

**December 31, 2025**

**BSE Limited**

Department of Corporate Relationship  
1<sup>st</sup> Floor, New Trade Ring, Rotunda Building  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai- 400001  
*Scrip Code: 524742*

**National Stock Exchange of India Ltd**

Department of Corporate Services  
Exchange Plaza, 5<sup>th</sup> Floor,  
C-1, Block G, Bandra Kurla Complex,  
Bandra (E), Mumbai – 400 051  
*Scrip Code: CAPLIPOINT.*

Dear Sir/Madam,

**Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice**

We are attaching herewith the Postal Ballot notice dated December 29, 2025, dispatched electronically to the shareholders on December 31, 2025, along with the explanatory statement and other annexures seeking the approval of the members for the following items of business through remote e-voting:

1. Appointment of Mr. Ashok Partheeban (DIN: 02507261) as Director and Vice-Chairman of the Company
2. Appointment of Mr. Vivek Partheeban (DIN: 02507289) as Director and Vice-Chairman of the Company
3. Appointment of Dr. K C John (DIN: 01067374) as Non-Executive Independent Director of the Company for a term of five years
4. Appointment of Mrs. Susan Mathew (DIN: 00517738) as Non-Executive Independent Director of the Company for a term of five years

The notice of Postal Ballot has been dispatched to all members as of December 26, 2025 whose email addresses are registered with the Company/Depositories/Depository Participants. The Company had engaged National Securities Depository Limited (NSDL) to extend the remote e-voting facility. The remote e-Voting shall commence on **January 02, 2026 at 9:00 a.m. (IST)** and shall end on **January 31, 2026 at 5:00 p.m. (IST)**. The Postal Ballot notice is also available at <https://www.caplinpoint.net/index.php/shareholder-information/>.

Kindly take the same on your records.

Sincerely Yours

**For Caplin Point Laboratories Limited**

VENKATRAM  
GANAPATHISUB  
RAMANIAN

Digitally signed by  
VENKATRAM  
GANAPATHISUBRAMANIAN  
Date: 2025.12.31 14:57:55  
+05'30'

**Venkatram G**

**General Counsel & Company Secretary**  
**Membership No. A23989**

Encl: A/a

### **Notice of Postal Ballot**

#### **[Pursuant to Section 110 & 108 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014]**

To

The Members

Caplin Point Laboratories Limited.

Notice is hereby given to the Members of Caplin Point Laboratories Limited ("**the Company**"), pursuant to the provisions of Section 110, Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 ("**MCA Circulars**"), Secretarial Standard-2 ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable laws, regulations and standards, including any statutory modifications or re-enactment thereof for the time being in force, to transact the special business as set out in this notice by passing Ordinary/Special Resolution through remote e-voting process ("**e-voting**") provided by the Company to all its Members to cast their votes electronically, as set out hereunder.

An Explanatory Statement pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the proposed resolutions is enclosed.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 110 and 108 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically.

The Company is providing e-voting facility for voting electronically on the resolutions proposed in this Postal Ballot Notice. Accordingly, members can cast their vote electronically through the NSDL e-voting platform. Remote e-voting will commence at 9.00 A.M. IST on January 02, 2026, and will end at 5.00 P.M. IST on January 31, 2026. Members are requested to read the instructions in the Notes to the Postal Ballot Notice so as to cast their vote electronically and are requested to cast their vote before 5.00 P.M. IST on January 31, 2026.

The Board of Directors of the Company at its meeting held on December 29, 2025, have appointed M/s. Alagar & Associates LLP, (Firm Registration No. L2025TN019200) Company Secretaries, Chennai, to act as the Scrutinizer for conducting the Postal Ballot/Remote E-Voting process, in accordance with law and in a fair and transparent manner.

After completion of scrutiny, the Scrutinizer will submit his Report within the prescribed timeline mentioned in the Act, addressed to the Chairperson of the Company or any other person authorised by the Chairperson. The results of e-voting conducted through Postal Ballot will be announced at the Registered Office of the Company. The Result will be uploaded on the Company's website and NSDL website <https://www.evoting.nsdl.com/> and also intimated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").

