

**NOTICE**

**NOTICE** is hereby given that 29<sup>th</sup> Annual General Meeting of the members of **MEDI-CAPS LIMITED** will be held at the Registered Office of the Company at Mhow -Neemuch Road, Sector-1, Pithampur, District Dhar (M.P.) on Saturday the **29<sup>th</sup> day of September, 2012** at 11:00 A.M. to transact the following businesses:

**I. ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2012, the Profit and Loss Account and cash flow statement of the Company for the year ended 31<sup>st</sup> March, 2012 together with the report of the Directors' & Auditor's thereon on that date.
2. To declare dividend on the equity share capital of the Company.
3. To appoint a Director in place of Smt Kusum Mittal, who is liable to retire by rotation and being eligible, offers her-self for re-appointment.
4. To appoint a Director in place of Dr. Shashi Kant Sharma, who is liable to retire by rotation and being eligible, offers him-self for re-appointment.
5. To appoint M/s C.PRawka & Co., Chartered Accountants, (M.No.070060) as the Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting and authorize the Board to fix their remuneration.

**II. SPECIAL BUSINESS BY SPECIAL RESOLUTION:**

6. To consider and if though fit, pass with or without modification(s) if any, the following **SPECIAL RESOLUTION** :  
**RESOLVED THAT** pursuant to the provisions of Section 198, 269, 302, 309 & 310 read with the provisions of Schedule XIII of the Companies Act, 1956 and other applicable provisions if any of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being enforce) and on the approval of the remuneration committee of the Board and subject to the approvals of members by way of special resolution the approval of the Board of directors of the Company be and is hereby granted for re-appointment of Shri Alok K. Garg as the Whole-time Director and be designated as the Executive Director of the Company for a further period of three years w.e.f. 1<sup>st</sup> April, 2013 on the following terms and conditions:
  - (a) Salary & other allowances: Rs.2,50,000/- p.m. (upto Rs.30,00,000 p.a.); and
  - (b) Contributions: to the Provident Fund, Family Benefit Fund Superannuation Fund as may be admissible under the PF/Income Tax Rules.
  - (c) Gratuity: not exceeding half a month salary for each completed year of service, subject to the provisions of the Gratuity Act as may be amended from time to time.
  - (d) Earned Privilege Leave: As per the Rules of the Company subject to the condition that the leave accumulated but not availed of will be allowed to be encashed for 15 days salary for every year completed services at the end of the tenure.

**FACILITIES:**

- (i) Car: The Company shall provide a car with driver for the Company's business and if no car is provided, reimbursement of the conveyance shall be as per actual on the basis of claims made by him.
- (ii) Telephone: Free use of mobile and a telephone at his residence provided that personal long distance calls on the telephone shall be billed by the Company to the Whole-time Director.

**FURTHER RESOLVED THAT** in the event of there being loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Shri Alok K. Garg shall be the minimum remuneration payable to him in terms of the provisions of Schedule XIII to the Companies Act, 1956.

**RESOLVED FURTHER THAT** Shri Alok K. Garg the Executive Director shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/amenities and other privileges, as any from time to time, be available to other Senior Executives of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to decide break up of the remuneration within the above said maximum permissible limit.

7. To consider and if though fit, pass with or without modification(s) if any, the following **SPECIAL RESOLUTION** :

**RESOLVED THAT** pursuant to the provisions of Section 198, 269, 302, 309 & 310 read with the provisions of Schedule XIII of the Companies Act, 1956 and other applicable provisions if any of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being enforce) and on the approval of the remuneration committee of the Board and subject to the approvals of members by way of special resolution the approval of the Board of directors of the Company be and is hereby granted for re-appointment of Shri R.C.Mittal as Chairman & Managing Director of the Company for a further period of three years w.e.f.1<sup>st</sup> July, 2013 on the following terms and conditions:

- (a) Salary & other allowances : Rs.2,50,000/- p.m.(upto Rs.30,00,000 p.a.);and
- (b) Contributions : to the Provident Fund, Family Benefit Fund Superannuation Fund as may be admissible under the PF/Income Tax Rules.
- (c) Gratuity : not exceeding half a month salary for each completed year of service,subject to the provisions of the Gratuity Act as may be amended from time to time.
- (d) Earned Privilege Leave : As per the Rules of the Company subject to the condition that the leave accumulated but not availed of will be allowed to be encashed for 15 days salary for every year completed services at the end of the tenure.

