



CAPLIN POINT LABORATORIES LIMITED

CIN: L24231TN1990PLC019053

Registered Office: "Narbhavi", No.3, Lakshmanan Street, T.Nagar, Chennai - 600 017.
Ph: 044-28156653 Fax: 044-28154952, Email: info@caplinpoint.net Website: www.caplinpoint.net

POSTAL BALLOT NOTICE

Dear Members,

NOTICE is hereby given to the Members of Caplin Point Laboratories Limited (the 'Company') pursuant to provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modifications, amendments or re-enactment thereof for the time being in force), for seeking consent/approval of the Members of the Company by passing the following resolution by way of postal ballot.

The draft resolution together with the statement under section 102(1) of the Companies Act, 2013 setting out the material facts concerning the proposed item of special business is enclosed.

The Company is seeking consent/approval of its Members, for the following item of special business:

SPECIAL BUSINESS:

TRANSFER OF BUSINESS UNDERTAKING OF THE COMPANY (REGULATED MARKETS INJECTABLE BUSINESS, INCLUDING USFDA APPROVED INJECTABLE PLANT AND DSIR RECOGNISED R&D UNITS CP4 AND CP5) TO ITS WHOLLY OWNED SUBSIDIARY COMPANY (UNDER INCORPORATION).

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

RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with relevant rules and other applicable provisions of the Companies Act, 2013 and any other applicable law for the time being in force and subject to such other approvals, consents, permissions and sanctions as may be required from the concerned statutory / regulatory authorities, the consent of the Members be and is hereby accorded to the Board of Directors ('Board') of the Company to sell/transfer the business undertaking of the Company's Regulated Markets Injectable Business, including US FDA approved Injectable Plant and DSIR recognised R&D units CP4 and CP5, along with all related assets and liabilities including but not limited to employees, contracts, licenses, permits, consents, approvals, whatsoever, as a going concern on a 'slump sale basis' to its Wholly Owned Subsidiary Company (under incorporation), for a lump sum consideration not less than its book value (determined by an independent Chartered Accountant) and the consideration to be fully discharged by way of issue of shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do and to delegate all such acts, deeds, matters and things as may be necessary or expedient without further referring to the Members of the Company, including the terms and conditions of the transfer by way of slump sale of business undertaking of the Company -Regulated Markets Injectable Business, including US FDA approved Injectable Plant and DSIR recognised R&D units CP4 and CP5, methods and modes in respect thereof, finalizing and executing the necessary assignment/conveyance/business transfer documents, contracts, agreements and to seek their registration thereof with the concerned authorities, filing intimations with and/or obtaining approvals/consents with the concerned regulatory/statutory authorities, etc.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution, to any Director(s), or to any committee of Directors or any other officer(s) / authorised representative(s) of the Company, as may be deemed necessary to give effect to this resolution."

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.

For and on behalf of the Board of Directors of
Caplin Point Laboratories Limited

Sd/-

C C Paarthipan
Chairman

Place: Chennai
Date :19.11.2018

Registered Office:

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

NOTES:

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts regarding the items of special business specified above is annexed hereto along with the Postal Ballot Form for your consideration.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / Beneficial Owners maintained by the Depositories as on cut-off date i.e. Tuesday, November 27, 2018
3. The Members whose name appears on the Register of Members/ Beneficial Owners maintained by the Depositories as on cut-off date i.e. Tuesday, November 27, 2018 will only be considered for the purpose of voting.
4. In compliance with provisions of Section 108 and 110 of the Companies Act, 2013 read with the rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide the e-voting facility to the Members to enable them to cast their votes electronically instead of postal ballot and has engaged services of National Securities Depository Limited ('NSDL') as the agency to provide e-voting facility. The instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.
5. The Postal Ballot Notice is being sent electronically by e-mail to all the Members who have registered email Ids with Depository Participants and the Registrar and Share Transfer Agents (i.e) Integrated Registry Management Services Private Limited and to all other Members it is being sent by speed post along with Postal Ballot Form and self-addressed business reply envelope.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an email to Company at csdstd@integratedindia.in. The Registrar and Share Transfer Agents / Company shall forward the same along with the postage-prepaid self-addressed business reply envelope to the Member. The Postal Ballot Notice and Postal Ballot Form would also be made available on the website of the Company at www.caplinpoint.net/investor.
7. The e-voting period commences at 10:45 a.m. (IST) on Saturday, December 01, 2018 and ends at 5:00 p.m. (IST) on Sunday, December 30, 2018. The e-voting module shall be disabled by NSDL for voting thereafter.
8. Members desiring to exercise their vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the form duly completed and signed, in the enclosed postage-prepaid self-addressed business reply envelope to the Scrutinizer, so that it reaches the Scrutinizer on or before 5:00 p.m. (IST) on Sunday, December 30, 2018. The postage will be borne by the Company. However, envelopes containing Postal Ballot Form, if sent by courier / registered / speed post at the expense of the Members will also be accepted. Postal Ballot Form(s) received after said time and date shall be deemed invalid.
9. Corporate / Institutional Members (i.e. other than individuals, HUF, NRI etc.) opting for Physical Postal Ballot are also required to send certified true copy of the board resolution/ power of attorney/ authority letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
10. Mr G Ramachandran of M/s. G Ramachandran and Associates, Practicing Company Secretaries has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
11. The Scrutinizer will submit his report to the Chairman or a person authorized by him in writing, after taking into consideration votes cast through Postal Ballot Form and e-voting.
12. The results of the voting will be announced on or before January 02, 2019 at the registered office of the Company. 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 www.nSDL.co.in immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, and National Stock Exchange of India Limited.
13. Members holding shares in physical forms are requested to notify any 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.
14. It may be noted that shareholders can opt for only one mode of voting i.e. either by Physical Ballot or e-Voting. In case of receipt of vote by both the modes, voting done through Physical Ballot shall prevail and voting done by e-voting shall be treated as invalid.
15. The Scrutinizer's decision on the validity of the postal ballot shall be final.
16. The resolution will be taken as passed effectively on the date of announcement of the results, if the results of the postal ballot indicate that the request majority of the Members of the Company had assented to the resolution.

17. The process and manner in which e-Voting is to be carried out is given below:

1. Open the attached PDF file 'Remote e voting.pdf' with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
2. NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "Remote e voting.pdf".
3. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>
4. Click on Shareholder - Login.
5. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
6. 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.
7. In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).
8. In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+ Folio No).
9. If you are logging in for the first time, please enter the user ID and password provided in the attached PDF file 'Remote e voting.pdf' as initial password.
10. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
11. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
12. Select "EVEN" (E-Voting Event Number) of Caplin Point Laboratories Limited which is 110227 Now you are ready for e-voting as Cast Vote page opens.
13. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
14. Upon confirmation, the message "Vote cast successfully" will be displayed.
15. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
16. 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.
17. Further, NSDL is pleased to inform you that NSDL has now integrated its e-Services website (<https://eservices.nsdl.com/>) with the aforesaid e-Voting system of NSDL, which enables you as a registered User of IDeAS facility to also access e-Voting system of NSDL for casting your votes by using your existing login credentials viz.; User ID and password of IDeAS facility. Thus, you would not be required to log-in to e-Voting system separately for casting votes in respect of the resolutions of company.
18. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential. Please note that login to 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 "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.
19. 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 "downloads" section of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in or call on: 1800 222 990.
20. Please note that you can use this login exclusively for voting on the resolution placed by the company of which you are a shareholder.

ANNEXURE TO THE NOTICE

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

The Members may be aware that the liquid injectable plant located at Gummidipoondi, Tamil Nadu, specializes in manufacture of pharmaceutical formulations in injectable dosage and ophthalmic drops (here after referred to as CP4). CP4 has also a DSIR- approved in-house R&D facility and an additional R&D facility duly approved by DSIR located at Perungudi, Chennai (here after referred to as CP5), dedicated to the development of injectables and ophthalmics for catering the US and other regulated markets. This plant is approved by US FDA in October, 2016 and has successfully completed follow up audits in September, 2018 with a state of art technology.

The Company is in a constant endeavor to create a sustainable market share in the injectable segment in US and other regulated markets. To this end, the Company has an existing portfolio of injectable products as approved by US FDA and certain other products are in pipeline. Further, the Company has also accelerated the filings of ANDAs in its name.

The Company has made substantial investments in both capital and the operating expenditure of the injectable business. The said investments are entirely made from the internal accruals of the Company.

Keeping this in perspective as well as the fact that the Regulated Markets Injectable Business shall require a specific and a focused approach, the Board of Directors, in their meeting held on November 19, 2018, approved the transfer of the Regulated Markets Injectable Business to a separate entity which shall be a wholly owned subsidiary company.

