

MEDI-CAPS LIMITED

Regd. Office and works:
Mhow-Neemuch Road, Sector 1,
Pithampur - 454775, Dist. Dhar
Madhya Pradesh, India

CIN: L24232MP1983PLC002231

Ph:- +91-7292- 424242

Fax:- 07292-07387

E mail:- investors@medicaps.com

Web site:- www.medicaps.com

MCL/SE/19-20

28th August, 2019

Online filing at: www.listing.bseindia.com

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

BSE Code: 523144

Sub: Submission of 36th Annual Report along with Notice of Annual General Meeting to be held on 25th September, 2019 at 11.00 A.M. at the Registered Office of the Company pursuant to regulation 34(1) of SEBI (LODR) Regulation, 2015.

Dear Sir/Madam,

Pursuant to provisions of regulation 34(1) of the SEBI (LODR) Regulations, 2015 related submission of 36th Annual Report alongwith Notice of Annual General Meeting to be held on 25th Sept., 2019 at the Registered Office of the Company at 11.00 A.M.

We are pleased to submit the 36th Annual Report for the year 2018-19 of the Company containing the Balance Sheet as at 31st March, 2019, Statement of Changes in Equity and the Statement of the Profit and Loss and Cash Flow for the year ended 31st March, 2019 and the Boards' Report along with Corporate Governance Report and the Auditors' Report on that date and its annexure.

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

Thanking You,
Yours Faithfully,

For, MEDI-CAPS LTD.


AYUSHI SILOT
COMPANY SECRETARY &
COMPLIANCE OFFICER



Encl.: Annual Report for the year F.Y. 2018-19 along with notice of AGM.



MEDI-CAPS LIMITED



36th

**ANNUAL
REPORT**

2018-19

CHAIRMAN'S MESSAGE



Chairman's Message

Dear Fellow Shareowners,

We are striving hard since the last three decades to fulfil the needs of the society. It is a matter of pride and privilege to interact with fellow shareowners. The company was established to provide the quality product range with economic price range. Due to the dedicated efforts of company's collective strength of work force, we were able to make it till here and the company has expanded from its humble beginnings. Efforts are being made to prolong the legacy that has been created.

The Indian pharmaceuticals market has characteristics that make it unique. The Indian Pharmaceutical industry is likely to grow by 11-13 percent in F.Y. 2020 as per reports and India enjoys an important position in the global pharmaceuticals sector. And we are making continuous efforts to achieve better results.

However, we cannot stand still and more is being done to ensure that company is in the best position to achieve more. Moving one step ahead, we are now intending to step into a new business of real estate. As we begin to consider entering a new line of business, we have to challenge ourselves to be just as precise and thoughtful about our growth and success. I thank you for your continued trust, confidence and support.

**With warm regards,
Ramesh Chandra Mittal
Chairman**

MANAGING DIRECTOR'S MESSAGE



Managing Director's Desk,

Dear Valued Shareholders,

On behalf of the Board of Directors, it gives me great pleasure to pen down for the shareholders of the company a message in respect of future prospects of the company. The company endeavour to maintain the profits of the company in the F.Y. 2018-19. As already stated above we are in the process of introducing a new business segment i.e. real estate as the management understand the importance of diversification.

The wholly owned subsidiary of the company "Medgel Private Limited" has witnessed robust growth in terms of revenue. The management believes that to go with the flow upgradation and development is the key. Working on the same ideologies we have added new products to the product list of the Medgel. In Medgel we adhere to the international quality standards and second time in a row we faced the USFDA audit and has sailed through. Further the company retains the accreditation such as USFDA, Intertek GMP, OHSAS 18001:2007, NSF, UL, NAFDAC etc.

I place sincere appreciation to all stakeholders of the Company for placing continuous confidence and support in the company.

**With Warm Regards,
Alok K Garg,
Managing Director**

COMPANY INFORMATION**BOARD OF DIRECTORS**

Mr. Ramesh Chandra Mittal	Chairman & Non Executive Promoter Director
Mr. Alok K Garg	Managing Director
Mrs. Kusum Mittal	Whole Time Director
Mrs. Manisha Garg	Whole Time Director
Dr. Shamsheer Singh	Independent Director
Mr. Mahesh Kumar Patni	Independent Director
Mr. Pramod Fatehpuria	Independent Director
Mr. Ashok Omprakash Agrawal	Independent Director

AUDIT COMMITTEE

Dr. Shamsheer Singh	Chairman and Independent Director
Mr. Mahesh Kumar Patni	Member and Independent Director
Mr. Pramod Fatehpuria	Member and Independent Director

STAKEHOLDERS RELATIONSHIP COMMITTEE

Dr. Shamsheer Singh	Chairman and Independent Director
Mr. Mahesh Kumar Patni	Member and Independent Director
Mr. Ashok R. Pitliya	Member and G.M. Finance

NOMINATION AND REMUNERATION COMMITTEE

Dr. Shamsheer Singh	Chairman and Independent Director
Mr. Mahesh Kumar Patni	Member and Independent Director
Mr. Pramod Fatehpuria	Member and Independent Director

RISK MANAGEMENT COMMITTEE

Mr. Ramesh Chandra Mittal	Chairman
Mr. Alok K. Garg	Member and Managing Director
Mr. Ashok R. Pitliya	Member and G.M. Finance

CS & COMPLIANCE OFFICER

CS Ayushi Silot

CHIEF FINANCIAL OFFICER

Mr. Manish Kumar Jain

AUDITORS

M/s Rawka & Associates
Chartered Accountant

SECRETARIAL AUDITOR

M/s Ishan Jain & Co.
Company Secretaries

INTERNAL AUDITOR

M/s Praveen Shrivastava & Co.
Chartered Accountant

BANKERS

IndusInd Bank Ltd.
IDBI Bank Ltd.
State Bank of India
Citibank N.A. Ltd.

REGISTERED OFFICE & PLANT

Mhow - Neemuch Road,
Sector-1 Pithampur, Dhar (M.P.) 454775
Phone: 07292-424242;
Email: investors@medicaps.com
Website: <http://www.medicaps.com>

CORPORATE OFFICE

201, Pushpratna Paradise
9/5, New Palasia, Indore (M.P.) 452001
Phone: 0731-4046321
Email: indore@medicaps.com

SHARE TRANSFER AGENT

Ankit Consultancy Pvt. Ltd.
Plot No. 60, Electronic Complex,
Pardeshipura, Indore (M.P.) 452010,
Phone: 0731-2551745,
Email: ankit_4321@yahoo.com

STOCK EXCHANGE

(Where the Company's Securities Listed)
BSE Limited

NOTICE

Notice is hereby given that the **36th Annual General Meeting** of the members of **MEDI-CAPS LIMITED** will be held on **Wednesday, the 25th September, 2019 at 11.00 A.M.** at the registered office of the company at Mhow - Neemuch Road, Sector-1, Pithampur, Dist. Dhar (M.P.) 454775 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive consider, approve and adopt the Standalone and Consolidated Audited Financial Statements containing the Balance Sheet as at 31st March, 2019, the Statement of Changes in Equity and Statement of Profit & Loss and Cash Flow Statement for the financial year ended 31st March, 2019 with the report of Board and Auditors thereon;
2. To appoint a Director in place of **Mrs. Kusum Mittal (DIN: 00035356)**, who retires by rotation and being eligible offer herself for re-appointment.
3. To appoint a Director in place of **Mrs. Manisha Garg (DIN: 01006545)**, who retires by rotation and being eligible offer herself for re-appointment.

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as **Ordinary Resolution** for the Re-appointment of Mrs. Manisha Garg, (DIN: 01006545) as a Whole Time Director of the Company for a period of 3 years:

“RESOLVED THAT pursuant to the provisions of section 190, 196, 197, 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and the Articles of Association of the company and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce) and upon the recommendation of the Nomination and Remuneration Committee and approval granted by the Board of Directors, consent of the Members of the company be and is hereby accorded **for re-appointment of Mrs. Manisha Garg (DIN: 01006545) as the Whole-time Director**, of the Company for a period of three years w.e.f. 11th November, 2019 up to 10th November, 2022 on the following terms, conditions and remuneration:

- a) **Salary & other Allowances:** Rs. 1,00,000/- per month (Rs. 12.00 Lakhs p.a.)
- 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 car with driver for the Company's business and if no car is provided reimbursement of the conveyance shall be made as per actual on the basis of claims submitted by her.
- ii) **Telephone:** Free use of mobile, telephone and internet connect at her residence, provided that the 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 remuneration payable to Mrs. Manisha Garg shall not be in excess with the limit prescribed in the Schedule V of the Companies Act, 2013 as may be applicable from time to time during her tenure.

FURTHER RESOLVED THAT there shall be clear relation of the Company with Mrs. Manisha Garg as the Employer -Employee and each party may terminate the above said appointment with the six months notice in writing or salary in lieu thereof.

FURTHER RESOLVED THAT Mrs. Manisha Garg, Whole-time Director, shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by her in connection with the Company's business and such other benefits/ amenities and other privileges, as may from time to time, be available to other Senior Executives of the Company.

FURTHER RESOLVED THAT the Board of directors be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to decide breakup of the remuneration within the above said maximum permissible limit, in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.”

5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as **Special Resolution** for the re-appointment of **Mrs. Kusum Mittal, (DIN: 00035356)** as a Whole Time Director of the Company for a period of 3 years:

“RESOLVED THAT pursuant to the provisions of section 190, 196, 197, 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014, the Articles of Association of the company and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce) and upon the recommendation of the Nomination and Remuneration Committee and approval granted by the Board of Directors, consent of the Members of the company be and is hereby accorded for re-appointment of **Mrs. Kusum Mittal (DIN: 00035356) as the Whole Time Director** of the Company who will attain age 70 years during the period of her tenure be and is hereby re-appointed, for a period of three years w.e.f. 1st October, 2019 up to 30th September, 2022 on the following terms, conditions and remuneration:

- a) **Salary & other Allowances:** Rs. 1,50,000/- per month (Rs. 18.00 Lakhs p.a.)
- 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 car with driver for the Company's business and if no car is provided reimbursement of the conveyance shall be made as per actual on the basis of claims submitted by her.
- ii) **Telephone:** Free use of mobile, telephone and internet connect at her residence, provided that the 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 remuneration payable to Mrs. Kusum Mittal shall not be in excess with the limit prescribed in the Schedule V of the Companies Act, 2013 as may be applicable from time to time during her tenure.

FURTHER RESOLVED THAT there shall be clear relation of the Company with Mrs. Kusum Mittal as the Employer-Employee and each party may terminate the above said appointment with the six months notice in writing or salary in lieu thereof.

FURTHER RESOLVED THAT Mrs. Kusum Mittal, Whole-time Director, shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by her in connection with the Company's business and such other benefits/ amenities and other privileges, as may from time to time, be available to other Senior Executives of the Company.

FURTHER RESOLVED THAT the Board of directors be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to decide breakup of the remuneration within the above said maximum permissible limit, in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company”

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as **Special Resolution** to amend Memorandum of Association of the Company.

“RESOLVED THAT pursuant to Section 13 and other applicable provisions, if any, of Companies Act, 2013 and the rules framed there under and subject to the confirmation of the Registrar of Companies, consent of the members of the Company be and is hereby accorded, to alter the Clause III (A) of the Memorandum of Association of Company by insertion of the new Clause 2.1 after the existing Clause III (A) 2 as under:

“2.1 To carry on the business of builders and developers, contractors, colonizers, civil contractors and to undertake any residential, commercial or Industrial, construction either independently or jointly in partnership, joint venture or on agency or sub contracts basis with or on behalf of any individual firm, body corporate, association or society, Central or State Government, Cantonment Board or any local authority to work as colonizer, developer of land and farm houses and buildings for residential purposes and to promote, buy, acquire, sell, lease, exchange, hire, give on relit, to let, mortgage or otherwise dispose of the lands, Commercial Complexes, houses, buildings, farm houses, agricultural lands, and other immovable property of the Company or other immovable property including any share or shares, interest or interests therein and to transact on commission or otherwise business of real estates agents and to apply for purchase through tender or otherwise acquire civil contracts for or in relation to water proofing, sewage, construction, execution, equipment, improvement, management, administrations or control of mechanical and civil works and conveniences and to undertake, execute, dispose or otherwise turn to account the same and to enter into an agreement to erect, construct, build, water proofing, sewage, demolish, fabricate, execute,

carry out, improve, work, develop and enlarge, rebuild, repair, maintenance, administer, manage or control in India or abroad- on any land or immovable property of the Company or upon any other land or immovable property in any capacity and conveniences of all, kinds."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such matters, deeds and things including filing of the forms and providing clarifications as may be necessary, proper or expedient in order to give effect to this Resolution."

By orders of the Board

Date: 9th August, 2019

Place: Pithampur

Ayushi Silot
Company Secretary
ACS: 54352

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/IES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ATTACHED HERewith AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AND SIGNED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF 36TH ANNUAL GENERAL MEETING.**
- 2. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 IN NUMBERS AND HOLDING IN AGGREGATING NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS A PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.**
- 3. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting is annexed and forms part of the Notice.**
- 4. The Company's Register of members and share transfer books shall remain closed from **Thursday 19th of September, 2019 to Wednesday, the 25th of September, 2019** (both days inclusive) for the purpose of the Annual General Meeting and the records of the beneficiaries of the CDSL and NSDL on the date of the Annual General Meeting.**
- 5. The Members are requested to:**
 - a) Intimate changes, if any, in their registered addresses immediately.
 - b) Quote their ledger folio number in all their correspondence.
 - c) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
 - d) Bring their Annual Report and Attendance Slips with them at the AGM venue.
 - e) Send their Email address to us for prompt communication and update the same with their D.P to receive softcopy of the Annual Report of the Company.
- 6. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Boards.**
- 7. Members seeking any information are requested to write to the Company by email at investors@medicaps.com at least 7 days before the date of the AGM to enable the management to reply appropriately at the AGM.**
- 8. Members are requested to notify immediately the correct address for any change in their address and also intimate their active E Mail ID to their respective Depository Participants (DPs) and in respect of shares held in the company in physical form to the Registrar and Share Transfer Agent Ankit Consultancy Pvt. Ltd., Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) having email Id ankit_4321@yahoo.com, rtaindore@gmail.com to receive the soft copy of the annual report and all other communication and notice of the meetings etc., of the Company.**
- 9. Electronic copy of the Annual report is being sent to the members whose email IDs are registered with the Company/Depository Participants unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual report is being sent in the permitted mode.**
- 10. Members may also note that the Annual Report for FY 2018-19 will be hosted on Company's website www.medicaps.com**
- 11. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting needs to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.**
- 12. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the Company on all working days, except Saturday, between 11:00 A.M and 1:00 P.M up to the date of the Meeting.**

13. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which the directors are interested will be available for inspection by the members at the AGM.
14. Pursuant to the Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), the Company is in process to transfer the equity shares in respect of which dividend has not been claimed encashed for 7 or more consecutive years to the Investor Education and Protection Fund (IEPF) of the Central Government. The Company has sent letters to the Shareholders whose dividend has not been claimed encashed for 7 or more consecutive years. The details of such Shareholders are posted on the website of the Company at <https://www.medicaps.com>. Please note that the shares transferred to the IEPF can be claimed from the IEPF Authority as per the procedure prescribed under the Rules.
15. SEBI has mandated the submission of Income Tax Permanent Account Number by every participant in the securities market. Members holding shares in Physical form are, therefore, requested to submit their Income Tax Permanent Account Number and Bank Account Details to their depository Participants with whom they are maintaining their demat accounts. Members are holding shares in physical Form can submit their PAN details to the companies RTA Ankit Consultancy Private Limited or mail at ankit_4321@yahoo.com.
16. SEBI has mandated that for registration of transfer of the shares in the d-mat form only after 1st April, 2019. Therefore, it is advised to the shareholders, holding their shares in the physical form to get convert into the D-mat form.
17. Due dates for transfer of unclaimed/unpaid dividends and the amount remained unclaimed which may be transferred if continuing remain unpaid and or the balance amount if claimed by the shareholders for transfer thereafter the same to IEPF are as under:

F.Y. Ended	Declaration Date	Due Date	Amount remains unpaid / unclaimed as at 31.03.2019
31 st March, 2012	29 th Sept, 2012	5 th Nov., 2019	1,94,212.00

18. Voting through electronic means

In compliance with the provisions of section 108 of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of SEBI (LODR) Regulation, 2015 the Company is pleased to provide its members the facility to exercise their right to vote at the 36th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL).

The Company shall provide facility for voting through polling paper which shall be available at the meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the meeting.

The Members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The cut-off date for the purpose of voting (including remote e-voting) is Wednesday, the 18th September, 2019

The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available:-

Commencement of remote e-voting	9.00 am (IST) on Sunday 22nd September, 2019.
End of remote e-voting	5.00 pm (IST) on Tuesday, 24th September, 2019.

Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.

The instructions for shareholders voting electronically are as under:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders/Members.
- (iii) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat

Bank Details OR Date of Birth (DOB)	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 (iv).
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- (vii) After entering these details appropriately, click on SUBMIT tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the **EVSN of Medi-Caps Limited** .
- (xi) 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.
- (xii) Click on the RESOLUTIONS FILE LINK if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you CONFIRM your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on Click here to print option on the Voting page.
- (xvi) If a demat account holder has forgotten the changed 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.
- (xvii) **Shareholders can also cast their vote using CDSLs mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple smart phones and Windows users can download the app from the app store and the Windows phone store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xviii) Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e -voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

General Guidelines for shareholders

- I. Shareholders can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- II. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date which is 18th September, 2019.
- III. **CS Arvind Kumar Meena**, Practicing Company Secretary (ACS No.:41713 CP:15510) has been appointed as the **Scrutinizer to scrutinize the e-voting process** in a fair and transparent manner.
- IV. The scrutinizer shall after the conclusion of voting at the meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting a consolidated Scrutinizers Report of the total votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- V. The results of e-voting, and poll, if any, shall be aggregated and declared on or after the AGM of the Company by the Chairman or by any other person duly authorized in this regard. The Results declared along with the Scrutinizers Report shall be placed on the Company's website www.medicaps.com and

on the website of CDSL within three days of passing of the resolutions at the AGM of the Company and communicated to the BSE Ltd. within 48 hours as per SEBI (LODR) Regulation, 2015.

VI. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agent Ankit Consultancy Pvt. Ltd. at the address; Plot No. 60, Electronic Complex, Pardeshipura Indore(M.P.) 452010, Tel-0731-4281333/0731-4065797/99, Fax-0731-4065798, Email id: ankit_4321@yahoo.com

19. Details of the directors seeking re-appointment as per Item No.2,3,4 and 5 of the notice at the ensuing Annual General Meeting as per Regulation 36(3) of SEBI (LODR) Regulation, 2015 are as under:

**DETAILS OF THE DIRECTORS SEEKING
APPOINTMENT/ RE-APPOINTMENT IN THE ENSUING ANNUAL GENERAL MEETING**

Name of Directors	Mrs. Kusum Mittal	Mrs. Manisha Garg
DIN	00035356	01006545
Designation	Whole Time Director	Whole Time Director
Date of Birth	08/08/1950	15/09/1971
Date of Appointment (previous)	01/10/2016 as the (Whole Time Director)	11.11.2016 as the (Whole Time Director)
Expertise/Experience in specific functional areas	Wide experience in the field of Real Estate, Investments, Finance Business activities.	5½ years experience in the managing the Corporate Affairs of the Company and is actively involved in the day to day business activities.
Qualification	B.A.	B.com (Marketing)
No. & % of Equity Shares held	2704520 (21.69%)	100 (0.00)
List of outside Companies directorship held.	-	1)Medgel Private Limited 2)Medpak India Limited
Chairman/Member of the Committees of the Board of Directors of the Company.	NIL	NIL
Chairman/Member of the Committees of the Board, Directors of other Companies in which she is director.	NIL	NIL
Disclosures of relationships between directors inter-se.	Relative of Mr. Ramesh Chandra Mittal (Chairman & Non-executive promoter Director), Mr. Alok K Garg (Managing Director) and Mrs. Manisha Garg (Whole-time Director).	Relative of Mr. Ramesh Chandra Mittal (Chairman & Non-executive Director), Mr. Alok K Garg (Managing Director) and Mrs. Kusum Mittal (Whole-time Director).

**EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013 IN
RESPECT OF SPECIAL BUSINESS:**

ITEM NO. 4:-

Mrs.Manisha Garg was appointed at the 34th Annual General Meeting held on 28th September, 2017 as the Whole-time Director for a period of 3 years w.e.f. 11th November, 2016 to 10th November, 2019.

Mrs. Manisha Garg is eligible for re-appointment subject to the approval of the members by ordinary resolution pursuant to the proviso of section 196(3)(a) of the Companies Act, 2013.

The detailed profile of the Mrs. Manisha Garg as required under the provisions of Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and other applicable provisions, have been given in this notice.

The Nomination and Remuneration Committee (NRC) and the Board at their meeting held on 30th July, 2019 considered that the Company needs to re-appoint Mrs. Manisha Garg as a Whole-time Director for a further period of three years w.e.f. 11th November, 2019 on the terms and conditions and remuneration as set out in the **Item No. 4** of the notice and recommend to pass necessary **ordinary resolution** at the Meeting.

Mrs. Manisha Garg, is financially interested in the resolution to the extent of the remuneration as may be paid to her. Further, that Mr. Ramesh Chandra Mittal (Non Executive Promoter Director and Chairman), Mrs. Kusum Mittal (Whole-time Director) and Mr. Alok K Garg (Managing Director) being her relatives may be deemed as concerned or interested otherwise. Except that none of the other directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution.

Mrs. Manisha Garg is in a promoter group with Mr. Alok K Garg and holds 100 equity shares of Rs. 10/- each of the Company.

ITEM NO. 5:

Mrs. Kusum Mittal was appointed at the 33rd Annual General Meeting held on 29th September, 2016 as the Whole-time Director for a period of 3 years w.e.f. 1st October, 2016 to 30th September, 2019.

Mrs. Kusum Mittal is eligible for re-appointment for period of three years after seeking approval of the members by passing Special resolution pursuant to the proviso of section 196(3)(a) of the Companies Act, 2013. The detailed profile of the Mrs. Kusum Mittal as required under the provisions of Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and other applicable provisions, have been given in this notice.

The NRC and the Board at their meeting held on 30th July, 2019 considered that the Company needs to re-appoint Mrs. Kusum Mittal as a Whole-time Director for a further period of three years w.e.f. 1st October, 2019. The Board, based on the performance evaluation and as per the recommendation of the NRC, considered that, given her background and experience and contributions made during her tenure, the continued association of and Mrs. Kusum Mittal (DIN: 00035356) would be beneficial to the Company and it is desirable to continue to avail her services as Whole-time Directors.

Accordingly, it is proposed to re-appoint Mrs. Kusum Mittal (DIN: 00035356) as a Whole-time Director of the Company, liable to retire by rotation, for a term of 3 (three) consecutive years w.e.f. 1st October, 2019 and she will attain age of 70 years during the proposed tenure, therefore, her re-appointment can be made only by way of special resolution only.

Copy of draft letter of appointment of Mrs. Kusum Mittal (DIN: 00035356) setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

The aforesaid director may be deemed to be financially interested in the resolution to the extent of the remuneration as may be payable and her shareholding interest, if any, and Mr. Ramesh Chandra Mittal (Non-Executive Director and Chairman) and Mr. Alok K Garg (Managing Director) and Mrs. Manisha Garg (Whole Time Director) being her relatives may be deemed to be concerned or interested otherwise. Except that none of the other directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution

Your directors recommend to pass resolutions as set out in the **Item No. 5** by way of **special resolution**.

Your directors submit the following information pursuant to Section II of Part II of Schedule V to the Companies Act, 2013 for consideration of the members:

I. General Information:

(1)	Nature of industry	The Company is engaged in the manufacturing Hard gelatin Capsule Shell
(2)	Date or expected date of commencement of commercial production	N.A., already existing in business
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A., already existing in business
(4)	Financial performance based on given indicators	The Company has achieved turnover of Rs. 2275.58 Lakhs for the year ended 31 st March, 2019 and earned Profits Before Tax Rs. 70.76 Lakhs on standalone basis
(5)	Foreign investments or collaborations, if any.	The company is not having Direct Foreign Investment and there is no foreign collaboration

II. Information about the appointee:

S. No.	Name of Appointee	Mrs. Manisha Garg	Mrs. Kusum Mittal
(1)	Background details	5 ^{1/2} years experience in the managing the Corporate Affairs of the Company and is actively involved in the day to day business activities.	Wide experience in the field of Real Estate, Investments, Finance Business activities.
(2)	Past remuneration	The total Remuneration for the period 2018-19 was Rs. 12,00,000 (Twelve) Lakhs	The total Remuneration for the period 2018-19 was Rs. 18,00,000 (Eighteen) Lakhs
(3)	Recognition or awards	N.A.	N.A.
(4)	Job profile and her suitability	Mrs. Manisha Garg, Whole-time Director is managing the Corporate Affairs and is actively involved in the day to day business activities.	Mrs. Kusum Mittal, Whole-time Director is involved in the management of the Corporate Office at Indore
(5)	Remuneration proposed	Rs. 12.00 Lakh+ perks as may be admissible	Rs. 18.00 Lakh+ perks as may be admissible
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his/her origin)	The remuneration proposed is comparable with remuneration for equivalent position in a unit of comparable size and complexity.	The remuneration proposed is comparable with remuneration for equivalent position in a unit of comparable size and complexity.

