

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

Notice is hereby given that the **38th Annual General Meeting** of the Company will be held on - **Thursday, 30th day of September, 2021 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. To consider and adopt the Audited Financial Statements of the Company for the financial year ended **31st March, 2021** and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of **Smt. Hariti Singh**, who retires by rotation in accordance with Article 102 of Articles of Association of the company and being eligible, offers **herself** 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, appointment of M/s. Vasudeva & Associates, Chartered Accountants, Chandigarh, who were appointed as statutory auditors of the Company for second term for a period of five years from the financial year 2017-18 to 2021-22 and to hold office from the conclusion of 34th annual general meeting up to the conclusion of 39th annual general meeting to be held in the year 2022 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the auditors be and is hereby ratified”

SPECIAL BUSINESS

4. APPROVAL FOR BORROWING MONEY IN EXCESS OF THE AGGREGATE OF THE PAID UP SHARE CAPITAL AND FREE RESERVES OF THE COMPANY

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 180(1) (c) of The Companies Act, 2013 and other applicable provisions, if any and the provisions of The Companies (Meetings of Board and its Power) Rules, 2014, Board of Directors of the company can borrow money up to Rs. 2,00,00,00,000/- (Rupees Two Hundred Crores only) not with-standing that money to be borrowed, together with the money already borrowed by the company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed aggregate of its paid-up share capital and free reserves.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all other acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the members.”

5. APPROVAL TO PROVIDE SECURITY IN FAVOUR OF LENDERS

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 180(1) (a) of The Companies Act, 2013 and other applicable provisions, if any and the provisions of The Companies (Meetings of Board and its Power) Rules, 2014, Board of Directors of the company be and is hereby authorized to provide security up to Rs. 2,00,00,00,000/- (Rupees Two Hundred Crores only) by way of security of term deposits, mortgage/ pledge / hypothecation of movables, immovable properties or such other assets at any time and create charge on assets of the company in connection there with as may be required.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to finalize, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all other acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the members.”

6. 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 **2021-22**

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 of goods	Shri Anuj Gandhi, Relative of Director	Son of Director	Running arrangement	Up to Rs 70.00 Crores	None
Health Caps Europe Ltd-UK	Sale of goods	Shri Anuj Gandhi, Relative of Director	Son of Director	Running arrangement	Up to Rs 40.00 Crores	None
Ozark Engineering Private Limited	Sale/purchase of goods/ machinery and job work	Shri Satjiv Singh	Son of Director	Running arrangement	Up to Rs 15.00 Crores	None
Alfa Caps Private Limited	Job work	Smt. Hariti Singh	Common Director	Running arrangement	Up to Rs 2.00 Crores	None

7. TO CONSIDER REAPPOINTMENT OF SMT. HARITI SINGH AS WHOLE TIME 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, **Smt. Hariti Singh** be and is hereby reappointed as **Whole Time Director** with effect from 01.04.2021 for a period of five years up to 31.03.2026 on following terms and conditions-

Salary

Salary Rs. 2,50,00 per month

Perquisites:

Nil

8. TO CONSIDER INCREASE IN REMUNERATION 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, remunerations of Shri Chiranjiv Singh Managing Director of the Company be and are hereby increased with effect from 01.04.2021 as per detail given below and other terms and conditions of his appointment being the same-

Salary

-Salary Rs. 5,82,500 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.

9. TO CONSIDER INCREASE IN REMUNERATION OF SHRI SATJIV SINGH, RELATIVE OF 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 **Section 188 of the Companies Act, 2013** and other applicable provisions, if any and **The Companies (Meetings of Board and its Powers) Rules, 2014** remunerations of **Shri Satjiv Singh, Director Marketing and Sales** of the company be and are hereby increased with effect from **01.04.2021** as under-

Salary

- Basic Salary Rs. 4,82,500 per month
- Attendant Allowance Rs. 10,000.00 per month
- Uniform Allowance Rs. 7,500.00 per month

Perquisites

He shall be entitled for contribution to Provident Fund, Medical Reimbursement as permissible under Income Tax Act, Gratuity and Leave Encashment as per Company Rules and other official expenditure on the production of bills.

10. TO CONSIDER INCREASE IN REMUNERATION OF SHRI ANUJ GANDHI, RELATIVE OF 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 **Section 188 of the Companies Act, 2013** and other applicable provisions, if any and **The Companies (Meetings of Board and its Powers) Rules, 2014** remunerations of **Shri Anuj Gandhi, Director Exports** of the company be and are hereby increased with effect from **01.04.2021** as under-

Salary

- Basic Salary Rs. 4,82,500 per month
- Attendant Allowance Rs. 10,000.00 per month
- Uniform Allowance Rs. 7,500.00 per month

Perquisites

He shall be entitled for contribution to Provident Fund, Medical Reimbursement as permissible under Income Tax Act, Gratuity and Leave Encashment as per Company Rules and other official expenditure on the production of bills.