The Board of Directors believes that the intended growth in the injectable segment can be better achieved through the wholly owned subsidiary company, since it shall facilitate:

- Further capitalization and need for additional investment in plant and machinery, building and capacity expansion
- Unlocking the value for the Company's Regulated Markets Injectable Business, as it is uniquely positioned to be run as a dedicated entity, targeted towards US and other regulated markets
- Exploring opportunities to attract "Capital plus Know-how" type of strategic partnerships for Regulated Markets Injectable Business, without any dilution in the Company.
- Separate business entity with focused strategy and growth path

In light of the above, the Board of Directors propose to transfer the business undertaking of the Company -Regulated Markets Injectable Business, including US FDA approved Injectable Plant and DSIR recognised R&D units CP4 and CP5, along with all related assets and liabilities including but not limited to employees, contracts, licenses, permits, consents, approvals, whatsoever to its Wholly Owned Subsidiary Company (Under Incorporation). The Regulated Markets Injectable Business, including US FDA approved Injectable Plant and DSIR recognised R&D units - CP4 and CP5 is proposed to be transferred as a going concern on a 'slump sale basis' to its wholly owned subsidiary company, for a lump sum consideration not less than its book value (determined by an independent Chartered Accountant) in accordance with the provisions of Section 50B read with Section 2(42C) of the Income-tax Act, 1961. The consideration will be fully discharged by the wholly owned subsidiary company by way of issue of shares.

Section 180(1)(a) of the Companies Act, 2013 ('the Act') provides that the Board of Directors of a company shall not, except with the consent of the members by way of special resolution through postal ballot, sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the company. Further, explanation (i) to Section 180(1)(a) of the Act, provides that the expression 'undertaking' for the purposes of Section 180(1)(a) of the Act shall mean an undertaking in which the investment of the company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the company during the previous financial year. Since the proposed transfer of the Regulated Markets Injectable Business exceeds the specified limits mentioned above, the resolution in the accompanying notice is proposed to seek approval of the Members through a special resolution.

Your Directors recommend the resolution for the approval of Members by way of special resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this resolution except to the extent of their shareholding in the Company, if any.

For and on behalf of the Board of Directors of
Caplin Point Laboratories Limited

Sd/-

C C Paarthipan
Chairman

Place: Chennai
Date : 19.11.2018

Registered Office:

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POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Company)

Serial No. _____

1.	Name(s) of Member(s) (Including Joint holders, if any) (In Block Letters)	
2.	Registered address of the Sole/ First named Member	
3.	Registered Folio No.* (*Applicable to Members holding shares in physical form)	
4.	DP ID No & Client ID No. * (*Applicable to Members holding shares in dematerialized form)	
5.	Number of shares held	
6.	PAN/Sequence No.	

I / We hereby exercise my / our vote in respect of the following Special Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated November 19, 2018 of Caplin Point Laboratories Limited ('the Company') by conveying/recording my / our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below:

Sl.No.	Item No.	No of shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Transfer of business undertaking of the Company- Regulated Markets Injectable Business, including US FDA approved Injectable Plant and DSIR recognized R&D units - CP4 and CP5 to its Wholly Owned Subsidiary Company (Under Incorporation)			

Email Id: _____

(Company may use this email Id for future communications)

Mobile No.: _____

Place: _____

Date: _____

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN*

* Password has been sent to your registered email Id or postal ballot form, as applicable by the Registrar and Transfer Agent.

E-VOTING INSTRUCTIONS

1. Open the attached PDF file 'Remote e voting.pdf' with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
2. NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "Remote e voting.pdf".
3. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>
4. Click on Shareholder - Login.
5. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
6. 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.
7. In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).
8. In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
9. If you are logging in for the first time, please enter the user ID and password provided in the attached PDF file 'Remote e voting.pdf' as initial password.
10. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
11. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
12. Select "EVEN" (E-Voting Event Number) of Caplin Point Laboratories Limited which is 110227 Now you are ready for e-voting as Cast Vote page opens.
13. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
14. Upon confirmation, the message "Vote cast successfully" will be displayed.
15. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
16. 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.
17. Further, NSDL is pleased to inform you that NSDL has now integrated its e-Services website (<https://eservices.nsdl.com/>) with the aforesaid e-Voting system of NSDL, which enables you as a registered User of IDeAS facility to also access e-Voting system of NSDL for casting your votes by using your existing login credentials viz.; User ID and password of IDeAS facility. Thus, you would not be required to log-in to e-Voting system separately for casting votes in respect of the resolutions of company.
18. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential. Please note that login to 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 "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.
19. 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 "downloads" section of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in or call on: 1800 222 990.
20. Please note that you can use this login exclusively for voting on the resolution placed by the company of which you are a shareholder.