### **SPECIAL BUSINESS:**

#### **1. Appointment of Mr. Ashok Partheeban (DIN: 02507261) as Director and Vice-Chairman of the Company**

To consider and if deemed fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 152 and 161(1) of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof), and the provisions of the Articles of Association of the Company, Mr. Ashok Partheeban (DIN: 02507261), who was appointed by the Board of Directors as an Additional Director (Non-Executive, Non-Independent), based on the recommendation of the Nomination and Remuneration Committee, effective November 05, 2025, and who is eligible, and has consented to act as a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

**"RESOLVED FURTHER THAT** consent of the members be and is hereby accorded to designate Mr. Ashok Partheeban (DIN: 02507261) as a Vice-Chairman of the Company, to provide strategic guidance on specific matters delegated by the Board and to perform such additional roles and functions as may be assigned by the Chairman in consultation with the Board, from time to time".

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

#### **2. Appointment of Mr. Vivek Partheeban (DIN: 02507289) as Director and Vice-Chairman of the Company**

To consider and if deemed fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 152 and 161(1) of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof), and the provisions of the Articles of Association of the Company, Mr. Vivek Partheeban (DIN: 02507289), who was appointed by the Board of Directors as an Additional Director (Non-Executive, Non-Independent), based on the

recommendation of the Nomination and Remuneration Committee, effective November 05, 2025, and who is eligible, and has consented to act as a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

**“RESOLVED FURTHER THAT** consent of the members be and is hereby accorded to designate Mr. Vivek Partheeban (DIN: 02507289) as a Vice-Chairman of the Company, to provide strategic guidance on specific matters delegated by the Board and to perform such additional roles and functions as may be assigned by the Chairman in consultation with the Board, from time to time”.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**3. Appointment of Dr. K C John (DIN: 01067374) as Non-Executive Independent Director of the Company for a term of five years:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, and 161(1) read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder, and Regulations 16, 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Dr. K C John (DIN: 01067374), who was appointed as an Additional Director (Independent) effective November 05, 2025, and who meets the criteria for independence, be and is hereby appointed as an Independent Director of the Company for a term of five (5) consecutive years effective from November 05, 2025 ("Term"), and that he shall not be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** taking into account the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the members be and is hereby accorded to the appointment of Dr. K C John (DIN: 01067374) as an Independent Director for the Term notwithstanding the fact that he shall attain the age of seventy-five (75) years during the Term.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**4. Appointment of Mrs. Susan Mathew (DIN: 00517738) as Non-Executive Independent Director of the Company for a term of five years**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder,

and Regulations 16, 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Mrs. Susan Mathew (DIN: 00517738) who meets the criteria for independence and whose appointment has been recommended by the Nomination and Remuneration Committee and the Board of Directors, be and is hereby appointed as a Non-Executive Independent Director of the Company for a term of five (5) consecutive years commencing from January 31, 2026 ("Term"), and that she shall not be liable to retire by rotation."

**"RESOLVED FURTHER THAT** taking into account the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the members be and is hereby accorded to the appointment of Mrs. Susan Mathew (DIN: 00517738) as an Independent Director for the Term notwithstanding the fact that she shall attain the age of seventy-five (75) years during the Term."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

By order of the Board of Directors

**For Caplin Point Laboratories Limited**

**Venkatram G**  
**General Counsel and Company Secretary**  
**Membership No. A23989**

Place: Chennai

Date: December 29, 2025

**Notes:**

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 in respect of the Special Business set out in the Notice is annexed herewith.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members / Register of Beneficial Owners as received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories as on Friday, December 26, 2025 (**"the Cut-Off Date"**). Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.