**FACILITIES :**

- (i) Car: The Company shall provide a car with driver for the Company's business and if no car is provided, reimbursement of the conveyance shall be as per actual on the basis of claims made by him.
- (ii) Telephone: Free use of mobile and a telephone at his residence provided that personal long distance calls on the telephone shall be billed by the Company to the Managing Director.

**FURTHER RESOLVED THAT** in the event of there being loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Shri R.C.Mittal shall be the minimum remuneration payable to him in terms of the provisions of Schedule XIII to the Companies Act, 1956.

**RESOLVED FURTHER THAT** Shri R.C.Mittal, Chairman & Managing Director shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/amenities and other privileges, as any from time to time, be available to other Senior Executives of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to decide break up of the remuneration within the above said maximum permissible limit.

8. To consider and if though fit, pass with or without modification(s) if any, the following **SPECIAL RESOLUTION:**

**RESOLVED THAT** pursuant to the provisions of section 314(1)(b) and other applicable provisions if any of the Companies Act, 1956, the approval of members of the Company be and is hereby accorded for increase in the salary and allowances payable to Mrs. Manisha Garg as the General Manager (Corporate Affairs) of the Company w.e.f.1<sup>st</sup> April, 2012 subject to the maximum of Rs.1,50,000 P.M. as may be decided by the Company from time to time and that she will also be entitled for the reimbursement of traveling, conveyance and other actual out of pocket expenses as per the rules of the Company as applicable to other executives of the same grade for attending the works/assignments of the Company.

**PLACE : PITHAMPUR**  
**DATE : 28<sup>th</sup> August, 2012**

**BY ORDERS OF THE BOARD**  
**RAMESH CHANDRA MITTAL**  
**CHAIRMAN CUM MANAGING DIRECTOR**

**NOTES :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Company has already notified closure of Register of Members and Share Transfer Books from 24<sup>th</sup> Sept., 2012 to 29<sup>th</sup> Sept., 2012 (both days inclusive) for the determining the names of members eligible for dividend on equity shares, if declared at the meeting.
3. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend, the Company or its Registrar and Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates, such changes are to be advised only to the depository participant of the members.
4. (a) Members are requested to notify immediately any change of address;
  - i) To their Depository Participants (DPs) in respect of their electronic share accounts; and
  - ii) To the Company to its Share Transfer Agents in respect of their physical share folios, if any.(b) In case the mailing address on this Annual Report is without the PINCODE, members are requested to kindly inform their PINCODE immediately.
- (c) Non-resident Indian Shareholders are requested to inform Share Transfer Agents immediately:
  - i) Change in the residential status on return to India for permanent settlement.
  - ii) The particulars of NRE Account with Bank in India, if not furnished earlier.
5. All documents referred to in the accompanying notice are open for inspection at the Registered office of the Company on all working days, except Saturdays between 11.00 A.M. to 01.00 P.M.
6. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company the details of such folios together with the share certificates for consolidating their holdings in one folio. The share certificates will be returned to the members after making requisite changes thereon.
7. Members desires of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting so that the information required may be made available at the Meeting.
8. The Company has connectivity from the CDSL & NSDL and equity shares of the Company may also be held in the Electronic form with any Depository Participant (DP) with whom the members/ investors having their depository account. The ISIN for the Equity Shares of the Company is INE442D01010. In case of any query/difficulty in any matter relating thereto may be addressed to the Share Transfer Agents Ankit Consultancy Pvt. Ltd., 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010.
9. As per the provisions of the Companies Act, 1956, facility for making nominations is now available to INDIVIDUALS holding shares in the Company. The Nomination Form-2B prescribed by the Government can be obtained from the Share Transfer Agent or may be down load from the website of the Ministry of Company affairs.
10. Pursuant to the provisions of section 205A(5) and 205C of the Companies Act, 1956, the Company is having unpaid/unclaimed dividend for the year 2004-05 to 2010-11, any member who have not encashed their dividend warrants may approach to the Company for obtaining duplicate warrants or validation of the same. The Company shall transfer the unpaid dividend to the Central Government's IEPF as per provisions of the Act and rules made thereunder.
11. The SEBI has mandated the submission of PAN by every participant in securities market, members holding shares in electronic form are therefore, requested to submit the PAN to their depository participant with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company's Share Transfer Agent, M/s Ankit Consultancy Pvt. Ltd.
12. Pursuant to the Clause No.49 of the Listing Agreement, profile of the Directors proposed for appointment/re-appointment being given in a statement containing details of the concerned Directors is attached hereto.
13. The Ministry of Corporate Affairs ("MCA") Govt. of India by its Circular Nos. 17/2011 dt. 21.04.2011 & 18/2011 dt. 29.04.2011, has allowed companies to send annual report and other communication through electronic mode at the Registered email address of the members/ beneficiaries, Keeping in view of the underline them and the circulars issued by MCA, we propose to send future communications in electronic mode. Members who hold

shares in physical form and desired to receive the documents in electronic mode are requested to please promptly provide their details (name, LF No., email ID to the Registrar and Share Transfer agent of the Company).

