

HEALTHCAPS INDIA LIMITED

Registered Office- Village Fatehpur, P.O. Majra Jattan, Tehsil Balachaur, District -SBS Nagar (Nawanshahr), Punjab – 144522. (CIN- U74899PB1982PLC050929), Telephone: 01881-273637. Email: info@healthcapsindia.com, website: www.healthcapsindia.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **40th Annual General Meeting** of the Company will be held on **Friday, 22nd day of September, 2023** at **12.30 p.m.** at **Factory premises at Village Fatehpur, P.O. Majra Jattan, Tehsil Balachaur, District -SBS Nagar (Nawanshahr), Punjab – 144522** to transact the following business,

ORDINARY BUSINESS

- 1. (a)** To consider and adopt the **Standalone Audited Financial Statements** of the Company for the financial year ended **31st March, 2023** and the Reports of the Board of Directors and the Auditors thereon.
- (b)** To consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended **31st March, 2023** and the Report of the Auditors thereon.
- 2.** To appoint a Director in place of **Smt. Hariti Singh**, who retires by rotation in accordance with the provisions of Articles of Association of the company and being eligible, offers **her self** for reappointment.

3. RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS AND TO FIX THEIR REMUNERATION

And to consider and if thought fit, to pass with or without modification (s), the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 139 of the Companies Act, 2013 and other applicable provisions of the Act, if any and the Rules framed there under, as amended from time to time, the appointment of **M/s AARSH & ASSOCIATES, Chartered Accountants, Chandigarh (FRN-024177N)**, who were appointed as Statutory Auditors of the Company for a period of **Five Financial Years from FY - 2022-23 to FY 2026-27** at such remuneration as may be mutually agreed between the Board of Directors of the Company and the auditors, be and is ratified.”

SPECIAL BUSINESS

4. TO CONSIDER RELATED PARTY TRANSACTIONS

And to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) consent of the members of the Company be and is hereby accorded for following related party transactions during **Financial Year 2023-24**

Name of the Related Party	Nature of Transactions as per Section 188 of the Companies Act, 2013	Name of Director or Key Managerial Personnel who is related, if any	Nature of Relationship	Material Terms and particulars of the contract or arrangement	Monetary value (in Rs.)	Any other information
Alfa Caps LLC-USA	Sale/ purchase of goods	Shri Anuj Gandhi, Relative of Director	Son of Director	Running arrangement	Up to Rs 120.00 Crores	None
Health Caps Europe Ltd-UK	Sale/ purchase of goods	Shri Anuj Gandhi, Relative of Director	Son of Director	Running arrangement	Up to Rs 45.00 Crores	None
Ozark Engineering Private Limited	Sale/purchase of goods// machinery and job work/ rent of building/ leasing of machinery	Shri Satjiv Singh, Relative of Director	Son of Director	Running arrangement	Up to Rs 15.00 Crores	None
Alfa Caps Private Limited	Job work and other transactions	Smt. Hariti Singh	Common Director	Running arrangement	Up to Rs 2.00 Crores	None

5. TO CONSIDER RE-APPOINTMENT OF SHRI CHIRANJIV SINGH AS MANAGING DIRECTOR

And to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

RESOLVED THAT pursuant to the provisions of Sections 196 and 197 of The Companies Act, 2013 and other applicable provisions, if any, and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any modification, amendment and/or re-enactment thereof, Shri Chiranjiv Singh, Managing Director of the Company be and is hereby reappointed for a further period of Five Years with effect from 01-04-2023 to 31-03-2028 at a remuneration as per given below and other terms and conditions of his appointment being the same:

Salary

- Salary Rs. 7,82,500 per month
- Attendant Allowance Rs. 10,000.00 per month
- Uniform Allowance Rs. 7,500.00 per month

Perquisites:

Following perquisites are allowed in addition to salary-

PART A

1. Medical Reimbursement: Expenses incurred for himself and family subject to a ceiling of one month's salary in one year or 3 months' salary in period of 3 years.
2. He shall be entitled for leave encashment at the end of tenure.
3. That the fees of Clubs be paid/ reimbursed subject to maximum two of the clubs. That the above shall not include Admission and/or life membership fees.

4. That the Managing Director be paid/reimbursed towards premium on personal accident insurance a sum not exceeding Rs. 40,000/- per annum.