(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Relative of Mr. Ramesh Chandra Mittal (Non Executive Promoter Director and Chairman) Mrs. Kusum Mittal (Whole-time Director) and Mr. Alok K. Garg (Managing Director)	Relative of Mr. Ramesh Chandra Mittal (Non-Executive Promoter Director and Chairman), Mrs. Manisha Garg (Whole-time Director) and Mr. Alok K. Garg (Managing Director)
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III. Other information:

(1)	Reasons of loss or inadequate profits	There is no loss however, there may be inadequate profits due to lack of demand and low margin due to stiff competition resulting the then the profits may be inadequate in a particular period
(2)	Steps taken or proposed to be taken for improvement	The Company is continuing efforts to introduce higher value products and broaden its operating base
(3)	Expected increase in productivity and profits in measurable terms	The Company expect to increase its turnover and profits by about 6-7% every year

ITEM NO. 6:

The Board of Directors of Company at its meeting held on 9th August, 2019 has considered that the Company is having surplus land bank that can be utilize in the construction and real estate business activities for the maximization of the return to the Company. It was further considered that the Object Clause of the Companys Memorandum of Association is not having clauses relating to builders and developers of land contractors, colonizers and other related activities related to real estate. Therefore, it has been considered appropriate to make suitable alteration in the Object Clause III(A) for the Main Object by insertion of the new Clause 2.1 after the existing Clause 2 of the Memorandum of Association (MOA) to have authority to perform such activities.

The proposed amended draft MOA is being uploaded on the Companys website for perusal of the Members. Further, a copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM. The aforesaid documents are also available for inspection at the AGM.

As per section 110 of the Companies Act, the approval of members under section 180(1)(c) of the Companies Act, 2013 can be taken through the Postal Ballot Process. However, the Company is providing remote e-voting facility at the ensuing Annual General Meeting, therefore as per Notification No. S.O. 630(E) dated 9th Feb., 2018, the Board of directors of the company seek approval of the members by way of the remote e-voting at the annual general meeting.

In terms of Section 4 and 13 of the Act, the consent of the Members by way of Special Resolution is required for change in objects clause of the Memorandum of Association of the Company. Your directors recommend to pass resolutions as set out in the Item No. 6 by way of special resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the resolution except to the extent of their shareholding, if any, in the Company.

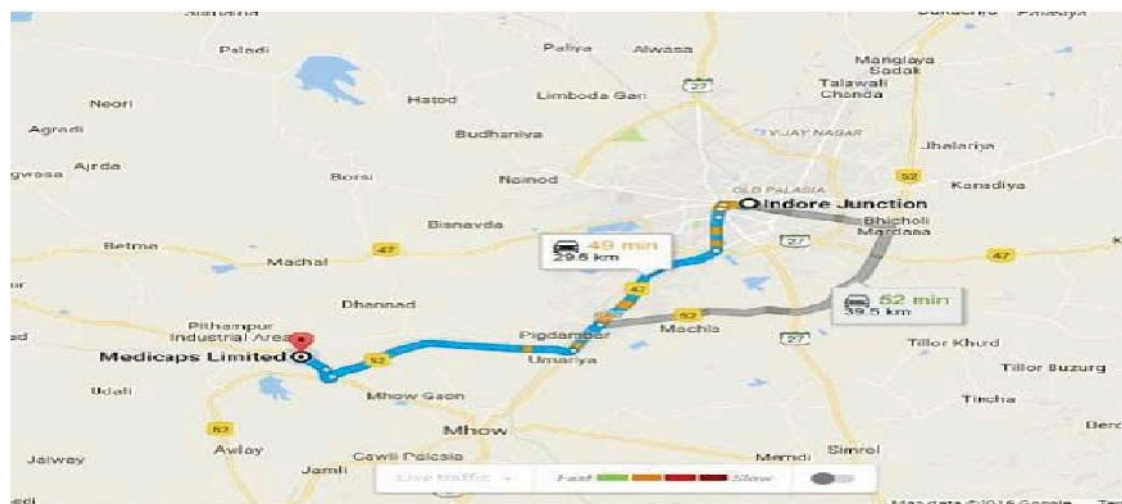
By Orders of the Board

Date: 9th August, 2019

Place: Pithampur

CS Ayushi Silot
Company Secretary
ACS: 54352

Road Map



BOARD'S REPORT

To,
The Members,
Medi-Caps Limited

Your Directors have pleasure in presenting their 36th Annual Report of Medi-Caps Limited together with the **Standalone and Consolidated Audited Financial Statements for the year ended 31st March, 2019**. The Consolidated performance of the Company and its subsidiaries has been referred to wherever required.

FINANCIAL RESULTS

The following table shows the operational results of the company for the financial year 2018-19 as compared to that of previous year:

Particulars	Standalone		Consolidated	
	31.03.2019	31.03.2018	31.03.2019	31.03.2018
Total Revenue	2275.58	2350.70	5451.44	5122.79
Total Expenditure before Interest and Depreciation	2168.44	2240.46	4717.19	4808.11
Profit before Interest, Depreciation & Tax (EBIDTA)	107.14	110.24	734.25	314.68
Less: Interest	1.36	0.00	1.80	0.66
Less: Depreciation	35.02	33.87	182.10	179.30
Profit before Tax	70.76	76.37	550.35	134.77
Less:(a) Current Tax	10.00	18.00	10.00	18.00
(b) Deferred Tax	1.65	2.02	1.65	2.02
Net Profit for the Year	59.11	56.35	538.70	114.75
Total Comprehensive Income	59.11	56.35	538.70	114.75
Add: Surplus brought forward from previous year	5102.63	5046.28	4169.12	4054.37
Total Surplus available for appropriation	5161.75	5102.63	4707.82	4169.12
Surplus carried to the Balance Sheet	5161.75	5102.63	4707.82	4169.12
Paid up Equity Share Capital	1246.99	1246.99	1246.99	1246.99
EPS (Equity Shares of Rs. 10/- each) Basic & Diluted (in Rs.)	0.47	0.45	4.32	0.92

STATE OF COMPANYS AFFAIRS & REVIEW OF OPERATIONS

- On a consolidated basis, the revenue from operations and other income for the F.Y. 2018-19 is Rs.5451.44 Lakhs which is higher by 6.40% over the previous year (Rs.5122.79 Lakhs in the previous F.Y. 2017-18).
- On Standalone basis, the revenue from operations and other income for the F.Y. 2018-19 is Rs. 2275.58 Lakhs is declined by 3.20% over the previous F.Y. (Rs.2350.70 Lakhs in the previous FY 2017-18).
- Consolidated Profit after Tax for the year is Rs.538.70 Lakhs, higher by 369.46% over the PAT of Rs.114.75 Lakhs in the previous F.Y. 2017-18.
- Standalone Profit after Tax for the year is Rs.59.12 representing an increase of 4.90% as compared to the previous F.Y. (Rs.56.35 Lakhs in FY 2017-18)

Your Board of directors would like to inform the members that, the company is planning to start a new segment of business in addition to existing business related to real estate activities and the Board has also proposed to alter the main object of the company in the ensuing Annual General Meeting. The said new segment is expected to increase the overall business activities of the company.

CHANGE IN THE NATURE OF BUSINESS

The Company engaged in the business activities of manufacturing of Empty Hard Gelatine Capsules, Halal gelatine Capsules, liquid fills capsules and various ranges of empty capsules. There is no change in the business activities of your company during the financial year.

TRANSFER OF THE AMOUNT OF UNPAID DIVIDEND AND SHARES TO INVESTOR EDUCATION & PROTECTION FUNDS (IEPF)

Pursuant to the provisions of the Companies Act, 2013 read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (the Rules) eligible unpaid or unclaimed dividend are required to be transferred by the company to the IEPF established by the Government of India, after the completion of 7 (seven) years. Further, according to the rules, the resulting shares on which dividend has not been paid or claimed by the shareholders for 7 (seven) consecutive years or more also required to be transferred to the D-mate account of the IEPF Authority. Accordingly, the company has transferred the unclaimed and unpaid dividends of Rs. 3,14,711/- for the year 2010-11 and has also transferred 6277 for the year 2009-10 and 7055 equity shares for the F.Y. 2010-11 on which the dividend was remained unpaid/unclaimed for a continuous period of 7 years to the IEPF Authority as per the requirement of the IEPF rules. The details related to dividend remains unpaid-unclaimed in the Company has been given in the Corporate Governance Report attached with the Annual Report of the Company and also hosted at the website of the Company.

DIVIDEND

In view of the requirement of the long-term financial resources your directors proposes to utilize the profits generated during the year in the business activities and do not recommend any dividend for the year 2018-19 (previous year Nil)

SHARE CAPITAL

The paid-up Share Capital as on 31st March, 2019 was Rs. 1246.99 lakhs divided into 124.69 lakhs equity shares of Rs. 10/- each. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

TRANSFER TO RESERVES

During the year under review your company has not transferred any amount to any type of reserves. (Previous Year: Nil)

FINANCE (CASH AND CASH EQUIVALENT)

Cash and cash equivalent as at 31st March, 2019 was Rs. 212.92 Lakhs (Previous Year Rs.204.35 Lakhs). The Company continues to focus on judicious management of its working capital, receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

DEPOSITS

Your Company has not accepted deposit from the public falling within the ambit of section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 and there were no remaining unclaimed deposits as on 31st March, 2019. Further, the Company has not accepted any deposit or loans in contravention of the provisions of the Chapter V of the Companies Act, 2013 and the Rules made there under.

S. No.	Particulars	Amt in Rs.
1.	Details of Deposits accepted during the year	Nil
2.	Deposits remaining unpaid or unclaimed at the end of the year	Nil
3.	Default in repayment of deposits At the beginning of the year Maximum during the year At the end of the year	N.A.
4.	Deposits not in compliance with law	N.A.
5.	NCLT/ NCLAT orders w. r. t. depositors for extension of time and penalty imposed	N.A.

Further, your company has also filed form DPT-3 for One time as on 22nd January 2019 as well as as at 31st March, 2019 for the amount received by the company which is not under the purview of section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposit) rules, 2014 as amended from time to time.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Your company has not given any loan or advances to any other Body Corporate. However, your company has made investment and given guarantees pursuant to Section 186 of the Companies Act, 2013:

(Rs. in Lakhs)

Name of the company	Nature of Transactions	Investment made/ Guarantee/Loans Provided	Opening Balance as on 31/03/18	Transactions made during the year	Closing Balance as on 31/03/19
Medgel Pvt. Ltd.	Wholly Owned Subsidiary	Investment Made	4282.35	-	4282.35
		Guarantee Security provided	200.00	-	200.00
Natural Capsules Ltd.	Non- Current	Investment Made	0.01	-	0.01
Mutual Funds & SIP	Current and Non- Current	Investment Made	531.68	63.46	595.14

The above stated investment and guarantees are within the limits as specified under section 186 of the Companies Act, 2013 and the company is not required to take any further approval of its members.

In addition to the above, the Company has given advance against salary or otherwise to its employees as per the Company's policy on which no interest was charged.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

In view of the net worth, profits and turnover, the Company does not fall under the provisions of the section 135 of the Companies Act, 2013 and the rules made there under. Hence the obligations under section 135 of the Companies Act, 2013 are not applicable to the Company.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 (Act) and Rules made there under, your company has constituted Internal Complaints Committees (ICC). Statement showing the number of complaints filed during the financial year and the number of complaints pending as on the end of the financial year is shown as under: -

Category	No. of complaints pending at the beginning of F.Y. 2018-19	No. of complaints filed during the F.Y. 2018-19	No. of complaints pending as at the end of F.Y. 2018-19
Sexual Harassment	Nil	Nil	Nil

Since, there is no complaint received during the year which is appreciable as the management of the company endeavor efforts to provide safe environment for the female employees of the company.

STATEMENT FOR RISK MANAGEMENT POLICY AND INTERNAL ADEQUACY

The Company is engaged in the business of manufacturing of Hard Gelatin Capsule Shell and is associated with the normal business risk as well as the imbalance of demand-supply of products in the Domestic and in International Market. Further, pharmaceutical industry has always been under intense scrutiny by various regulatory authorities, both Indian and international. This trend continues resulting in regulatory standards being upgraded all the time. Further, it is more than two years since the new pricing regulation was enacted in the Indian market. Since the pricing regulatory authorities are reviewing the existing pricing mechanism and are considering expanding the scope, the threat of future decline in price remains. Other than this, the Government policy, local area authority, Taxation policy, fluctuations in foreign currency rates may adversely affect the profitability of the Company subject to various process and clearance, payment of compensations, etc as may be decided by the concerning state government.

PROVISION OF VOTING BY ELECTRONIC MEANS

Your Company is providing E-voting facility as required under section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) (Amendment) Rules, 2015. The details regarding e-voting facility is being given with the notice of the Meeting. The Company also proposes to amend the Object Clause of the Memorandum of Association, however, the Company is providing e-voting facility to the members, it is not required to conduct the postal ballot process for that purposes.

ADEQUACY OF INTERNAL FINANCIAL CONTROL & ITS EFFECTIVENESS

The Board of Directors has devised systems, policies and procedures/frameworks, which are currently operational within the Company for ensuring the orderly and efficient conduct of its business, which includes adherence to Companys policies, safeguarding assets of the Company, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial information. In line with best practices, the Audit Committee and the Board reviews these internal control systems to ensure they remain effective and are achieving their intended purpose. Where weaknesses, if any, are identified as a result of the reviews, new procedures are put in place to strengthen controls. These controls are in turn reviewed at regular intervals.

Nothing has come to the attention of the Directors to indicate that any material breakdown in the function of these controls, procedures or systems occurred during the year under review. There have been no significant changes in the Companys internal financial controls during the year that have materially affected or are reasonably likely to materially affect its internal financial controls. There are inherent limitations to the effectiveness of any system of disclosure, controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

Your company has a Vigil Mechanism in place which also includes a whistle blower policy in terms of the listing regulation for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc. The Vigil Mechanism/Whistle Blower Policy of the Company can be accessed on the Companys website at the www.medicaps.com and the same is being attached with this Report as “Annexure-A”.

All the employees have the right/option to report their concern/grievance to the Chairman of the Audit Committee. During the year under review no protected disclosure from any Whistle Blower was received by the designated officer under the Vigil Mechanism.

SUBSIDIARIES, ASSOCIATE AND JOINT VENTURES OF THE COMPANY

The Company is continuing having Wholly Owned Subsidiary i.e. M/s Medgel Pvt. Ltd. Further, the Company does not have any associate or joint venture company at the beginning or closing or any time during the year 2018-19. There are no companies which become/ceased to be subsidiaries during the year of your Company.

CONSOLIDATED FINANCIAL STATEMENTS

Since your company is having 1 (One) wholly owned subsidiary and as per the requirement of Ind (AS) and the Companies Act, 2013 the Consolidated Financial Statements is also prepared and annexed with the financial statements. The disclosures as required in the Form AOC-1 is attached with the Boards Report as “Annexure B”.

In accordance with third proviso of section 136(1) of the Companies Act, 2013, the Annual Report of the Company, containing therein its standalone and the consolidated financial statements has been placed on the website of the Company, www.medicaps.com. Further, as per fourth proviso of the said section, audited annual accounts of the subsidiary company have also been placed on the website of the Company, www.medicaps.com. The Consolidated Financial Statement of the Company is annexed as containing part of the Annual report.

BOARD OF DIRECTORS, KMPs & THEIR BOARD MEETINGS
a) Constitution of the Board

The Board of directors are comprising of total **8 (Eight)** Directors which includes **4 (Four) – Independent and 2 (Two) Women Director**. The Chairman of the Board is Non-Executive Promoter Director. The Board members are highly qualified with the varied experience in the relevant field of the business activities of the Company which plays significant roles for the business policy and decision making process and provide guidance to the executive management to discharge their functions effectively.

b) Board Independence

Our definition of Independence of Directors or Regulation is derived from Regulation 16 of SEBI (LODR) Regulations, 2015 and section 149(6) of the Companies Act, 2013. The Company is having following 4 (Four) independent directors;

1. Dr. Shamsher Singh
2. Mr. Pramod Fatehpuria
3. Mr. Mahesh Kumar Patni
4. Mr. Ashok Omprakash Agrawal

As per provisions of the Companies Act, 2013, Independent Directors were appointed for a term of 5 (five) consecutive years, not liable to retire by rotation. During the year there is no change in the Constitution of the Board of your Company.

c) Declaration by independent Directors

All Independent Directors have given their declarations that they meet the criteria of Independence as laid down under section 149(6) of the Companies Act, 2013 and SEBI (LODR), Regulations 2015 (SEBI Listing Regulations) . In the Opinion of the Board, all the Independent Directors fulfill the criteria of Independency as prescribed under the Companies Act and SEBI (LODR), Regulations 2015 (SEBI Listing Regulations)

d) Independent Directors seeking re-appointment at the ensuing Annual General Meeting:

No independent Director is seeking reappointment at ensuing Annual General Meeting.

e) Directors liable to retire by rotation seeking re-appointment:

Mrs. Kusum Mittal (DIN:00035356) and Mrs. Manisha Garg (DIN:01006545), Whole Time Directors are liable to retire by rotation at the ensuing annual general meeting and being eligible offers themselves for re-appointment. Your directors recommend to pass necessary resolution as proposed in the Item No. 2 & 3 of the Notice of the Annual General Meeting.

f) Executive Directors seeking re-appointment at the ensuing Annual General Meeting:

The tenure of Mrs. Kusum Mittal as a Whole-time Director will be completed on 30th Sept., 2019; therefore, the Board upon the recommendation of the Nomination and Remuneration Committee has re-appointed her for a further period of 3 years w.e.f. 1st October, 2019 up to 30th Sep., 2022. Your Board recommends to pass Special Resolution as per the proviso of section 196(3) of the Companies Act, 2013 to that effect as set out in the notice of the Annual General Meeting.

Further, Mrs. Kusum Mittal, Whole-time Director will attain age of 70 years during the period of her proposed tenure therefore the Board is proposing Special Resolution in the ensuing Annual General Meeting.

The tenure of Mrs. Manisha Garg as a Whole time Director will also be completed on 10th Nov., 2019; therefore, the Board upon the recommendation of the Nomination and Remuneration Committee has re-appointed her for a further period of 3 years w.e.f. 11th November, 2019 up to 10th Nov., 2022. Your Board recommends to pass ordinary resolution as per the proviso of section 196(3) of the Companies Act, 2013 to that effect as set out in the notice of the Annual General Meeting.

A brief resume and other details of all the above said directors seeking appointment/re-appointment are provided in the Notice of AGM.

g) Change in Director

During the year, there is no change in the directors of the company.

h) Key Managerial Personnel

Mr. Alok K. Garg, Managing Director; Mrs. Kusum Mittal and Mrs. Manisha Garg, Whole-time Directors, Mr. Manish Kumar Jain, Chief Financial Officer and Ms. Ayushi Silot, Company Secretary and Compliance Officer have been categorized as the Key Managerial Personnel within the meaning of section 203 of the Companies Act, 2013.

There is no change in the Key Managerial Personal during the year 2018-19.

i) Number of meetings of the board

The Board meets at regular intervals to discuss and decide on Company/business policy and strategy apart from other Board business. However, in case of a special and urgent business need, the Boards approval is taken by passing resolutions through circulation, as permitted by law, which are confirmed in the subsequent Board Meeting.

The notice of Board meeting is given well in advance to all the Directors. Usually, meetings of the Board are held in Pithampur, at the Registered Office of the Company. The Agenda of the Board/Committee

meetings are circulated at least a week prior to the date of the meeting. The Agenda for the Board and Committee meetings include detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

During the year 2018-19 (4) **Four** Board Meetings were held on 28th May, 2018, 25th July, 2018, 14th November, 2018 and 7th February, 2019.

The maximum interval between any two Board meetings did not exceed 120 days. The detail of Board Meetings, Committee Meetings held and number of meeting attended by each Director and members according to Secretarial Standards are given in Corporate Governance Report annexed with this Annual Report.

COMPANYS POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION

The Board has, on the recommendation of the nomination and remuneration committee framed a nomination, remuneration and evaluation policy which lays down the criteria for identifying the persons who are qualified to be appointed as directors and, or senior management personnel of the company, along with the criteria for determination of remuneration of directors, KMPs and other employees and their evaluation and includes other matters, as prescribed under the provisions of section 178 of Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations 2015. Policy of the Company has been given at the website of the Company at www.medicaps.com. The details of the same are also covered in Corporate Governance Report forming part of this annual report.

a) Formal Annual Board Evaluation and Familiarization Programme.

The Company has devised a Policy for performance evaluation of the Board, Committees and other individual Directors (including Independent Directors) which include criteria for performance evaluation of Non-executive Directors and Executive Directors. The evaluation process inter alia considers attendance of Directors at Board and committee meetings, acquaintance with business, communicating inter se board members, effective participation, domain knowledge, compliance with code of conduct, vision and strategy.

The Board carried out an annual performance evaluation of the Board, Committees, Individual Directors and the Chairman. The Chairman of the respective Committees shared the report on evaluation with the respective Committee members. The performance of each Committee was evaluated by the Board, based on report on evaluation received from respective Committees.

The report on performance evaluation of the Individual Directors was reviewed by the Chairman of the Board and feedback was given to Directors.

The details of programme for familiarization of Independent Directors of the Company is available on your Companys website (www.medicaps.com)

DIRECTORS RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of section 134(3)(c) of the Companies Act, 2013:

- a. that in the preparation of the annual financial statements for the year ended 31st March, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. that such accounting policies as mentioned in Note-1 of the Notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at, 31st March 2019 and of the profit of the Company for the year ended on that date;
- c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that the annual financial statements have been prepared on a going concern basis;
- e. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- f. that systems to ensure compliance with the provisions of all applicable laws and that systems were in place and were adequate and operating effectively.

COMMITTEES OF THE BOARD

In accordance with the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 and other purposes the Board has the following **Six (6)** committees:

- a. Audit Committee
- b. Nomination and Remuneration Committee
- c. Stakeholders Relationship Committee
- d. Risk Management Committee (Voluntarily constituted)
- e. Corporate Compliance Committee (Voluntarily constituted);
- f. Internal Complaints Committee (ICC) under the Sexual Harassment of Women at the Workplace

A detailed note on the Board and its committees is provided under the Corporate Governance Report section in this report.

RELATED PARTY TRANSACTIONS

All Related Party Transactions (RPT) that entered into during the Financial Year 2018-19 were on Arms Length Basis and were in the Ordinary Course of business. No materially significant RPT made by the Company with Promoters, Directors, Key Managerial Personnel or their relatives or subsidiary or any other Group concerns which may have a potential conflict with the interest of the Company at large.

All RPT were approved by the Audit Committee and the Board. The RPT entered into by the company are audited. The Company has developed RPT policy, Standard Operating Procedures for purpose of identification and monitoring of such transactions.

The policy of RPT as approved by the Board is available on the Companys website (www.medicaps.com). The company has done RPT in the ordinary course of business and which are on Arms Length Basis and which are not materials in nature and hence the requirement of attachment of the Form AOC-2 is not applicable on the company.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

AUDITORS, THEIR REPORT AND COMMENTS BY THE MANAGEMENT:
A. Statutory Auditors

The Board of the company takes pleasure in stating that no such observation has been made by the Auditors in their report which needs any further explanation by the Board.

The Auditors, M/s. Rawka & Associates, Chartered Accountants, (F. R. No. 021606C) who were appointed for a term of five years at the Annual General Meeting of the Company held on 28th September, 2017 shall hold the office till the conclusion of 39th Annual General Meeting of the Company to be held in the year 2022.

The Auditors Report and the Notes on financial statement for the year 2018-19 referred to in the Auditors Report are self-explanatory and do not call for any further comments. The Auditors report is also self explanatory and does not contain any qualification, reservation or adverse remark.

B. Secretarial Audit

Pursuant to the provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Ishan Jain & Co., Company Secretaries to undertake the Secretarial Audit of the Company. The Secretarial Auditors in their report for the year 2018-19 has confirmed the compliances by the Company as covered in their report. The Report of the Secretarial Auditor for the year 2018-19 is annexed herewith as *"Annexure C"*.

There is no qualification, reservation or adverse remark or disclaimer in Secretarial Audit report except the following:-

Secretarial Auditor Observations	Management comments
There are 3 (Three) Charges which were satisfied long back but no evidence for the satisfaction were produced before us and these charges are reflecting in the Index of Charges at the portal of MCA.	The matter is very old and the company is in continuous follow up with the ROC for deletion of the charge ID, however, in absence of the adequate evidence for filing of the Form 17 (under the Companies Act, 1956), these charges could not be removed from MCA Portal.
Company has not filed Statement of Foreign Assets and Liabilities to RBI for the F.Y. 2017-18.	The company considers that since there is no issue of shares to the eligible persons, filing of statement of Foreign Assets and Liabilities should not be applicable. However, the RBI has also not initiated any action in this regard.

C. Cost Auditor and Records

Pursuant to section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, amended time to time, the provision regarding Cost Audit and Records under this act was not applicable to Company during the year 2018-19.

DISCLOSURE FOR FRAUDS AGAINST THE COMPANY

There were no instances for other than reportable fraud to the Central Government covered under section 134(3)(ca) of the Companies Act, 2013. Further that, the auditors have not found any fraud as required to be reported by them under section 143(12) to the Central Government during the year 2018-19.

CORPORATE GOVERNANCE

Pursuant to SEBI (LODR) Regulations, 2015, a separate report titled 'Corporate Governance' has been attached in this Annual Report.

All Board members and senior management personnel have affirmed compliance with the Code of Conduct for the year 2018-19. A declaration to this effect signed by the Chairman of the Company is contained in this Annual Report.

The Managing Director and CFO have certified to the Board with regard to the financial statements and other matters as required under regulation 17(8) of the SEBI Listing Regulations, 2015. Certificate from Auditors of the company regarding compliance of conditions of corporate governance and Certificate from Practicing Company Secretary related to Disqualification of Director is annexed with Corporate Governance Report.

The Managing Director and Chief Financial Officer have certified that the financial statements and other matters as required under regulation 17(8), read with Part B of Schedule II of the SEBI Listing Regulations, 2015 are duly complied with. A copy of the certificate on the financial statements for the financial year ended 31st March, 2019 is annexed in Corporate Governance Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and analysis report for the year under review, as stipulated under SEBI (LODR) Regulation, 2015 is present in a separate section forming part of the Annual Report.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under section 134(3)(m) of the Companies Act, 2013 read with Rule 8, of the Companies (Accounts) Rules, 2014, is annexed herewith as *“Annexure-D”*.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRING AFTER BALANCE SHEET DATE

There have been no material changes and commitments, if any, affecting the financial position of the Company which has occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

However, the company proposes to start a new business segment (in addition to existing business) related to real estate activities and the Board has also proposed to alter the main object of the company in the ensuing Annual General Meeting.

