

# 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 Eighth Annual General Meeting of the members of Caplin Point Laboratories Limited will be held on Thursday, September 12, 2019 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, 2019 including the audited Balance Sheet as at March 31, 2019 and the Statement of Profit and Loss of the Company for the year ended as on that date along with the reports of the Board of Directors and Auditors thereon.

#### 2. DECLARATION OF DIVIDEND

To declare Dividend of Rs. 2.20 (110%) per equity share of Rs. 2/- each for the financial year ended March 31, 2019.

#### 3. APPOINTMENT OF Mr. C C PAARTHIPAN AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a Director in place of Mr C C Paarhipan (DIN: 01218784), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 4. AMENDMENT OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION

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

**RESOLVED THAT** pursuant to Section 4 and 13 of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including statutory modifications or re-enactment thereof for the time being in force), if any, subject to such terms, conditions, amendments or modifications if any, as may be required by the Registrar of Companies and any other appropriate authorities and agreed to by the Board of Directors, the consent of the members of the Company be and is hereby accorded for alteration of the Objects Clause of the Memorandum of Association ("MOA") of the Company such that the existing Clause III A, Clause III B and Clause III C of the MOA of the Company be altered by replacing and substituting the same

with the new clauses viz. Clause III (a) and Clause III (b) enclosed as an Annexure to the the notice convening the 28th Annual General Meeting.

**RESOLVED FURTHER THAT** Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters, and things and to execute all such deeds, documents, and writing as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this resolution and to settle any question, difficulty, or doubt that may arise in this regard.

#### 5. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

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

**RESOLVED THAT** pursuant to Section 5 and 14 of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including statutory modifications or re-enactment thereof for the time being in force), if any subject to such terms, conditions, amendments or modifications if any, as may be required or suggested by the Registrar of Companies and any other appropriate authorities, the consent of the members of the Company be and is hereby accorded for replacement and substitution of the existing Articles of Association of the Company with the new Articles of Association as submitted to this meeting and the substituted Articles be adopted as the Articles of Association of the Company .

**RESOLVED FURTHER THAT** Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters, and things and to execute all such deeds, documents, and writing as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this resolution and to settle any question, difficulty, or doubt that may arise in this regard.

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 : August 12, 2019

## 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 September 06, 2019 to September 12, 2019 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 10, 2019 to those members, whose names appear in the Register of Members on September 06, 2019. 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](http://www.caplinpoint.net) under the section 'Investor'.
9. Electronic copy of the Notice of the 28th 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 28th 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 / FIIs / 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](http://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 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, Practicing 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 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 28th Annual General Meeting of the Company 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 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 09, 2019 (9.00 AM) and ends on September 11, 2019 (5.00

PM). During this period members of the Company, holding the shares either in physical form or in dematerialised form, as on the cut of date of September 06, 2019, 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 the 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:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

#### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under '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 are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
2. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

3. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
4. Now, you will have to click on "Login" button.
5. After you click on the "Login" button, Home page of e-Voting will open.

#### Details on Step 2 is given below:

#### How to 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 company for which you wish to cast your vote.
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.

#### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Mr G Ramachandran, [ramgcs@gmail.com](mailto:ramgcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

## 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

In order to make the main objects of the Memorandum of Association more comprehensive with the updated technical terminology it has been decided to amend the object clause of Memorandum of Association and to include matters which are necessary for furtherance of main objects in Clause IIIA. It is proposed to delete the other businesses, which were earlier stated in "Other Objects" and not proposed to be carried out by the Company in the near future and also to make it in line with the Companies Act, 2013.

Accordingly, the existing Clause III A, Clause III B and Clause III C of the Memorandum of Association of the Company are proposed to be replaced by substituting and inserting Clause III A and Clause III B with new numbering of the clauses as per the Memorandum of Association as submitted before the meeting.

The Board of Directors at their meeting held on August 12, 2019 had approved (subject to the approval of members) the amendment in the Memorandum of Association of the Company as aforesaid .

In terms of Section 4 and 13 of the Act, the consent of the Members by way of Special Resolution is required for change in objects clause of the Memorandum of Association of the Company.