PART B

That the contribution towards Provident Fund, Superannuation Fund and Annuity fund shall be subject to the provisions of the income Tax Act 1961. Gratuity payable should not exceed half month's salary for each completed year of service, subject to the ceiling prevailing at the time of end of his tenure.

PART C

That Managing Director shall be provided with a car for use on company's business and also a telephone at residence which shall not be considered as perquisites. However, personal long distance calls made on company's telephone and use of company's car for private purpose shall be billed by the company.

6. REDUCTION OF SHARE CAPITAL OF THE COMPANY

And to consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 66 of the Companies Act, 2013 and National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013, and, or any statutory modification(s) or re-enactment thereof, if any, and as provided under **Article 37(a)** of the Articles of Association of the Company, and subject to the confirmation of the Hon'ble National Company Law Tribunal, Chandigarh Bench ("**NCLT**"), and such other approvals as may be required, and subject to such terms and conditions, as may be prescribed by the NCLT and any other appropriate authority, while granting approval(s) or confirmation(s), and which may be agreed by the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded, by way of a special resolution, to reduce the issued, subscribed and paid up equity share capital of the Company from **40,37,190** equity shares of Rs. 10/- each to **31,13,330** equity shares of Rs. 10/- each, by cancelling and extinguishing **9,23,860** equity shares of Rs. 10/- collectively held by the shareholders of the Company other than the following shareholders-

- 1. Mr. Chiranjiv Singh**
- 2. Mrs. Hariti Singh**
- 3. Mr. Satjiv Singh**

RESOLVED FURTHER THAT subject to the confirmation of the capital reduction by the NCLT and such capital reduction becoming effective and operative, and, or the receipt of such other approvals or confirmations as may be required, the shareholders of the Company, as on the **25th August, 2023 being the 'Record Date'** for the purposes of determining the names of the registered holders of the equity shares of the Company, shall be paid, for the equity shares held by them and which are cancelled and extinguished, a sum of **Rs. 273.58 (Rupees Two Hundred Seventy Three and Paise Fifty Eight only)** per equity share of Rs. 10/- each, so cancelled and extinguished.

RESOLVED FURTHER THAT subject to the confirmation of the capital reduction by the **NCLT** and such capital reduction becoming effective and operative, without any further act or deed by the shareholders or their nominees, the shares held by such shareholders shall stand cancelled, extinguished and rendered invalid.

RESOLVED FURTHER THAT the payment of consideration to the above mentioned shareholders shall be made within such number of days of the Record Date as shall be decided by the Board and subject to such approvals, if any, as may be required under the applicable law/s or as may be directed by the NCLT, on the reduction becoming effective.

RESOLVED FURTHER THAT Mr. Chiranjiv Singh Managing Director and Mrs. Hariti Singh, Whole Time Director of the Company, be and are hereby severally authorised to take all necessary steps and do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, expedient, usual or

proper, in the best interest of the Company and its members in connection with and relating to the capital reduction, including any directions for settling any question or doubt or difficulty whatsoever that may arise, for the purpose of giving effect to the capital reduction, or to any modification thereof, and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, including but not limited to:

1. File applications / petitions, vakalatnamas and affidavits and / or other legal documents with NCLT, as may be required for seeking directions / approval for the capital reduction by the NCLT, and, or, engage/ appoint lawyers, consultants, advisors, merchant bankers, etc., as may be required, for the purpose of and, or in connection with the filing of the application/ petition and representation before the NCLT;
2. Declare and file all pleadings, reports, and sign and issue public advertisements, notices and to do all acts incidental and necessary thereto for the matter aforesaid;
3. Obtain approval/ consent from such other regulatory/ statutory authorities and parties including the creditors as may be considered necessary, for the said capital reduction;
4. Make any alterations / changes, modifications or amendments to the application / petition as may be expedient or necessary, including any alterations / changes, modifications or amendments required to be made for satisfying the requirements or conditions imposed by the NCLT or other competent authority, if any;
5. Make, prepare and submit any applications, petitions, appeals and judges summons before the NCLT, and / or any court, tribunal, or all relevant authorities and respond to the appropriate authorities;
6. Affix Common Seal of the Company in accordance with the provisions of the Articles of Association of the Company, on any documents in connection or for the purpose of this resolution, as may be required and to send the common seal of the Company to other places, if so required, to facilitate execution of documents and papers in connection with the application/petition before the NCLT;
7. Withdraw the application/ petition filed before the NCLT for the capital reduction at any stage, in case any changes and / or modifications suggested / required to be made in the application / petition or any condition imposed, whether by any shareholder, creditor, NCLT and / or any other regulatory or statutory authority are, in their view, not in the interest of the Company and/ or if the application/ petition cannot be implemented otherwise, and to do all such deeds, acts and things as any of them may deem necessary and desirable in connection therewith and incidental thereto;
8. Open an account in the name of Company, as may be decided, for the purpose of discharging the consideration for the capital reduction and to deposit the amount to be paid to the shareholders in lieu of the cancellation and extinguishment of the equity shares of the Company held by such shareholders pursuant to the capital reduction in such bank account;
9. Discharge the payment due to the shareholders of the Company in lieu of the cancellation and extinguishment of the equity shares of the Company held by such shareholders pursuant to the capital reduction, in accordance with applicable laws, by payment through cheque, pay order/warrant, demand draft, electronic transfer of funds NEFT/RTGS/IMPS, etc., after payment of appropriate taxes by the Company;
10. Call for the bank account details of the shareholders of the Company for discharging the consideration;
11. Authenticate all the necessary documents as 'certified copies' or in any other manner as may be required, including affixing the common seal of the Company on any documents in connection with the above resolution;
12. Pass such accounting entries and / or making such other adjustments in the books of accounts, as are considered necessary to give effect to the above resolution, in accordance with applicable accounting standards;
13. Take certificate from the statutory auditors for the completion of the process of capital reduction, required, if any;
14. Fix a record date for the capital reduction and determine the names of registered holders of equity shares held by the shareholders; and

15. To do all such other acts, matters, deeds and things as may be considered necessary and expedient in connection with or incidental to giving effect to the above resolution or to settle any question or difficulty that may arise;
16. To delegate any or all of the powers conferred upon it by this resolution to any other director(s), and/or officer(s) of the Company.”

Registered Office
Village Fatehpur, P.O. Majra Jattan,
Tehsil Balachaur, District -SBS Nagar,
Nawanshahr – 144522, Punjab

Place: Village Fatehpur
Date: 01-08-2023

By Order of the Board
For HEALTHCAPS INDIA LIMITED

Sd/-
CHIRANJIV SINGH
MANAGING DIRECTOR
DIN-01602672

NOTES

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the Company. The instrument appointing the proxy should, however be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
2. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company shall remain closed from **21st day of September, 2023 to 22nd day of September, 2023** (both days inclusive).
3. The Company has appointed Mr. Ravinder Kumar, Company Secretary in Practice as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and to declare results.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 the Company is pleased to provide members facility to exercise their votes by electronic means and the business may be transacted through e-voting as per time schedule and as per instructions annexed with the notice.
5. Members are requested to register their e-Mail id with the company or its Registrar or their depository participant to enable the company to send the notices and other reports through email.
6. The Scrutinizer shall within a period of two working days from the conclusion of e-voting period, unblock the votes in presence of at least two witnesses not in employment of the Company and make a report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company. The results shall be declared within two working days from the conclusion of the AGM. The results declared along with report of Scrutinizer shall be placed on the Company's website.
7. Explanatory Statement under **Section 102 of The Companies Act, 2013** is enclosed herewith.
8. Details of Directors seeking re-appointment/appointment at the forth coming Annual General Meeting as required under Secretarial Standards-2 on General Meetings is also given in the attachment to the notice.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4 - Shri Anuj Gandhi is son of Shri Chiranjiv Singh and Smt. Hariti Singh, both Director of the Company and he has promoted two entities Alfa Caps LLC in USA and Health Caps Europe Ltd in UK where there is a good demand of Company's product. The sale to these two entities is at market price in ordinary course of business. Ozark Engineering Private Limited is an Indian Company having common Director and is engaged in manufacture of engineering goods. Alfa Caps Private Limited is an Indian Company having common Director and is engaged in sorting of capsules.

In order to comply with the provisions of the Companies Act, 2013, approval of members is sought through special resolution. The required information is explained in the resolution itself. None of the Directors and KMP and/or their relatives is concerned or interested, financially or other wise in this resolution except Sh. Chiranjiv Singh, Smt. Hariti Singh, being Director and Sh. Anuj Gandhi and Sh. Satjiv Singh, being relative of Director.

ITEM NO. 5 - Shri Chiranjiv Singh has been associated with the Company since its inception and is fully conversant with all aspects of the management and affairs of the Company. His present term as Managing Director has been completed on 31.03.2023 and was reappointed as Managing Director by the Board on the

recommendation of Nomination and Remuneration Committee for a further period of 5 years. The approval of members is required for his reappointment and hence this resolution is placed before members.