EXTRACT OF ANNUAL RETURN

The extract of the Annual Return in form MGT-9 for the year ended 31st March, 2019 is annexed herewith as *“Annexure E”*. Copy of the Form MGT-9 is also available on the website of the company www.medicaps.com.

RATIO OF THE REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEES REMUNERATION AND PARTICULARS OF EMPLOYEES

Pursuant to provision of section 197(12) of Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the details of Top 10 employees given in the *“Annexure F”*.

During the year, none of the employees received remuneration in excess of Rs. 102.00 Lakhs or more per annum. In accordance with the provisions of Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Therefore, there is no information to disclose in terms of the provisions of the Companies Act, 2013.

CODE OF CONDUCT

Regulation 17(5) of the SEBI Listing Regulations, 2015 requires listed companies to lay down a Code of Conduct for its directors and senior management, incorporating duties of directors as laid down in the Companies Act, 2013. The Company has adopted Code of Conduct for all Directors and Senior Management of the Company and the same has been hosted on the website of the company (www.medicaps.com). The code of the Conduct of the company has been revised on 7th February, 2019.

All Directors and Senior Management personnel have affirmed compliance with the new Code for 2018-19. A declaration to this effect signed by the Chairman is given in this Annual Report. A certificate to that effect for the proper compliances given by the Chairman is annexed as the *“Annexure G”* with this Report.

PREVENTION OF INSIDER TRADING

In view of the SEBI (Prohibition of Insider Trading) Regulation, 2015 the Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company.

The Code requires Trading Plan, pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

APPLICABILITY OF THE IND-AS

In terms of the Rule 4(1)(iii)(a) of the Companies (Indian Accounting Standards) Rules, 2015 notified vide Notification No.G.S.R.111(E) on 16th Feb., 2015, the Company is required to comply with the Indian Accounting Standards (Ind AS) w.e.f. 1st April, 2017 which has been complied by the Company.

ACKNOWLEDGEMENTS

Your Directors wishes to place on records its sincere appreciation and acknowledge the dedication & contribution made by the employees of the Company at all levels. The Directors also gratefully acknowledge all stakeholders of the Company viz. customers, members, dealers, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

For and on behalf of the Board

Place: Pithampur
Date: 30th July, 2019

Ramesh Chandra Mittal
Chairman
DIN : 00035272
“Annexure A”

Whistle Blower/Vigil Mechanism Policy

1. Preface

- 1.1 The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior.
- 1.2 This policy is formulated to provide employee an avenue to lodge Complaints, in line with the commitment of Company to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication. To provide necessary safeguards for protection of employees from reprisals or victimization, for whistle-blowing in good faith.
- 1.3 Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 (SEBI Listing Regulations), provides, to establish a mechanism called Whistle Blower/Vigil Mechanism Policy for directors and employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct.
- 1.4 The purpose of this policy is to provide a framework to protect employees wishing to raise a concern about serious irregularities within the Company.

2. Definitions

- 2.1 Medicaps means Medi-Caps Limited.
- 2.2 Audit Committee means the Audit Committee of the Board constituted by the Board of Directors of Medi-caps in accordance with provisions of section 177(1) of Companies Act, 2013 read with SEBI (LODR) Regulations, 2015.
- 2.3 Competent Authority means the Dr. Shamsher Singh, Independent Director of Medi-Caps Limited and will include any person(s) to whom he may delegate any of his powers as the Competent Authority under this policy from time to time. In case of conflict of interest (WTD being the subject person), Competent Authority means Chairman of the Audit Committee.
- 2.4 Dedicated Confidential Section means any Section/Department of the Company which is decided by the Competent Authority from time to time for maintaining the records as per the Whistle Blower/Vigil Mechanism Policy.
- 2.5 Disciplinary Action means any action that can be taken on completion of/during the investigation proceedings by the Competent Authority as he/she deems fit considering the gravity of the matter.
- 2.6. Employees mean the entire permanent employees which are working in Medi-caps Limited.
- 2.7 Improper Activity means unethical behavior, actual or suspected fraud, embezzlement etc., violation of the Company's general guidelines on conduct, moral turpitude, unlawful conduct etc by an employee of Medi-caps Limited.
- 2.8 Investigators means those persons authorized, appointed, consulted or approached by the Competent Authority in connection with conducting investigation into a protected disclosure.
- 2.9 Protected Disclosure means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- 2.10 Subject means a person against or in relation to whom a protected disclosure is made or evidence gathered during the course of an investigation.
- 2.11 Whistle Blower means an Employee or Director making a Protected Disclosure under this policy.

3. Scope

Whistle Blower/Vigil Mechanism Policy shall be applicable for all permanent employees and to all the Directors of the Company.

4. Interpretation

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013 and/or SEBI Act and/or any other SEBI Regulation(s) as amended from time to time.

5. Guiding Principles

- 5.1 Protected disclosures shall be acted upon in a time bound manner.
- 5.2 Complete confidentiality of the Whistle Blower will be maintained.
- 5.3 The Whistle Blower and/or person(s) processing the protected Disclosure will not be subjected to victimization.
- 5.4 Evidence of the Protected Disclosure will not be concealed and appropriate action including disciplinary action will be taken in case of attempts to conceal or destroy evidence.
- 5.5 Subject of the Protected Disclosure i.e. Employee against or in relation to whom a protected disclosure has been made, will be provided an opportunity of being heard.

5.6 The Whistle Blower should bring to attention of the Competent Authority at the earliest any improper activity or practice. Although they are not required to provide proof, they must have sufficient cause for concern.

5.7 The Whistle Blower shall co-operate with investigating authorities, maintaining full confidentiality.

6. Whistle Blower - Role & Protections

Role:

6.1 The whistle Blowers role is that a reporting party with reliable information.

6.2 The Whistle Blower is not required or expected to conduct any investigations on his own.

6.3 The Whistle Blower may also be associated with the investigations, if the case so warrants. However, he/she shall not have a right to participate.

6.4 Protected Disclosure will be appropriately dealt with by the Competent Authority.

6.5 The Whistle Blower shall have a right to be informed of the disposition of his disclosure except for overriding legal or other reasons.

Protections:

6.6 No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower.

6.7 Complete protection will, therefore, be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behavior or the like including any direct or indirect use of authority to obstruct the Whistle Blowers right to continue to perform his duties/functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.

6.8 If the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

6.9 The identity of the Whistle Blower shall be kept confidential.

6.10 Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

7. Procedures Essential and Handling Procedure Disclosure

7.1 The Protected Disclosure/Complaint should be attached to a letter bearing the identity of the Whistle blower/complaint i.e. his/her Name, Employee Code and Location and should be inserted in an envelope which should be closed/secured/sealed. The envelope thus secured/sealed should be addressed to the Competent Authority and should be super scribed Protected Disclosure. (If the envelope is not super scribed and closed/sealed/ secured, it will not be possible to provide protection to the whistle blower as specified under this policy).

7.2 If the Whistle Blower believes that there is a conflict of interest between the Competent Authority and the Whistle Blower, he/she may send his/her protected disclosure directly to the Chairman of the Audit Committee, Medi-caps Limited.

7.3 Anonymous or pseudonymous Protected Disclosure shall not be entertained.

7.4 Protected Disclosure should either be typed or written in legible hand writing in English, Hindi or Regional language of the place of employment of the Whistle blower, should provide a clear understanding of the improper activity involved or issue/concern raised. The reporting should be factual and not speculative in nature. It must contain as much relevant information as possible to allow for preliminary review and proper assessment.

7.5 Investigations into any improper activity which is subject matter of an inquiry or order under the Commission of Inquiry Act, 1952 will not come under the purview of this policy.

7.6 The contact details of the Competent Authority for addressing and sending the Protected Disclosure is as follows:

Dr. Shamsher Singh, Independent Director

Competent Authority

Whistle Blower/Vigil Mechanism

Medi-caps Limited

Mhow-Neemuch Road, Sector - I

Pithampur - 454775 Dist. Dhar (M.P.)

7.7 The Contact details for addressing protected disclosures to the Chairman, Audit Committee are as follows:

Audit Committee,

Whistle Blower/Vigil Mechanism

Medi-caps Limited

Mhow-Neemuch Road, Sector - I

Pithampur - 454775, Dist. Dhar (M.P.)

In addition to above, the exact address shall be displayed prominently on the notice Board of all locations.

- 7.8 The Competent Authority shall mark the envelope containing the Protected Disclosure to a dedicated Confidential Section, which shall maintain a record thereof.
- 7.9 The Competent Authority shall weed out frivolous complaints after a preliminary enquiry by the Confidential Section. The Competent Authority based on the recommendations of the Confidential Section and depending upon the merit of the case shall forward the Complaint to the investigator(s) nominated for this purpose without disclosing the identity of the Whistle Blower.

8. Investigations and Role of Investigators

Investigation:

- 8.1 Investigation shall be launched if the Competent Authority is satisfied after preliminary review that:
 - a) The alleged act constitutes an improper or unethical activity or conduct; and
 - b) The allegation is supported by information and specific enough to be investigated or in cases where the allegation is not supported by specific information, it is felt that the concerned matter deserves investigation.
- 8.2 The decision taken by the Competent Authority to conduct an investigation is by itself not to be construed as an accusation (ilzam) and is to be treated as a neutral fact finding process.
- 8.3 The identity of the subject(s) and the Whistle Blower will be kept confidential.
- 8.4 Subject(s) will normally be informed of the allegations at the commencement of a formal investigation and will be given opportunities for providing their inputs during the investigation.
- 8.5 Subject(s) shall have a duty to co-operate with the Investigator(s) during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- 8.6 Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, threatened or intimidated by the subject(s).
- 8.7 Unless there are compelling reasons not to do so, subject(s) will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
- 8.8 The investigation shall be completed normally within 60 days of the date of receipt of the protected disclosure or such extended period as the Competent Authority may permit for reasons to be recorded.
- 8.9 Subject(s) have a right to be informed of the outcome of the investigation.

Role of Investigator(s)

- 8.10 Investigators(s) are required to conduct a process towards fact finding and analysis. Investigator(s) shall derive their authority from Competent Authority when acting within the course and scope of their investigation. The Investigator(s) shall submit his/their report to the Competent Authority.
- 8.11 All Investigators shall perform their role in an independent and unbiased manner, Investigators have a duty of fairness, objectivity, thoroughness, ethical behaviors and observance of professional standards.
- 8.12 All Investigators are authorized to take reasonable steps including reprimand against the Whistle blower in case of repeated frivolous complaints.

9. Action

- 9.1 The competent authority shall take such other remedial action as deemed fit to remedy the improper activity mentioned in the protected disclosure and/or to prevent the re-occurrence of such improper activity.
- 9.2 If the investigation discloses that no further action on the protected disclosure is warranted, the report shall be filed in the confidential section.

10. Reporting & Review

The competent Authority shall submit a quarterly report of the protected disclosures, received and of the investigation conducted and of the action taken to the Audit Committee for review.

11. Notification

All departmental heads are required to notify & communicate the existence and contents of this policy to the employees of their department. The Whistle Blower policy shall be prominently displayed on all Notice Boards of the Company, This policy, including amendments thereof shall be made available on Companys website and Board Report of the Company.

12. Annual Affirmation

The Company shall annually affirm that it has not denied any personnel access to the Audit Committee and that it has provided protection to whistle blower from adverse personnel action. The affirmation shall form part of Corporate Governance report as attached to the Annual Report of the Company.

13. Amendment

This Policy can be modified at any time by the board of directors of the Company.

“Annexure B”

Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of Subsidiaries /Associate Companies/Joint Ventures

Part ‘A’: Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

S. No.	Name of Subsidiary	Medgel Private Limited
1	The date since when subsidiary was acquired	01.04.2011
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as of Holding Company
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	INR
4	Paid up Share capital	14,68,19,530
5	Reserves & surplus	28,09,56,837
6	Total assets	47,50,94,716
7	Total Liabilities	47,50,94,716
8	Investments	8,50,00,001
9	Turnover	30,16,43,940
10	Profit/(Loss) before taxation	4,79,58,372
11	Provision for taxation	0
12	Profit after taxation	4,79,58,372
13	Proposed Dividend	0
14	% of shareholding	100%

Notes:

- Names of subsidiaries which are yet to commence operations : Nil
- Names of subsidiaries which have been liquidated or sold during the year : Nil

Part ‘B’: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

S. N.	Name of Associate/Joint Ventures	N.A.
1	Latest Audited Balance Sheet Date	
2	Date on which the Associate or Joint Venture was associated or acquired	
3	Shares of Associate or Joint Ventures held by the Company on the year end	
	Number	
	Amount of Investment in Associates/ Joint Venture	
	Extend of Holding in %	
4	Description of how there is significant influence	
5	Reason why the Associate/ Joint Venture is not consolidated	
6	Net worth attributable to Shareholding as per latest audited Balance Sheet	
7	Profit / Loss for the year	
	(i) Considered in Consolidation	-
	(ii) Not Considered in Consolidation	

- Names of associates or joint ventures which are yet to commence operations : Nil
- Names of associates or joint ventures which have been liquidated or sold during the year : Nil

As per our report of even date,

M/s Rawka & Associates

Chartered Accountants

Firm Reg. No.:-021606C

For and on behalf of the board,

Venus Rawka
Partner
M.N.429040
Place: Indore
Date: 30/07/2019

R.C. Mittal
Chairman
DIN: 00035272

Manish Jain
C.F.O

Alok K Garg
Managing Director
DIN: 00274321

Ayushi Silot
Company Secretary
M.N:A54352

“Annexure C”

Form MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
 The Members,
Medi-Caps Ltd.
 Mhow - Neemuch Road,
 Sector 1 Pithampur
 District Dhar (M.P.)-454775

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practice by **Medi-Caps Limited** (hereinafter called **the Company**). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minutes Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the **Financial Year ended 31st March, 2019 (1st April, 2018 to 31st March, 2019)**, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not applicable to the Company during the Audit Period);
- (v) (i) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):
 - (a) The SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011;
 - (b) The SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;
 - (c) The SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (ii) Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) were not applicable to the Company under the financial year under report: -
 - (a) The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 effective from 11th September, 2018;
 - (b) The SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (c) The SEBI (Issue and Listing of Debt Securities) Regulations, 2008;
 - (d) The SEBI (Delisting of Equity Shares) Regulations, 2009; and
 - (e) The SEBI (Buyback of Securities) Regulations, 1998.

We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The list of major head/groups of Acts, Laws and Regulations as applicable to the Company is given in **Annexure I**.

Further, the Company is having business of manufacturing, distribution and selling of Hard Shell of Gelatin Capsules.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India under the provisions of Companies Act, 2013; and
- (ii) The SEBI (LODR) Regulations, 2015 amended from time to time.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- (a) *There are 3 (Three) Charges which were satisfied long back but no evidence for the satisfaction were produced before us and these charges are reflecting in the Index of Charges at the portal of MCA.*
- (b) *Company has not filed Statement of Foreign Assets and Liabilities to RBI for the F.Y. 2017-18.*

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There are no changes in the composition of the Board of Directors that took place during the period under review.

Adequate notice was given to all directors, to schedule the Board Meetings and agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of directors or Committee of the Board, as the case may be.

Based on the records and process explained to us for compliances under the provisions of other specific acts applicable to the Company, we further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the compliance for the applicable taxation Laws like Direct Taxes, Indirect Taxes and the compliance of the IND-AS, disclosure of financial results under Regulation 33 of the SEBI (LODR) Regulations, 2015 and the annual financial statements along with notes attached therewith, and the Cost Record has not been reviewed, since the same have been subject to the statutory auditor or by other designated professionals. Therefore, we do not offer any comment.

This report is to be read with our letter of even date which is annexed as *Annexure II* and forms an integral part of this report.

We further report that during the audit period of the Company, there was no specific events/ action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. referred to above.

For, Ishan Jain & Co.

Company Secretaries

CS Ishan Jain

Proprietor

FCS: 9978

CP: 13032

Place: Indore

Date: 28th July, 2019

Annexure - I to the Secretarial Audit Report**List of specific/other laws generally applicable to the Company**

1. The Pharmacy Act, 1948;
2. Drugs and Cosmetics Act, 1940;
3. Factories Act, 1948;
4. Industries (Development & Regulation) Act, 1951
5. Standard Weight and Measurement Act, 1976
6. Labour Laws and other incidental laws related to labour and employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc.;
7. Acts prescribed under prevention and control of Pollution;
8. Acts prescribed under Environmental protection;
9. Acts as prescribed under Direct Tax and Indirect Taxation
10. Labour Welfare laws of the Madhya Pradesh.
11. Local laws as applicable to the Registered office and plant at Madhya Pradesh.

For, Ishan Jain & Co.

Company Secretaries

CS Ishan Jain

Proprietor

FCS 9978; CP 13032

Place: Indore;

Date: 28th July, 2019

Annexure - II to the Secretarial Audit Report

To,

The Members,

Medi-Caps Ltd.

Mhow-Neemuch Road,

Sector 1 Pithampur

District Dhar (M.P.)-454775

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of treatment of various tax liabilities and payment thereof, compliance of the applicable accounting standards, financial records and Books of Accounts of the company as the same is subject to the statutory audit being performed by the independent auditors.
4. Wherever required, we have obtained the Management representation and also relied about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, guidelines, standards etc., are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
7. We do not take any responsibility for any person if taking any commercial, financial or investment decision based on our secretarial audit report as aforesaid and they needs to take independent advise or decision as per their own satisfaction.

For, Ishan Jain & Co.
Company Secretaries

CS Ishan Jain
Proprietor
FCS 9978; CP 13032
Place: Indore;
Date: 28th July, 2019

“Annexure D”

**Conservation of Energy, Technology Absorption and
Foreign Exchange Earnings and Outgo**

[Section 134(3) (m) of The Companies Act, 2013 read with Rule 8(3) of the (Companies Accounts) Rules, 2014]

(A) Conservation of energy

S.No.	Particulars	
(i)	the steps taken or impact on conservation of energy;	Company uses DG sets
(ii)	the steps taken by the company for utilising alternate sources of energy;	DG sets
(iii)	the capital investment on energy conservation equipments	Nil

(B) Technology absorption

(i)	the efforts made towards technology absorption	Regularly modifying the machinery to utilize latest technology
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	Saving of Energy, Increase production and quality improvement
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year	N.A.
	(a) the details of technology imported	N.A.
	(b) the year of import	N.A.
	(c) whether the technology been fully absorbed	N.A.
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	N.A.
	the expenditure incurred on Research and Development	N.A.

(C) Foreign exchange earnings and Outgo

S. No.	Particulars	2018-19	2017-18
(i)	The Foreign Exchange earned in terms of actual inflows during the year;	103.67 Lakhs	99.67 Lakhs
(ii)	and the Foreign Exchange outgo during the year in terms of actual outflows.	284.07 Lakhs	277.82 Lakhs

Annexure E

**EXTRACT OF ANNUAL RETURN-FORM MGT-9
AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2019**

[Pursuant to section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

(I) REGISTRATION AND OTHER DETAILS

CIN	L24232MP1983PLC002231
Registration Date	06/08/1983
Name of the Company	MEDI-CAPS LIMITED
Category / Sub-Category of the Company	Company having Share Capital

Address of the Registered Office and contact details	Mhow - Neemuch Road, Sector-1, Pithampur, Dhar (M.P.) 454775, Phone: 07292-424242 Email: investors@medicaps.com
Whether listed company	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	Ankit Consultancy Pvt. Ltd. Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452001, 0731-2551745, ankit_4321@yahoo.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated:

Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
Empty Hard Gelatin Capsules (Manufacture of allopathic pharmaceutical preparations)	24232	100

III. Name and Address of the Holding, Subsidiary and Associate Companies:

Name and address of the Company	CIN / GNL	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
Medgel Private Limited	U24239MP2007PTC019204	Subsidiary Company	100%	2(87)

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as % of the total Equity)
i) Category-wise Shareholding

Category of Shareholder	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
A. Promoters									
(1) Indian									
a) Individual / HUF	5944804	-	5944804	47.67	5944804	-	5944804	47.67	0.00
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate/LLP	307128	-	307128	2.46	307128	-	307128	2.46	0.00
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other.	-	-	-	-	-	-	-	-	-
Sub-Total (A)(1):	6251932	-	6251932	50.14	6251932	-	6251932	50.14	0.00
(2) Foreign									
a) NRIs Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2):	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoters (A) = (A)(1) + (A)(2)	6251932	-	6251932	50.14	6251932	-	6251932	50.14	0.00
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds / UTI	-	900	900	0.01	-	900	900	0.01	0.00
b) Banks / FI	-	31900	31900	0.26	-	2700	2700	0.02	(0.24)
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture	-	-	-	-	-	-	-	-	-

Capital Funds									
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1):	-	32800	32800	0.26	-	3600	3600	0.03	(0.23)
(2) Non-Institutions									
a) Bodies Corporate/ LLP									
i) Indian	435619	9900	445519	3.57	302207	9900	312107	2.50	(1.07)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual Share holders holding nominal share capital upto Rs. 1 lakh	2570038	452052	3022090	24.23	2683835	406162	3089997	24.78	0.55
ii) Individual Share holders holding nominal share capital in excess of Rs. 1lakh	2579092	22800	2601892	20.87	2647868	52000	2699868	21.65	0.78
c) Others specify)									
i) Shares held by Pakistani citizens vested with the Custodian of Enemy Property	-	-	-	-	-	-	-	-	-
ii) Other Foreign Nationals	-	-	-	-	-	-	-	-	-
iii) Foreign Bodies	-	-	-	-	-	-	-	-	-
iv) NRI / OCBs	88812	25580	114392	0.92	90692	19100	109792	0.88	(0.04)
v) Clearing Members /Clearing House	1331	-	1331	0.01	2660	-	2660	0.02	0.01
vi) Trusts	-	-	-	-	-	-	-	-	-
vii) Foreign Portfolio Investor (Corporate)	-	-	-	-	-	-	-	-	-
viii) Any Other	-	-	-	-	-	-	-	-	-
Sub-Total (B)(2):	5674892	510332	6185224	49.60	5727262	487162	6214424	49.84	0.23
Total Public Share holding (B)=(B)(1)+(B)(2)	5674892	543132	6218024	49.86	5727262	490762	6218024	49.86	0.00
Grand Total (A+B)	11926824	543132	12469956	100.00	11979194	490762	12469956	100.00	0

ii) Shareholding of Promoters

Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	
Ramesh Chandra Mittal	3166320	25.39	-	3166320	25.39	-	-
Kusum Mittal	2700136	21.66	-	2700136	21.66	-	-
Trapti Investment Pvt.Ltd.	307128	2.46	-	307128	2.46	-	-
Alok K Garg	69600	0.56	-	69600	0.56	-	-
Gitika Agrawal	400	0.00	-	400	0.00	-	-
Manisha Garg	100	0.00	-	100	0.00	-	-
Anantram Daudayal Mittal	6172	0.05	-	6172	0.05	-	-
Nirmala Anantram Mittal	2076	0.02	-	2076	0.02	-	-
Total	6251932	50.14	-	6251932	50.14	-	-

iii) Change in Promoters Shareholding (Please specify, if there is no change)

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	6251932	50.14		
Date wise Increase/Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc): No change	-	-		
At the end of the year			6251932	50.14

iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

For each of the top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year		Changes during the year				Reason
	No. of Shares	% of total shares of the Co.	No. of Shares	% of total shares of the Co.	Date	No. shares before Change	No. shares After Change	Increase /Decrease	
Subramanian P.	612790	4.91	615670	4.93	01/03/2019	612790	615670	2880	Acquired
Shri Parasram Holdings Private Limited	103200	0.83	141000	1.13	13/04/2018	103000	103100	-100	Disposed
					27/04/2018	105100	104100	1000	Acquired
					04/05/2018	106100	105100	1000	Acquired
					11/05/2018	109100	107100	2000	Acquired
					30/06/2018	174784	140942	33842	Acquired
					27/07/2018	141058	141000	58	Acquired
					28/09/2018	141682	141341	341	Acquired
					05/10/2018	140659	141000	-341	Disposed
					12/10/2018	143000	142000	1000	Acquired
					28/12/2018	142002	142001	1	Acquired
					01/02/2019	139999	141000	-1001	Disposed
					15/02/2019	-140572	214	-140786	Disposed
					22/02/2019	281786	141000	140786	Acquired
					22/03/2019	-140542	229	-140771	Disposed
30/03/2019	281771	141000	140771	Acquired					
Babalbhai Manilal Patel	104286	0.84	266830	2.13	06/04/2018	104286	111500	7214	Acquired
					13/04/2018	111500	112500	1000	Acquired
					20/04/2018	112500	119860	7360	Acquired
					27/04/2018	119860	128200	8340	Acquired
					04/05/2018	128200	129000	800	Acquired
					11/05/2018	129000	134539	5539	Acquired
					18/05/2018	134539	136585	2046	Acquired
					25/05/2018	136585	146705	10120	Acquired
					01/06/2018	146705	157105	10400	Acquired
					08/06/2018	157105	161205	4100	Acquired
					15/06/2018	161205	177405	16200	Acquired
					22/06/2018	177405	180205	2800	Acquired
					30/06/2018	180205	181205	1000	Acquired
					06/07/2018	181205	182205	1000	Acquired
					13/07/2018	182205	183305	1100	Acquired
					27/07/2018	183305	7100	-176205	Disposed
					27/07/2018	7100	186609	179509	Acquired
					03/08/2018	186609	187305	696	Acquired
					03/08/2018	187305	7100	-180205	Disposed
					10/08/2018	7100	192215	185115	Acquired
					10/08/2018	192215	7100	-185115	Disposed
					17/08/2018	7100	192215	185115	Acquired
					24/08/2018	192215	7100	-185115	Disposed
					24/08/2018	7100	206635	199535	Acquired
					31/08/2018	206635	7100	-199535	Disposed
					31/08/2018	7100	212635	205535	Acquired
					07/09/2018	212635	7100	-205535	Disposed
					07/09/2018	7100	212635	205535	Acquired
14/09/2018	212635	219635	7000	Acquired					
14/09/2018	219635	7100	-212535	Disposed					
18/09/2018	7100	220635	213535	Acquired					
18/09/2018	220635	7100	-213535	Disposed					
21/09/2018	7100	221005	213905	Acquired					
28/09/2018	221005	226635	5630	Acquired					