3. Pursuant to the provisions of Section 110, Section 108 of the Act, 2013 read with Rule 22, Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations (as amended) and MCA Circulars, the Company shall provide the facility of remote e-voting to its Members in respect of the business to be transacted through Postal Ballot. For this purpose, the Company has engaged National Securities Depository Limited ('NSDL') for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting will be provided by NSDL.
4. This Postal Ballot Notice will also be available on the Company's website at <https://www.caplinpoint.net/>, website of the Stock Exchanges, i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com/](http://www.nseindia.com/) and disseminated on the website of NSDL (agency for remote e-voting facility for Postal Ballot ) i.e. <https://www.evoting.nsdl.com/>.
5. All the documents referred to in this Notice and the Explanatory Statements, shall be available for inspection through electronic mode. Members can send an email to [compliance.officer@caplinpoint.net](mailto:compliance.officer@caplinpoint.net) requesting for inspection of the documents.
6. Voting rights of a Member/Beneficial Owner shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date i.e., Friday, December 26, 2025. A person who is not a member on that date should treat this Notice for information purpose only.
7. The remote e-voting period begins on Friday, January 02, 2026, at 9.00 A.M. and ends on Saturday, January 31, 2026, at 5.00 P.M. During this period, Members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., December 26, 2025, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter upon the expiry of the aforesaid period.
8. The Scrutinizer will submit the report to Chairperson of the Company or any other person authorised by the Chairperson after completion of the scrutiny within the prescribed timeline mentioned in the Act and the results of the postal ballot will be announced at the Registered Office of the Company at Ashvich Towers, 3rd Floor, No.3, Developed Plots, Industrial Estates, Perungudi, Chennai, 600096. The date of declaration of the Postal Ballot result shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
9. The result declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.caplinpoint.net/> and on the NSDL website <https://www.evoting.nsdl.com/> within two working days of the conclusion of the Postal Ballot Process and the same will be communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").

## **INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

### **How do I vote electronically using NSDL e-Voting system?**

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

#### **Step 1: Access to NSDL e-Voting system**





##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for</b></p>



	<p><b>IDEAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System My easi Tab and then use your existing my easi username &amp; password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service</p>



	<p>Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. 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.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 [alagar@alagarassociates.com](mailto:alagar@alagarassociates.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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 : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Assistant Vice President, at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [info@caplinpoint.net](mailto:info@caplinpoint.net).

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [info@caplinpoint.net](mailto:info@caplinpoint.net). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

The following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying Notice and shall be taken as forming part of the Notice.

**Item No. 1: Appointment of Mr. Ashok Partheeban (DIN: 02507261) as Director and Vice-Chairman of the Company**

Mr. Ashok Partheeban (DIN: 02507261) has been spearheading the Company's/ Subsidiaries' LATAM operations and has been instrumental in shaping the strategic direction in those and other geographies. The Nomination and Remuneration Committee (NRC), taking into account his contribution to the business growth and expansion and also taking into consideration his skills, expertise and competencies determined that inducting him to the Board will add substantial value to board deliberations and will give the Board insight into various key developments that determines the strategic direction of the Company and its Subsidiaries. NRC also felt that Mr. Ashok Partheeban's (DIN: 02507261) rich experience in the LATAM and other markets will add depth to the Board in terms of shaping the vision and roadmap for the future and that his role as a Director on the Board of the Company will complement his key role in the Subsidiaries.

**Profile Summary & Core Skills:**

Mr. Ashok Partheeban (DIN: 02507261) is a seasoned business leader with over two decades of expertise in the pharmaceutical industry, having served as Business Head – LATAM of the company since 2002. Throughout his tenure, he has spearheaded the Group's strategic business and marketing operations across the Latin American region—including Mexico, Colombia, Chile, and Central America—where he has been instrumental in driving market expansion, optimizing manufacturing efficiencies, and managing complex business partner relationships. A proponent of agile methodologies and

collaborative leadership, he focuses on delivering high-impact healthcare solutions aligned with the Company's core values of excellence and adaptability. His professional credentials include an OPM from Harvard Business School and a Bachelor of Marketing from Middlesex University.

Based on the above, NRC had recommended his induction to the Board as Non-Executive Director. Also, considering the requirement to assist Chairman Mr C C Paarthipan in Board Governance, the Committee also recommended his designation as Vice-Chairman.

On the recommendation of the NRC, the Board of Directors, at its meeting held on November 05, 2025, appointed Mr. Ashok Partheeban (DIN: 02507261) as an Additional Director and Vice-Chairman. In terms of Section 161(1) of the Act and Articles of Association of the Company. Mr. Ashok Partheeban (DIN: 02507261) holds office up to the date of the ensuing General Meeting and is eligible for appointment as a Director.

Being a Non-Executive Director on the Board, he shall not be entitled for any remuneration from the Company. However, for his contributions in the markets where the Company operates, he shall continue to draw a remuneration of USD 25,000 per month from Nuevos Eticos Neo Ethicals S.A., Guatemala, a Step-down Subsidiary of the Company. The payment of remuneration by the Step-down Subsidiary is in the ordinary course of business and in arm's length basis, as approved by the Nomination and Remuneration Committee and Audit Committee considering his level of contribution to business growth which is commensurate with the remuneration paid/ to be paid by the Step-down Subsidiary. Details of Mr. Ashok Partheeban as required under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards are provided as an annexure to the Notice.