Accordingly, your Company proposes to henceforth effect electronic delivery of communication/ documents including the Annual Reports and such other necessary communication/documents from time to time to the Members, who have provided their e-mail address to their Depository Participant (DP).

E-mail addresses as registered in your respective DP accounts in the records of the Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) which will be periodically downloaded, will be deemed to be your registered e-mail address for serving the necessary communication/documents. Thus, the necessary communication would be sent in electronic form to the registered email address. Members who wish to inform any updations/changes of their e-mail address, are requested to promptly update the same with their DP.

The annual report and other communications/documents sent electronically would also be displayed on the Company's website: [www.medicaps.com](http://www.medicaps.com) As a Member of the Company, you will be furnished, free of cost, a printed copy of the Annual Report of the Company, upon receipt of a requisition from you.

We request you to support this initiative and opt for the electronic mode of communication by submitting your e-mail address to your DP or to the Company's Registrar, as the case may be, in the interest of the environment.

#### **STATEMENT REGARDING THE DIRECTORS PROPOSED FOR RE-APPOINTMENT**

- 1. Shri R.C. Mittal, Chairman & Managing Director**, aged about 66 years is the core promoter director of the Company since 6<sup>th</sup> August, 1983. Shri Mittal is a qualified as B. Pharma, having wide experience of 36 years in the field of pharma industry and real estates. He is also Director of Medi-Caps Finance Limited, Medicaps IT Park Pvt. Ltd., Medgel Pvt. Ltd., Medpak Pvt. Ltd., Trapti Investments Pvt. Ltd., Cristal Devcon Pvt. Ltd., Medicaps Charitable Trust, Medicaps Education Society, Medicaps Groups of Institutes a prominent educational institute of engineering, technology & management with high level degree courses and following achievements: Udyog excellence awards 1992, Glory of India International award 1993. Shri R.C. Mittal is holding 7,91,480 equity shares in the Company, consisting 25.39% of the total shareholding of the Company.
- 2. Shri Alok K. Garg, Executive Director** of the Company aged about 43 years B.A. (Honors), M.B.A (Marketing), Diploma in Export Documentation & Implementation from IIFT, Delhi is having wide experience in the field of marketing and he has contributed significantly to improve turnover of the company. He is Member of Governing Body of Medi-Caps Group of Institutes Secretary of Medicaps Education Society. He is also director of Medgel Pvt. Ltd., Medpak Limited, Arcadia Devcon Pvt. Ltd., Medicaps Finance Ltd. Shivalika Realities Pvt. Ltd., Medicaps IT Park Pvt. Ltd., Arrow Buildtech Pvt. Ltd and Crystal Devcon Pvt. Ltd. He is holding 17,425 equity shares consisting of 0.56% of the paid up capital of the Company.
- 3. Dr. Shashi Kant Sharma**, Aged about 68 years as an Independent Director of the Company since 29<sup>th</sup> June, 1993 MBBS, MD (Medicine) having experience in the medical field. He has not hold any Directorship in any other Company. Dr. Sharma is holding 550 Equity Shares consisting 0.0176% of the total paid up share capital of the Company.
- 4. Smt Kusum Mittal**, Aged about 62 years a Director of the Company since 04<sup>th</sup> May, 1991 and having experience in the investment and Finance business activities. She has also holds Directorship in other Companies viz. Trapti Investments Pvt. Ltd., Medi-Caps Finance Limited, Medicaps IT Park Pvt. Ltd., Arcadia Devcon Pvt. Ltd., MGT Developers Pvt. Ltd., Saffron Realities Pvt. Ltd. She is also acts as Member of Trustee/Executive Committee of Medicaps Charitable Trust, Medi-Caps Education Society, Medicaps Group of Institutes prominent educational institute of engineering, technology & management with high level degree courses. Mrs. Kusum Mittal is holding 6,68,319 Equity Shares consisting 21.44% of the total paid up share capital of the Company.

#### **STATEMENT IN PURSUANT TO THE PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956 IN RESPECT TO THE SPECIAL BUSINESS:**

##### **ITEM NO: 6**

The tenure of Shri Alok K. Garg, being the whole-time Director expired on 31st March, 2013. The Remuneration Committee of the Board of has approved his re-appointment on the remuneration as contained in the resolution for a further period of three years w.e.f. 1<sup>st</sup> April, 2013.