					28/09/2018	226635	7110	-219525	Disposed
					29/09/2018	7110	226635	219525	Acquired
					29/09/2018	226635	7110	-219525	Disposed
					05/10/2018	7110	226635	219525	Acquired
					05/10/2018	226635	7110	-219525	Disposed
					12/10/2018	7110	226635	219525	Acquired
					19/10/2018	226635	230625	3990	Acquired
					19/10/2018	230625	7110	-223515	Disposed
					26/10/2018	7110	230655	223545	Acquired
					26/10/2018	230655	7110	-223545	Disposed
					02/11/2018	7110	231635	224525	Acquired
					02/11/2018	231635	7110	-224525	Disposed
					09/11/2018	7110	234635	227525	Acquired
					16/11/2018	234635	7110	-227525	Disposed
					16/11/2018	7110	236635	229525	Acquired
					23/11/2018	236635	7110	-229525	Disposed
					23/11/2018	7110	236635	229525	Acquired
					30/11/2018	236635	237635	1000	Acquired
					30/11/2018	237635	7110	-230525	Disposed
					07/12/2018	7110	238385	231275	Acquired
					07/12/2018	238385	7110	-231275	Disposed
					14/12/2018	7110	238385	231275	Acquired
					21/12/2018	238385	7110	-231275	Disposed
					28/12/2018	7110	238385	231275	Acquired
					31/12/2018	238385	7110	-231275	Disposed
					31/12/2018	7110	238385	231275	Acquired
					04/01/2019	238385	7110	-231275	Disposed
					04/01/2019	7110	238385	231275	Acquired
					11/01/2019	238385	239385	1000	Acquired
					11/01/2019	239385	7110	-232275	Disposed
					18/01/2019	7110	240399	233289	Acquired
					25/01/2019	240399	7110	-233289	Disposed
					25/01/2019	7110	240930	233820	Acquired
					01/02/2019	240930	247530	6600	Acquired
					01/02/2019	247530	7110	-240420	Disposed
					08/02/2019	7110	249930	242820	Acquired
					15/02/2019	249930	7110	-242820	Disposed
					22/02/2019	7110	251833	244723	Acquired
					01/03/2019	251833	256833	5000	Acquired
					01/03/2019	256833	7110	-249723	Disposed
					08/03/2019	7110	261830	254720	Acquired
					08/03/2019	261830	7110	-254720	Disposed
					15/03/2019	7110	262830	255720	Acquired
					15/03/2019	262830	7110	-255720	Disposed
					22/03/2019	7110	266830	259720	Acquired
					30/03/2019	266830	7110	-259720	Disposed
					30/03/2019	7110	266830	259720	Acquired
Shekhar R Athalye	57225	0.46	57225	0.46	-	-	-	-	-
Amit Chander	83450	0.67	61933	0.49	06/04/2018	83450	21517	-61933	Disposed
					06/04/2018	21517	61933	40416	Acquired
					13/04/2018	61933	21517	-40416	Disposed
					20/04/2018	21517	61933	40416	Acquired
					27/04/2018	61933	21517	-40416	Disposed
					27/04/2018	21517	61933	40416	Acquired
					04/05/2018	61933	21517	-40416	Disposed
					04/05/2018	21517	61933	40416	Acquired
					11/05/2018	61933	21517	-40416	Disposed
					11/05/2018	21517	61933	40416	Acquired
					18/05/2018	61933	21517	-40416	Disposed
					25/05/2018	21517	61933	40416	Acquired
					01/06/2018	61933	21517	-40416	Disposed
					01/06/2018	21517	61933	40416	Acquired
					08/06/2018	61933	21517	-40416	Disposed
					08/06/2018	21517	61933	40416	Acquired
					15/06/2018	61933	21517	-40416	Disposed
					22/06/2018	21517	61933	40416	Acquired
					30/06/2018	61933	21517	-40416	Disposed
					06/07/2018	21517	61933	40416	Acquired
					13/07/2018	61933	21517	-40416	Disposed
					20/07/2018	21517	61933	40416	Acquired
					20/07/2018	61933	21517	-40416	Disposed
					27/07/2018	21517	61933	40416	Acquired
					27/07/2018	61933	21517	-40416	Disposed
					03/08/2018	21517	61933	40416	Acquired
					03/08/2018	61933	21517	-40416	Disposed
					10/08/2018	21517	61933	40416	Acquired
					17/08/2018	61933	21517	-40416	Disposed

					24/08/2018	21517	61933	40416	Acquired
					24/08/2018	61933	21517	-40416	Disposed
					31/08/2018	21517	61933	40416	Acquired
					31/08/2018	61933	21517	-40416	Disposed
					07/09/2018	21517	61933	40416	Acquired
					14/09/2018	61933	21517	-40416	Disposed
					14/09/2018	21517	61933	40416	Acquired
					18/09/2018	61933	21517	-40416	Disposed
					18/09/2018	21517	61933	40416	Acquired
					21/09/2018	61933	21517	-40416	Disposed
					21/09/2018	21517	61933	40416	Acquired
					28/09/2018	61933	21517	-40416	Disposed
					29/09/2018	21517	61933	40416	Acquired
					05/10/2018	61933	21517	-40416	Disposed
					12/10/2018	21517	61933	40416	Acquired
					19/10/2018	61933	21517	-40416	Disposed
					26/10/2018	21517	61933	40416	Acquired
					26/10/2018	61933	21517	-40416	Disposed
					02/11/2018	21517	61933	40416	Acquired
					02/11/2018	61933	21517	-40416	Disposed
					09/11/2018	21517	61933	40416	Acquired
					09/11/2018	61933	21517	-40416	Disposed
					16/11/2018	21517	61933	40416	Acquired
					16/11/2018	61933	21517	-40416	Disposed
					23/11/2018	21517	61933	40416	Acquired
					30/11/2018	61933	21517	-40416	Disposed
					30/11/2018	21517	61933	40416	Acquired
					07/12/2018	61933	21517	-40416	Disposed
					07/12/2018	21517	61933	40416	Acquired
					14/12/2018	61933	21517	-40416	Disposed
					21/12/2018	21517	61933	40416	Acquired
					21/12/2018	61933	21517	-40416	Disposed
					28/12/2018	21517	61933	40416	Acquired
					28/12/2018	61933	21517	-40416	Disposed
					31/12/2018	21517	61933	40416	Acquired
					31/12/2018	61933	21517	-40416	Disposed
					04/01/2019	21517	61933	40416	Acquired
					04/01/2019	61933	21517	-40416	Disposed
					11/01/2019	21517	61933	40416	Acquired
					18/01/2019	61933	21517	-40416	Disposed
					18/01/2019	21517	61933	40416	Acquired
					25/01/2019	61933	21517	-40416	Disposed
					01/02/2019	21517	61933	40416	Acquired
					01/02/2019	61933	21517	-40416	Disposed
					08/02/2019	21517	61933	40416	Acquired
					08/02/2019	61933	21517	-40416	Disposed
					15/02/2019	21517	61933	40416	Acquired
					22/02/2019	61933	21517	-40416	Disposed
					01/03/2019	21517	61933	40416	Acquired
					08/03/2019	61933	21517	-40416	Disposed
					08/03/2019	21517	61933	40416	Acquired
					15/03/2019	61933	21517	-40416	Disposed
					15/03/2019	21517	61933	40416	Acquired
					22/03/2019	61933	21517	-40416	Disposed
					30/03/2019	21517	61933	40416	Acquired
					04.05.2018	46000	56000	10000	Acquired
					30.06.2018	56000	71000	15000	Acquired
Vyomesh Natvarlal Shah (HUF)	46000	0.36	71000	0.56					
Deepak Maheshwari	79844	0.64	4490	0.03	06/04/2018	79844	15504	-64340	Disposed
					06/04/2018	15504	60000	44496	Acquired
					06/04/2018	60000	4340	-55660	Disposed
					13/04/2018	4340	60000	55660	Acquired
					13/04/2018	60000	4340	-55660	Disposed
					13/04/2018	4340	15504	11164	Acquired
					20/04/2018	15504	60000	44496	Acquired
					20/04/2018	60000	4340	-55660	Disposed
					20/04/2018	4340	15504	11164	Acquired
					27/04/2018	15504	60000	44496	Acquired
					27/04/2018	60000	4340	-55660	Disposed
					04/05/2018	4340	60000	55660	Acquired
					04/05/2018	60000	4340	-55660	Disposed
					04/05/2018	4340	15504	11164	Acquired
					11/05/2018	15504	60000	44496	Acquired
					11/05/2018	60000	4340	-55660	Disposed
					11/05/2018	4340	15504	11164	Acquired
					18/05/2018	15504	60000	44496	Acquired
					18/05/2018	60000	4340	-55660	Disposed
					18/05/2018	4340	15504	11164	Acquired

				25/05/2018	15504	60000	44496	Acquired
				25/05/2018	60000	4340	-55660	Disposed
				25/05/2018	4340	15504	11164	Acquired
				01/06/2018	15504	60000	44496	Acquired
				01/06/2018	60000	4340	-55660	Disposed
				08/06/2018	4340	15504	11164	Acquired
				08/06/2018	15504	4340	-11164	Disposed
				08/06/2018	4340	60000	55660	Acquired
				15/06/2018	60000	4340	-55660	Disposed
				15/06/2018	4340	15504	11164	Acquired
				22/06/2018	15504	4340	-11164	Disposed
				22/06/2018	4340	60000	55660	Acquired
				22/06/2018	60000	15504	-44496	Disposed
				30/06/2018	15504	4340	-11164	Disposed
				30/06/2018	4340	15504	11164	Acquired
				30/06/2018	15504	60000	44496	Acquired
				06/07/2018	60000	15504	-44496	Disposed
				06/07/2018	15504	60000	44496	Acquired
				06/07/2018	60000	4340	-55660	Disposed
				13/07/2018	4340	60000	55660	Acquired
				13/07/2018	60000	15504	-44496	Disposed
				13/07/2018	15504	4340	-11164	Disposed
				20/07/2018	4340	60000	55660	Acquired
				20/07/2018	60000	4340	-55660	Disposed
				20/07/2018	4340	15504	11164	Acquired
				27/07/2018	15504	4340	-11164	Disposed
				27/07/2018	4340	60000	55660	Acquired
				03/08/2018	60000	15504	-44496	Disposed
				03/08/2018	15504	4340	-11164	Disposed
				03/08/2018	4340	60000	55660	Acquired
				10/08/2018	60000	4340	-55660	Disposed
				10/08/2018	4340	15504	11164	Acquired
				17/08/2018	15504	60000	44496	Acquired
				17/08/2018	60000	4340	-55660	Disposed
				17/08/2018	4340	15504	11164	Acquired
				24/08/2018	15504	60000	44496	Acquired
				24/08/2018	60000	4340	-55660	Disposed
				24/08/2018	4340	15504	11164	Acquired
				31/08/2018	15504	4340	-11164	Disposed
				31/08/2018	4340	60000	55660	Acquired
				07/09/2018	60000	4340	-55660	Disposed
				07/09/2018	4340	15504	11164	Acquired
				07/09/2018	15504	60000	44496	Acquired
				14/09/2018	60000	4340	-55660	Disposed
				14/09/2018	4340	15504	11164	Acquired
				18/09/2018	15504	4340	-11164	Disposed
				18/09/2018	4340	15504	11164	Acquired
				18/09/2018	15504	60000	44496	Acquired
				21/09/2018	60000	15504	-44496	Disposed
				21/09/2018	15504	4340	-11164	Disposed
				28/09/2018	4340	15504	11164	Acquired
				28/09/2018	15504	60000	44496	Acquired
				28/09/2018	60000	4340	-55660	Disposed
				29/09/2018	4340	15504	11164	Acquired
				29/09/2018	15504	4340	-11164	Disposed
				29/09/2018	4340	60000	55660	Acquired
				05/10/2018	60000	15504	-44496	Disposed
				05/10/2018	15504	60000	44496	Acquired
				05/10/2018	60000	4340	-55660	Disposed
				12/10/2018	4340	15504	11164	Acquired
				12/10/2018	15504	4340	-11164	Disposed
				12/10/2018	4340	60000	55660	Acquired
				19/10/2018	60000	4340	-55660	Disposed
				19/10/2018	4340	15504	11164	Acquired
				26/10/2018	15504	60000	44496	Acquired
				26/10/2018	60000	15504	-44496	Disposed
				26/10/2018	15504	4340	-11164	Disposed
				02/11/2018	4340	15504	11164	Acquired
				02/11/2018	15504	60000	44496	Acquired
				09/11/2018	60000	15504	-44496	Disposed
				09/11/2018	15504	60000	44496	Acquired
				09/11/2018	60000	4340	-55660	Disposed
				16/11/2018	4340	15504	11164	Acquired
				16/11/2018	15504	60000	44496	Acquired
				16/11/2018	60000	4340	-55660	Disposed
				23/11/2018	4340	60000	55660	Acquired
				23/11/2018	60000	4340	-55660	Disposed
				23/11/2018	4340	15504	11164	Acquired

					30/11/2018	15504	60000	44496	Acquired
					30/11/2018	60000	4340	-55660	Disposed
					30/11/2018	4340	15504	11164	Acquired
					07/12/2018	15504	60000	44496	Acquired
					07/12/2018	60000	4340	-55660	Disposed
					14/12/2018	4340	60000	55660	Acquired
					14/12/2018	60000	4340	-55660	Disposed
					14/12/2018	4340	15504	11164	Acquired
					21/12/2018	15504	60000	44496	Acquired
					21/12/2018	60000	4340	-55660	Disposed
					21/12/2018	4340	15504	11164	Acquired
					28/12/2018	15504	60000	44496	Acquired
					28/12/2018	60000	15504	-44496	Disposed
					28/12/2018	15504	4340	-11164	Disposed
					31/12/2018	4340	15504	11164	Acquired
					31/12/2018	15504	60000	44496	Acquired
					31/12/2018	60000	4340	-55660	Disposed
					04/01/2019	4340	15504	11164	Acquired
					04/01/2019	15504	4340	-11164	Disposed
					04/01/2019	4340	60000	55660	Acquired
					11/01/2019	60000	4340	-55660	Disposed
					11/01/2019	4340	15504	11164	Acquired
					11/01/2019	15504	60000	44496	Acquired
					18/01/2019	60000	4340	-55660	Disposed
					18/01/2019	4340	15504	11164	Acquired
					25/01/2019	15504	60000	44496	Acquired
					25/01/2019	60000	4340	-55660	Disposed
					25/01/2019	4340	15504	11164	Acquired
					01/02/2019	15504	60000	44496	Acquired
					01/02/2019	60000	4340	-55660	Disposed
					08/02/2019	4340	60000	55660	Acquired
					08/02/2019	60000	4340	-55660	Disposed
					08/02/2019	4340	15504	11164	Acquired
					15/02/2019	15504	60000	44496	Acquired
					15/02/2019	60000	4340	-55660	Disposed
					22/02/2019	4340	60000	55660	Acquired
					22/02/2019	60000	4340	-55660	Disposed
					22/02/2019	4340	15504	11164	Acquired
					01/03/2019	15504	60000	44496	Acquired
					01/03/2019	60000	4340	-55660	Disposed
					08/03/2019	4340	60000	55660	Acquired
					08/03/2019	60000	4340	-55660	Disposed
					08/03/2019	4340	15504	11164	Acquired
					15/03/2019	15504	60000	44496	Acquired
					15/03/2019	60000	4490	-55510	Disposed
					22/03/2019	4490	60000	55510	Acquired
					22/03/2019	60000	4490	-55510	Disposed
					22/03/2019	4490	15504	11014	Acquired
					30/03/2019	15504	60000	44496	Acquired
					30/03/2019	60000	4490	-55510	Disposed
Dipak Kanayalal Shah	146000	1.17	160000	1.28	13/04/2018	146000	150000	4000	Acquired
					31/08/2018	150000	150500	500	Acquired
					28/09/2018	150500	152500	2000	Acquired
					05/10/2018	152500	154500	2000	Acquired
					09/11/2018	154500	155000	500	Acquired
					25/01/2019	155000	160000	5000	Acquired
Sangeetha S	96370	0.77	96370	0.77	-	-	-	-	-
Nirmalkumar A. Patel.	57000	0.45	59000	0.47	25.01.2019	57000	59000	2000	Acquired
Vijit assets Management Pvt. Ltd.	166463	1.33	0	0	06/04/2018	166463	138679	-27784	Disposed
					13/04/2018	138679	98054	-40625	Disposed
					20/04/2018	98054	73142	-24912	Disposed
					27/04/2018	73142	69881	-3261	Disposed
					11/05/2018	69881	68230	-1651	Disposed
					18/05/2018	68230	67874	-356	Disposed
					25/05/2018	67874	59974	-7900	Disposed
					01/06/2018	59974	59694	-280	Disposed
					08/06/2018	59694	31347	-28347	Disposed (Not a shareholder)
Vijit Ramavat	207000	1.66	0	0	13/04/2018	207000	203350	-3650	Disposed
					17/08/2018	203350	194080	-9270	Disposed
					24/08/2018	194080	168885	-25195	Disposed
					31/08/2018	168885	165745	-3140	Disposed
					07/09/2018	165745	151179	-14566	Disposed
					14/09/2018	151179	124311	-26868	Disposed
					18/09/2018	124311	115373	-8938	Disposed
					21/09/2018	115373	111359	-4014	Disposed
					28/09/2018	111359	98104	-13255	Disposed

				19/10/2018	98104	91539	-6565	Disposed
				02/11/2018	91539	90830	-709	Disposed
				09/11/2018	90830	69553	-21277	Disposed
				16/11/2018	69553	65648	-3905	Disposed
				25/01/2019	65648	65583	-65	Disposed
				01/02/2019	65583	58410	-7173	Disposed
				22/02/2019	58410	58400	-10	Disposed
				01/03/2019	58400	57132	-1268	Disposed (Not a shareholder)

Note: The above changes are based on report received from Registrar and transfer agent weekly.

v) Shareholding of Directors and Key Managerial Personnel

For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
Mr. Ramesh Chandra Mittal, Chairman & Director				
At the beginning of the year	3166320	25.39		
Date wise Increase/Decrease in share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc):	-	-	-	-
At the end of the year			3166320	25.39
Mrs. Kusum Mittal, (Whole-time Director)				
At the beginning of the year	2700136	21.66		
Date wise Increase/Decrease in share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc):	-	-	-	-
At the end of the year			2700136	21.66
Mr. Alok K. Garg, (Managing Director)				
At the beginning of the year	69600	0.56		
Date wise Increase/Decrease in share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc):	-	-	-	-
At the end of the year			69600	0.56
Mrs. Manisha Garg (Whole Time Director)				
At the beginning of the year	100	0		
Date wise Increase/Decrease in share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc):	-	-	-	-
* Appointed at the Board meeting as additional Director w.e.f. 11.11.2016.				
At the end of the year			100	0
Dr. Shamsher Singh, Mr. Ashok Omprakash Agrawal, Mr. Mahesh Kumar Patni, Mr. Pramod Fatehpuria (Independent Director) and Mr. Manish Jain CFO and Ms. Ayushi Silot, Company Secretary				
At the beginning of the year	-	-	-	-
Date wise Increase/Decrease in share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc):	-	-	-	-
At the end of the year			-	-

V. INDEBTNESS

Indebtness of the Company including interest outstanding/ accrued but not due for payment

(Rs. In Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	17.46		-	17.46
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	17.46			17.46
Change in Indebtedness during the financial year	-	-	-	-
Addition	-	-	-	-
Reduction	5.31	-	-	5.31
Net Change	(5.31)			(5.31)
Indebtedness at the end of the financial year				

i) Principal Amount	12.15	-	-	12.15
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	12.15	-	-	12.15

VI. REMUNERATION OF DIRECTOR AND KMP
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S. N.	Particular of Remuneration	Mr. Alok K. Garg (Managing Director)	Mrs. Kusum Mittal (Whole Time Director)	Mrs. Manisha Garg (Whole Time Director)	Total
1	Gross Salary	30,00,000.00	18,00,000.00	12,00,000.00	60,00,000
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	0	0	0	0
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	0	0	0	0
2	Stock Options	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission	0	0	0	0
	- as % of profit	0	0	0	0
	- Others, specify	0	0	0	0
5	Others, please specify	0	0	0	0
	Total	30,00,000.00	18,00,000.00	12,00,000.00	60,00,000
	Ceiling as per the Act (As per Schedule V of the Companies Act, 2013)	84,00,000	84,00,000	84,00,000	2,52,00,000

B. Remuneration to other Directors:
1. Independent Directors: No remuneration was paid to independent directors

S.N.	Particular of Remuneration	Dr. Shamsher Singh	Mr. Mahesh Kumar Patni	Mr. Pramod Fatehpuria	Mr. Ashok Omprakash Agrawal	Total
1	-Fee for attending Board/Committee Meetings	-	-	-	-	
2	-Commission	-	-	-	-	
3	- Others, please specify	-	-	-	-	
	Total B.1	-	-	-	-	

2. Other Non Executive Directors: No remuneration was paid to non executive directors

S.N.	Particular of Remuneration	Mr. Ramesh Chandra Mittal	Total
1	-Fee for attending Board/Committee Meetings	-	-
2	-Commission	-	-
3	- Others, please specify	-	-
	Total B.2	0	0
	Total (B1+B2)	0	0
	Total Managerial Remuneration	0	60,00,000
	Overall Ceiling as per the Act	0	2,52,00,000

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER/ WTD

S.N.	Particular of Remuneration	Ms. Ayushi Silot (CS)	Mr. Manish Jain (CFO)	Total
1	Gross Salary	2,35,500.00	2,74,850.00	5,10,350.00
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	0	0	0
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	0	0	0
2	Stock Options	0	0	0
3	Sweat Equity	0	0	0
4	Commission	0	0	0
	- as % of profit	0	0	0
	- Others, specify	0	0	0
5	Others, please specify	0	0	0
	Total C	2,35,500.00	2,74,850.00	5,10,350.00

VII. PENALTY/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	AUTHORITY [RD / NCLT / COURT]	Appeal made, if any (give details)
A. COMPANY					

Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTOR					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICER IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and on behalf of the Board

Place: Pithampur
Date: 30.07.2019

Ramesh Chandra Mittal
Chairman
DIN:00035272

“Annexure F”

Particulars of Employees

[As per section 197(12) read with the Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

A. Ratio and remuneration of Directors & KMPs

S. No	Name	Designation	Remuneration For the year 2018-19	Remuneration for the year 2017-18	Increase In Remuneration %	Ratio Between Director or KMP and Median Employee
1.	Mr. Ramesh Chandra Mittal	NED	0	0	0	0
2.	Mrs. Kusum Mittal	WTD	18,00,000	18,00,000	0	12.70
3.	Mr. Alok K. Garg	MD	30,00,000	30,00,000	0	21.17
4.	Dr. Shamsher Singh	Independent Director	0	0	0	N.A.
5.	Mr. Mahesh Kumar Patni	Independent Director	0	0	0	N.A.
6.	Ashok Omprakash Agrawal	Independent Director	0	0	0	N.A.
7.	Mr. Pramod Fatehpuria	Independent Director	0	0	0	N.A.
8.	Mrs. Manisha Garg	WTD	12,00,000	12,00,000	0	8.47
9.	Mr. Manish Kumar Jain	CFO	2,74,850	2,63,450	4.33%	1.94
10	CS Ayushi Silot	Company Secretary	2,35,500	6,000	N.A.	N.A.

Comparison of CS Ayushi Silot is not applicable as she was appointed for a part of the year in previous year only.

B. The percentage increase in the Median remuneration of employees in the financial year: The remuneration of median employee was Rs. 11810 p.m. (1,41,720 p.a.) during the year 2018-19 as compared to Rs. 10910 p.m. (1,30,920 p.a.) in the previous year, increased by 8.25%.

C. The number of permanent employees on the Roll of the Company as on 31st March, 2019: 181

D. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Based on Remuneration Policy of the Company, salary of the employees was increased in the range of 7%-9%. This is based on Remuneration Policy of the Company that rewards people based on their contribution to the growth of the company and also ensures that external market competitiveness and internal relativities are taken care of.

E. Affirmation that the remuneration is as per the Remuneration Policy of the Company:

The Company affirms that remuneration is as per the remuneration policy of the Company:

F. Name of the top 10 employees in terms of remuneration drawn in the financial year 2018-19:

A statement of top-10 employees in terms of remuneration drawn as per rule 5(2) read with rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended is as follows

S. N.	Name of Employee	Designation of the employee	Remuneration received	Nature of employment	Qualifications and experience of the employee	Date of commencement	The age of such employee	The last employment held by	Whether any such employee is a
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				whether contractual or otherwise		ent of employment	year	such employee before joining the company	relative of any director or manager of the company and if so, name of such director or manager
1)	Mr. Alok K. Garg	Managing Director	Rs. 30,00,000/-	Contractual	B.A. (Honors), MBA (Marketing), Diploma in Export Documentation & Implementation from IIFT, Delhi More than 15 years experience in the Company's business and manufacturing activities	11.06.1996	50 Years	N.A	1. Mr. R. C Mittal 2. Mrs. Kusum Mittal 3. Mrs. Manisha Garg.
2)	Mrs. Kusum Mittal	Whole-Time Director	Rs. 18,00,000/-	Contractual	B. A Having experience in the Real Estate, investments and finance business activities	01.11.2010	68 Years	N.A	1. Shri R C Mittal 2. Mr. Alok K Garg 3. Mrs. ManishaG arg.
3)	Mrs. Manisha Garg	Whole Time Director	Rs. 12,00,000/-	Contractual	B.com (Marketing) Experience in Corporate Affairs	11.11.2016	47 Years	N.A	1. Alok K Garg 2. Mr. R C Mittal 3. Mrs. Kusum Mittal
4)	Dr. R.K. Sharma	Vice-President	Rs. 12,10,000/-	Regular	M.B.A, LL.B , Ph.D, 32 Years	06.02.1987	57 Years	N.A	-
5)	Mr. Ashok R. Pitaliya	General Manager-Finance	Rs. 9,68,274/-	Regular	M.Com, M.A 34 Years	01.07.1985	57 Years	N.A	-
6)	Dr. Ashish Moitra	Sr. Marketing Manager	Rs. 9,25,000/-	Regular	Ph. D (Economics) MBA (Mktg MBA(Int. Business)),SCM (IIT Delhi) 8+11 years	06.06.2008	40 Years	N.A	-

7)	Mr. Anurag Dutt	Sr. Account Officer	Rs. 6,19,134/-	Regular	M.Com, MBA 15 Years	01.01.2002	47 Years	Aurobindo Medical College	-
8)	Mr. Ravindra Gaur	Purchase Manager	Rs. 4,47,556/-	Regular	M.Com, MA, MBA, P. hd (Pursuing) 20 Years	12.02.1999	54 Years	TATA Motors	-
9)	Mr. Mukesh Sharma	Electrical Manager	Rs. 4,34,200/-	Regular	Diploma in Electrical Engineering 15 Years	01.12.2003	48 Years	N.A	-
10)	Mrs. Archana Thakur	QC Manager	Rs. 3,88,500/-	Regular	MSC (Organic Chemistry) 22 yrs + 6 month	18.01.2018	51 years	Forte caps Healthcare Limited	-

For and on behalf of the Board

Place: Pithampur
Date: 30th July 2019

Ramesh Chandra Mittal
Chairman
DIN:00035272

“Annexure G”

Certificate on Compliance with Code of Conducts

I hereby confirm that the Company has obtained from all the members of the Board and Management Personnel, affirmation that they have complied with the Code of Business Conduct and Ethics, The Company has formulated the code of conduct for the Board members and senior executives under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and the SEBI (Prohibition of Insider Trading) Regulations, 2015.