Sh. Chiranjiv Singh, Smt. Hariti Singh, Sh. Satjiv Singh and Sh. Anuj Gandhi all are interested in the resolution being relative of each other and none of the other Directors and KMP and/or their relatives is concerned and/ or interested, financially or otherwise in this resolution.

ITEM NO. 6 - The shareholders of the Company in their extra ordinary general meeting held on 15th July, 2022 had earlier given their consent for reduction of equity share capital. Pursuant to the special resolution passed by the shareholders, the Company filed a petition (No. 75/Chd/Pb/2022) with the Hon'ble National Company Law Tribunal, Chandigarh Bench ("NCLT") for its approval/ confirmation of reduction of share capital. The NCLT was pleased to admit the petition vide order dated 18th August, 2022. However, considering the industrial scenario which changed and since surplus was required to meet various business challenges and for the organic growth of the Company, the Company withdrew the Petition in terms of NCLT order dated 13th April, 2023. As the scenario has further changed and since the Company believes that it will have surplus funds for the purposes of utilization for reduction of the share capital, it is now proposed that a petition be filed afresh for the reduction of share capital. All the required information is provided below:

Background

Healthcaps India Limited (the "**Company**") was incorporated under the provisions of Companies Act, 1956 on 06.12.1982. The name of the Company was changed from time to time to as under-

1-The name of the Company was changed to "**GELCAPS INDIA LIMITED**" on 09.09.1983.

2-The name of the Company was changed to "**CAPSUGEL INDIA LIMITED**" on 12.09.1984.

3-The name of the Company was changed to "**HEALTHCAPS INDIA LIMITED**" on 29.05.2007, the present name of the Company.

At present, its principal business activity is to manufacture and sale of Empty Hard Gelatine and Hydroxy Propyl Methyl Cellulose (HPMC) Capsules.

The Company was earlier listed on Delhi Stock Exchange and subsequently got delisted from the stock exchange(s) with effect from 4th September, 2018 on account of such stock exchanges being de-recognized. An exit mechanism in terms of applicable laws was put in place, and due efforts were made so as to provide an exit opportunity to the public shareholders as per SEBI circular No. SEBI/HO/MRD/DSA/CIR/P/2016/110 dated October 10, 2016.

As on **21-07-2023**, the company has **16,451 public shareholders holding 9,23,860** equity shares. These shareholders are those who had not accepted exit at the time of delisting or those who have become shareholders through private dealings / off-market dealings amongst public shareholders. Post delisting from the stock exchanges as mentioned in the paragraph above, the equity shares of the Company are not marketable/tradable on any stock exchange in India.

At present, these shareholders do not have any avenue to monetize their shareholding and the investment made by them in the shares of the Company is locked-up. Considering the requests from some of such shareholders and as an investor friendly step to provide liquidity and exit route to these shareholders in a fair and transparent manner, and otherwise in terms of the permissibility under applicable laws, the Board of Directors in their meeting held on **01-08-2023** were of the opinion that capital reduction process should be undertaken. This will also enable the Company to save administrative and other associated costs.

The existing Shareholding pattern of the Company is as under:

Shareholders	No. of Shares	%
Chiranjiv Singh	26,50,618	65.655
Hariti Singh	4,62,462	11.455
Satjiv Singh	250	0.007
Identified Shareholders (Individuals, Corporate bodies etc.)	9,23,860	22.883
TOTAL	40,37,190	100.00

Subject to the receipt of the requisite approval of the shareholders and confirmation by the Hon'ble National Company Law Tribunal, Chandigarh Bench (“**NCLT**”) and such other approvals as may be required, it is proposed to reduce the issued, subscribed and paid –up share capital of the Company from Rs.4,03,71,900/- (Rupees Four Crores Three Lakhs Seventy One Thousand and Nine Hundred Only) consisting of 40,37,190 equity shares of Rs.10 each to Rs.3,11,33,300/- (Rupees Three Crore Eleven Lakh Thirty Three Thousand and Three Hundred Only) consisting of 31,13,330 equity shares of Rs.10 each, by cancelling and extinguishing, in aggregate 9,23,860 equity shares of Rs.10 each from the total issued, subscribed and paid-up equity share capital of the Company held by the shareholders other than the following shareholders-

1. **Mr. Chiranjiv Singh**
2. **Mrs. Hariti Singh**
3. **Mr. Satjiv Singh**

Method of Capital Reduction

The Capital Reduction is proposed to be implemented by an application to be allowed by the NCLT, if it thinks fit.