Garg is a young and dynamic professional and having proper exposure to deal with the marketing of the Company's products. Shri Garg is the overall in charge of all the marketing and general administration of the Plant at Pithampur and also supporting to the Chairman and Managing Director in the business activities of the Company.

Therefore his appointment shall be in the interest of the Company. The Board recommends to pass necessary resolution as set out in item No. 6 of the Notice as Special Resolution.

This may also be considered as abstracts for the terms and conditions for appointment of the whole-time director as required u/s 302 of the Companies Act, 1956. Necessary relevant documents are available at the Registered Office of the Company for inspection during the normal business hours till the conclusion of the Annual General Meeting.

**Information as required in terms of Schedule XIII of the Companies Act, 1956**

<b>(I) GENERAL INFORMATION</b>		
1.	Nature of Industry:	Pharmaceutical Industry/ Nutraceutical Industry
2.	Date or expected date of commencement of commercial production :	Not applicable-the Company is an existing Company
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 of the Company:	Financial Performance of the Company for the year ended 31st March, 2012 Total Income- Rs.2590.58 Lakhs Total Expenditure- Rs.2171.56 Lakhs Net Profit Before Tax- Rs 419.02 Lakhs Profit after Tax- Rs 272.69 Lakhs
5.	Export performance and net foreign exchanges collaborations, if any	Foreign Exchange earnings on FOB basis amounted to Rs. 93.97 Lakhs as against foreign Exchange outgo for Rs. 578.43 Lakhs for the financial year ending 31st March, 2012.
6.	Foreign Investments or collaborators, if any	Not Applicable
<b>(II) INFORMATION ABOUT APPOINTEE</b>		
1.	Background details	Shri Alok K. Garg, aged about 43 years is the Whole Time Director and belongs from promoter group of the Company. B.A. (Honors), M.B.A (Marketing), Diploma in Export Documentation & Implementation from IIFT, Delhi is having wide experience in the field of marketing and he has contributed significantly to improve turnover of the company. Mr. Garg has played a lead role in formulating the Company's strategy and has been actively involved in marketing and sales and overall management of the Company since 1999..
2.	Past Remuneration	Upto Rs 30,00,000 p.a.
3.	Recognitions or awards	N.A.
4.	Job Profile and his suitability	As above, he is the key asset for the company and his contributions and directions are compulsorily required for the growth and success of the Company.
5.	Remuneration Proposed	Upto Rs 30,00,000 p.a.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration payable is as per general industry norms and commensurate with the operation of the Company and job responsibilities.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial person. If any	Shri Alok K Garg is a Promoter Director and has been instrumental in bringing significant growth in the volume of business since inception. He is having pecuniary relationship with the Company in his capacity as the Whole Time Director and Promoter. Shri Alok K. Garg is related to Shri R.C.Mittal, Smt Kusum Mittal and Smt. Trapti Vikas Gupta, the Directors of the Company.
<b>(III) OTHER INFORMATION</b>		
1.	Reasons for loss or inadequate profits	The turnover and profits are lower due to over all market conditions.
2.	Steps taken for improvement	The Company is taking efforts on implementing other marketing strategies to help increase the sales and thereby increasing profits of the Company.
3.	Expected increase in productivity and profits in measurable terms	The productivity and profits are expected to increase by 15-20%

(IV) DISCLOSURES	
1.	The Shareholders of the Company shall be informed of the remuneration package of the managerial person.
	The remuneration paid to Shri Alok K Garg and Shri R.C.Mittal was as stated in the Corporate Governance Report for the year 2011-12.

Except, Shri Alok K.Garg, Mrs. Kusum Mittal, Shri R.C.Mittal and Mrs. Trapti Vikas Gupta none of the other Directors are concerned or interested in this Resolution.

**ITEM NO.7:**

The tenure of Shri R.C.Mittal, (B.Pharma) Chairman and Managing Director being expired on 30th June, 2013 on completion of three years. Therefore on the approval of the remuneration committee the Board has re-appointed him w.e.f. 1st July, 2013 for a period of 3 years as the Chairman and Managing Director of the Company on the remuneration as contained in the resolution.

Shri R.C.Mittal is a founder of the Company and has full technical knowledge and expertise of more than 36 years. Shri Mittal is overall in charge of all the business activities of the Company and directly looking into the investment activities of surplus funds.

The proposed remuneration is matching with the remuneration payable in the pharmaceutical industry for a person of his clever, however, there is no proper comparable company in the manufacturing line of the Company.