The Board recommends for approval by the members the resolution as set out at Item No. 4 of the Notice as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested in the resolutions, as set out at Item No. 4 of the Notice.

The Memorandum and Articles of Association of the Company is available for inspection in physical or in electronic form during specified business hours i.e. between 10:00 a.m. to 5:00 p.m. at the Registered and Corporate office of the Company and copies thereof shall also be made available for inspection in physical or electronic form at the Registered and Corporate office and also at the Meeting.

### ITEM NO.5

In order to make the Articles of Association of the Company in line with the Companies Act, 2013, it has been decided to adopt new set of Articles of Association.

The Board of Directors at their meeting held on August 12, 2019 decided (subject to the approval of members) to adopt a new set of Articles of Association in place of and to the exclusion of existing Articles of Association of the Company.

Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company.

The Board recommends for approval by the members the resolution as set out at Item No. 5 of the Notice as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions, as set out at Item No. 5 of the Notice.

The Articles of Association of the Company is available for inspection in physical or in electronic form during specified business hours i.e. between 10:00 a.m. to 5:00 p.m. at the Registered and corporate Office of the company and copies thereof shall also be made available for inspection in physical or electronic form at the Registered and corporate Office and also at the Meeting.

The proposed new set of Articles of Association is available on the Company's website : [www.caplinpoint.net/investor/newaoa](http://www.caplinpoint.net/investor/newaoa) for perusal of shareholders.

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 : August 12, 2019

## 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 C C Paarthipan
DIN	01218784
Date of birth	02.08.1952
Date of Appointment on the Board	16.04.1990
Qualifications	B A
Expertise in Specific functional Area	Mr C C Paarthipan has about three decades rich and vast experience in the field in the pharmaceutical industry. A good business acumen with exceptional abilities in identifying and exploring business opportunities in Latin American, China and African countries and upto date knowledge in the happenings of the pharma Industry both in domestic and global markets. Spearheading the management in achieving business targets/ enduring goals
Number of Shares held in the Company	1,41,67,192
List of Directorship or other position held in other Listed Companies	NIL
Chairman/ member in the committees of the boards of companies in which he is Director*	Chairman: NIL Member : Nil
Relationships, if any, with other Directors and KMP	None

\*Other than Caplin Point Laboratories Limited



## ANNEXURE TO THE NOTICE

### AMENDMENT TO OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION

#### CLAUSE III (A) THE OBJECTS TO BE PURSUED BY THE COMPANY ARE:

1. To carry on the business as dealers, manufacturers, contractors and loan license manufacturers, agents, distributors of Drugs, Bulk Drugs and Pharmaceuticals of every description and application with indigenous and/or imported technology, pharmaceutical formulations like liquids, injectable, ophthalmic formulations capsules, tablets, powders, mixtures, antibiotics enzymes and fluids of every description, all intermediates and by-products of any of the above, surgical and health aids of varied nature like syringes, gloves, surgical & sanitary towels, napkins, Pharma based cosmetics.
2. To carry on the business as manufacturers, contractors and loan license manufacturers, distributors, dealers and agents analytical chemists in chemical and medicinal preparations, articles, compounds, surgical and scientific apparatus, equipment, appliances, instruments and medical engineering goods of varied descriptions and also to act as consultants in environment management systems.
3. To carry on the business as manufacturers, contractors and loan license manufacturers, dealers and distributors of fine chemicals, organic, inorganic and biochemical substances or formulation, alkalis, acids, bases, solvents, alcohols, ethers, aromatics etc., employing any process of halogenation, hydrogenation, sulphonation, nitration, oxidation, reduction, calcination, extraction, separation, distillation, dehydration, evaporation, condensation, crystallisation, ionisation, fermentation etc.
4. To conduct research, development, in all kinds of bulk drugs, pharmaceuticals of every description, and / or demonstrate, application, biotechnological and biochemical processes and perform contract research in order to contribute to innovative process technology development & Research on various pharmaceutical and other related products and to put in continuous efforts in discovering and developing new molecules as drugs in pharmaceutical, biotech, healthcare, agriculture, marine and industrial sectors, including development of products and applications in Anti-microbial screening, Clinical pharmacology, recombinant DNA products, genetic engineering products, healthcare products, herb and herbal related products, Ayurvedic and Unani products, therapeutics, diagnostic kits, vaccines, medicinal plants and extracts and active ingredients, industrial enzymes, biotech and medicinal formulations, nutrients, biopesticides, bioinsecticides, enzymes, animal feeds,

and biopolymers as well as bioinformatics, bioequivalence centre, genomics and proteomics and to create and licence technology / intellectual property rights for development of processes, products and services.