For and on behalf of the Board

Place: Pithampur
Date: 30th July, 2019

Ramesh Chandra Mittal
Chairman
DIN:00035272

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. OVERVIEW OF INDUSTRY

Indian pharmaceutical sector industry supplies over 50 per cent of global demand for various vaccines, 40 per cent of generic demand in the US and 25 per cent of all medicine in UK as per reports. India contributes the second largest share of pharmaceutical and biotech workforce in the world. Indian drugs are exported to more than 200 countries in the world, with the US as the key market. The Pharma Vision 2020 by the government Department of Pharmaceuticals aims to make India a major hub for end-to-end drug discovery. Indian pharmaceutical sector is expected to grow at a great pace in terms of CAGR (Compound Annual Growth Rate) in the near future. Although India has achieved the distinction of being the world's big supplier of low-cost generic medicines, in recent years, a toxic brew of misguided government policy and shortsighted business practices has crippled our efforts to become a drug discovery and innovation powerhouse, even while jeopardizing our access to foreign markets due to quality issues. As your company is one of the Company in pharmaceutical industries and continue to fulfillment our commitments to provide modern affordable product to end users, your Company continues to grow in field of nature exciting products with high innovation quotient, preparing like SLS free products, SLS refer to Sodium Lauryl sulfate which is a common irritant that is banned in several countries, such as Japan and also several European Union Countries. Your Company also manufacturer of preservative free capsules as per the customer requirement.

2. MARKET SIZE AND DEVELOPMENT

The pharmaceutical sector was valued at US\$ 33 billion in 2017. The Company's pharmaceutical industry is expected to expand at a CAGR of 22.4 per cent over 2015-20 to reach US\$ 55 billion. India's pharmaceutical exports stood at US\$ 17.27 billion in FY18 and have reached US\$ 19.14 billion in FY19.

Pharmaceutical exports include bulk drugs, intermediates, drug formulations, biological, Ayush & herbal products and surgical as per reports.

3. INVESTMENTS

The Government of India is planning to set up an electronic platform to regulate online pharmacies under a new policy, in order to stop any misuse due to easy availability. Further The Government of India unveiled 'Pharma Vision 2020' aimed at making India a global leader in end-to-end drug manufacture. Approval time for new facilities has been reduced to boost investments. The government introduced mechanisms such as the Drug Price Control Order and the National Pharmaceutical Pricing Authority to deal with the issue of affordability and availability of medicines.

4. OPPORTUNITIES AND THREATS

India's pharmaceuticals market has grown in confidence and firmly moved on to an accelerated growth path. As per a recent IQVIA1 report, the global medicine spending is expected to reach nearly USD 1.5 trillion by 2023, representing 3-6% CAGR over the next five years. A Paradigm Shift has been witnessed in the Management of Pharmaceutical Budgets. As pricing pressures coupled with volume slowdowns affect markets globally, generics players are finding it difficult to source growth from traditional means of portfolio refreshment and market expansion. As pharma manufacturing becomes increasingly globalised, complex and more highly regulated, the sector must become more streamlined and cost efficient at manufacturing its products.

5. ECONOMIC SCENARIO AND OUTLOOK

Helped by the growth in domestic and export markets, India's pharma industry is set to rise by 9-11 per cent over the previous fiscal and it is likely to touch \$ 41.9 billion in FY20. While on the domestic front, the industry is expected to grow at around 12 per cent and reach \$20.4-\$20.8 billion during FY20, exports are likely to touch \$21.1 billion in this fiscal with a growth rate of 8 to 10 per cent, according to a study by Care Ratings. Global spending on medicines crossed US\$ 1.2 Trillion in 2018; and is projected to grow at a compound annual growth rate (CAGR) of 3-6% in the next five years, reaching over US\$ 1.5 Trillion by 2023. Growth in the global pharmaceutical market will continue to be led by the US and pharma emerging markets. Growth in global pharmaceutical spending through 2023 will primarily be driven by developed markets and the accelerated adoption of new innovative products

6. VOLUME OF MANUFACTURING

Your company is in the manufacturing of the Hard Gelatin Capsules. During the year company has manufactured following quantity.

Particulars	Quantity in Nos. (in Lakhs)	
	2018-19	2017-18
Opening Finished goods available	2218.05	4235.16
Manufactured during the year	25456.31	27184.66
Capsules sold during the year	25655.97	28953.12
Capsules removed for Remelted	259.49	248.64
Closing Finished goods available	1758.90	2218.05

7. SELLING PRICE

Selling price for the year was Rs. 82.56 per thousand capsules as compared to Rs. 76.50 per thousand capsules in the previous year.

8. OCCUPATIONAL HEALTH & SAFETY (OH&S)

This initiative involved and positively engaged all levels of personnel on the plant and the Company's business. With regard to contractor safety, two key areas of focus identified were Facility Management for the contractors employees and Equipment, Tools & Material Management. The Facility Management initiative was implemented to ensure adequate welfare facilities for contract labour such as washrooms with bathing facilities, rest rooms, availability of drinking water etc. The Equipment, Tools & Material Management program ensured that the tools used by contractors were safe. The process of screening of contractors was made more stringent to ensure that the contractors were aligned with the Company's objectives to ensure Zero Harm.

9. HUMAN RESOURCES

Many initiatives have been taken to support business through organizational efficiency, process change support and various employee engagement programmes which has helped the Organization achieve higher productivity levels. A significant effort has also been undertaken to develop leadership as well as technical/functional capabilities in order to meet future talent requirement.

The Company's HR processes such as hiring and on-boarding, fair transparent online performance evaluation and talent management process, state-of-the-art workmen development process, and market aligned policies have been seen as benchmark practices in the Industry.

During the year under review, the following Human Resources initiatives received greater focus:

Employer of Choice: Employees are encouraged to express their views and are empowered to work independently. Employees are given the opportunity to learn through various small projects which make them look at initiatives from different perspectives and thus provide them with a platform to become result

oriented. This has helped greatly in overall development of the employee and has significantly arrested the attrition rate.

Leadership Development: As a part of leadership development, talented employees have been seconded to the senior leadership team to mentor them and prepare them for the next higher role.

Industrial Relations: The Company's Industrial Relations policy has been benchmarked by the manufacturing sector. The Company shares relevant business information with the Unions in order to enlighten them and make them sensitive towards business requirements. This has helped to build a healthy relationship and resolve issues through mutual dialogue.

10. ENHANCING SHAREHOLDERS VALUE

Your Company believes that its Members are among its most important stakeholders. Accordingly, your Company's operations are committed to the pursuit of achieving high levels of operating performance and cost competitiveness, consolidating and building for growth, enhancing the productive asset and resource base and nurturing overall corporate reputation. Your Company is also committed to creating value for its other stakeholders by ensuring that its corporate actions positively impact the socio-economic and environmental dimensions and contribute to sustainable growth and development.

11. INDUSTRIAL RELATIONS

During the year under review, your Company enjoyed cordial relationship with worker and employees at all levels.

12. RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM

Though it is not possible to completely eliminate various risks associated with the business of the Company, efforts are made to minimize the impact of such risks on the operations of the Company. For this, the Company has established a well-defined process of risk management which includes identification, analysis and assessment of various risks, measurement of probable impact of such risks, formulation of the risk mitigation strategies and implementation of the same so as to minimize the impact of such risks on the operations of the Company. An enterprise wide risk evaluation and validation process is carried out regularly and the review of the risk management policy is also carried out at regular intervals by the Risk Management Committee and the Board of Directors and Financial risk is reviewed by our Audit Committee, so as to ensure that the new risks which might have arisen or the impact of the existing risks which might have increased are identified and a proper strategy is put in place for mitigating such risks.

The Company has put in place various internal controls for different activities so as to minimize the impact of various risks. Also, as mandated by the Companies Act, 2013, the Company has implemented the Internal Financial Control (IFC) framework to ensure proper internal controls over financial reporting. Apart from this, a well-defined system of internal audit is in place so as to independently review and strengthen these internal controls. The Audit Committee of the Company regularly reviews the reports of the internal auditors and recommends actions for further improvement of the internal controls.

Details of Significant Changes in Key Financial Ratios:

Key Ratio	2018-19	2017-18	Change	Variance	Reason for more than 25% variance.
Debtors Turnover Ratio	2.22	2.29	(0.07)	(3.06%)	-
Inventory Turnover Ratio	1.07	0.91	0.16	17.58%	-
Interest Coverage Ratio	78.92	0	78.92	100%	The company has taken Loan in previous year and the interest payment has been started in current year.
Current Ratio	5.04	6.95	(1.86)	(26.96%)	Trade Payables has been increased.
Debt Equity Ratio	0.50	0.39	0.11	28.20%	Borrowing of the company has decreased
Operating Profit Margin (%)	0.04	0.04	0.00	0.00%	-
Net Profit Margin (%)	0.02	0.02	0.00	0.00%	-
Return on Networth (any change)	0.87	0.84	0.03	3.57%	Profit of the company has been increased as compared to previous year.

Corporate Governance Report

(Pursuant to Regulation 34 of the SEBI (LODR) Regulation, 2015) Forming Part of the Boards Report

1. Company's Philosophy on code of Governance:-

Corporate Governance philosophy stems from our belief that corporate governance is a key element in improving efficiency, growth enhancing investor confidence and return to the shareholders. Accordingly, the Corporate Governance philosophy has been scripted as "As a good corporate citizen, the Company is committed to sound corporate practices based on conscience, openness, fairness, professionalism and accountability in building confidence of its various stakeholders, thereby paving the way for its long term success." Our Company is committed to values of ethical and transparent business conduct. The Company believes that Corporate Governance is respect for the inalienable rights of the shareholders as the true owners of the Company and acknowledgment of their own role as trustees on behalf of the shareholders. It also perceives maximization of other stakeholders interest for the long term interest of the shareholders and thereby long term efficiency and progress of the Company. Company complies with the changes

brought in on regular basis and follows the best corporate practices and the SEBI Corporate Governance Norms. The details of compliance are as follows:

2. The Governance Structure:-

Medi-Caps's governance structure is based on the principles of freedom to the executive management within a given framework to ensure that the powers vested in the executive management are exercised with due care and responsibility so as to meet the expectation of all the stakeholders. In line with these principles, the Company has formed three tiers of Corporate Governance structure, viz.:

(i) **The Board of Directors** - The primary role of the Board is to protect the interest and enhance value for all the stakeholders. It conducts overall strategic supervision and control by setting the goals & targets, policies, Practices, governance standards, reporting mechanism & accountability and decision making process to be followed.

(ii) **Committees of Directors** There are various committees of Directors such as Audit Committee, Nomination & Remuneration Committee, Stake Holder Relationship Committee and Risk Management Committee etc. which are focused on financial reporting, audit & internal controls, compliance issues, appointment and remuneration of Directors, Auditors, investor grievance redress and Senior Management Employees and the Risk Management framework.

(iii) **Executive Management** The entire business including the support services are managed with clearly demarcated responsibilities and authorities at different levels.

Managing Director - The Managing Director is responsible for achieving the Company's vision and mission, business strategies, project execution, mergers and acquisition, significant policy decisions and all the critical issues having significant business & financial implications. He is also responsible for the overall performance and growth of the Company and ensures implementation of the various rules and regulations including the SEBI (PIT) Regulations, 2015 and the decisions of the Board of Directors and its various Committees. He reports to the Board of Directors for any non-compliances.

3. Board of Directors

A. Composition of Board

The Board of directors of the company consists of an optimum combination of Executive, Non-Executive, Independent and Woman Directors, to ensure the independent functioning of the Board. The composition of the Board also complies with the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. As at the end of corporate financial year 2018-19, the total Board consists of Eight (8) directors, out of which One (1) is non-executive, 2 (Two) Women and four (4) are Independent Directors. The composition of the Board of directors and the number of Board Committee in which they are Chairman/ member as on 31.03.2019 are as under:

Name	Category	No. of Directorship in other Companies	No. of Committee position held in Companies	
			Chairman	Member
Mr. Ramesh Chandra Mittal	Promoter & Non Executive Director, Chairman of the Board	5	1	0
Mr. Alok K. Garg	Promoter & Managing Director	3	0	1
Mrs. Kusum Mittal	Promoter, Women & Whole- Time Director	1	0	0
Mrs. Manisha Garg	Promoter, Women & Whole- Time Director	2	0	0
Dr. Shamsher Singh	Independent & NED	0	4	0
Mr. Pramod Fatehpuria	Independent & NED	2	0	3
Mr. Mahesh Kumar Patni	Independent & NED	1	0	4
Mr. Ashok Omprakash Agrawal	Independent & NED	1	0	1

Note: None of the Director is a Director in other Listed Company.

B. Selection and Appointment of Directors:

The Nomination & Remuneration Committee have approved a policy for the selection, appointment and remuneration of directors. In line with the said policy, the Committee facilitates the Board in identification and selection of the Directors who shall be of high integrity with relevant expertise and experience so as to have well diverse Board. The abstract of the said Policy forms part of the Directors Report. Directors are appointed or re-appointed with the approval of the shareholders and shall remain in office in accordance with the provisions of the law laid down by the Board from time-to-time. The Managing Director and all the Non-Executive Directors (except Independent Directors) are liable to retire by rotation unless otherwise specifically provided under the Articles of Association or under any statute.

As required under Regulation 46(2)(b) of the Listing Regulations, the Company has issued formal letters of appointment to the Independent Directors. The terms & conditions of appointment of their appointment and Appointment Letter are posted on the Company's website and can be accessed at www.medicaps.com.

C. Meetings, agenda and proceedings etc. of the Board Meeting:

The names of the Directors on the Board, Date of Board Meetings, and their record of attendance at Board Meetings held during the year and at the last Annual General Meeting, as on 31st March, 2019 are:

There were 4 (Four) Board meetings were held during the financial year on **28th day of May 2018, 25th day of July, 2018, 14th Day of November, 2018, and 7th day of February, 2019.**

The gap between two Board meetings were not exceeding than 120 days according to provisions laid down in Companies Act, 2013 and SEBI (LODR) Regulations, 2015 and Secretarial Standards.

Name of Director	No. of Board Meetings entitled to attend during the year	No. of Board Meetings Attended	Attendance at the last AGM held on 25 th September, 2018
Mr. Ramesh Chandra Mittal	4	2	Yes
Mr. Alok K. Garg	4	3	Yes
Mrs. Kusum Mittal	4	4	No
Mrs. Manisha Garg	4	4	No
Dr. Shamsher Singh	4	4	Yes
Mr. Pramod Fatehpuria	4	4	No
Mr. Mahesh Kumar Patni	4	4	Yes
Mr. Ashok Omprakash Agrawal	4	4	No

D. Disclosure of Relationship between Directors inter-se:

Name	Relationship	Name of other Directors in inter-se relationship
Mr. Ramesh Chandra Mittal	Husband	Mrs. Kusum Mittal
	Father	Mrs. Manisha Garg
	Father in Law	Mr. Alok K. Garg
Mr. Alok K. Garg	Husband	Mrs. Manisha Garg
	Son in Law	Mr. Ramesh Chandra Mittal and Mrs. Kusum Mittal
Mrs. Kusum Mittal	Wife	Mr. Ramesh Chandra Mittal
	Mother in law	Mr. Alok K. Garg
	Mother	Mrs. Manisha Garg
Mrs. Manisha Garg	Daughter	Mr. Ramesh Chandra Mittal and Mrs. Kusum Mittal
	Wife	Mr. Alok K Garg

E. No. of Shares held by Non- Executive Director

	No. of Shares Held
Mr. Ramesh Chandra Mittal	31,66,320
Dr. Shamsher Singh	0
Mr. Ashok Omprakash Agrawal	0
Mr. Pramod Fatehpuria	0
Mr. Mahesh Kumar Patni	0

F. Induction and Familiarization Program for Directors:

On appointment, the concerned Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Independent Director is taken through an induction and familiarization program including the presentation and interactive session with the Managing Director, Executive Committee Members and other Functional Heads on the Company's manufacturing, marketing, finance and other important aspects. The Company Secretary briefs the Director about their legal and regulatory responsibilities as a Director. On the matters of specialized nature, the Company engages outside experts/consultants for presentation and discussion with the Board members. The details of familiarization program can be accessed from the website: www.medicaps.com.

G. Separate Meeting of Independent Directors:

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the Listing Regulations, a separate meeting of the Independent Directors of the Company was held on **14th November, 2018** to review the performance of Non-Independent Directors (including the Chairman) and the entire Board.

The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

H. Notice and Agenda:

All the meetings are conducted as per well designed and structured Notice and agenda. All the agenda items are backed by necessary supporting information and documents (except for the critical price sensitive information, which is circulated separately or placed at the meeting) to enable the Board to take informed decisions. Agenda also includes minutes of the meetings of all the Board Committees and Subsidiaries for the information of the Board. Additional agenda items in the form of Other Business are included with the permission of the Chairman. Agenda papers are circulated seven days prior to the Board Meeting. In addition, for any business exigencies, the resolutions are passed by circulation and later placed at the subsequent Board/Committee Meeting for ratification / approval.

I. Invitees & Proceedings:

Apart from the Board members, the Company Secretary, the CFO, the Heads of Manufacturing and Marketing are invited to attend all the Board Meetings. Other senior management executives are called as and when necessary, to provide additional inputs for the items being discussed by the Board. The CFO

makes presentation on the quarterly and annual operating & financial performance and on annual operating & capex budget. The Managing Director and other senior executives make presentations on capex proposals & progress, operational health & safety and other business issues. The Chairman of various Board Committees brief the Board on all the important matters discussed & decided at their respective committee meetings, which are generally held prior to the Board meeting.

J. Post Meeting Action:

Post meetings, all important decisions taken at the meeting are communicated to the concerned officials and departments. Action Taken Report is prepared and reviewed periodically by the Managing Director for the action taken / pending to be taken.

K. Support and Role of Company Secretary:

She acts as interface between the Board and the Management and provides required assistance on compliance of the SEBI (LODR) Regulations, SEBI (SAST) Regulations and the Companies Act, 2013.

L. Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulation, 2015 the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and other Committees.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

M. Code of Conduct:

The Board of Directors has laid down a Code of Conduct for Business and Ethics (the Code) for all the Board members and all the employees in the management grade of the Company. The Code covers amongst other things the Company's commitment to honest & ethical personal conduct, fair competition, corporate social responsibility, sustainable environment, health & safety, transparency and compliance of laws & regulations etc. The Company believes in Zero Tolerance to bribery and corruption in any form and in line with our governance philosophy of doing business in most ethical and transparent manner, the Board has laid down an Anti Bribery and Corruption Directives, which is embedded to the Code. The Code of Conduct is posted on the website of the Company.

All the Board members and senior management personnel have confirmed compliance with the code.

N. Prevention of Insider Trading Code:

As per SEBI (Prohibition of Insider Trading) Regulation, 2015, the Company has adopted a Code of Conduct for Prevention of Insider Trading. All the Directors, employees and third parties such as auditors, consultants etc. who could have access to the unpublished price sensitive information of the Company are governed by this code. The trading window is closed during the time of declaration of results and occurrence of any material events as per the code. The Company has appointed Compliance Officer, who is responsible for setting forth procedures and implementation of the code for trading in Company's securities. During the year under review there has been due compliance with the said code. The code of conduct was amended in the Board Meeting held on 7th Feb., 2019 as per the latest amendment brought in by the SEBI.

O. Providing voting by Electronic Means.

Your Company is providing E-voting facility under Regulation 44 of SEBI (LODR) Regulation, 2015 and Companies Act, 2013. The details regarding e-voting facility is being given with the notice of the Meeting.

P. Strictures and Penalties

No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets during the last three years.

Q. Compliance with IND-AS

In the preparation of the financial statements, the Company has followed the IND-AS as notified w.e.f. 1st April, 2017. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

R. Vigil Mechanism/Whistle Blower Policy

The Company has laid down a Whistle Blower Policy/vigil mechanism. The company encourages an open door policy where employees have access to the Head of the business/function. The company takes cognizance of the complaints made and suggestions given by the employees and others. Complaints are looked into and whenever necessary, suitable corrective steps are taken. No employee of the company has been denied access to the Audit Committee in this regard

As part of our corporate governance practices, the company has adopted the Whistleblower policy that covers our directors and employees. The policy is provided pursuant to SEBI (LODR) Regulation, 2015 on our website and also annexed with the Board Report.

S. Proceeds from public issues, rights issue, preferential issues, etc.

The Company has not raised money through an issue (public issues, rights issues, preferential issues etc.) during the year under review.

T. Disclosures with respect to demat suspense account/ Unclaimed Suspense Account:

There is no equity shares lying in the demat suspense account/ Unclaimed Suspense Account.

U. Confirmation that in the opinion in of the Board, the Independent Director fulfill the condition specified in this regulation and are independent of the Management:

All Independent Directors has given disclosure as required under the Companies Act, 2013 and Listing Regulations that they are independent of the management and the Management do hereby confirm there independency.

V. Detailed Reason for resignation of Independent Director who resigns before the expiry of his tenure along with the confirmation by such director that there are no other material reason other than those provided:

There is no resignation of any independent Director during the Financial Year.

VI. List of core Skills/Expertise/Competencies identified by the Board of Directors as required in the context of its Business(es) and Sector(s) for it to function effectively and those actually available with the Board:

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Companys business and that the said skills are already available with the Board Members:

- a. Knowledge on Companys businesses (Pharma Industry), policies and business culture major risks/threats and potential opportunities and knowledge of the industry in which the Company operates,
- b. Behavioural skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company,
- c. Business Strategy, Sales & Marketing, Corporate Governance, Forex Management, Administration, Decision Making,
- d. Financial and Management skills,
- e. Technical / Professional skills and specialized knowledge in relation to Companys business.

4. AUDIT COMMITTEE
(A) Terms of reference

The Board has constituted a well-qualified Audit Committee. All the members of the Committee are Non-Executive Directors with majority of them are Independent Directors including Chairman. They possess sound knowledge on accounts, audit, finance, taxation, internal controls etc. The Company Secretary acts as secretary to the committee.

The Audit Committee has adequate powers and detailed terms of reference to play effective role as required under the provisions of section 149 of the Companies Act, 2013 and Regulation 18 of SEBI (LODR) Regulation, 2015 entered into with the Stock Exchanges.

The terms of reference of the Audit Committee are as per the guidelines set out in the listing regulations read with section 177 of the Companies Act, 2013. These broadly includes

Financial Reporting and Related Processes

A. The role of the audit committee shall include the following:

- (1) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- (3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - (a) matters required to be included in the directors responsibility statement to be included in the boards report in terms of Section 134(3)(c) of the Companies Act, 2013;
 - (b) changes, if any, in accounting policies and practices and reasons for the same;
 - (c) major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) significant adjustments made in the financial statements arising out of audit findings;
 - (e) compliance with listing and other legal requirements relating to financial statements;
 - (f) disclosure of any related party transactions;
 - (g) modified opinion(s) in the draft audit report;
- (5) reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- (6) reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- (7) reviewing and monitoring the auditors independence and performance, and effectiveness of audit process;
- (8) approval of Omnibus Related Party Transaction and/or any subsequent modification of transactions of the Company with related parties;

- (9) scrutiny of inter-corporate loans and investments;
- (10) valuation of undertakings or assets of the Company, wherever it is necessary;
- (11) evaluation of internal financial controls and risk management systems;
- (12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (14) discussion with internal auditors of any significant findings and follow up there on;
- (15) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (16) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (17) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (18) to review the functioning of the whistle blower mechanism;
- (19) approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate;
- (20) Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- (21) Reviewing the utilization of loans &/ or advances from/ investment by the holding company in the subsidiary exceeding 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments.

B. The audit committee shall mandatorily review the following information:

- (1) management discussion and analysis of financial condition and results of operations;
- (2) statement of significant related party transactions (as defined by the audit committee), submitted by management;
- (3) management letters/letters of internal control weaknesses issued by the statutory auditors;
- (4) internal audit reports relating to internal control weaknesses; and
- (5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- (6) statement of deviations:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7).

Audit

- Review the scope of the Statutory Auditors, the annual audit plan and the Internal Audit Plan with a view to ensure adequate coverage.
- Review the significant audit findings from the statutory and internal audits carried out, the recommendations and Managements response thereto.
- Review and recommend to the Board the appointment/re-appointment of the Statutory Auditors and Cost Auditors considering their independence and effectiveness and their replacement and removal.
- Approve such additional services to be rendered by the Statutory Auditors except those enumerated in Section 144 of the Companies Act, 2013 and payment for such services.
- To recommend to the Board the remuneration of the Statutory Auditors/Cost Auditors/secretarial auditor
- To discuss with the Statutory Auditors/Internal Auditors any significant difficulties encountered during the course of the Audit.