Consideration

In order to determine the consideration to be paid upon the proposed reduction of equity shares held by the relevant shareholders, Independent Registered Valuer, **Ashima Banodha Registered Valuer (IBBI)** (“**Independent Valuers**”), has done a valuation and submitted their report to the Company (“**Valuation Report**”).

As part of its fiduciary duty to the members, the Company has also obtained a fairness opinion report from a merchant banker, **3 Dimension Capital Services Limited** which gave an independent opinion with regards to the valuation of equity shares of the Company, in relation to the proposed capital reduction, as determined by the Independent Valuers (“**Fairness Opinion**”).

The Board has considered the Valuation Report and the Fairness Opinion and is of the view that a consideration of **Rs. 273.58 (Rupees Two Hundred Seventy-Three and Paise Fifty-Eight only)** per equity share be offered to the shareholders upon capital reduction. The consideration of **Rs. 273.58 (Rupees Two Hundred Seventy-Three and Paise Fifty-Eight only)** per equity share will be paid after deduction of TDS as applicable under the provisions of the Income Tax Act, 1961.

Effective date of Reduction

After the shareholders have passed the requisite resolution, the Company will file requisite application with the NCLT in accordance with the provisions of Section 66 and other applicable provisions of the Companies Act, 2013 and the relevant Rules, for passing an order confirming the reduction of capital.

Pursuant to Section 66(5) of the Companies Act, 2013, the capital reduction will be effective on the date of filing of the Order of NCLT confirming the capital reduction with the jurisdictional Registrar of Companies.

Payment of consideration

- (a) The Company shall upon the receipt of the confirmation order of the NCLT for the capital reduction, deposit the whole of the consideration of Rs.25,27,49,619/- (Rupees Twenty Five Crores Twenty Seven Lakhs Forty Nine Thousand Six Hundred and Nineteen Only) in a Special Bank Account to be opened for this reduction of capital.
- (b) The consideration for the capital reduction shall be discharged by issue of cheque /draft/pay order/electronic transfer of funds/ NEFT/RTGS/IMPS etc. to the registered holder of the relevant equity shares, whose name appears as a member as on **25-08-2023 (“Record Date”)**, with in such number of days, as may be permissible under the law or as may be directed by the NCLT, to the last known address of such shareholder, as available with the Company/Registrar and Share Transfer Agent.
- (c) In case of transfer requests pending as on the Record Date, the Company shall immediately after the Record Date, dispatch to shareholders (Transferor) and to such person (Transferee) from whom the Company has received any communication with respect to pending transfer of shares, a form to be duly filled in by the Transferor and the Transferee. Upon receipt of duly filled-in form complete in all respects, the Company shall discharge the consideration to the Transferee or to the Transfer or as the case may be. Pending receipt of duly filled in form, the consideration towards such shares shall be dealt in a manner provided for in the below paragraph.
- (d) Where the consideration has not been claimed by or paid to the identified shareholders, on account of cheques returned and/or undelivered / cheques not deposited, consideration in respect of shares pending transfer as on the Record Date, or for any other reason, the Company shall retain such consideration in the Special Bank Account along with interest, if any, accrued from time to time for a period of such 7 years. The amount outstanding in the Special Bank Account after the said period shall be utilized in a manner as may be permitted under any law then in force or transferred to the Investor Education and Protection Fund as per the applicable provisions of the Act.

Taxation

As the proposed reduction would be considered as dividend within the provisions of Section 2(22) (d) of the Income-tax Act, 1961, the Company will become liable to deduct TDS in accordance with the provisions of Section 194 of the Income-Tax Act, 1961.

The Identified Shareholders should consider their own tax position and pay appropriate tax (as may be applicable) on the amount received from the Company upon reduction of equity share capital.

Payment to non-resident Identified Shareholders

To the extent the consideration is payable to non-resident shareholders on the capital reduction, the Company shall be subject to, and any payments by the Company would be subject to, applicable laws, including with the provisions of Foreign Exchange Management Act, 1999 and the regulations there under. The Company may seek any information from such non-resident shareholders to comply with the said provisions.