Mr. Ashok Partheeban (DIN: 02507261) has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to approval by the Members.

The Board is of the opinion that Mr. Ashok Partheeban (DIN: 02507261) possesses the identified core skills, expertise and competencies fundamental for effective functioning in his role as a Director.

#### **Memorandum of Interest:**

Other than Mr. C C Paarthipan, Mr. Ashok Partheeban, Mr. Vivek Partheeban, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the aforesaid resolution proposed to be passed as an ordinary resolution.

The Board recommends the resolution set forth in the Notice for the approval of the members.

#### **Item No. 2: Appointment of Mr. Vivek Partheeban (DIN: 02507289) as Director and Vice-Chairman of the Company**

Mr. Vivek Partheeban (DIN: 02507289) has been driving the regulated market business of the Company's Subsidiary Caplin Steriles Limited and was the Chief Operating Officer (COO) of the Company till November 05, 2025. He had also played an active role in shaping the overall strategic direction of the

Company's business. The Nomination and Remuneration Committee (NRC), taking into account his contributions to operational efficiency, strategic management, business expansion, experience in regulated markets and also taking into consideration his skills, expertise and competencies, determined that inducting him to the Board will add substantial value to board deliberations and will give the Board insight into various key developments that determines the strategic direction of the Company and its Subsidiaries. NRC also felt that Mr. Vivek Partheeban's (DIN: 02507289) rich experience in strategic management will add depth to the Board in terms of shaping the vision and roadmap for the future.

**Profile Summary & Core Skills:**

Mr. Vivek Partheeban (DIN: 02507289) has over 20 years of experience, currently serving as Chief Operating Officer (COO). He is instrumental in driving the Company's strategic growth and operational efficiency, with a primary focus on U.S. market penetration and regulatory compliance. Mr. Vivek Partheeban (DIN: 02507289) previously spearheaded the Company's global sourcing and supply chain optimization as the Head of Outsourcing Operations in China (2005–2011). He holds directorships at Caplin Steriles Limited and Caplin One Labs Limited and is an alumnus of Monash University (B.Sc. Biotechnology) and Harvard Business School (OPM).

Based on the above, NRC had recommended his induction to the Board as Non-Executive Director. Also, considering the requirement to assist Chairman Mr C C Paarhipan in Board Governance, the Committee also recommended his designation as Vice-Chairman.

Mr. Vivek Partheeban (DIN: 02507289) had ceased to be the COO with effect from the date of his induction to the Board i.e. November 05, 2025 and shall not be drawing any remuneration for holding the office of Non-executive Director and Vice-Chairman of the Company.

On the recommendation of the NRC, the Board of Directors, at its meeting held on November 05, 2025, appointed Mr. Vivek Partheeban (DIN: 02507289) as Additional Director and Vice-Chairman in terms of Section 161(1) of the Act and Articles of Association of the Company. Mr. Vivek Partheeban (DIN: 02507289) holds office up to the date of the ensuing General Meeting and is eligible for appointment as a Director.

Details of Mr. Vivek Partheeban (DIN: 02507289) as required under Regulation 36(3) of SEBI Listing Regulations and the Secretarial Standards are provided as an annexure to the Notice.

Mr. Vivek Partheeban (DIN: 02507289) has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to approval by the Members.

The Board is of the opinion that Mr. Vivek Partheeban (DIN: 02507289) possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as a Director.



**Memorandum of Interest:**

Other than Mr. C C Paarthipan, Mr. Ashok Partheeban, Mr. Vivek Partheeban, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the aforesaid resolution proposed to be passed as an ordinary resolution.

The Board recommends the resolution set forth in the Notice for the approval of the members.

**Item No. 3: Appointment of Dr. K C John (DIN: 01067374) as Non-Executive Independent Director of the Company for a term of five years**

Dr. K C John (DIN: 01067374) has a rich experience that spans over three decades in diverse areas. He is actively involved in education, executive coaching and entrepreneurship. He had served on the Company's Board as Independent Director and had completed the tenure of ten years on August 24, 2022. Post the cooling off period of three years, he was eligible for being re-appointed as Independent Director on the Board.