Other Duties

- To approve the appointment, removal and terms of remuneration of the Internal Auditor and to approve the appointment of the Chief Financial Officer.
- To grant omnibus approval for related party transactions which are in the ordinary course of business and on an arms length pricing basis and to review and approve such transactions subject to the approval of the Board.

(B) Constitution and Composition

The terms of reference of the audit committee are extensive and include all that is mandated in regulation 18 of SEBI (LODR) Regulation, 2015 and section 149 of the Companies Act, 2013 as regards composition of the Audit Committee. The Audit Committee of the Company as on 31st March, 2019 comprises of the following Directors of the Company.

Name of the Director	Designation
Dr. Shamsher Singh	Chairman
Mr. Mahesh Kumar Patni	Member
Mr. Pramod Fatehpuria	Member

All the three members of the audit committee are non-executive and Independent directors.

(C) Meeting and attendance during the year

Four (4) meetings were held during the financial year 2018-19 on **28th May 2018, 25th July, 2018, 14th November, 2018 and 7th February 2019**. The attendance of each member of the committee is as under:

Name of the Director	Total no. of meeting held during the year	No. of Meeting attended
Dr. Shamsheer Singh	4	4
Mr. Mahesh Kumar Patni	4	4
Mr. Pramod Fatehpuria	4	4

CS acts as the Secretary to the Committee. Chairman and Member of the Audit Committee were present at the last Annual General Meeting to answer the shareholders queries.

(D) Invitees / Participants:

1. The M.D. & CFO are the permanent invitees to all Audit Committee meetings.
2. Head of Internal Audit department attends all the Audit Committee Meetings as far as possible and briefs the Committee on all the points covered in the Internal Audit Report as well as the other issues that come up during discussions.
3. The representatives of the Statutory Auditors have attended all the Audit Committee meetings held during the year.

(E) Private Meetings:

In order to get the inputs and opinions of the Statutory Auditors and the Internal Auditors, the Committee also held one separate one-to-one meeting during the year with the Statutory Auditor and Head of Internal Audit department but without the presence of the Managing Director and the management representatives.

5. NOMINATION & REMUNERATION COMMITTEE
(A) Terms of reference

The Remuneration Committee recommends remuneration, promotions, increments and appointments etc. for the Directors, Whole time Directors and relative of the directors to the Board for approval. The Committee is empowered to -

1. To formulate criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to appointment and remuneration for Directors, Key Managerial Personnel and other senior employees;
2. To formulate criteria for evaluation of the members of the Board of Directors including Independent Directors, the Board of Directors and the Committees thereof;
3. To devise policy on Board Diversity;
4. To identify persons, qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and where necessary, their removal;
5. To formulate policy ensuring the following:
 - a. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully,
 - b. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks, and
 - c. Remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals;
 - d. Recommendation to the board, all remuneration, in whatever form, payable to senior management.
6. To design Company's policy on specific remuneration packages for Executive/ Whole Time Directors and Key Managerial Personnel including pension rights and any other compensation payment;
7. To determine, peruse and finalize terms and conditions including remuneration payable to Executive/ Whole Time Directors and Key Managerial Personnel of the Company from time to time;
8. To review, amend or ratify the existing terms and conditions including remuneration payable to Executive/Whole-time Directors, Senior Management Personnel and Key Managerial Personnel of the Company;
9. Any other matter as may be assigned by the Board of Directors.

(B) Composition

In compliance with the provisions of section 178 of the Companies Act, 2013 and Listing Regulation. The Nomination and Remuneration Committee of the Company as on 31st March, 2019 comprises of the following Directors of the Company.

Name of the Director	Designation
Dr. Shamsheer Singh	Chairman
Mr. Mahesh Kumar Patni	Member
Mr. Pramod Fatehpuria	Member

All the three members of the remuneration committee are independent directors.

(C) Meeting and attendance during the year

One (1) meeting was held during the financial year 2018-19 on 25th July, 2018. The attendance of each member of the committee is as under:

Name of the Director	No. of Meeting held during the year	No. of Meeting attended
----------------------	-------------------------------------	-------------------------

Dr. Shamsheer Singh	1	1
Mr. Mahesh Kumar Patni	1	1
Mr. Pramod Fatehpuria	1	1

(D) Performance Evaluation for Independent Directors:

Pursuant to the provisions of the Companies Act, 2013 and as stipulated under regulation 25 of SEBI (LODR) Regulation, 2015, the Board of Directors adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors. A structured evaluation process covering various aspects of the Boards functioning such as Composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc.

(E) Remuneration Policy and Policy on selection of Directors.

The Nomination and Remuneration (N&R) Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors, Managing Director, Whole-time Directors, senior management and Key Managerial Persons and also adopt policy for their remuneration. This Policy is accordingly derived from the said Charter. The said policies can be accessed from the website: www.medicaps.com and part of the Annual report.

(F) Remuneration of Directors

Pecuniary relationship or transaction of the non-executive director:- NIL

Criteria of making payment to non-executive directors:-Remuneration policy of Directors states terms & condition criteria for making payment to directors, the said policy is part of the annual report further this policy has hosted on website of your Company The said policies can be accessed from the website: www.medicaps.com and part of the Annual report.

The Company has not paid any commission or setting fee to any non executive and independent directors for the year ended 31stMarch, 2019

Details of the remuneration paid to the Executive Directors:-

Name	Salary	Benefits, Perquisites and allowances	Commission	ESPS	Period of Contract
Mr. Alok K. Garg	30,00,000	0	0	0	01/04/19 to 31/03/22
Mrs. Kusum Mittal	18,00,000	0	0	0	01/10/16 to 30/09/19
Mrs. Manisha Garg	12,00,000	0	0	0	11/11/16 to 10/11/19

6. STAKEHOLDERS' RELATIONSHIP COMMITTEE

Based on the revised scope, this Committee is responsible for transfer/transmission of shares, satisfactory redressal of investors complaints and recommends measures for overall improvement in the quality of investor services. The Committee also looks into shares kept in abeyance, if any.

A) In compliance with the provisions of section 178 of the Companies Act, 2013 and regulation 20 of SEBI (LODR) Regulation, 2015, the Board has renamed and reconstituted the existing Investors Grievance Committee as the Stakeholders Relationship Committee consists of the members as stated below.

During the year ended on 31st March, 2019 there were 6 (Six) meetings (16/07/2018, 29/09/2018, 08/12/2018, 08/01/2019, 08/02/2019 and 30/03/2019) required to hold.

Name of the Director/Member	Designation	No. of Meeting Held	No. of Meetings Attended
Dr. Shamsheer Singh	Chairman	6	6
Mr. Mahesh Kumar Patni	Member	6	6
Mr. Ashok R. Pitliya	Member	6	6

B) Compliance Officer of the Company: CS Ayushi Silot, Company Secretary is designated as the Compliance Officer.

C) Share holder Complaint Status during the financial year 2018-19:

No. of Shareholder Complaint received	No. of Complaint resolved	No. of Complaint Pending
17	17	-

7. CSR COMMITTEE

As per the provisions of section 135 of the Companies Act, 2013, The Company is not required to constitute any CSR Committee during the year.

8. RISK MANAGEMENT COMMITTEE

In compliance with the provisions of listing regulations and Companies Act, 2013, the Board has constituted a Risk Management Committee under the Chairmanship of Mr.Ramesh Chandra Mittal and consists of the members as stated below.

Name of the Director/Member	Designation
Mr. Ramesh Chandra Mittal	Chairman
Mr. Alok K. Garg	Member
Mr. Ashok R. Pitliya	Member

During the year ended on 31stMarch, 2019 this Committee has no meetings. The Committee is required to lay down the procedures to review the risk assessment and minimization procedures and the Board is responsible for framing, implementing and monitoring the risk management plan of the Company.

The Terms of Reference of the Committee are:-

- To review the framework of BRM process;

- b) To risk identification and assessment;
- c) To review and monitoring of risk mitigation plans

During the year, the Committee reviewed the risk trend, exposure and potential impact analysis carried out by the management. It was specifically confirmed to the Committee by the MD & CEO and the CFO that the mitigation plans are finalized and up to date, owners are identified and the progress of mitigation actions are monitored.

9. CORPORATE COMPLIANCE COMMITTEE

As a part of good corporate governance practices during the year under review, your company has constituted a Corporate Compliance Committee of its Board for the following purpose:-

- 1) The Committee shall have oversight responsibility for matters of compliance, including the Company's overall compliance programs, policies and procedures; significant legal or regulatory compliance exposure.
- 2) The Committee shall oversee the Company's compliance efforts with respect to relevant Company policies, the Company's Code of Business Conduct, and relevant laws and regulations.
- 3) The Committee shall monitor the Company's efforts to implement compliance programs, policies and procedures that respond to the various compliance and regulatory risks facing the Company and support lawful and ethical business conduct by the Company's employees.
- 4) The Committee shall also monitor the Company's efforts to fulfill legal obligations arising from settlement agreements and other similar documents or orders, and shall review, at its discretion.
- 5) The Committee shall, at its discretion, oversee the investigation of, and may also request the investigation of, any significant instances of non-compliance with laws or the Company's compliance programs, policies or procedures, or potential compliance violations that are reported to the Committee; provided, however, that any such matters related to financial non-compliance or potential financial compliance violations shall be directed to the Audit Committee for investigation.

Name of the Director/Member	Designation
Dr. Shamsheer Singh	Chairman
Mr. Ashok Omprakash Agrawal	Member
Mr. Mahesh Kumar Patni	Member

During the year ended on 31st March, 2019 there was one meeting held on 14.11.2018

10. INTERNAL COMMITTEE FOR (SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

In compliance with Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 the Board has constituted an Internal Committee and Mrs. Kusum Mittal is the Chairperson of the Committee, Mrs. Manisha Garg, WTD and Ms. Ayushi Silot, CS as members of the Committee to look into the complaints of the women employees relating to the Sexual Harassment of Women at Workplace. As there was no reference to the Committee, no meeting was required to be held during the year 2018-19.

11. SECRETARIAL COMPLIANCE REPORT

SEBI vide its Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 read with Regulation 24(A) of the SEBI (LODR) Regulation, 2015, directed listed entities to obtain Annual Secretarial Compliance Report from a Practicing Company Secretary for compliance of all applicable SEBI Regulations and circulars/guidelines issued thereunder. The said Secretarial Compliance Report is in addition to the Secretarial Audit by Practicing Company Secretaries under Form MR-3 and is required to be submitted to Stock Exchanges within 60 days of the end of the financial year.

The Company has obtained the services of CS Ishan Jain (CP No. 13032), Practicing Company Secretary for providing required Compliance Report for the year ended 31st March, 2019 and filed with the BSE Ltd. As required.

12. CERTIFICATE FROM PRACTICING COMPANY SECRETARY FOR NON-DISQUALIFICATION OF DIRECTORS

as required under Part C of Schedule V of the SEBI (LODR) Regulation, 2015, the Company has obtained a certificate from CS Ishan Jain (FCS 9984 CP No. 13032), proprietor of M/s. Ishan Jain & Co., Practicing Company Secretaries, certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority.

A compliance certificate from M/s. Ishan Jain & Co., Practicing Company Secretaries pursuant to the requirements of Schedule V of the SEBI (LODR) Regulation, 2015 regarding compliance of conditions is attached as **Annexure to the Corporate Governance Report**.

13. INFORMATION ON GENERAL BODY MEETINGS

The details of the location and time for last three Annual General Meetings are given hereunder: -

Year	Date of AGM	Time of AGM	Venue	Special Resolution	Postal Ballot
2015-16	29/09/2016	11.00 A.M.	At the Registered Office	Nil	Nil
2016-17	28/09/2017	11.00 A.M.	At the Registered Office	1	Nil
2017-18	25/09/2018	11.00 A.M.	At the Registered Office	3	Nil

14. MEANS OF COMMUNICATION

The quarterly, half-yearly and yearly financial results of the Company are sent to the Stock Exchanges immediately after these are approved by the Board. These are widely published in following newspapers. These results are simultaneously posted on the website of the Company at www.medicaps.com and also uploaded on the website of the BSE Ltd.

Quarterly Results	Newspaper Publication	Displayed in Website
30.06.2018	Choutha Sansaar & Free Press, Indore	www.medicaps.com
30.09.2018	Choutha Sansaar & Free Press, Indore	www.medicaps.com
31.12.2018	Choutha Sansaar & Free Press, Indore	www.medicaps.com
31.03.2019	Choutha Sansaar & Free Press, Indore	www.medicaps.com

However, the Company has not made any official releases and presentation to any institution.

15. GENERAL SHAREHOLDER INFORMATION

Date, Time and Venue of Annual General Meeting	Wednesday, 25 th September, 2019 at 11.00 A.M. at the registered office of the company situated at "Mhow - Neemuch Road, Sector I, Pithampur, Distt. Dhar-454775"
E-voting period	From 22.09.2019 on 9:00 A.M. [IST] To 24.09.2019 on 5:00 P.M [IST]
Financial Calendar Results for the quarter ending 30 th June, 2019 for the quarter ending 30 th Sept, 2019 for the quarter ending 31 st Dec., 2019 for the quarter ending 31 st March, 2020	On or Before 14 th August, 2019 On or Before 14 th November, 2019 On or Before 14 th Feb., 2020 On or Before 30 th May, 2020
Board Meeting for consideration of Annual Accounts for the financial year 2018-19	28.05.2019
Book Closure	19 th Sept., 2019 to 25 th Sept., 2019 (both days inclusive)
Cutoff date for E-voting	18 th September, 2019
Posting/mailling of Annual Report	Before 1 st September, 2019
Last date for receipt of Proxy	23 rd September, 2019 at 10:59 A.M.
Listing on Stock Exchange	The equity shares of the company are listed at BSE Ltd. and the listing fees has been paid for 2019-2020
Registered Office and Plant Location	Mhow - Neemuch Road, Sector I, Pithampur, Distt. Dhar-454775
Compliance Officer and Company Secretary	CS Ayushi Silot
Registrars and Share Transfer Agents	Ankit Consultancy Pvt. Ltd., Plot No.60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010 Tel: 0731- 2551745/46, Fax: 0731- 4065798 Email: ankit_4321@yahoo.com
Scrutinizer for E-voting	CS Arvind Kumar Meena, Practicing Company Secretary
Scrip Code	523144
ISIN NO	INE442D01010
The financial year covered by this Annual Report	April 1, 2018 to March 31, 2019
Share Transfer System	Transfers are registered and returned by the Registrars & Share Transfer Agents within a period of 15 days from the date of receipt of the documents, provided the same are in order.
Commodity price risk or foreign exchange risk and hedging activity	Usual policy is to sell its products at prevailing market prices, and not to enter into price hedging arrangements.
Corporate Office for correspondence	201, Pushpratana Paradise, 9/5, New Palasia, Indore (M.P.) 452001

a) Market Price Data (Rs.)

The monthly high and low quotations of shares of the Company traded at the BSE Ltd., during the financial year 2018-19 are given below:

Month	Open	High	Low	Close	No. of Shares	No. of Trades	Total Turnover
Apr 18	23.00	24.50	19.50	20.35	234224	907	5149520
May 18	20.45	22.80	18.05	21.25	102956	569	2073138
Jun 18	20.85	22.80	16.60	17.85	115481	503	2221483
Jul 18	17.75	19.20	16.80	18.65	63239	467	1114937
Aug 18	17.40	20.00	16.30	17.50	123070	451	2214973
Sep 18	17.20	18.70	13.70	14.20	152243	680	2517285
Oct 18	15.80	17.00	13.20	15.35	62961	306	927679
Nov 18	15.30	16.10	13.15	13.95	69311	279	1007406
Dec 18	13.15	15.74	13.00	13.64	54212	326	756564
Jan 19	13.33	16.15	13.00	13.27	79949	449	1089333
Feb 19	13.95	14.19	10.53	13.94	47073	470	612512
Mar 19	13.25	17.40	13.25	16.55	150242	463	2193755

b) Distribution of Shareholding as on 31st March, 2019

No. of Shares	No. of Shareholders	% of Shareholders	Share Amount	% of Total
Up to 1000	755	18.29	392280	0.31%
1001-2000	477	11.56	856330	0.69%
2001-3000	423	10.25	1224150	0.98%
3001-4000	647	15.68	2553630	2.05%
4001-5000	258	6.25	1256090	1.01%

<i>No. of Shares</i>	<i>No. of Shareholders</i>	<i>% of Shareholders</i>	<i>Share Amount</i>	<i>% of Total</i>
5001-10000	730	17.69	5876730	4.71%
10001-20000	435	10.54	6809650	5.46%
20001-30000	119	2.88	3026730	2.43%
30001-40000	73	1.77	2637820	2.12%
40001-50000	43	1.04	2032680	1.63%
50001-100000	90	2.18	6477170	5.19%
100000-Above	77	1.87	91556300	73.42%
TOTAL	4127	100	124699560	100 %

c) DEMATERIALIZATION OF SHARES & LIQUIDITY

The shares of the Company are under compulsory demat segment and are listed on BSE Ltd. The Company's shares are available for trading in the depository of both NSDL & CDSL.

d) Details of Demat Shares as on 31st March, 2019

	<i>No. of Shareholders/Beneficial Owners</i>	<i>No. of Shares</i>	<i>% of Capital</i>
NSDL	1917	9862869	79.09
CDSL	1390	2116325	16.97
Sub-Total	3307	11979194	96.06
Shares in physical form	820	490762	3.94
Grand Total	4127	12469956	100.00%

e) Reconciliation of Share Capital Audit

As stipulated by Securities and Exchange Board of India (SEBI), a qualified practicing Company Secretary carries out the Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to stock exchanges, NSDL and CDSL and is also placed before the Board of Directors. No discrepancies were noticed during these audits.

f) Outstanding Convertible Instruments

There are no outstanding warrants or any convertible instruments.

16. TRANSFER OF UNCLAIMED/ UNPAID AMOUNTS TO THE INVESTORS EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to sections 124-125, and other applicable provisions, if any, of the Companies Act, 2013, all unclaimed/unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed /unpaid for a period of seven years from the date they became due for payment, were required to be transferred to the IEPF. Sections 124 and 125 of the Act, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), both of which were applicable with effect from 7th September, 2016, also contain similar provisions for transfer of such amounts to the IEPF. Accordingly, all unclaimed/unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, in relation to the Company, Medi-Caps Limited which have been transferred to the IEPF established by the Central Government. No claim shall be entertained against the Company for the amounts so transferred and other related information about IEPF viz, outstanding dividend accounts, due dates and other information can be accessed from companys website <http://www.medicaps.com>.

The dates by which the dividend amounts will be transferred to IEPF are as under:

Financial Year	Date of Declaration	Rate of Dividend per Share Rs.	Due date for transfer to IEPF	Amount of unpaid dividend
2011-12	29/09/2012	1.50	04/11/2019	1,94,212

17. OTHER DISCLOSURES

1. There are no materially significant transactions with the related parties viz. Promoters, Directors or the Management, or their relatives or Subsidiaries that had potential conflict with the Companys interest.
2. There were no non-compliance by the Company and no penalty, strictures imposed by the stock exchange of the SEBI or any statutory authority on any matter related to capital market during the last three year.
3. The Company has formed and hosted the Vigil Mechanism/whistle blower Policy on the website of the Company, and the Company confirm that no personnel were denied to access to the audit committee.
4. The Company has complied with all the mandatory requirements under the SEBI(LODR) Regulations, 2015 as applicable.
5. The Company has hosted all the required policy on the website of the company including policy for determining (material) subsidiaries and for related party transactions.
6. The Company has not entered in any material related party transaction
7. Since the Company is not dealing in commodity hedging, therefore, it is not having any risk associated thereto.

8. Suitable disclosure as required by the IND-AS has been made in the Annual Report. The Related Party Transactions Policy as approved by the Board is uploaded on the Companys website at <http://www.medicaps.com>
9. The Company is not having any security to credit in the d-mat suspense account or unclaimed suspense account u/s 124(5) and (6) of the Companies Act, 2013.

18. DISCRETIONARY REQUIREMENTS UNDER REGULATION 27 OF SEBI (LODR) REGULATION, 2015
The status of compliance with discretionary recommendations of the Regulation 27 of the Listing Regulations with Stock Exchanges is provided below:

1. Non-Executive Chairmans Office: Chairmans office is separate from that of the Managing Director & CEO.
2. Shareholders Rights: As the quarterly and half yearly financial performance along with significant events are published in the newspapers and are also posted on the Companys website, the same are not being sent to the shareholders.
3. Modified Opinion in Auditors Report: The Companys financial statement for the year 2018-19 does not contain any modified audit opinion.
4. Reporting of Internal Auditor: The Internal Auditor reports to the Audit Committee.

During the year under review, no extra ordinary general meeting was held as well as no resolution was passed through the Postal Ballot process.

19. MD / CFO CERTIFICATION

The Managing Director and Chief Financial Officer have provided certificate pursuant to the provisions of Regulation 17(8) of the Listing Regulations certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Companys affairs. The said certificate is annexed and forms part of the Report.

20. WHERE THE BOARD HAD NOT ACCEPTED ANY RECOMMENDATION OF ANY COMMITTEE OF THE BOARD WHICH IS MANDATORILY REQUIRED, IN THE RELEVANT FINANCIAL YEAR, THE SAME TO BE DISCLOSED ALONG WITH REASONS THEREOF

There are no such events where the Board has not accepted any recommendation of any committee of the Board during the year under review.

21. TOTAL FEES FOR ALL SERVICES PAID BY THE COMPANY AND ITS SUBSIDIARIES, ON A CONSOLIDATED BASIS, TO THE STATUTORY AUDITOR

The Company is paying Auditors Remuneration to M/s Rawka & Associates, Chartered Accountants in the following manner:

Particulars	Medi-Caps Ltd.	Medgel Pvt. Ltd.	Total
Audit Fees	2,50,000	20,000	2,70,000
Tax Audit Fees	20,000	10,000	30,000
Others	30,000	0	30,000
Total	3,00,000	30,000	3,30,000

Independent Auditors Certificate on Corporate Governance

{Requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015}

To,

The Members,

Medi-Caps Limited

1. This certificate is issued in accordance with the terms of our engagement.
2. We, **Rawka & Associates**, Chartered Accountants, the Statutory Auditors of **Medi-Caps Limited** (the Company), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March 2019, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and Para C and D of Schedule V of the SEBI (LODR) Regulations, 2015 (the Listing Regulations).

Managements Responsibility

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Auditors Responsibility

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered

Accountants of India (the ICAI), the Standards on Auditing specified under section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended 31st March, 2019.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For, M/S Rawka & Associates
Chartered Accountants
FRN: 021606C**

Place: Pithampur
Date: 30th July, 2019

**Venus Rawka
Partner
M.N. 429040**

COMPLIANCE CERTIFICATE

[Under Regulation 17(8) of SEBI (LODR) Regulations, 2015]

To,
The Board of Directors
Medi-Caps Limited

- A. We have reviewed financial Statements and the Cash Flow Statements, Detailed Trial Balance and Grouping thereof for the Year ended 31st March, 2019 and that to the best of our knowledge and belief:
- (1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee
- (1) Significant changes in internal control over financial reporting during the Financial year 2018-19;
 - (2) Significant changes in accounting policies during the quarter and that the same have been disclosed in the notes to the financial statements; and
 - (3) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For and on behalf of the Board

Date: 28/05/2019
Place: Pithampur

**Alok K Garg
Managing Director
DIN: 00274321**

**Manish Kumar Jain
CFO**

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Medi-Caps Ltd.
Mhow-Neemuch Road,
Sector 1 Pithampur,
Dhar-454775 (M.P.)

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Medi-Caps Limited** having CIN: L24232MP1983PLC002231 and having registered office at Mhow - Neemuch Road, Sector 1 Pithampur, Dhar-454775 (M.P.) (hereinafter referred to as the Company), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers,

We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Mr. Ramesh Chandra Mittal	00035272	06/08/1983
2	Mr. Alok K Garg*	00274321	01/04/1999
3	Mrs. Kusum Mittal	00035356	04/05/1991
4	Mrs. Manisha Garg	01006545	11/11/2016
5	Dr. Shamsher Singh	00204290	30/04/2002
6	Mr. Mahesh Kumar Patni	07444248	27/05/2016
7	Mr. Pramod Fatehpuria	00972389	29/05/2014
8	Mr. Ashok Omprakash Agrawal	07870578	25/07/2017

Note: Date of Appointment as per MCA Master Data is 01/04/2007.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Indore
Date: 15th July, 2019

For, Ishan Jain & Co.
Company Secretaries

CS Ishan Jain
Proprietor
FCS: 9978
CP: 13032

INDEPENDENT AUDITOR'S REPORT ON STANDALONE FINANCIAL STATEMENTS

**TO,
THE MEMBERS OF MEDICAPS LIMITED,**

Report on Audit of Ind AS Standalone Financial Statements

We have audited the accompanying Ind AS Standalone Financial Statements of **MEDICAPS LIMITED** (the Company), which comprise the balance sheet as at 31st March 2019, the statement of profit and loss (including other comprehensive income), the cash flow statement and the statement of changes in equity for the year then ended and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "The Ind AS Standalone Financial Statements").

