

Regd. Office and works:

Mhow - Neemuch Road, Sector 1, CIN: L70100MP1983PLC002231
Pithampur - 454775, Dist. Dhar
Madhya Pradesh, India

Ph:- 07292-256205

Fax:- 0731-4041435

E mail:- investors@medicaps.com

Web site:- www.medicaps.com

MCL/SE/ASCR/2024-2025

Date: 29th May, 2024

Online filing at: www.listing.bseindia.com

To,
The General Manager
DCS-CRD
BSE Limited
Rotunda Building,
P.J. Tower, Dalal Street, Fort
MUMBAI - 400001

BSE Code: 523144 ISIN: INE442D01010

Subject: Submission of the Annual Secretarial Compliance Report for the financial year ended 31st March, 2024.

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (LODR) Regulations read with the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 read with BSE Notice No. 20230316-14 dated 16th March, 2023 and Notice No. 20230410-41 dated 10th April, 2023, please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the financial year ended 31st March, 2024 issued by L N Joshi and Co., Practicing Company Secretaries.

The Annual Secretarial Compliance Report shall also be filed in the XBRL mode within the stipulated time period.

You are requested to please take on record the above said document for your reference & further needful.

Thanking you,
Yours faithfully,

FOR MEDI-CAPS LIMITED

**ABHISHEK JAIN
COMPANY SECRETARY &
COMPLIANCE OFFICER
M.N. A36699**

Encl- a/a



L N JOSHI & CO.

PRACTISING COMPANY SECRETARIES

122, Krishna Business Centre, 11, PU- 4
Next to Medanta Hospital, Rasoma Square
Indore -452010 (M.P.)

L.N. Joshi

M.Com, LLB (Hons), FCS
Insolvency Professional

Ph.-(0731) 4266708

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E-mail-lnjoshics@gmail.com

To,
The Board of Directors,
MEDI-CAPS LIMITED
CIN: L70100MP1983PLC002231
Registered Office:
Mhow - Neemuch Road Sector-1 Pithampur
Dhar (M.P.) 454775

Subject: Annual Secretarial Compliance Report for the Financial Year 2023-24 under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

I have been engaged by **MEDI-CAPS LIMITED** (hereinafter referred to as the 'Company') [CIN: L70100MP1983PLC002231] whose equity shares are listed on BSE Limited, to conduct an audit in terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

Please find enclosed the Annual Secretarial Compliance Report duly signed by me for your doing further needful.

Kindly acknowledge the same.

Place: Indore
Date: 23rd May, 2024

For L.N. Joshi & Company
Company Secretaries

L.N. Joshi
Proprietor

FCS: 5201, CP No: 4216

PR Certificate No. 1722/2022

Unique Code Number: S2002MP836100





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ANNUAL SECRETARIAL COMPLIANCE REPORT

OF

MEDI-CAPS LIMITED

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

[Under Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I, L.N. Joshi, proprietor of L N Joshi & Co., Company Secretaries have examined:

- all the relevant documents and records made available to me and explanation provided by **MEDI-CAPS LIMITED ("the listed entity")**,
- the filings/ submissions made by the listed entity to BSE Limited,
- website of the listed entity, i.e. www.medicaps.com
- any other document/ filing, as may be relevant, which has been relied upon to make this report,

For the year ended 31st March, 2024 ("**Review period**") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, guidelines issued there under; and
- the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("**SEBI**");

The specific Regulations, whose provisions and the circulars/guidelines issued there under, have been examined, include:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; [**Not Applicable as there was no reportable event during the financial year under review**]
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; [**Not Applicable as there was no reportable event during the financial year under review**];
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; [**Not Applicable as there was no reportable event during the financial year under review**];



- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; [**Not Applicable as there was no reportable event during the financial year under review**]
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