Miscellaneous

- (a) The Board of Directors at their meeting held on **01st August, 2023** considered and approved the proposal of reduction of capital of the Company as per the terms set out in the Resolution.
- (b) The above proposed capital reduction is permissible under the Articles of Association of the Company, pursuant to Section 66 and other applicable provisions of the Companies Act, 2013 and is subject to approval of the members through a special resolution, confirmation of the NCLT and such other regulatory authorities as may be required, to give effect to the afore said resolution.
- (c) The Company has not accepted any deposits and is therefore not in arrears in the repayment of any deposits or interest payable thereon.
- (d) The proposed capital reduction will not cause any prejudice to the creditors of the Company. The creditors of the Company are not adversely affected by the proposed reduction as there is no reduction in

the amount payable to any of the creditors. No compromise or arrangement is contemplated and the Company will have assets in excess of all its liabilities. The Company is only paying off capital in excess of its requirements and the proposed adjustment would not, in any way, adversely affect the ordinary operations of the Company or the ability of the Company to honour its commitment sort pay its debts in the ordinary course of business.

- (e) No investigation/proceedings are pending under Section 210 to Section 229 or any other provisions of the Companies Act.2013 against the Company.
- (f) The Memorandum of Association and the Articles of Association of the Company, and other related documents, including the Valuation Report by the Independent Valuers, Fairness Opinion and list of creditors of the Company, are available for inspection at the Registered Office and Corporate Office of the Company on all working days between 11.00 a.m. (IST) to 1.00 p.m. (IST) up to and including the last date of meeting.
- (g) None of the Directors, Key Managerial Personnel or their relatives, except to the extent of their shareholding, if any, are in any way concerned or interested, financially or otherwise, in the said resolution.
- (h) In the event the confirmation order of the NCLT for the Capital reduction is not obtained, the resolution passed by the members shall be null and void.
- (l) The Board considers that this resolution is in the best interests of the shareholders of the Company and therefore recommends the passing of the special resolution as set out in the Notice.

Registered Office
Village Fatehpur, P.O. Majra Jattan,
Tehsil Balachaur, District -SBS Nagar,
Nawanshahr – 144522, Punjab

By Order of the Board
For HEALTHCAPS INDIA LIMITED

Place: Village Fatehpur
Date: 01-08-2023

Sd/-
CHIRANJIV SINGH
MANAGING DIRECTOR
DIN-01602672

TIME SCHEDULE FOR E-VOTING PROCESS IS GIVEN BELOW

- (a) Date and time of commencement of voting through electronic means: **Tuesday, September 19, 2023 at 9.00 a.m.**
- (b) Date and time of end of voting through electronic means beyond which voting will not be allowed: **Thursday, September 21, 2023 at 5.00 p.m.**
- (c) Details of Website: www.evotingindia.com
- (d) Details of persons to be contacted for issues relating to e-voting: Mr. Puneet Mittal, M/s Beetal Financial and Computer Services Private Limited, New Delhi, Tel. No.011-29961281-283, e-mail:beetalrta@gmail.com; and CDSL at Tel No. 18002005533, e-mail: helpdesk.evoting@cdslindia.com
- (e) Details of Scrutinizer Mr. Ravinder Kumar, Company Secretary in Practice
The e-voting module shall be disabled for voting on **Thursday, September 21, 2023 at 5.00 p.m.**
Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The voting right of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the **cut off (record date) date as on 15th September, 2023.**

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING

- (i) The voting period begins on **19th September, 2023 at 09.00 a.m.** and ends on **21st September, 2023 at 05.00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of Friday, 15th September, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/ retail shareholders is at a negligible level.
Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users of who have opted for CDSL's 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 URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/ KARVY/ LINK IN TIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 hold 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 e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<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. After successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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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. CDSL and NSDL

Login type	Helpdesk details
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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

<p>Dividend Bank Details</p> <p>OR Date of Birth (DOB)</p>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
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- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant **<HEALTHCAPS INDIA LIMITED>** on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@healthcapsindia.com (designated email address by the company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