**Profile Summary & Core Skills:**

Dr. K C John (DIN: 01067374) is a multi-disciplinary leader with over 35 years of experience spanning sustainable development, technology innovation, and entrepreneurship. An experienced Independent Director for pre- and post-IPO companies, he has a proven record of accomplishment of funding and scaling ventures in healthcare technology, mobile computing and digital communications.

Dr. John's career includes high-level collaborations with the World Bank and Ford Foundation to conceptualize global sustainability programs. Currently, he serves as an External Subject Matter Expert for the TIDCO Investment Committee, evaluating strategic joint ventures and start-ups. An accomplished academic, he teaches Design Thinking and Sustainable Business at India's premier business schools.

Considering this, his skills, expertise, competencies and his contributions to the Board during his earlier tenure, the Nomination and Remuneration Committee (NRC) had recommended the induction of Dr. K C John (DIN: 01067374) as an Independent Director on the Board.

On the recommendation of the NRC, the Board of Directors at its meeting held on November 05, 2025, appointed Dr. K C John (DIN: 01067374) as Additional Non- Executive, Independent Director in terms of Section 161(1) of the Act and Articles of Association of the Company. The Board of Directors also approved that the term of office of Dr. K C John (DIN: 01067374) as an Independent Director will be five consecutive years from November 05, 2025 subject to the approval of members of the Company.

The Board is of the considered opinion that, notwithstanding his attaining the age of seventy-five years during the tenure, his experience, leadership and institutional knowledge will be of significant value to the Company. Details of Dr. K C John (DIN: 01067374) as required under Regulation 36(3) of SEBI Listing Regulations and the Secretarial Standards are provided as an annexure to the Notice. The Director shall

be eligible for sitting fee as applicable to all the other Directors and shall not be eligible for any stock options.

Dr. K C John (DIN: 01067374) has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to appointment by the Members. The Company has also received a declaration from Dr. K C John that he meets the criteria of independence as prescribed under Section 149(6) of the Act and SEBI Listing Regulations, 2015.

The Board is of the opinion that Dr. K C John (DIN: 01067374) fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. He is independent of the management and possesses appropriate skills, experience, knowledge and capabilities, required for the role of Independent Director.

#### **Memorandum of Interest:**

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the aforesaid resolution proposed to be passed as special resolution.

The Board recommends the resolution set forth in the Notice for the approval of the members.

#### **Item No. 4: Appointment of Mrs. Susan Mathew (DIN: 00517738) as Non-Executive Independent Director of the Company for a term of five years**

Mrs. Susan Mathew (DIN: 00517738) is a retired Indian Administrative Services officer and brings a rich experience of over 36 years in diverse fields. She currently serves on the advisory bodies of several institutions and as an Independent Director on the Board of a joint venture company.

#### **Profile Summary & Core Skills:**

Mrs. Susan Mathew, I.A.S. (Retd.) (DIN: 00517738), is a distinguished former civil servant (1975 batch) with over 36 years of leadership across the energy, urban development, infrastructure, and health sectors. Her landmark roles include serving as Chairman of the Tamil Nadu Electricity Board, Vice Chairman of the CMDA, and Chairman & Managing Director of TIDCO, where she was instrumental in drafting the state's Vision-2020 industrial roadmap. She had served as Chairman of Titan Industries, among other Companies.

A Lester Pearson Fellow with advanced studies from Carleton and Ottawa universities, she has represented India at numerous international forums. Post-retirement, she has served as an Advisor to the UPSC and continues to hold board positions in the corporate and development sectors, including serving as an Independent Director and a long-standing council member of CMC Vellore.

Considering her potential contributions to governance, matters relating to public policy, and institutional leadership and taking into account her skills, expertise and competencies, the Nomination

and Remuneration Committee (NRC) had recommended the induction of Mrs. Susan Mathew (DIN: 00517738) as an Independent Director on the Board.