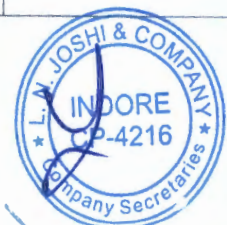
and the circulars/ guidelines issued there under and based on the above examination, I hereby report that, during the review period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation /Circular No.	Deviations	Action taken by	Type of Action (Advisor y/Clarification/Fine/Show Cause Notice/W arning etc.)	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Listed Company shall submit the disclosure of related party transactions on consolidated basis on the date of publication of results.	Regulation 23(9) of SEBI (LODR) Regulations, 2015	Delay in submission of Disclosure of Related Party Transaction for the half year ended on 30 th September, 2023	BSE imposed Fines as per SEBI circular no. SEBI/HO/CFD/PoD2 /CIR/P/20 23/120 dated July 11, 2023 (Chapter-VII(A)- Penal Action for Non-Compliance)	Fine	Submission of Disclosure of related party transactions on consolidated basis for the half year ended on 30 th September, 2023 with delay of 1 day	Rs.5900/- (inclusive of GST)	Delay of 1 day in submission of Disclosure of Related Party Transaction for the half year ended on 30 th September, 2023. Subsequent to the fine imposed by BSE, the Company had paid the fine on 21 st December, 2023.	The Company made multiple attempts to file the Disclosure of Related Party Transactions for the half year ended on September 30, 2023, with BSE. However, due to technical issues with system, the Company could not file it within the prescribed time limit. The RPT disclosure was filed with a delay of one day, and a fine was deposited to BSE on December 21, 2023.	

- b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations/ Remarks of the Practicing Company Secretary in the previous reports(PCS)	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation/deviations and actions taken/penalty imposed, if any, on the listed entity.	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
01	The Company is required to obtain the contingency insurance policy in the matter of issuance of duplicate securities.	31.03.2023	Para 5 of SEBI Circular No. SEBI/HO/MIRSD /MIRSD_RTAMB/ P/CIR/2022/70 May 25, 2022	No fine/penalty imposed/ action taken, by any authority for such non compliance.	The Company has obtained the contingency insurance policy towards the risk arising out of the requirements relating to issuance of duplicate securities of the company having validity since from 18.01.2024 to 17.01.2025	Complied



I. I hereby report that , during the review period the compliance status of the listed entity with the following requirements:

Sr. No	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS
01	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	
02	<p>Adoption and timely up-dation of the Policies:</p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI 	Yes	
03	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes	
04	<p>Disqualification of Director:</p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by listed entity</p>	Yes	



05	<p>Details related to Subsidiary of listed entity have been examined w.r.t. :</p> <p>(a) Identification of material subsidiary company</p> <p>(b) Requirement with respect to disclosure of material as well as other subsidiary</p>	Yes	
06	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	
07	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees on an annual basis as prescribed in SEBI Regulations</p>	Yes	
08	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions;</p> <p>(b) in case no prior approval obtained, the Listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.</p>	<p>Yes</p> <p>NA</p>	Please refer point no. 8(a)
09	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under.</p>	No	Pursuant to SEBI Circular number SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 Disclosure of the pendency of any litigation(s) or disputes, which may have an impact on the listed entity, was submitted to the Exchange with a delay of 3 days.



10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	
11	Actions taken by SEBI or Stock Exchange, if any: No Actions has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued there under.	No	Already disclosed in separate paragraph, please refer Table (a) of the Report.
12	Resignation of Statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the Financial Year, the listed entity and / or its material subsidiaries have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by Listed entities	NA	There has been no Resignation of the Statutory Auditor of the Company or its material subsidiary during the review period.
13	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation / circular / guidance note etc.	NA	No additional non-compliance has been observed during the Review Period.

**Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'*

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.



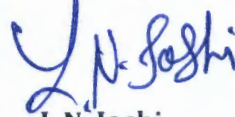
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Indore

Date: 23rd May, 2024

UDIN: F005201F000400112

**For L.N. Joshi & Company
Company Secretaries**



**L.N. Joshi
Proprietor**

FCS: 5201, C P No: 4216

PR Certificate No. 1722/2022

Unique Code Number: S2002MP836100

