining the eligibility of employees for the scheme	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:
		i Work related or academic performance of the employee
		ii Length of service
		iii Potential of the employee to contribute to the Company's / Subsidiary's performance
		iv Position held
		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.
		vi High market value /difficulty in replacement.
vii High risk of losing the employee to competition.		
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 or 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 confirm 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 intrinsic value method to value the options. Since the Company will be opting to expense share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share (EPS) of the Company shall be disclosed in the Directors' report.
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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. 11 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

Date : August 07, 2017

Place: Chennai

Dr Sridhar Ganesan

Managing Director

M Jayapal

Whole-time Director

Registered Office:

*Narbavi *No. 3 Lakshmanan Street, T Nagar, Chennai – 600 017

CIN : L24231TN1990PLC019053

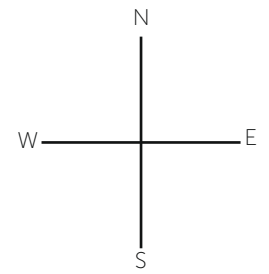
ANNEXURE TO NOTICE

Details of Directors seeking appointment and 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	DR SRIDHAR GANESAN	MR M JAYAPAL	DR K C JOHN	MR D SATHYANARAYANAN	DR PHILIP ASHOK KARUNAKARAN
DIN	06819029	01869677	01067374	07650566	06679664
Date of birth	23.03.1955	04.08.1951	22.11.1952	19.06.1959	11.01.1970
Date of Appointment on the Board	25.08.2014	28.03.2005	25.08.2014	09.11.2016	07.08.2017
Qualifications	MS in Pharmaceuticals and Doctorate in Homeopathic Medicines	Graduate	Ph.D in Management from Indian Institute of Management, Ahmedabad	B. TECH (Mechanical Engineering), IIT Chennai M. S Stanford University, USA	Ph.D in Quality Management
Expertise in Specific Functional Area	Dr Sridhar Ganesan has more than 37 years of experience in the Pharma Industry. Effective leadership skills for setting higher goals & objectives for the Company and driving the team to achieve new goals and keen focus on developing new products	Mr M Jayapal has about three decades rich experience in Marketing and business development and poses specific interest in relationship management.	Dr K C John is an Technology entrepreneur and has boundless knowledge in the areas of mobile computing, VoIP , HealthTech and has deeper insights in the area of technology, innovation, entrepreneurship and sustainable development, for over 30 years.	Mr D Sathyanarayanan has about 30 years experience and expertise in application and software development and implementation.	Dr Philip Ashok Karunakaran has about 25 years experience in Pharmaceutical Industry and has a deeper proficiency in the areas of quality control, quality assurance, operational controls and has strategic plans to drive the team in achieving Company's goal or vision.
Number of Shares held in the Company	26,750 equity Shares	NIL	NIL	NIL	NIL
List of the Directorship or other position held in other Listed Companies	NIL	NIL	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	Chairman: Nil Member :Nil	Chairman: Nil Member :Nil
Relationships, if any, with other Directors and KMP	None	None	None	None	None

*Other than Caplin Point Laboratories Limited.

AGM HALL ROUTE MAP





CAPLIN POINT LABORATORIES LIMITED

CIN:- L24231TN1990PLC019053

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

Ph:- 044-28156653, 28156905, Fax:- 044-28154952

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

Form MGT-11

PROXY FORM

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

Name of the Member(s):

Registered Folio No / DP ID No / Client ID No.*:

(*applicable to Investors holding shares in dematerialised form)

Registered Address:

Email ID:

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

- | | |
|------------------|---------------------------------------|
| 1. Name : | Address : |
| Email Id : | Signature :or failing him / her |
| 2. Name : | Address : |
| Email Id : | Signature :or failing him / her |
| 3. 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 Sixth Annual General Meeting of the members of Caplin Point Laboratories Limited will be held on Thursday, September 21, 2017at Sri Thyaga Brahma Gana Sabha (Vani Mahal) No. 103, G N Road, T. Nagar, Chennai -600 017 at 11.00 AM and at any adjournment thereof.

Signed this _____ day of _____ 2017.

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:- "Narbhavi", No.3, Lakshmanan Street, T.Nagar, Chennai – 600 017.

Ph:- 044-28156653, 28156905, Fax:- 044-28154952

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

FORM FOR ECS MANDATE

To
Integrated Registry Management Services Private Limited
Unit : Caplin point Laboratories Limited
2nd Floor, "Kences Towers"
No. 1 Ramakrishna Street, North Usman Road
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]