5. To develop, establish, maintain and aid in the development, establishment and maintenance of laboratories, research stations, containment facilities and programmes for the purpose of effecting improvement of all kinds of pharmaceuticals, Ayurvedic and Unani products, biotech products in medicine, animal feeds and to develop new biotech, pharmaceutical and other areas of product lines useful in pharmaceutical, healthcare, medicine and industry and also to enter into Collaboration with various Indian/ foreign Companies in the field of research in order to meet global challenges and to Conduct National/ International collaborative research in various pharma products, Ayurvedic and Unani products, curriculum and media development and to conduct study of sociological aspects of drug use and abuse and rural pharmacy, etc. including conducting programmes in pharmaceutical management.
6. To access, process, trade and transfer technology in the field of Life Sciences, Tissue Culture, Molecular Biology, Agro and Immuno Technology, Bioinformatics, Genomics, Proteomics, Research & Development , both basic and applied research as well as contract development in the above relevant fields and to distribute, market, sell or assign the intellectual property rights or the technology in respect of the products or processes or patented process, of the pharmaceuticals of every description, biotechnological and biochemical processes developed to any other individual, firm, body corporate for a lump sum payment, royalty, technical fees, know-how fees or any other fee etc.
7. To carry on the research and developmental activities to develop new products and substitute for imported products and to develop and maintain testing house and laboratory for own use and for others.
8. To establish, run and maintain hospitals, diagnostic centers, nursing homes, mobile medical service centers and any medical and healthcare institutions and to promote research and development in these areas.

#### CLAUSE III(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE

1. To act as agents, distributors, stockiest, retailers, whole sellers, chemists, merchants and representatives of any pharmaceutical

companies, multinational companies, corporations or undertakings in India or abroad and to represent all or any of them as their approved representatives and agents in any hospitals, dispensaries, medical institutions, clinics, diagnostics centers, polyclinics and/or chemists, doctors and other medical professionals for sales, promotion of all or any of the items mentioned above in India and/or abroad.