By order of the Board
HEALTHCAPS INDIA LIMITED
CHIRANJIV SINGH

Dated: 30th June, 2021

Place : Mohali

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. The Register of Members and the Share Transfer Books of the Company shall remain closed from **29th day of September, 2021 to 30th day of September, 2021** (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 and Regulation 44 of SEBI (Listing and Disclosure Requirements) Regulations, 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** and the **General Information** as required under **Schedule V of the Act** is enclosed herewith.
8. Details of Directors seeking re-appointment/appointment at the forthcoming Annual General Meeting as required under Secretarial Standards-2 on General Meetings and the General information under Schedule V of the Companies Act, 2013 is also given in the attachment to the notice. is given as an attachment to the notice.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4- As per the provisions of the Companies Act, 2013 there is restriction on powers of Board and the Board can borrow money up to aggregate of the paid-up share capital and free reserves of the company and if borrowing by the company exceeds aggregate of the paid-up share capital and free reserves of the company consent of the shareholders is required by way of Special resolution. During the course of business company may need money beyond the restriction imposed under the Companies Act, 2013. This resolution is put before shareholders to seek their approval by way of a special resolution. None of the Directors and KMP and/or their relatives is concerned and/ or interested, financially or otherwise in this resolution

ITEM NO. 5- As per the provisions of the Companies Act, 2013 there is restriction on powers of Board to provide security for the money borrowed. The consent of the shareholders is required by way of Special resolution to authorize Board of Directors for above purpose. This resolution is put before shareholders to seek their approval by way of a special resolution. None of the Directors and KMP and/or their relatives is concerned and/ or interested, financially or otherwise in this resolution.

ITEM NO. 6- 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 at Sr. No. 6 of the Notice of meeting, None of the Directors and KMP and/or their relatives is concerned or interested, financially or otherwise 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. 7- The present term of **Smt. Hariti Singh** as Whole Time Director has been Completed and she has been re-appointed by the Board for a next term of five years. Her remunerations have also been increased. She has been associated with the Company for past 25 years as a member of the Board. The Nomination and Remuneration Committee has also approved her re-appointment. This resolution is put before shareholders to seek their approval by way of a special resolution.

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. 8- Shri Chiranjiv Singh is working as Managing Director and is overseeing the affairs of the Company since inception of the Company and is fully conversant with all aspects of the management and affairs of the Company. The Board considered it fit and proper to increase his remunerations and The Nomination and Remuneration Committee has also approved the same. This resolution is put before shareholders to seek their approval by way of a special resolution.

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. 9- It is proposed to increase remunerations of Sh. Satjiv Singh, relative of Director who is looking after marketing and sales department. The Nomination and Remuneration Committee has also approved the same and approval of shareholders is being sought by way of special resolution.

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. 10- It is proposed to increase remunerations of Sh. Anuj Gandhi, relative of Director who is looking after exports The Nomination and Remuneration Committee has also approved the same and approval of shareholders is being sought by way of special resolution.

Sh. Chiranjiv Singh, Smt. Hariti Singh, Sh. Satjiv Singh and Sh. Anuj Gandhi all are interest 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.

By order of the Board
HEALTHCAPS INDIA LIMITED
CHIRANJIV SINGH

Dated: 30th June, 2021
Place : Mohali

MANAGING DIRECTOR
DIN-01602672

TIME SCHEDULE FOR E-VOTING PROCESS IS GIVEN BELOW

- (a) Date and time of commencement of voting through electronic means: **Monday, September 27, 2021 at 9.00 a. m.**
- (b) Date and time of end of voting through electronic means beyond which voting will not be allowed: **Wednesday, September 29, 2021 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 **Wednesday, September 29, 2021 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 **23rd September, 2021.**

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING

- (i) The voting period begins on **27th September, 2021 at 09.00 a.m.** and ends on **29th September, 2021 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 **Thursday, 23rd September, 2021** 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 shareholders/ 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 INTIME 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. 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.

<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.</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 web-site.

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 a 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.

