

# ANNEXURE I

## QUARTERLY CORPORATE GOVERNANCE REPORT

(Pursuant to the Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"),

1. Name of Listed Entity: **MEDICAPS LTD.**

2. Quarter ending : **30<sup>TH</sup> SEPTEMBER, 2015**

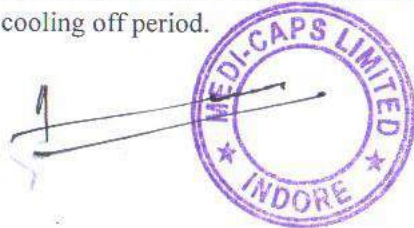
### I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regu. 25(1) of Listing Reg)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regu.)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Reg.26(1) of Listing Regu.)
Mr.	Ramesh Chandra Mittal	PAN: ABZPM1785C DIN 00035272	Executive/ Chairman	01.07.2013	N.A.	1	0	0
Mr.	Alok K. Garg	PAN: AAHPG5352J DIN 00274321	Executive	01.04.2013	N.A.	1	0	0
Mrs.	Kusum Mittal	PAN:ABZPM1784D DIN 00035356	Executive	01.10.2013	N.A.	1	0	0
Mrs.	Trapti Vikas Gupta	PAN:AENPM0248M DIN 00204741	Non Executive	27.09.2010	N.A.	1	0	0
Mr.	Shamsher Singh	PAN: AGAPS8548P DIN 00204290	Non Executive Independent	01.04.2014	5 years	1	2	2
Mr.	Keshav Singh Varma	PAN: ACIPV0319H DIN 01490522	Non Executive Independent	01.04.2014	5 years	1	2	0
Mr.	Shashi Kant Sharma	PAN: AGTPS5397P DIN 00204610	Non Executive Independent	01.04.2014	5 years	1	2	0
Mr.	Promod Fatehpuria	PAN: AAAPF7695N DIN 00972389	Non Executive Independent	29.05.2014	5 years	1	0	0

SPAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.



## II. Composition of Committees

<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/ independent /Nominee) \$</i>
1. Audit Committee	Mr. Shamsher Singh Mr. Shashi Kant Sharma Mr. Keshav Singh Varma	Non Executive/ Independent – Chairman Non Executive /Independent - Member Non Executive /Independent - Member
2. Nomination & Remuneration Committee	Mr. Shamsher Singh Mr. Shashi Kant Sharma Mr. Keshav Singh Varma	Non Executive /Independent – Chairman Non Executive /Independent - Member Non Executive /Independent - Member
3. Risk Management Committee (if applicable)	Mr. Ramesh Chandra Mittal Mr. Alok K. Garg Mr. Keshav Singh Verma	Executive Chairman Executive - Member Non Executive /Independent - Member
4. Stakeholders Relationship Committee	Mr. Shamsher Singh Mr. Shashi Kant Sharma Mr. Keshav Singh Verma	Non Executive /Independent – Chairman Non Executive /Independent - Member Non Executive /Independent - Member

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

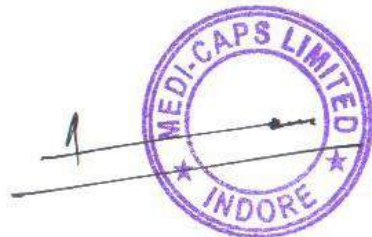
## III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
28/05/2015	12/08/2015	76 days

## IV. Meeting of Committees

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
12/08/2015	Yes all the 3 members were present	28/05/2015	76 days

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional



## V. Related Party Transactions

<b>Subject</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.

### Note


1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the provisions of the Companies Act, 2013, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

## VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities- However voluntarily constituted)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/ observations/ advice of Board of Directors may be mentioned here:

For, MEDICAPS LTD

  
**RAMESH CHANDRA MITTAL**  
MANAGING DIRECTOR  
DIN 00035272  
Date: 05/10/2015



### Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

## ANNEXURE III


### For financial year ended 31<sup>st</sup> March, 2015 along-with second quarter report 30/09/2015 of next financial year

<b>I Affirmations</b>		
<i>Broad heading</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>	<i>46(2)</i>	<i>Yes</i>
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	<i>18(1)(d)</i>	<i>Yes</i>
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i>	<i>19(3)</i>	<i>Yes</i>
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	<i>34(3) read with para C of Schedule V</i>	<i>N.A.</i>

**Note**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

For, MEDICAPS LTD

  
**RAMESH CHANDRA MITTAL**  
**MANAGING DIRECTOR**  
**DIN 00035272**  
**Date: 05/10/2015**



CIN: L24232MP1983PLC002231  
**QUARTERLY COMPLIANCE REPORT  
ON CORPORATE GOVERNANCE**

Name of the Company : **MEDI-CAPS LIMITED**  
Quarter Ending on : **30<sup>th</sup> Sept.,2015**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No/N.A.	Remarks
<b>II. Board of Directors</b>	<b>49(II)</b>	<b>YES</b>	
(A) Composition of Board	49(IIA)	YES	
(B) Independent Directors	49(II B)	YES	
(C) Non Executive Directors compensation & disclosure	49(II C)	YES	
(D) Other Provisions as to the Board and Committee	49(II D)	YES	
(E) Code of Conduct	49(II E)	YES	
(F) Whistle Blower Policy	49(II F)	YES	
<b>III. Audit Committee</b>	<b>49(III)</b>	<b>YES</b>	
(A) Qualified & Independent Audit Committee	49(III A)	YES	
(B) Meeting of Audit Committee	49(III B)	YES	
(C) Powers of Audit Committee	49(III C)	YES	
(D) Role of Audit Committee	49(III D)	YES	
(E) Review of Information by Audit Committee	49(III E)	YES	
<b>IV. Nomination and Remuneration Committee</b>	<b>49(IV)</b>	<b>YES</b>	
<b>V. Subsidiary Companies</b>	<b>49(V)</b>	<b>YES</b>	
<b>VI. Risk Management</b>	<b>49(VI)</b>	<b>YES</b>	
<b>VII. Related Party Transactions</b>	<b>49(VII)</b>	<b>YES</b>	
<b>VIII. Disclosures</b>	<b>49(VIII)</b>	<b>YES</b>	
(A) Related Party Transactions	49(VIII A)	YES	
(B) Disclosure of Accounting treatment	49(VIII B)	YES	
(C) Remuneration of Directors	49(VIII C)	YES	
(D) Management	49(VIII D)	YES	
(E) Shareholders	49(VIII E)	YES	
(F) Proceeds From public issues, Rights issue, Preferential Issues, etc.	49(VIII F)	N.A.	Not Applicable
<b>IX. CEO/CFO Certification</b>	<b>49(IX)</b>	<b>YES</b>	
<b>X. Report on Corporate Governance</b>	<b>49(X)</b>	<b>YES</b>	
<b>XI. Compliance</b>	<b>49(XI)</b>	<b>YES</b>	

For, MEDICAPS LTD

  
**RAMESH CHANDRA MITTAL**  
**CHAIRMAN CUM MANAGING DIRECTOR**



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