Therefore his re-appointment shall be assets for the Company. The Board recommends passing necessary resolution as set out in item No.7 of the Notice as a Special Resolution.

This may also be considered as abstracts for the terms and conditions for appointment of the whole-time director as required u/s 302 of the Companies Act, 1956. Necessary relevant documents are available at the Registered Office of the Company for inspection during the normal business hours till the conclusion of the Annual General Meeting.

**Information as required in terms of Schedule XIII of the Companies Act, 1956**

(I) GENERAL INFORMATION		
1.	Nature of Industry:	Pharmaceutical Industry/ Nutraceutical Industry
2.	Date or expected date of commencement of commercial production:	Not applicable-the Company is an existing Company
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 of the Company:	Financial Performance of the Company for the year ended 31st March, 2012 Total Income- Rs.2590.58 Lakhs Total Expenditure- Rs.2171.56 Lakhs Net Profit Before Tax- Rs 419.02 Lakhs Profit after Tax- Rs 272.69 Lakhs
5.	Export performance and net foreign exchanges collaborations, if any	Foreign Exchange earnings on FOB basis amounted to Rs. 93.97 Lakhs as against foreign Exchange outgo for Rs.578.43 Lakhs for the financial year ending 31st March, 2012.
6.	Foreign Investments or collaborators, if any	Not Applicable
(II) INFORMATION ABOUT APPOINTEE		
1.	Background details	Shri R.C. Mittal, (B.Pharma) aged about 66 years is the Chairman and Managing Director and a core promoter of the Company since its incorporation. As a Chairman he provides strategic direction to the Company. He has vast experience in international business. He has been the driving force behind the company's growth. He is ably assisted by the Whole-time Directors. The company has consistently made profits, which clearly establishes the values nourished under leadership
2.	Past Remuneration	Upto Rs.30,00,000 p.a.

3.	Recognitions or awards	Udyog Excellency Award - 1992, Glory of India International Award - 1993.
4.	Job Profile and his suitability	As above, He is the key asset for the company and his contributions and directions are compulsorily required for the growth and success of the Company.
5.	Remuneration Proposed	Upto Rs.30,00,000 p.a.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration payable is as per general industry norms and commensurate with the operation of the Company and job responsibilities.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial person. If any	Shri R.C.Mittal is a Promoter Directors and has been instrumental in bringing significant growth in the volume of business since inception. He is having pecuniary relationship with the Company in his capacity as the Chairman & Managing Director and Promoters. Shri R.C. Mittal is related to Shri Alok K.Garg, Mrs. Kusum Mittal, and Mrs. Trapti Vikas Gupta the Directors of the Company.
<b>(III) OTHER INFORMATION</b>		
1.	Reasons for loss or inadequate profits	The turnover and profits are lower due to over all market conditions.
2.	Steps taken for improvement	The Company is taking efforts on implementing other marketing strategies to help increase the sales and thereby increasing profits of the Company.
3.	Expected increase in productivity and profits in measurable terms	The productivity and profits are expected to increase by 10.0%.
<b>(IV) DISCLOSURES</b>		
1.	The Shareholders of the Company shall be informed of the remuneration package of the managerial person.	The remuneration paid to Shri R.C.Mittal and Shri Alok K Garg was as stated in the Corporate Governance Report for the year 2011-12.

**ITEM NO.8: -**

Mrs. Manisha Garg, is a Graduate in Commerce was considered for appointment as the General Manager (Corporate Affairs) of the Company on a monthly remuneration not exceeding Rs.1,50,000/- p.m. w.e.f. 01.04.2012. Mrs. Garg is a young and dynamic and having adequate knowledge to deal with the responsibilities.

Since Mrs. Garg, is relative of Shri Alok K.Garg, Mrs. Kusum Mittal, Shri R.C.Mittal and Mrs. Trapti Vikas Gupta Directors of the Company, therefore any payment by way of salary/remuneration in excess of Rs.10,000/- p.m. requires approval of the Members in General Meeting by way of Special Resolution in terms of the provisions of section 314(1)(b) of the Companies Act, 1956. Looking into her qualification and experience, your Directors recommend to pass the special resolution as set out in Item No.8 of the notice.

Except, Shri Alok K.Garg, Mrs. Kusum Mittal, Shri R.C.Mittal and Mrs. Trapti Vikas Gupta no other Directors of the Company are concerned or interested in the Resolution.

**BY ORDERS OF THE BOARD**

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

**PLACE : PITHAMPUR**  
**DATE : 28<sup>th</sup> August, 2012**