ATTACHMENT**ADDITIONAL INFORMATION ON DIRECTORS SEEKING APPOINTMENT /RE-APPOINTMENT**

Name	Sh. Chiranjiv Singh	Smt. Hariti Singh
Age	72 years	68 years
Brief Resume	Working as Director in the company since in-corporation	Working as Director in the company for the last 26 years
Nature of his expertise in specific functional areas	Vast experience in various areas of governance	Administration
Date of first appointment on the Board	06.12.1982	05.01.1997
Qualifications	Engineer	Post Graduate
Experience	Experience of four decades of industry	Experience of more than two decades of industry
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As given in information under Schedule V to the Act under the Corporate Governance heading in Director Report	As given in information under Schedule V to the Act under the Corporate Governance heading in Director Report
Last drawn remuneration	Rupees 6.00 lakhs per month and perquisites	Rupees 2.50 lakhs per month
Shareholding in the company held either himself or on a beneficial basis for any other persons	2650618 equity shares of Rs.10/- each	462462 equity shares of Rs.10/- each
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Related with Mr. Hariti Singh, Sh. Satjiv Singh and Sh. Anuj Gandhi	Related with Sh. Chiranjiv Singh, Sh. Satjiv Singh and Sh. Anuj Gandhi
The number of Meetings of the Board attended during the Year	20	20
Names of companies in which the person also holds the directorship and the membership/Chairman of Committees of the Board	1.HV Caps Private Limited 2.G. One Formulations Private Limited 3.Tolstoy Commercial Private Limited	1. Alfa Caps Private Limited 2.G. One Formulations Private Limited 3. Ozark Engineering Private Limited 4. HV Caps Private Limited

BALLOT PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

CIN	U74899PB1982PLC050929
Name of the Company	HEATHCAPS INDIA LIMITED
Registered office	Village Fatehpur, P.O. Majra Jattan, Tehsil Balachaur, District- SBS Nagar (Nawanshahr), Punjab-144522. Email: info@healthcapsindia.com , Telephone: 01881-273637 website: www.healthcapsindia.com

40th Annual General Meeting to be held on Friday, 22nd day of September, 2023 at 12.30 p.m. at Factory premises at Village Fatehpur, P.O. Majra Jattan, Tehsil Balachaur, District -SBS Nagar (Nawanshahr), Punjab – 144522

S. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No./ *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner :

No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
Ordinary Business				
1.	Approval of Standalone and Consolidated Annual Accounts for the year ended 31.03.2023			
2.	To appoint a Director in place of Smt. Hariti Singh, who retires by rotation			
3.	Ratification of Appointment of Statutory Auditors and to fix their remuneration			
Special Business				
4.	To Consider Related Party Transactions			
5.	To consider re-appointment of Shri Chiranjiv Singh as Managing Director			
6.	Reduction of Share Capital of the Company			

Place:

Date:

(Signature of the Shareholder)

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	U74899PB1982PLC050929
Name of the Company	HEATHCAPS INDIA LIMITED
Registered office	Village Fatehpur, P.O. Majra Jattan, Tehsil Balachaur, District- BS Nagar (Nawanshahr), Punjab-144522. Email: info@healthcapsindia.com , Telephone: 01881-273637 Website: www.healthcapsindia.com

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

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:
Address:
E-mail Id:
Signature:, or failing him
2. Name:
Address:
E-mail Id:
Signature:, or failing him
3. Name:
Address:
E-mail Id:
Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **40th Annual General Meeting** of the company to be held on **Friday, 22nd day of September, 2023 at 12.30 p.m.** at **Factory premises at Village Fatehpur, P.O. Majra Jattan, Tehsil Balachaur, District -SBS Nagar (Nawanshahr), Punjab** and at any adjournment there of in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote	
		For	Against
Ordinary Business			
1.	Approval of Standalone and Consolidated Annual Accounts for the year ended 31.03.2023		
2.	To appoint a Director in place of Smt. Hariti Singh, who retires by rotation		
3.	Ratification of Appointment of Statutory Auditors and to fix their remuneration		
Special Business			
4.	To Consider Related Party Transactions		
5.	To consider re-appointment of Shri Chiranjiv Singh as Managing Director		
6.	Reduction of Share Capital of the Company		

Signed this..... day of..... 2023

Affix Revenue Stamp

Signature of shareholder -----

Signature of Proxy holder(s) -----

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

HEALTHCAPS INDIA LIMITED

CIN –U74899PB1982PLC050929

Regd. Off.: Village Fatehpur, P.O. Majra Jattan, Tehsil Balachaur,
District -SBS Nagar (Nawanshahr), Punjab – 144522.