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS Standalone Financial Statements give the information required by the Companies Act, 2013 (the Act) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (Ind AS) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Ind AS Standalone Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditors Responsibilities for the Audit of the Ind AS Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Ind AS Standalone Financial Statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS Standalone Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Responsibility of Management for Ind AS Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS Standalone Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of managements use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Companys ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure-A**" statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss Including other comprehensive income, the Cash Flow Statement, and statement of change in equity dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid Ind AS Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure-B**".
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - I. The Company has disclosed the impact of pending litigations in its financial position in the Ind AS Standalone Financial Statements.
 - II. The Company did not have any long term contracts including derivatives contract for which there were any material foreseeable losses.
 - III. Eligible amount has been transferred to the Investor Education and Protection Fund by the Company

For Rawka & Associates
Chartered Accountants
FRN: 021606C

Place: Indore
Date: 30/05/2019

Venus Rawka
Partner
M. No.: 429040

Annexure ‘A’ to Independent Auditors’ Report

(Referred to Para 1 under the heading of ‘Report on Other Legal and Regulatory Requirements’ of our report of even date to the members of Medicaps Ltd. for the year ended 31st March, 2019)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipments.
(b) As explained to us, the Property, Plant & Equipments have been physically verified by the management of the Company in accordance with phased programme of verification, which in our opinion is reasonable, considering the size and nature of its business. No material discrepancies were noticed during such verification.
(c) According to information and explanation given to us including registered title deeds, we report that, the title deed comprising all the immovable properties of land and buildings which are freehold, are held in the name of company as at the Balance Sheet date. In respect of immovable property of land that have been taken on lease and disclosed as property, plant and equipment in the Standalone Financial Statements, the lease agreements are in the name of the company, where the company is the lessee in the agreement.
- (ii) According to the information and explanations given to us, physical verification of the inventories has been conducted by the management at reasonable interval. The Company has maintained proper records of inventory; there was no material discrepancies noticed on physical verification of the inventories as compared to the book.
- (iii) According to the information and explanations given to us, the company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Therefore, the provision clause 3 (iii) (a) to (C) of the **Companies (Auditors’ Report) Order, 2016** are not applicable to the Company.
- (iv) According to the information and explanations given to us, the company has not entered into any eligible transactions as specified in the provisions of section 185 and 186 of the Companies Act, 2013 hence this clause is not applicable to the Company. The company has guaranteed Rs. 2.00 Crores for the Loan taken by Medgel Private Limited (wholly owned subsidiary) from IDBI Bank Ltd.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act and the Rules framed there under to the extent notified.
- (vi) According to the information and explanations given to us, the Company is not covered under Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under Section 148(1) of the Act; hence this clause is not applicable to the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of the records of the Company, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employee’s State Insurance, Sales Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues with the appropriate authorities. As provided to us by the management, the extent of the arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable, are
(b) According to the records of the Company, there are no dues outstanding of income tax / Sales Tax/ wealth tax / service tax / custom duty / excise duty / VAT / cess etc. on account of any dispute except the following:

Name of the Statute	Nature of Dues	Forum where dispute is pending	Period to which the amount relates	Amount Involved	Amount Unpaid
Income Tax Act, 1961	Income Tax	ITAT	A.Y. 2013-14	Rs. 18,01,360/-	Rs. 26,110/-
Income Tax Act, 1961	Income Tax	CIT(A)	A.Y. 2014-15	Rs. 21,23,210/-	Rs. 12,23,210/-
Income Tax Act, 1961	Income Tax	CIT(A)	A.Y. 2015-16	Rs. 17,45,580/-	Rs. 2,70,830/-
Income Tax Act, 1961	Income Tax	CIT(A)	A.Y. 2016-17	Rs. 15,13,441/-	Rs. 3,02,690/-

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans to banks. The Company has not taken any loan either from financial institutions or the government and has not issued any debentures during the year.
- (ix) In our opinion and according to the information and explanations given to us, the company has not raised moneys by way of any public offer including debt instruments and term Loans during the year and hence the provisions of clause 3 (ix) of the Order are not applicable to the Company
- (x) On the basis of our examination of the books and records of the Company and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (xi) In our opinion and according to the information and explanations given to us, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Ind AS Standalone Financial Statements as required by the applicable Indian accounting standards.
- (xiv) In our opinion and according to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company.
- (xvi) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company.

For Rawka & Associates
Chartered Accountants
FRN: 021606C

Place: Indore
Date : 30/05/2019

Venus Rawka
Partner
M. No.: 429040

Annexure B to Independent Auditors Report

(Referred to Para 2(f) under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of Medicaps Ltd. for the year ended 31st March, 2019)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the Act)

We have audited the internal financial controls over financial reporting of **MEDICAPS LIMITED** (the Company) as of 31st March, 2019 in conjunction with our audit of the Ind AS Standalone Financial Statements of the Company for the year ended on that date.

Managements Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the Guidance Note) and the Standards on Auditing and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls over Financial Reporting, both applicable to an audit of the Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance

Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors judgment, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Companys internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on, the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Rawka & Associates
Chartered Accountants
FRN: 021606C

Place: Indore
Date: 30/05/2019

Venus Rawka
Partner
M. No.: 429040

MEDI-CAPS LTD.			
Standalone Balance Sheet as at 31st March, 2019			
		Amount in Rs.	
Particulars	Note	As at 31st March, 2019	As at 31st March, 2018
I. ASSETS			
(1) Non-Current Assets			
(a) Property, Plant and Equipment	2	39112862	39340494
(b) Financial Assets			
i. Investments	3	469471860	457184961
(c) Other non-current assets	4	4534985	4425827
(2) Current assets			
(a) Inventories	5	69482984	57618443
(b) Financial Assets			
i. Investments	6	48014328	51668920
ii. Trade receivables	7	62543621	69407113
iii. Cash and cash equivalents	8	21292030	20435028
(c) Other current assets	9	23360592	18110958
Total		737813262	718191743
II. EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	10	124699560	124699560
(b) Other Equity	11	550377685	544466035
LIABILITIES			
(1) Non-Current Liabilities			
(a) Borrowings	12	634606	1215083
(b) Provisions	13	12766779	11953965
(c) Deferred tax liabilities (Net)	14	4236107	4071329
(2) Current Liabilities			
(a) Borrowings	15	580477	530917
(b) Financial Liabilities			
(i) Trade payables due to	16		
Micro and small enterprises		-	-
Other than Micro and Small enterprises		30809352	14748225
(c) Other current liabilities	17	12708696	14706629
(d) Current Tax Liabilities (Net)	18	1000000	1800000
Total		737813262	718191743
The Notes referred to above are integral part of Standalone financial statement.			
Note on Accounts as Note '1 to 35'			
As per our report of even date,		For and on behalf of the board ,	
For, Rawka & Associates			
Chartered Accountants			
Firm Reg. No.:-021606C			
Venus Rawka	R.C.Mittal	Alok K. Garg	
Partner	Chairman & Director	Managing Director	
Membership No. 429040	DIN:00035272	DIN:00274321	
Place : Indore			
Date : 28th May, 2019	Manish Jain	CS Ayushi Silot	
	C.F.O.	Company Secretary	
		ACS 54352	

MEDI-CAPS LTD.			
Standalone Profit and Loss statement for the year ended 31st March, 2019			
		Amount in Rs.	
Particulars	Note	For the year Ended 31.03.2019	For the year Ended 31.03.2018
I. Revenue from operations	19	216184898	228340978
II. Other Income	20	11373002	6729899
III. Total Revenue (I +II)		227557900	235070877
IV. Expenses:			
Cost of materials consumed	21	105036821	87909843
Purchase of stock in trade		1526250	1040531
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	22	(5180841)	12804214
Taxes on sale of goods		0	4806145
Employee benefit expense	23	51893331	50516418
Finance Charges	24	135743	0
Other expenses	25	63568538	66969421
Depreciation and amortization expense	2	3501630	3387097
Total Expenses		220481472	227433668
V. Profit before exceptional and extraordinary items and tax (III - IV)		7076428	7637209
VI. Exceptional Items		0	0
VII Profit before extraordinary items and tax (V - VI)		7076428	7637209
VIII Extraordinary Items		0	0
IX. Profit before tax (VII - VIII)		7076428	7637209
X. Tax expense:			
(1) Current tax		1000000	1800000
(2) Earlier year excess provision for tax written back		0	0
(3) Deferred tax		164778	201763
XI. Profit/(Loss) for the period (IX - X)		5911650	5635446
Other Comprehensive Income			
(i) Items that will not be reclassified to Profit and Loss			
(ii) Income Tax relating to items that will not be reclassified to Profit or Loss			
(iii) Items that will be reclassified to Profit or Loss			
(iv) Income Tax relating to items that will be reclassified to Profit or Loss			
XII. Earning per equity share:	31		
(1) Basic		0.47	0.45
(2) Diluted		0.47	0.45

The Notes referred to above are integral part of Standalone financial statement.
Note on Accounts as Note '1 to 35'

As per our report of even date,

For and on behalf of the board ,

For, Rawka & Associates
Chartered Accountants
Firm Reg. No.: -021606C

Venus Rawka
Partner
Membership No. 429040
Place : Indore
Date : 28th May, 2019

R.C.Mittal
Chairman & Director
DIN:00035272

Alok K. Garg
Managing Director
DIN:00274321

Manish Jain
C.F.O.

CS Ayushi Silot
Company Secretary
ACS 54352

MEDI CAPS LIMITED					
Standalone Statement of Changes in Equity for the period ended 31.03.2019					
Amount in Rs.					
A. Equity Share Capital					
Balance at the beginning of the reporting period				Changes in equity share capital during the year	Balance at the end of the reporting period
	124699560			0	124699560
B. Other Equity					
	Reserves and Surplus				Total
	Capital Reserve	General Reserves (specify nature)	Share Forfeiture account	Retained Earnings	
Balance at the beginning of the reporting period 01.04.2017	1207849	30456832	2755455	504628453	539048589
Changes in accounting policy or prior period errors	0	0	0	0	0
Restated balance at the beginning of the reporting period	0	0	0	0	0
Total Comprehensive Income for the year	0	0	0	0	0
Dividends	0	0	0	0	0
Transfer to retained earnings	0	0	0	5635446	5635446
Adjustment of Investment in shares written off	218000	0	0	0	218000
Balance at the end of the reporting period 31.03.2018	989849	30456832	2755455	510263899	544466035
Balance at the beginning of the reporting period 01.04.2018	989849	30456832	2755455	510263899	544466035
Changes in accounting policy or prior period errors	0	0	0	0	0
Restated balance at the beginning of the reporting period	0	0	0	0	0
Total Comprehensive Income for the year	0	0	0	0	0
Dividends	0	0	0	0	0
Transfer to retained earnings	0	0	0	5911650	5911650
Any other change (to be specified)	0	0	0	0	0
Balance at the end of the reporting period 31.03.2019	989849	30456832	2755455	516175549	550377685

MEDI CAPS LIMITED		
Standalone Cash Flow Statement for the year ended March 31st, 2019		
Amount in Rs.		
PARTICULARS	31st March, 2019	31st March, 2018
A. Cash Flow from Operating Activities		
Net Profit before Tax & Extraordinary Items	7076428	7637209
Adjustment For:		
Depreciation	3501630	3387097
Dividend Income	(200)	(200)
Operating Profit before Working Capital Change	10577858	11024106
Adjustment for Working Capital		
(Increase)/ Decrease in Sundry Debtors	6863492	(8844203)
(Increase)/ Decrease in Inventories	(11864541)	18415471
(Increase)/ Decrease in Loans & Advances	(5358793)	(1192558)
Increase/ (Decrease) in Current Liabilities & Prov.	14076007	(9044445)
Cash Generated from Working Capital	3716166	(665734)
Cash generated from Operation	14294024	10358372
Net Income Tax Paid	1000000	1800000
Net cash Flow from Operating Activity	13294024	8558372
B. Cash Flow from Investing Activities		
Sale/(Purchase) of Investments	(8632308)	(5620316)
Purchase of Fixed Assets	(3273998)	(3968456)
Dividend Received	200	200
Net Cash used in Investing Activities	(11906106)	(9588572)
C. Cash Flow from Financial Activities		
Increase /(Decrease) in Bank Borrowings	(530917)	1746000
Net Cash Used in Financial Activities	(530917)	1746000
Net Increase in Cash and Cash Equivalents (A+B+C)	857001	715800
Cash & Cash Equivalents at the		
Beginning of the year	20435028	19719228
Closing of the year	21292029	20435028
Increase in Cash and Cash Equivalents	857001	715800
As per our report of even date annexed	For and on behalf of Board	
For, Rawka & Associates		
Chartered Accountants		
Firm Reg. No.:-021606C		
Venus Rawka	R.C.Mittal	Alok K. Garg
Partner	Chairman & Director	Managing Director
Membership No. 429040	DIN:00035272	DIN: 00274321
Place : Indore		
Date : 28th May, 2019		
	Manish Jain	CS Ayushi Silot
	C.F.O.	Company Secretary
		ACS 54352

NOTE -1- BASIC ACCOUNTING POLICIES
1. Corporate Information:

Medi-Caps Limited (the Company) is a Public Limited Company was incorporated in India under Companies Act 1956 in 1983 as Medi-Caps Pvt. Ltd. The Company together with its subsidiary operates as a Pharmaceutical organization with business encompassing the entire value chain in the Marketing, production and distribution of Pharmaceutical products. The registered office of the Company is located at Mhow - Neemuch Road, Sector- 1, Pithampur, Dhar [MP] - 454775. The financial statements were authorised for issue in accordance with a resolution of the directors on 28th May 2019.

The Company's shares are listed for trading on the Bombay Stock Exchange Limited (BSE).

2. Basis of preparation:
(i) Compliance with Ind AS

These financial statements have been prepared to comply in all material aspects with the Indian Accounting Standards (hereinafter referred to as the (Ind AS) as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 (Act) read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

The financial statements for the year ended 31st March, 2019 are the first financials with comparatives, that are prepared under Ind AS, for all previous periods including the year ended 31st March, 2018, the Company had prepared its financial statements in accordance with the accounting standards notified under companies (Accounting Standard) Rule, 2006 (as amended) and other relevant provisions of the Act (hereinafter referred to as Previous AS) used for its statutory reporting requirement in India.

The accounting policies are applied consistently to all the periods presented in the financial statements, including the preparation of the opening Ind AS Balance Sheet as at 1st April, 2016 being the date of transition to Ind AS.

(ii) Historical Cost Convention

The financial statements have been prepared and presented under the historical cost convention on accrual basis of accounting, Indian Accounting Standards prescribed under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014, except where otherwise stated, the accounting principles have been consistently applied.

3. Rounding of amounts:

All amounts disclosed in the financial statement and notes have been rounded off to the nearest Rupees; except where otherwise indicated.

4. Current versus non-current classification:

The company presents its assets and liabilities in the balance sheet on current/non-current classification. An Asset is treated as current when it is:

- a) Expected to be realised or intended to be sold or consumed in normal operating cycle;
- b) Held primarily for the purpose of trading;
- c) Expected to be realised within twelve months after the reporting period; or
- d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is Current when:

- a) It is expected to be settled in normal operating cycle
- b) It is held primarily for the purpose of trading
- c) It is due to be settled within twelve months after the reporting period; or
- d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other Liabilities are classified as non- current.

Deferred tax liabilities are classified under non-current Liabilities.

5. Use of Estimates and Assumptions:

The preparation of financial statements in accordance with Ind AS requires subjective and complex judgments to make estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenues and expenses at the date of these financial statements.

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as below:

- a) Fair value of Financial Assets and Financial liabilities,
- b) The useful lives of, or expected pattern of consumption of the future economic benefits bodied in, depreciable assets,
- c) Valuation of Inventories and Inventory obsolescence,
- d) Provisions and Bad Debts.

6. Revenue Recognition:
Sale of Goods

Revenue from sale of goods is recognized when the significant risks and rewards of ownership of the goods are transferred to the buyer, usually on delivery of the goods and when all the following conditions are satisfied:

- The Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- The amount of revenue can be measured reliably;
- It is probable that the economic benefits associated with the transaction will flow to the Company; and
- The costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue from the sale of goods is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns and allowance, trade discounts and volume rebates and does not include Value added tax (VAT), Central Sales tax (CST) and any other taxes.

7. Property, Plant and Equipment:

Property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses. The initial cost of an asset comprises of its purchase price or construction cost, any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management. The purchase price or construction cost is the aggregate amount, paid and the fair value of any other consideration given to acquire the asset.

When significant parts of plants and equipments are required to be replaced at intervals, the Company depreciates them separately based on their specific useful life. All other repair and maintenance costs are recognised in Statement of Profit or Loss as and when incurred.

The residual values and useful lives of property, plant and equipment are reviewed at each financial year end and changes, if any, are accounted prospectively

Depreciation on Property, Plant & Equipment is provided on straight line method. In accordance with requirements prescribed under Schedule II of the Companies Act, 2013, Company has assessed the estimated useful lives of its property, plant and equipment and has adopted the useful lives and residual value as prescribed in Schedule II. The estimated useful life of assets are as follows:

ASSETS	USEFUL LIFE OF ASSET
Factory Building	30 years
Office Building	30 years
Plant & Machinery	20 years
Furniture & Fixtures	10 years
Vehicles	8 years

8. Inventories:

Inventories are valued at Lower of cost or net realizable value. Costs incurred in bringing each product to its present location and conditions are accounted for as follows:

Raw materials

Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

Finished goods and work-in-progress

Cost includes direct materials, labour and a proportion of manufacturing overheads based on the normal operating capacity.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

9. Trade Receivable:

Trade receivables are recognized at fair value, the outstanding balances of sundry debtors, advances etc. are verified by the management periodically and on the basis of such verification management determines whether the said outstanding balance are good, bad or doubtful and accordingly same are written off or provided for.

Receivables that are expected in one year or less, are classified as current assets, if not they are presented as non-current assets.

10. Cash Flow Statement:

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature any deferrals or accruals of past or future operating cash receipts or

payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

For the purpose of presentation in the Statement of Cash Flows, cash and cash equivalents includes cash in hand and Balances with Banks.

11. Investments:

The investments are valued at cost and are therefore not reported as per relevant Ind-AS 113. The Investments are treated as such because investments primarily contain Short Term Liquid funds & cash Funds. These are subject to various market fluctuations. If valued at Fair value, the investments shall not give true and fair view to the stakeholders of the company and would result in unnecessary inclination of Net Profit by way of unrealised profits through Other Comprehensive Income.

12. Cash and cash equivalents:

Cash and cash equivalent in the balance sheet comprise of cash in hand and at banks. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and bank balances, as defined above.

13. Share Capital:

Ordinary shares are classified as equity.

During the year there is no change in the subscribed share capital as is issued by the company.

14. Earnings per Share:

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders is adjusted for after income tax effect of interest and other financing costs associated with dilutive potential equity shares and the number of shares that are outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

15. Provisions:

A provision is recognized when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

16. Deferred Tax:

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carry-forwards and tax credits. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized.

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

17. Borrowings:

Borrowings are initially recognised at fair value, net of transaction costs incurred. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in statement of profit or loss over the period of the borrowings.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

18. Borrowings Cost:

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur.

The Company ceases capitalising borrowing costs when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

19. Trade payables:

These amounts represent liabilities for goods that have been acquired in the ordinary course of business from suppliers. Trade payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

20. Current Tax:

Tax on income for the current period is determined on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments / appeals.

Where current tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination. Management periodically evaluates positions taken in the tax

returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

21. Employee Benefits:

(a) Gratuity:

The Employees Gratuity Fund Scheme, which is defined benefit plan, is managed by Trust maintained with Life Insurance Corporation of India (LIC). The liability with respect to Gratuity is made as per the method stipulated in the payment of gratuity Act, 1972.

(b) Provident Fund:

Provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the employees salary (currently 12% of employees salary). The contributions, are made to the provident fund as specified under the Employees Provident Fund & Miscellaneous provisions Act, 1952.

Note-02- Property, Plant and Equipments												
S. No	FIXED ASSETS	GROSS CARRYING AMOUNT				DEPRECIATION				NET BLOCK		
		As at 01.04.2018	Additions	Deductions	As at 31.03.2019	Up to 31.03.2018	For the year ended 31.03.2019	Deletions	Upto 31.03.2019	As at 31.03.2019	As at 31.03.2018	Useful Life
Own Assets:												
1	Free Hold Land	1178000	0	0	1178000	0	0	0	0	1178000	1178000	
2	Factory Building	23904874	0	0	23904874	18241229	678060	0	18919289	4985585	5663645	30 Years
3	Office Building	19121350	0	0	19121350	3965181	656464	0	4621645	14499705	15156169	30 Years
4	Plant & Machinery	133283432	3273998	0	136557430	129513772	331041	0	129844813	6712617	3769660	20 Years
5	Furniture & Fixtures	7059692	0	0	7059692	6070932	217672	0	6288604	771088	988760	10 Years
6	Vehicles	26429992	0	0	26429992	13845733	1618393	0	15464126	10965866	12584259	8 Years
7	Computers	2282109	0	0	2282109	2282108	0	0	2282108	1	1	3 Years
	TOTAL	213259449	3273998	0	216533447	173918955	3501630	0	177420585	39112862	39340494	
	PREVIOUS YEAR	209290993	3968456	0	213259449	170531858	3387097	0	173918955	39340494	38759135	

Note :

- 1 Factory Building includes staff quarters for which separates cost is not ascertainable
- 2 During the year depreciation on computer not charged, Since Computer was fully depreciated last year after charging depreciation but nominal value of Rs.1/- kept in books because Computers are exist in physical form at the year end.

MEDI-CAPS LTD.
Notes on Financial Statement for the year ended 31st March, 2019
Amount in Rs.

Note : 03 Non-Current Investments		As at 31st March, 2019	As at 31st March, 2018
a)	Investment in properties	10793000	10793000
b)	Investment in Equity instruments		
i)	Trade Investment (Unquoted)		
	In Subsidiary Company		
	1,46,81,953 (1,46,81,953) Equity Share of Rs. 10/- each of Medgel Private Limited	428234968	428234968
		428234968	428234968
ii)	Other Investment (Quoted)		
	100 (100) Equity Shares of Natural Capsules	1000	1000
		1000	1000
c)	Other Investments		
	LIC Group Gratuity Fund Scheme	16657197	14751753
	LIC Leave Encashment Scheme	2285696	1904239
	SIP - IDFC Equity Fund	5500000	500000
	SIP - Reliance Top 200 Equity Fund	6000000	1000000
		30442892	18155993
		469471860	457184961
Note : 04 Other Non Current Assets			
(Unsecured, considered good unless otherwise stated)			
	Security Deposits	4534985	4425827
		4534985	4425827
Note : 05 Inventories			
	Raw Materials	8167728	3191775
	Finished Goods	41425017	36581003
	Stock in process and waste	8629312	8292485
	Stores and Spares	2440779	1973842
	Colour & Chemical	2992811	2557406
	Packing Material	4814930	4299083
	Printing Material	153574	153428
	Lab Chemical & Equipments	311728	117950
	Fuel	547104	451470
		69482984	57618443
Note : 06 Current Investment			
Investment in Mutual Funds			
	Birla Mutual Fund	3656981	2156981
	IDBI Ultra Short Term Fund- Growth	24149905	24149905
	Reliance Money Manager Fund- Growth	20207442	25362033
		48014328	51668920
Note : 07 Trade Receivables			
Unsecured , Considered Good as certified by the Management			
	Outstanding over six months	7923031	8977402
	Others	54620590	60429711
		62543621	69407113
Note : 08 Cash & Bank balances			
	Cash in Hand	506340	189861
	Balance with Noted Banks :		
	In Current Accounts	5616934	5003790
	In Fixed Deposit Accounts	15168756	15241377
		21292030	20435028

Note : 09 Other Current Assets	As at 31st March 2019	As at 31st March 2018
(Unsecured & Considered Good - Advance recoverable in Cash or in kind or for value to be received)		
Advance to Suppliers & Others	2899941	321236
Balances with Government Authorities	64136	196
Advance Tax & TDS (Net of Provisions)	17283024	16796279
Prepaid Expenses	1119937	783497
Other Loans & Advances	1993555	209750
	23360592	18110958

Note : 10 Share Capital		
Authorised Share Capital :		
1,50,00,000 Equity Shares of Rs. 10/- each (Previous Year 1,50,00,000 Equity Shares of Rs. 10/- each)	150000000	150000000
1,24,69,956 Equity Shares of Rs. 10 each fully paid up (Previous Year 1,24,69,956 Equity Shares of Rs.10/- each)	124699560	124699560
	124699560	124699560

Reconciliation of the equity shares outstanding at the beginning and at the end of the year				
	As at March 31, 2019		As at March 31, 2018	
	Numbers	Value	Numbers	Value
Equity Shares				
At the beginning of the year	12469956	124699560	12469956	124699560
Issued during the year	-	-	-	-
Outstanding at the end the year	12469956	124699560	12469956	124699560

Details of Shareholders holding more than 5 percent shares in the company				
Name of Shareholders	No. of Shares as at			
	31.03.19	% of Holding	31.03.18	% of Holding
R.C.Mittal	3166320	25.40%	3166320	25.40%
Kusum Mittal	2700136	21.65%	2700136	21.65%

Note : 11 Other Equity		
Capital Reserve		
Opening Balance	989849	1207849
Less: Adjustment for Investment in Share Written Off	0	218000
	989849	989849
Share Forfeiture A/c		
As per last balance sheet	2755455	2755455
General Reserve		
As per last balance sheet	30456832	30456832
Surplus		
Opening balance	510263899	504628453
Add: Net profit for the current year	5911650	5635446
Closing Balance	516175549	510263899
	550377685	544466035

Note : 12 Borrowings		
Axis Bank Car Loan Account	634606	1215083
	634606	1215083

Note : 13 Long Term Provisions		
Provision for Gratuity	12247268	11408279
Leave Encashment Payable	519511	545686
	12766779	11953965

Note : 14 Deferred Tax Liability		
On Depreciation (Difference as per Books & as per I.T. Act)	4236107	4071329
	4236107	4071329

Note : 15 Borrowings: current maturities of long term debt		
Axis Bank Car Loan Account	580477	530917
	580477	530917

Note : 16 Trade Payable	As at 31st March 2019	As at 31st March 2018
Total outstanding dues of micro and small enterprises	0	0
Total outstanding dues of creditors other than micro and small enterprises	30809352	14748225
	30809352	14748225

Note : 17 Other Current Liabilities		
Advance Received from Customers	827332	1573091
Bonus Payable	2882846	2749246
Commission Payable	1567495	2535127
ESI Payable	26537	29057
GST Payable	3084685	3697218
Outstanding Liabilities	3592206	3572225
Professional Tax	6599	21616
Provident Fund	288425	286284
TDS on Consultancy	37691	32984
TDS on Contractor Payment	28063	15868
TDS on Salary	236200	157500
TDS on Sales Commission	130617	36413
	12708696	14706629

Note :18 Current Tax Liabilities		
For Taxation	1000000	1800000
	1000000	1800000

NOTES TO PROFIT & LOSS STATEMENT

	Amount in Rs.	
Note : 19 Revenue from operations	For the year Ended 31.03.2019	For the year Ended 31.03.2018
Sale of product	252831578	268606401
Less : Indirect Taxes	36646680	40265423
	216184898	228340978

Note : 20 Other Incomes		
Claims Received	343844	4000
Capital gain / (Loss) on Mutual Fund	2345408	156981
Dividend income	200	200
Interest Income	2594686	2133547
Cr. Bal No Longer Required W/off	(26353)	(5700)
Misc. Income	6115217	4440870
	11373002	6729899

Note : 21 Cost of Materials Consumed		
A) Raw Material Consumed		
Opening Stock	5867131	12724938
Purchases	104467369	75254382
	110334501	87979320
Less : Closing Stock	11472267	5867131
Raw Material Consumed	98862234	82112189
B) Packing Material Consumed		
Opening Stock	4299083	3578470
Purchases	6690434	6518267
	10989517	10096737
Less : Closing Stock	4814930	4299083
Packing Material Consumed	6174587	5797654
Grand total of Materials Consumed (A) + (B)	105036821	87909843

Note : 22 Increase/(Decrease) in Stocks		
Closing Stock of :		
Finished Goods	41425017	36581003
Stock in Process	8187220	7678122
Waste	442092	614363
Total (A)	50054329	44873488
Opening Stock of :		
Finished Goods	36581003	51900727
Stock in Process	7678122	5162612
Waste	614363	614363
Total (B)	44873488	57677702
Increase/(Decrease) in Stock (A-B)	5180841	(12804214)

Note : 23 Employees Remuneration & benefits	For the year Ended 31.03.2019	For the year Ended 31.03.2018
Salary, Wages, Allowances & other Benefits	40416753	39480793
Directors Remuneration	6000000	4860000
Gratuity	1500000	2200000
P. F. Contribution	3708873	3648411
Staff Welfare Expenses	267705	327214
	51893331	50516418

Note : 24 Finance Charges		
Interest on Car Loan	135743	0
	135743	0

Note : 25 Other Expenses		
Advertisement & Publicity	52273	29049
Audit Fee	250000	356356
Annual Listing Fees	320509	410398
Bank Charges	252817	162660
Bad Debts	0	2715365
Business Promotion Expenses	1136224	2625582
Charity & Donations	15000	15000
Consultancy Charges	1384918	1378196
Conveyance Expenses	563625	582900
Entry Tax	0	113742
Electricity & Water	1088696	741143
Freight Expenses	7446944	5010275
Factory Power & Fuel	34545730	34402067
Factory Expenses	907065	600833
Insurance Charges	914423	785779
Import / Export Expenses	998098	2895158
ISO Certification Charges	17110	30500
Legal Expenses	68052	92190
Membership Fee & Subscription	36449	72121
Misc. Expenses	1686886	2054102
Net gain/loss on foreign currency transaction	414440	(73425)
Office & General Expenses	107362	122472
Postage, telegram	99773	64265
Printing Material consumed	341552	241037
Printing & Stationary	563012	509175
Rent, Rates & Taxes	132889	493704
Repairs & Maintenance		
Buildings	0	0
Machinery	2227004	2254080
Electricals	384003	337398
A.C.Plant	759096	701796
Computer	54166	40548
Other	7399	7400
Sales Commission	1787181	1908307
Sales promotion Expenses	1638977	1337424
Swatch Bharat Cess	0	8288
Stores & Spares Consumed	870871	637618
Telephone & Telex Charges	234539	285988
Tour & Travelling Expenses	1078069	1829399
Vehicle Running & Maintenance	1183385	1190533
	63568538	66969421

Note 26 Segment Information
The entire operation of the company related to one segment as such there is no separate reporting required. Company's earning include Rs. 49.40 Lacs from interest Dividend and income from Investments. However as per explanation given in Ind AS 108 revenue does not include Dividend income, Interest & Income from Investment hence there is no separate reporting required.