2. To acquire and hold shares in any other company and to pay for properties, rights, or privileges acquired by this company, either in shares of the Company or partly in shares and partly in cash, or otherwise, and to give shares or stock of this Company in exchange for shares or stock of any other company or person.
3. To negotiate loans, draw, accept, endorse, discount, buy, sell and deal in bills of exchange, promissory notes, bonds, debentures, coupons and other negotiable instruments and securities.
4. To borrow or raise money and secure and discharge any debt or obligation of binding on the Company in such manner as may be thought fit, and in particular by mortgage of the undertaking and all or any of the immovable and movable property, (present or future) and the uncalled capital of the Company, or by the creation and issue, on such terms as may be thought expedient, of debentures or debenture stock, perpetual, or otherwise or other securities of any description.
5. To employ experts to investigate and examine into the condition, management, prospects, value, character and circumstances of any business, concerns and undertakings and generally of any asset, property or rights.
6. To give guarantees and in particular to guarantee the payment of any principal moneys, interest or other moneys secured by or payable under any debentures, bonds, debenture stocks, mortgages, charges, contracts, obligations and securities and the payment of dividends and the repayment of the capital of stocks and shares.
7. To purchase, take on lease or in exchange, hire and otherwise howsoever acquire any immovable property or movable property, patents, licences, rights and privileges which the Company may think necessary or convenient for the purposes of its business and in particular any land, tenements, buildings and easements and to pay for same either in cash or in shares or securities and to sell, let, lease or under lease or otherwise, dispose of or grant right over any immovable property belonging to the Company.
8. To purchase or otherwise acquire, erect, maintain or reconstruct any buildings, offices, workshops, mills, plants, machinery and other things found necessary or convenient for the purposes of the Company.
9. To undertake and execute any trusts and also to undertake and execute the offices of Executor of the will of any deceased persons, administrators of any deceased persons, trustees for debenture holders or debenture stock holders of any Company and of Receiver, Treasurer, to appoint trustees, to hold securities on behalf and to protect the interests of the Company.
10. To open current or other accounts with any banks or merchants, to pay money into and draw money from such accounts.
11. To amalgamate, enter into partnership or make any arrangements for sharing profits, union of interests, co-operation, joint venture or reciprocal concession, or for limiting competitions with any individual, persons or company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on.
12. To distribute any of the Company's property among the members in specie, subject to the provisions of the Companies Act, 2013 in the event of winding up.
13. To form, promote, subsidize, organize and assist or aid in forming, promoting, subsidizing, organizing or aiding companies, syndicates, or partnerships of all kinds for the purpose of accepting and undertaking any property and liabilities of this Company, or for advancing directly or indirectly the objects thereof.
14. To acquire, purchase, takeover and/or amalgamate business of companies which under existing circumstances, from time to time, may conveniently or advantageously be combined with the business of the Company, to amalgamate with companies whose business are so acquired, purchased or taken over and/or to enter into agreement with the object of acquisition of such undertakings and/or business.
15. To invest in Government securities or in other securities including bills of exchange, acceptance, as may from time to time be determined by the directors and from time to time to sell or vary all such investment and to execute all assignments, transfer, receipts and documents that may be necessary in that behalf.
16. To sell, lease out and in any way or other manner deal with or dispose of the undertaking or property of the Company, or any part thereof, for such considerations as the Company may think fit, and in particular for shares, debentures and other securities of any other company having objects altogether or in part similar to those of the Company.
17. To pay all costs and expenses incurred or sustained in or about the promotion, incorporation and establishment of the Company, or which the Company shall consider to be preliminary out of the funds of the Company.
18. To sell, dispose of, or transfer the business, property and undertakings of the Company, or any part thereof, for any consideration which the Company may deem fit to accept.



19. To enter into partnership or into any arrangement for sharing profits, amalgamation, union of interest, co-operation or otherwise with any person/persons or company carrying on, or about to carry on or engaged in any business undertakings or transaction which the Company is authorised to carry on and to lend money to guarantee the contract s or otherwise assist any such person, firm or company, and to place, take or otherwise acquire and hold shares in any such company.
20. To establish and support or aid in or otherwise contribute to the establishment and support of associations, institutions, provident and other conveniences calculated to benefit employees or the ex-employees of the Company or its predecessors in business or the dependents of such persons and to grant pensions and allowances to make payment towards insurance.
21. To provide for the welfare of the directors, officers, employees and ex-directors, ex-officers, and ex-employees of the Company and the wives, widows and families of such persons, by building or contributing to the building or house, dwelling or chawls by grants of money, pensions, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident or other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit, and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institution and objects which shall have any moral or other claim to support and by the Company either by reason of locality of operation or of public and general utility or otherwise.
22. To donate, contribute, subscribe, promote, support or aid or otherwise assist, guarantee money to charitable, benevolent, religious, scientific, national, public or other institutions, funds or objects or for any public objects.
23. To assume such social responsibilities and obligations as may from time to time be decided depending upon the ideologies and social values prevalent at that time and to assist the Government in achieving its various socio-economic goals in any manner as may from time to time be decided.
24. To undertake and carry on and engage in executing all kinds of financial, commercial, trading, hiring, purchasing, selling, importing, exporting and other operations in connection with the above objects, either alone or in conjunction with any other business-house doing similar business, on its own or on a commission basis.
25. To generate, produce, buy, sell, resell, acquire, transmit, distribute, protect, supply or power plants, solar power plants, captive power plants and any other power plants based on any source of energy as may be developed or invented in future.



## 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]

CIN: L24231TN1990PLC019053

Name of the Company: Caplin Point Laboratories Limited

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

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

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

As my / our proxy to attend and vote (on a poll) for me/us on my/our behalf at the Twenty Eighth Annual General Meeting of the Company to be held on Thursday, September 12, 2019 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 :