The Board, based on the recommendation of NRC, is of the opinion that her demonstrated leadership, sound judgment, and proven record of accomplishment in public administration and governance will assist the Board in robust decision-making process. Further, in spite of the fact that Mrs. Susan Mathew (DIN: 00517738) will attain the age of seventy-five years during her term as Independent Director, the benefits she would bring justifies her continuation on the Board. Hence, the Board recommends, for members' approval, the appointment of Mrs. Susan Mathew (DIN: 00517738) as Independent Director for five consecutive years effective from the date of passing of this resolution i.e. January 31, 2026. Details of Mrs. Susan Mathew as required under Regulation 36(3) of SEBI Listing Regulations and the Secretarial Standards are provided as an annexure to the Notice. The Director shall be eligible for sitting fee as applicable to all the other Directors and shall not be eligible for any stock options.

Mrs. Susan Mathew (DIN: 00517738) has confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director in terms of Section 152 of the Act, subject to appointment by the Members. The Company has also received a declaration from Mrs. Susan Mathew that she meets the criteria of independence as prescribed under Section 149(6) of the Act and SEBI Listing Regulations, 2015.

The Board is of the opinion that Mrs. Susan Mathew (DIN: 00517738) fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. She is independent of the management and possesses appropriate skills, experience, knowledge and capabilities, required for the role of Independent Director.

**Memorandum of Interest:**

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the aforesaid resolution proposed to be passed as special resolution.

The Board recommends the resolution set forth in the Notice for the approval of the members.

By order of the Board of Directors

**For Caplin Point Laboratories Limited**

**Venkatram G**  
**General Counsel and Company Secretary**  
**Membership No A23989**

Place: Chennai

Date: December 29, 2025

### **ANNEXURE TO NOTICE**

#### **ADDITIONAL INFORMATION OF DIRECTORS AS REQUIRED UNDER REGULATION 36 OF THE SEBI LISTING REGULATIONS AND APPLICABLE SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA**

<b>Name of the director</b>	<b>Mr. Ashok Partheeban (DIN: 02507261)</b>
Age	43 years
Qualifications	<ul style="list-style-type: none"> <li>Harvard Business School – Associate’s degree in OPM (Graduated in 2016)</li> <li>Middlesex University – Bachelor of Marketing (1999-2002)</li> </ul>
Experience (Including a brief resume and expertise in specific functional areas)	<b>Caplin Point Laboratories Limited</b> Business Head – LATAM (2002 – till date) Expertise in managing business partner relationships and optimizing manufacturing efficiencies. Profile summary provided as part of the explanatory statement to the Notice under Item no.1
Terms and conditions of appointment/reappointment	As provided in the explanatory statement to the Notice under Item no.1
Remuneration last drawn	Nil
Remuneration sought to be paid	Nil
Date of first appointment on the board	November 05, 2025, as Additional Director (Non-Executive, Non-Independent) and Vice Chairman of the Company
Shareholding (Including beneficial ownership), if any, in the company	Holds 90,50,000 equity shares in the Company
Relationship with other directors/ Key Managerial Person	Son of Mr. C C Paarhipan and sibling of Mr. Vivek Partheeban
Number of meetings of the Board attended during the year	One meeting in 2025-26 till date
Listed entities in which the person holds the directorship	Nil
Memberships/ Chairmanship of committees of the board (Audit & Stakeholders Relationship Committee) *	Nil
Listed entities from which the director has resigned in the past three years	Nil

\* **Companies other than Caplin Point Laboratories Limited.**

<b>Name of the director</b>	<b>Mr. Vivek Partheeban (DIN: 02507289)</b>
Age	41 years
Qualifications	<ul style="list-style-type: none"> <li>Harvard Business School – Associate’s Degree in OPM (2014-2016)</li> <li>Monash University – Bachelor of Science (B.Sc.) in Biotechnology (2001-2004)</li> </ul>
Experience (Including a brief resume and expertise in specific functional areas)	<b>Caplin Point Laboratories Limited</b> <ul style="list-style-type: none"> <li>Head of Outsourcing Operations – China (2005 – 2011)</li> <li>Chief Operating Officer (2011 – 2025)</li> </ul> Expertise in enhancing operational efficiency and profitability in international markets. Profile summary provided as part of the explanatory statement to the Notice under Item no.2
Terms and conditions of appointment/reappointment	As provided in the explanatory statement to the Notice under Item no.2
Remuneration last drawn	Nil
Remuneration sought to be paid	Nil
Date of first appointment on the board	November 05, 2025, as Additional Director (Non-Executive, Non-Independent) and Vice Chairman of the Company
Shareholding (Including beneficial ownership), if any, in the company	Holds 90,09,371 equity shares in the Company
Relationship with other directors/ Key Managerial Person	Son of Mr. C C Paarhipan and sibling of Mr. Ashok Partheeban
Number of meetings of the Board attended during the year	Two meetings in 2025-26 till date
Listed entities in which the person holds directorship	Nil
Memberships/ Chairmanship of committees of the board (Audit & Stakeholders Relationship Committee) *	Member of Audit Committee of Caplin Steriles Limited (Unlisted Subsidiary)
Listed entities from which the director has resigned in the past three years	Nil