Email: info@healthcapsindia.com, website: www.healthcapsindia.com

Telephone: 01881-273637

ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the Venue)

I hereby record my presence at the **40th Annual General Meeting** of the Company held on **Friday, 22nd day of September, 2023 at 12.30 p.m.** at **Factory premises at Village Fatehpur, P.O. Majra Jattan, Tehsil Balachaur, District -SBS Nagar (Nawanshahr), Punjab – 144522.**

Folio No./DP ID-Client ID:

.....

Full Name of the Shareholder in Block Letters:

.....

No. of Shares Held

.....

Name of Proxy (if any) in Block Letters

.....

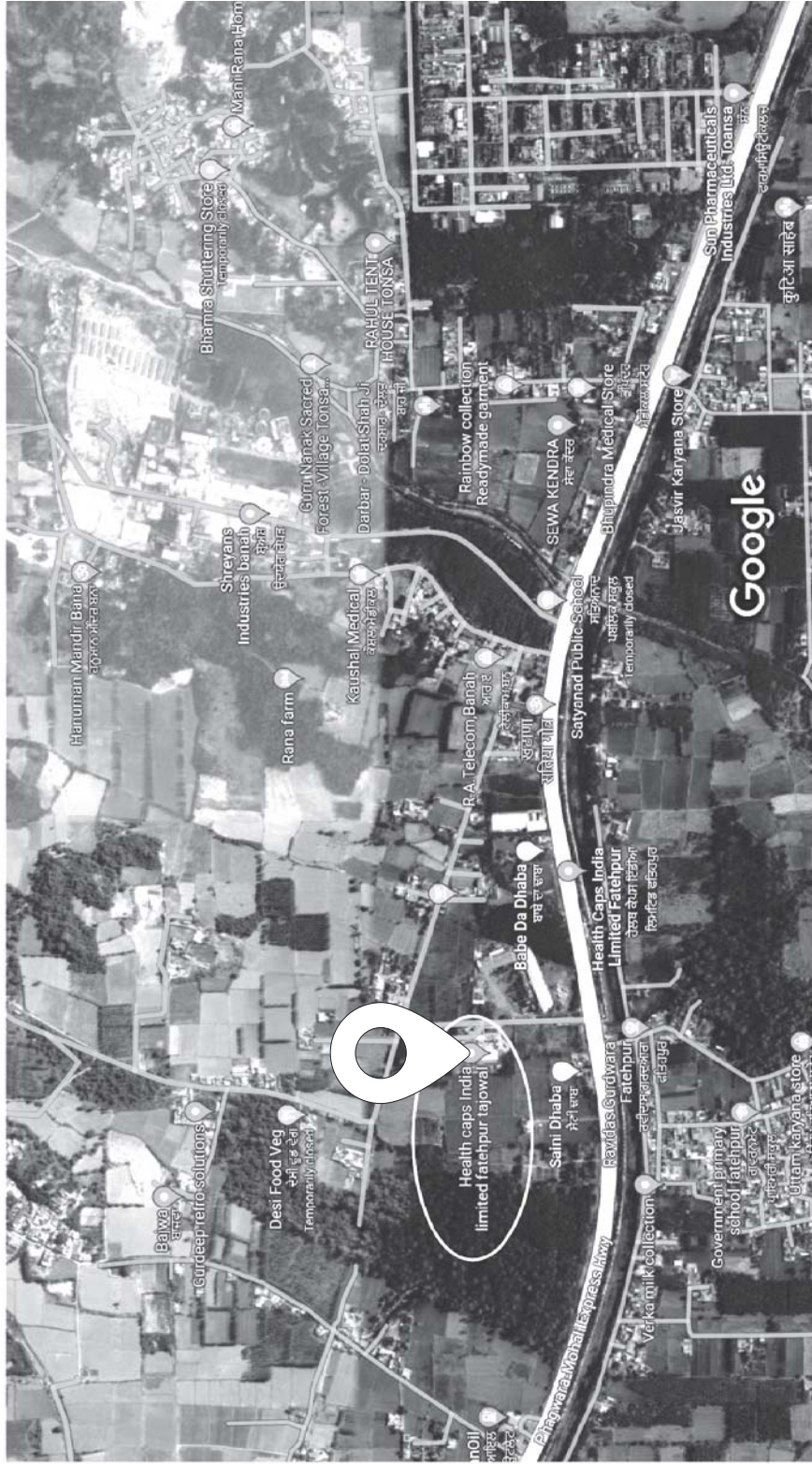
Signature of the Shareholder/Proxy/Representative*

*Strike out whichever is not applicable

7/31/23, 11:07 AM

Google Maps

Google Maps



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