Dividend Bank Details OR Date of Birth (DOB)	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. <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**GENERAL INFORMATION UNDER SCHEDULE V OF THE COMPANIES ACT, 2013**

1. Nature of Industry - The Company is engaged in the manufacture of empty hard gelatine and HPMC capsules.
2. Date or expected date of commercial production - Not applicable. The company is already in operations.
3. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus- Not Applicable.
4. Financial Performance (Rs. in Crores)

Financial Parameters	2018-19	2019-20	2020-21
Turnover and Other Income	102.33	108.49	150.69
Net Profit	10.08	8.26	14.97
Rate of Dividend	0.00	0.00	0.00

5. Foreign investments or collaborations, if any - Nil

INFORMATION ABOUT THE APPOINTEE**1. Background Details**

Name	Age	Qualification	Experience	Past Remuneration Rs.
Sh. Chiranjiv Singh	70 years	B.Tech from GB Pant University of agricultural & Technology, Pant Nagar	Working as MD since inception	4,50,000 pm
Smt. Hariti Singh	65 years	M.A. History from Panjab University, Chandigarh	Working as a Director for past 25 years	2,00,000 pm
Sh. Satjiv Singh	40 years	M.B.A from Fore School of Management, New Delhi	looking after marketing department for the past decade	3,50,000 pm
Sh. Anuj Gandhi	36 years	B.A (Economics) (H) from Symbiosis, Pune	looking after marketing department for the past decade	3,50,000 pm

2. Past Remuneration As given above.
3. Recognitions or Awards - Nil
4. Job Profile and his suitability

Sh. Chiranjiv Singh-Managing Director is responsible for the day to day management of the affairs of the company subject to the superintendence, control and direction of the Board of Directors.

Smt. Hariti Singh-Whole Time Director is looking after day to day administration of the Company subject to the superintendence, control and direction of the Board of Directors.

Sh. Satjiv Singh is looking after Indian marketing.
Sh. Anuj Gandhi is looking after export marketing.

OTHER INFORMATIONS

The remunerations of all the above Directors and managerial persons are covered under Schedule V the Companies Act, 2013. The company has **28 capsulating machines** as on 31.03.2021 and the company is in the process of adding more capsulating machines to increase the production and profitability of the Company.

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT

Name	Smt. Hariti Singh
Age	66
Brief Resume	Working as Director in the company for the last 24 years
Nature of his expertise in specific functional areas	Administration
Date of first appointment on the Board,	05.01.1997
Qualifications	Post Graduate
Experience	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 mentioned in proposed resolution number 7
Last drawn remuneration	Rupees Two Lac per month
Shareholding in the company held either himself or on a beneficial basis for any other persons	462462 equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Related with Sh. Chiranjiv Singh, Sh. Satjiv Singh and Sh. Anuj Gandhi
The number of Meetings of the Board attended during the Year	16
Names of companies in which the person also holds the directorship and the membership/ Chairman of Committees of the Board	1. Alfa Caps Private Limited 2. G.One Formulations Private Limited 3. Ozark Engineering Private Limited 4. HV Caps Private Limited
Chairmanship/member of the Committees of Board of Directors of other Indian Public Companies	Nil

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: **Healthcaps India Limited**

Registered office: 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

38th Annual General Meeting to be held on Thursday, 30th day of September, 2021 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 Annual Accounts for the year ended 31.03.2021			
2.	To appoint a Director in place of Smt. Hariti Singh, who retires by rotation			
3.	Ratification of appointment of Statutory Auditors			
Special Business				
4	Approval for Borrowing Money in excess of paid up capital and free reserves			
5	Approval to Provide Security to lenders			
6	To Consider Related Party Transactions			
7	To consider reappointment of Smt. Hariti Singh as Whole Time Director			
8	To consider increase in remuneration of Shri Chiranjiv Singh as Managing Director			
9	To consider increase in remuneration of Shri Satjiv Singh, relative of director			
10	To consider increase in remuneration of Shri Anuj Gandhi, relative of director			

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: **HEALTHCAPS INDIA LIMITED**

Registered office: 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

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 38th Annual General Meeting of the company to be held on Thursday, 30th day of September, 2021 at 12.30 p.m. at Factory premises at Village Fatehpur, P.O. Majra Jattan, Tehsil Balachaur, District -SBS Nagar (Nawanshahr), Punjab – 144522 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolu- tion No.	Resolution	Vote	
		For	Against
Ordinary Business			
1.	Approval of Annual Accounts for the year ended 31.03.2021		
2.	To appoint a Director in place of Smt. Hariti Singh, who retires by rotation		
3.	Ratification of appointment of Statutory Auditors		
Special Business			
4	Approval for Borrowing Money in excess of paid up capital and free reserves		
5	Approval to Provide Security to lenders		
6	To Consider Related Party Transactions		
7	To consider reappointment of Smt. Hariti Singh as Whole Time Director		
8	To consider increase in remuneration of Shri Chiranjiv Singh as Managing Director		
9	To consider increase in remuneration of Shri Satjiv Singh, relative of director		
10	To consider increase in remuneration of Shri Anuj Gandhi, relative of director		

Signed this..... day of..... 2021

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 38th Annual General Meeting of the Company held on Thursday, 30th day of **September, 2021 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