**\*Companies other than Caplin Point Laboratories Limited**

<b>Name of the director</b>	<b>Dr. K C John (DIN: 01067374)</b>
Age	73 years
Qualifications	Doctorate in management from Indian Institute of Management, Ahmedabad.
Experience (Including a brief resume and expertise in specific functional areas)	Dr. K C John (DIN: 01067374) is a multi-disciplinary leader with over 35 years of experience spanning sustainable development, technology innovation, and entrepreneurship. An experienced Independent Director for pre- and post-IPO companies, he has a proven record of accomplishment of funding and scaling ventures in healthcare technology, mobile computing and digital communications. Profile summary provided as part of the explanatory statement to the Notice under Item no.3
Terms and conditions of appointment/reappointment	As provided in the explanatory statement to the Notice under Item no.3
Remuneration last drawn	Nil
Remuneration sought to be paid	Nil
Date of first appointment on the board	November 05, 2025, as Additional Director (Non-Executive, Independent) of the Company
Shareholding (Including beneficial ownership), if any, in the company	Nil
Relationship with other directors/ Key Managerial Person	Nil
Number of meetings of the Board attended during the year	Two meetings in 2025-26 till date
Listed entities in which the person holds the directorship	Nil
Memberships/ Chairmanship of committees of the board (Audit & Stakeholders Relationship Committee) *	Chairman of Audit Committee of Caplin Steriles Limited (Unlisted Subsidiary)
Listed entities from which the director has resigned in the past three years	Nil
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The skills and capabilities required for the role include financial acumen, governance, people management and leadership, strategic planning and risk management. The proposed appointee possesses the aforesaid skills and capabilities, which are evident from their respective work experience and educational background.

**\*Companies other than Caplin Point Laboratories Limited**

<b>Name of the director</b>	<b>Mrs. Susan Mathew, I.A.S. (Retd.) (DIN: 00517738)</b>
Age	74 years
Qualifications	Post-graduation from Union Christian College, Alwaye, Kerala and Higher studies in Public Administration at: Carleton University, Canada, and University of Ottawa, Canada (Pursued under the Lester Pearson Fellowship awarded by the Government of Canada). Selected to the Indian Administrative Service (IAS) – 1975 batch
Experience (Including a brief resume and expertise in specific functional areas)	Mrs. Susan Mathew, I.A.S. (Retd.) (DIN: 00517738) is a distinguished former civil servant (1975 batch) with over 36 years of leadership across the energy, urban development, infrastructure, and health sectors. Her landmark roles include serving as Chairman of the Tamil Nadu Electricity Board, Vice Chairman of the CMDA, and Chairman & Managing Director of TIDCO. Profile summary provided as part of the explanatory statement to the Notice under Item no.4
Terms and conditions of appointment/reappointment	As provided in the explanatory statement to the Notice under Item no.4
Remuneration last drawn	Nil
Remuneration sought to be paid	Nil
Date of first appointment on the board	NA
Shareholding (Including beneficial ownership), if any, in the company	Nil
Relationship with other directors/ Key Managerial Person	Nil
Number of meetings of the Board attended during the year	NA
Listed entities in which the person holds the directorship	Nil
Memberships/ Chairmanship of committees of the board (Audit & Stakeholders Relationship Committee) *	Member of Audit Committee of SRP Prosperita Hotel Ventures Limited (Unlisted company)
Listed entities from which the director has resigned in the past three years	Nil
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The skills and capabilities required for the role include financial acumen, governance, people management and leadership and strategic planning. The proposed appointee possesses the aforesaid skills and capabilities, which are evident from their respective work experience and educational background.

**\*Companies other than Caplin Point Laboratories Limited**