Note 27 Deffered Tax
Information on deferred tax has been provided in accordance with Ind AS-12 Accounting for taxation on income, issued by the Institute of Chartered Accountants of India. The deferred tax assets for the year is Rs.1,64,778/- has been recognised in the profit & Loss accounts.

Note 28 Payment to Auditors		
Audit Fees	250000	250000
In other Capacity		
Tax Audit Fee	20000	20000
Other	30000	30000
	300000	300000

Note 29 Related Party Disclosure

Information on Related party transactions as per Ind AS 24 on related party disclosure:

S.No	Related Party	Transactions	As at 31.03.19	As at 31.03.18
1	Mr. Alok K. Garg Managing Director	Remuneration	3000000	3000000
2	Mrs. Kusum Mittal Whole time Director	Remuneration	1800000	1800000
3	Mrs. Manisha Garg Whole time Director	Remuneration	1200000	1200000
4	Medgel Pvt. Ltd. Subsidiary Company (on arm length basis in the ordinary course of business)	Purchase Sale	5337623 2047000	7034897 160395

Note 30 Contingent Liabilities

The company has given Corporate Guarantees in respect of Fund based limit taken by Medgel Pvt Ltd (Subsidiary company of Medi Caps Limited) for Rs. 2 Crores which is taken from IDBI Bank Ltd.

Note 31 Earning Per Share

Earning per share, the numerator and denominator used to calculate Basic and Diluted Earning per shares:

i) Profit after tax used as the numerator	5911650	5635446
ii) Basic / Weighted Average number of Equity Shares used as the denominator	12469956	12469956
iii) Nominal Value of Equity shares	10/-	10/-
iv) Basic & Diluted Earning per Equity Share	0.47	0.45

Note 32 Employee Benefits

a. Defined benefits plan		
I Change in obligation during the year		
1 Present value of Defined benefit obligation at beginning of year	11408279	9950883
2 Current Service Cost	1500000	2200000
3 Past Service Cost	0	0
4 Interest Cost	0	0
5 Actuarial (Gains) / Losses	0	0
6 Benefits Paid	604271	742604
7 Present value of Defined benefit obligation at the end of the year	12304008	11408279
II Change in assets during the year ended March 31		
1 Plan assets at the beginning of the year	14751753	12459020
2 Settlements	0	0
3 Expected return on plan assets	1149340	959821
4 Contribution by Employer	1500000	2200000
5 Actual benefits paid	604271	742604
6 Actuarial Gains / (Losses)	(139625)	(124484)
7 Plan assets at the end of the year	16657196	14751753
III Net Assets / (Liability) recognized in the Balance Sheet at March 31		
1 Present value of Defined benefits Obligation as at March 31.	12304008	11408279
2 Fair value of plan assets as at March 31	16657196	14751753
3 Fund Status (Surplus / (Deficit))	4353189	3343474
4 Net Assets / (Liability) as at end of the year	4353189	3343474
IV Expenses recognised in the Statement of Profit & Loss for the year ended March 31		
1 Current Service Cost	1500000	2200000
2 Interest Cost	0	0
3 Expected return on plan assets	(1149340)	(959821)
4 Past service cost	0	0
5 Net Actuarial (Gains) / Losses	0	0
6 Total Expenses (Net)	350660	1240179
V The major categories of plan assets as a percentage of total plan	N.A.	N.A.
b. Contribution to provident fund and other funds stated under defined contribution plans is Rs. 37.09Lacs (previous year Rs.36.84Lacs).		

Note 33
The company does not have outstanding for more than 30 days as on 31st March 2019 of S.S.I units the respective parties

Note 34
The previous years figures have been regrouped/ restated wherever necessary to confirm with the current years classification

Note 35 Additional Information		
a)- Value of Imports on CIF basis		
Raw Material	249.76	248.42
Capital Goods	18.49	3.14
b)-Expenditure in Foreign Currency		
Foreign Travel & Others	15.82	26.26

INDEPENDENT AUDITORS REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To,

The Members of **Medicaps Limited**

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Ind AS Consolidated Financial Statements of **Medicaps Limited** (the Company) and its subsidiary **Medgel Private Limited** (the Company and its subsidiaries together referred to as the Group), which comprise the Consolidated Balance Sheet as at March 31, 2019, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as the Ind AS Consolidated Financial Statements).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS Consolidated Financial Statements give the information required by the **Companies Act, 2013** (the Act) in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the **Companies (Indian Accounting Standards) Rules, 2015**, as amended (Ind AS) and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2019, the consolidated profit, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Ind AS Consolidated Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditors Responsibilities for the Audit of the Ind AS Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Ind AS Consolidated Financial Statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS Consolidated Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Ind AS Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Information Other than the Ind AS Consolidated Financial Statements and Auditors Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Boards Report including Annexures to Boards Report, Business Responsibility Report, Corporate Governance and Shareholders Information, but does not include the Ind AS Consolidated Financial Statements and our auditors report thereon.

Our opinion on the Ind AS Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS Consolidated Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Managements Responsibility for the Ind AS Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to preparation of these Ind AS Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and

detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Groups ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditors Responsibilities for the Audit of the Ind AS Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS Consolidated Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its subsidiary companies which are companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of managements use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors report to the related disclosures in the Ind AS Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS Consolidated Financial Statements, including the disclosures, and whether the Ind AS Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Ind AS Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial.

Materiality is the magnitude of misstatements in the Ind AS Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other

matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS Consolidated Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditors report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that :

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Ind AS Consolidated Financial Statements.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Ind AS Consolidated Financial Statements have been kept so far as it appears from our examination of those books.

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Ind AS Consolidated Financial Statements.

d) In our opinion, the aforesaid Ind AS Consolidated Financial Statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the **Companies (Accounts) Rules, 2014**.

e) On the basis of the written representations received from the directors of the Company as on March 31, 2019 taken on record by the Board of Directors of the Company and its subsidiaries incorporated in India and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in ‘**Annexure-A**’ which is based on the auditors reports of the Company and its subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial control over financial reporting of those companies, for reasons stated therein.

g) With respect to the other matters to be included in the Auditors Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to the other matters to be included in the Auditors Report in accordance with Rule 11 of the **Companies (Audit and Auditors) Rules, 2014**, as amended in our opinion and to the best of our information and according to the explanations given to us :

i. The Ind AS Consolidated Financial Statements disclose impact of pending litigations on the consolidated financial position of the Group.

ii. Provision has been made in the Ind AS Consolidated Financial Statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its subsidiary companies incorporated in India.

For Rawka & Associates

Chartered Accountants

FRN: 021606C

Place: Indore

Date: 30/05/2019

Venus Rawka

Partner

M. No.: 429040

“Annexure-A” to the Independent Auditors Report

(Referred to in paragraph 1 (f) under Report on Other Legal and Regulatory Requirements section of our report to the Members of Medicaps Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the Act)

In conjunction with our audit of the Ind AS Consolidated Financial Statements of the Company as of and for the year ended March 31, 2019, we have audited the internal financial controls over financial reporting of **Medicaps Limited** (hereinafter referred to as Company) and its subsidiary companies, which are companies incorporated in India, as of that date.

Managements Responsibility for Internal Financial Controls

The Board of Directors of the Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the **Guidance Note on Audit of Internal Financial Controls Over Financial Reporting** issued by the Institute of Chartered Accountants of India (the ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective companys policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the **Guidance Note on Audit of Internal Financial Controls Over Financial Reporting** (the Guidance Note) issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India.

Meaning of Internal Financial Controls Over Financial Reporting

A companys internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A companys internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the companys assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Rawka & Associates
Chartered Accountants
FRN: 021606C

Place: Indore
Date: 30/05/2019

Venus Rawka
Partner
M. No.: 429040

MEDI-CAPS LTD.				
Consolidated Balance Sheet as at 31st March, 2019				
Amount in Rs.				
	Particulars	Note	As at 31st March 2019	As at 31st March 2018
	ASSETS			
1	Non-current assets			
	(a) Property, Plant and Equipment	2	587161818	599500293
	(b) Financial Assets			
	i. Investments	3	51236892	30949993
	(c) Other non-current assets	4	7679249	7570091
2	Current assets			
	(a) Inventories	5	109359282	101601304
	(b) Financial Assets			
	i. Investments	6	123014329	91661176
	ii. Trade receivables	7	128530224	130349319
	iii. Cash and cash equivalents	8	24822477	23234990
	(c) Other current assets	9	34284177	24200584
	Total		1066088448	1009067749
II.	EQUITY AND LIABILITIES			
1	Equity			
	(a) Equity Share Capital	10	124699560	124699560
	(b) Other Equity	11	831334521	777464498
2	Liabilities			
A	Non-Current Liabilities			
	(a) Borrowings	12	634606	1215083
	(b) Provisions	13	13766779	11953965
	(c) Deferred tax liabilities (Net)	14	4236107	4071329
3	Current Liabilities			
	(a) Borrowings	15	580477	530917
	(b) Financial Liabilities			
	(i) Trade payables due to Micro and small enterprises Other than Micro and Small enterprises	16	64407977	62354255
	(c) Other current liabilities	17	25428421	24978141
	(d) Current Tax Liabilities (Net)	18	1000000	1800000
	Total		1066088448	1009067749
The Notes referred to above are an integral part of consolidated Financial Statements Note on Accounts as Note '1 to 34'				
As per our report of even date, For : Rawka & Associates Chartered Accountants FRN.: -021606C			For and on behalf of the board ,	
Venus Rawka Partner Membership No. 429040 Place : Indore Date : 28th May, 2019		R.C.Mittal Chairman & Director DIN:00035272	Alok K. Garg Managing Director DIN: 00274321	
		Manish Jain C.F.O.	CS Ayushi Silot Company Secretary ACS 54352	

MEDI-CAPS LTD.			
Consolidated Profit and Loss statement for the year ended 31st March, 2019			
			Amount in Rs.
Particulars	Note	For the year Ended 31.03.2019	For the year Ended 31.03.2018
I. Revenue from operations	19	517828838	501558349
II. Other Income	20	27315084	10721503
III. Total Revenue (I +II)		545143922	512279852
IV. Expenses:			
Cost of materials consumed	21	263247848	246477645
Purchase of stock in trade		1526250	1040531
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	22	(1332327)	22640339
Taxes on sale of goods		0	4806145
Employee benefit expense	23	95606231	87586790
Finance Cost	24	179608	66265
Other expenses	25	112671884	118259959
Depreciation and amortization expense	2	18209626	17924966
Total Expenses		490109122	498802640
Profit before exceptional and extraordinary items and tax (III - IV)		55034800	13477212
V. Exceptional Items		0	0
VII. Profit before extraordinary items and tax (V - VI)		55034800	13477212
VIII. Extraordinary Items		0	0
IX. Profit before tax (VII - VIII)		55034800	13477212
X. Tax expense:			
(1) Current tax		1000000	1800000
(2) Earlier year excess provision for tax written back		0	0
(3) Deferred tax		164778	201763
XI. Profit/(Loss) for the period (IX - X)		53870022	11475449
XII. Earning per equity share:	30		
(1) Basic		4.32	0.92
(2) Diluted		4.32	0.92

The Notes referred to above are an integral part of consolidated Financial Statements
Note on Accounts as Note '1 to 34'

As per our report of even date,
For : Rawka & Associates
Chartered Accountants
FRN.:-021606C

For and on behalf of the board ,

Venus Rawka
Partner
Membership No. 429040
Place : Indore
Date : 28th May, 2019

R.C.Mittal
Chairman & Director
DIN:00035272

Manish Jain
C.F.O.

Alok K. Garg
Managing Director
DIN: 00274321

CS Ayushi Silot
Company Secretary
ACS 54352

MEDI CAPS LIMITED						
Consolidated Statement of Changes in Equity for the period ended 31.03.2019						
(Amount in Rs.)						
A. Equity Share Capital						
	Balance at the beginning of the reporting period	Changes in equity capital the year	in share during	Balance at the end of the reporting period		
	124699560	0		124699560		
B. Other Equity						
	Reserves and Surplus					Total
	Capital Reserve	Securities Premium Reserve	General Reserves (specify nature)	Share Forfeiture account	Retained Earnings	
Balance at the beginning of the reporting period 01.04.2017	1207849	326349438	30456832	2755455	405437477	766207051
Changes in accounting policy or prior period errors	0	0	0	0	0	0
Restated balance at the beginning of the reporting period	0	0	0	0	0	0
Total Comprehensive Income for the year	0	0	0	0	0	0
Dividends	0	0	0	0	0	0
Transfer to retained earnings	0	0	0	0	11475447	11475447
Adjustment of Investment in shares written off	218000	0	0	0	0	218000
Balance at the end of the reporting period 31.03.2018	989849	326349438	30456832	2755455	416912924	777464498
Balance at the beginning of the reporting period 01.04.2018	989849	326349438	30456832	2755455	416912924	777464498
Changes in accounting policy or prior period errors	0	0	0	0	0	0
Restated balance at the beginning of the reporting period	0	0	0	0	0	0
Total Comprehensive Income for the year	0	0	0	0	0	0
Dividends	0	0	0	0	0	0
Transfer to retained earnings	0	0	0	0	53870023	53870023
Any other change (to be specified)	0	0	0	0	0	0
Balance at the end of the reporting period 31.03.2019	989849	326349438	30456832	2755455	470782947	831334521

MEDI-CAPS LIMITED		
Consolidated Cash Flow Statement for the year ended March 31, 2019		
PARTICULARS	Amount in Rs.	
	31st March 2019	31st March 2018
A. Cash Flow from Operating Activities		
Net Profit before Tax & Extraordinary Items	55034800	13477212
Adjustment For:		
Depreciation	18209626	17924966
Dividend Income	(200)	(200)
Operating Profit before Working Capital Change	73244227	31401978
Ajustment for Working Capital		
(Increase)/ Decrease in Sundry Debtors	1819095	(40939827)
(Increase)/ Decrease in Inventories	(7757979)	30628507
(Increase)/ Decrease in Loans & Advances	(10192751)	(525688)
Increase/(Decrease) in Current Liabilities & Provisions	3516815	23222766
Cash Generated from Working Capital	(12614820)	12385758
Cash generated from Operation	60629407	43787737
Income Tax for the year	1000000	1800000
Net cash Flow from Operating Activity	59629407	41987737
B. Cash Flow from Investing Activities		
Sale/(Purchase) of Investments	(51640052)	(33988803)
Purchase of Fixed Assets	(5871153)	(6867715)
Dividend Received	200	200
Net Cash used in Investing Activities	(57511005)	(40856318)
C. Cash Flow from Financial Activities		
Increase in Short term Bank Borrowings	(530917)	1746000
Proceeds from Long Term Borrowings	0	(910641)
Net Cash Used in Financial Activities	(530917)	835359
Net Increase in Cash and Cash Equivalents (A+B+C)	1587485	1966778
Cash & Cash Equivalents at the		
Beginning of the year	23234990	21268212
Closing of the year	24822475	23234990
Increase in Cash and Cash Equivalents	1587485	1966778
As per our report of even date annexed		For and on behalf of Board
For Rawka & Associates		
Chartered Accountants		
Venus Rawka	R.C.Mittal	Alok K. Garg
Partner	Chairman & Director	Managing Director
M.No. 429040	DIN:00035272	DIN: 00274321
FRN No. 021606C		
Place: Indore	Manish Jain	CS Ayushi Silot
Date: 28th May, 2019	C.F.O.	Company Secretary
		ACS 54352

NOTE -1- BASIC ACCOUNTING POLICIES
1. Basis of preparation:
(i) Compliance with Ind AS

The Consolidated financial statements have been prepared to comply in all material aspects with the Indian Accounting Standards (hereinafter referred to as the (Ind AS) as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 (Act) read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

These Consolidated financial statements are for the year ended 31st March, 2019 are the first financials with comparatives, that are prepared under Ind AS, for all previous periods including the year ended 31st March, 2018, the Company had prepared its Consolidated financial statements in accordance with the accounting standards notified under companies (Accounting Standard) Rule, 2006 (as amended) and other relevant provisions of the Act (hereinafter referred to as Previous AS) used for its statutory reporting requirement in India.

The accounting policies are applied consistently to all the periods presented in the financial statements, including the preparation of the opening Ind AS Balance Sheet as at 1st April, 2016 being the date of transition to Ind AS.

(ii) Historical Cost Convention

These Consolidated financial statements have been prepared and presented under the historical cost convention on accrual basis of accounting, Indian Accounting Standards prescribed under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014, except where otherwise stated, the accounting principles have been consistently applied.

2. Principles of consolidation:

- The financial statements of the Company and its subsidiary have been consolidated in accordance with the Ind AS 110 - Consolidated Financial Statements, on line by line basis by adding together the book value of like items of assets, liabilities, income and expenses, after fully eliminating intra group balances, intra group transactions and the unrealized profit /Losses.
- The financial statements of the company and its subsidiary have been consolidated using uniform accounting policies for like transaction and other events in similar circumstances.
- Minority Interest in the net assets of the consolidated subsidiary consist of:-
- The amount of equity attributable to minorities as at the date on which the investment in a subsidiary is made and,
- The minority share of movements in equity since the date the parent subsidiary relationship came into existence. The Losses applicable to the minority in excess of the minority interest in the equity of the subsidiary and further losses applicable to minority, are adjusted against the majority interest except to the extent that the minority has a binding obligation to and is able to make good the losses.
- Minority interest is presented separately from the liabilities or assets and the equity of the shareholders in the consolidated Balance Sheet. Minority Interest in the income or loss of the company is separately presented.

3. Rounding of amounts:

All amounts disclosed in the consolidated financial statement and notes have been rounded off to the nearest Rupees; except where otherwise indicated.

4. Current versus non-current classification:

The company presents its assets and liabilities in the balance sheet on current/non-current classification. An Asset is treated as current when it is:

- a) Expected to be realised or intended to be sold or consumed in normal operating cycle;
- b) Held primarily for the purpose of trading;
- c) Expected to be realised within twelve months after the reporting period; or
- d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is Current when:

- a) It is expected to be settled in normal operating cycle ;
- b) It is held primarily for the purpose of trading ;

- c) It is due to be settled within twelve months after the reporting period; or
- d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other Liabilities are classified as non- current.

Deferred tax liabilities are classified under non-current Liabilities.

5. Use of Estimates and Assumptions:

The preparation of consolidated financial statements in accordance with Ind AS requires subjective and complex judgments to make estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenues and expenses at the date of these financial statements.

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as below:

- a) Fair value of Financial Assets and Financial liabilities,
- b) The useful lives of, or expected pattern of consumption of the future economic benefits bodied in, depreciable assets,
- c) Valuation of Inventories and Inventory obsolescence,
- d) Provisions and Bad Debts.

6. Revenue Recognition:

Sale of Goods

- Revenue from sale of goods is recognized when the significant risks and rewards of ownership of the goods are transferred to the buyer, usually on delivery of the goods and when all the following conditions are satisfied:
- The Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- The amount of revenue can be measured reliably;
- It is probable that the economic benefits associated with the transaction will flow to the Company; and
- The costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue from the sale of goods is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns and allowance, trade discounts and volume rebates and does not include Value added tax (VAT), Central Sales tax (CST) and any other taxes.

7. Property, Plant and Equipment:

Property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses. The initial cost of an asset comprises of its purchase price or construction cost, any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management. The purchase price or construction cost is the aggregate amount, paid and the fair value of any other consideration given to acquire the asset.

When significant parts of plants and equipments are required to be replaced at intervals, the Company depreciates them separately based on their specific useful life. All other repair and maintenance costs are recognised in Statement of Profit or Loss as and when incurred.

The residual values and useful lives of property, plant and equipment are reviewed at each financial year end and changes, if any, are accounted prospectively.

Depreciation on Property, Plant & Equipment is provided on straight line method. In accordance with requirements prescribed under Schedule II of the Companies Act, 2013, Company has assessed the estimated useful lives .of its property, plant and equipment and has adopted the useful lives and residual value as prescribed in Schedule ii. The estimated useful life of assets are as follows:

ASSETS	USEFUL LIFE OF ASSET
Factory Building	30 years
Office Building	30 years
Plant & Machinery	20 years
Furniture & Fixtures	10 years
Vehicles	8 years

8. Inventories:

Inventories are valued at lower of cost or net realizable value whichever is lower.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

Raw materials

Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

Finished goods and work-in-progress

Cost includes direct materials, labour and a proportion of manufacturing overheads based on the normal operating capacity.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

9. Trade Receivable:

Trade receivables are recognized at fair value, the outstanding balances of sundry debtors, advances etc. are verified by the management periodically and on the basis of such verification management determines whether the said outstanding balance are good, bad or doubtful and accordingly same are written off or provided for.

Receivables that are expected in one year or less, are classified as current assets, if not they are presented as non-current assets.

10. Cash Flow Statement:

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

For the purpose of presentation in the Statement of Cash Flows, cash and cash equivalents includes cash in hand and Balances at bank.

11. Investments:

The investments are valued at cost and are therefore not reported as per relevant Ind-AS 113. The Investments are treated as such because investments primarily contain Short Term Liquid funds & cash Funds. These are subject to various market fluctuations. If valued at Fair value, the investments shall not give true and fair view to the stakeholders of the company and would result in unnecessary inclination of Net Profit by way of unrealised profits through Other Comprehensive Income.

12. Cash and cash equivalents:

Cash and cash equivalent in the balance sheet comprise of cash in hand and at banks. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and bank balances, as defined above.

13. Share Capital:

Ordinary shares are classified as equity.

During the year there is no change in the subscribed share capital as is issued by the company.

14. Earnings per Share:

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders is adjusted for after income tax effect of interest and other financing costs associated with dilutive potential equity shares and the number of shares that are outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

15. Provisions:

A provision is recognized when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

16. Deferred Tax:

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carry-forwards and tax credits. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized.

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

17. Borrowings:

Borrowings are initially recognised at fair value, net of transaction costs incurred. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in statement of profit or loss over the period of the borrowings.

Borrowings are removed from the balance sheet when the obligation specified in the contract recharged, cancelled or expired. Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

18. Borrowings Cost:

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur.

The Company ceases capitalising borrowing costs when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

19. Trade payables:

These amounts represent liabilities for goods that have been acquired in the ordinary course of business from suppliers. Trade payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

20. Current Tax:

Tax on income for the current period is determined on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments / appeals.

Where current tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

21. Employee Benefits:

(a) Gratuity:

The Employees Gratuity Fund Scheme, which is defined benefit plan, is managed by Trust maintained with Life Insurance Corporation of India (LIC). The liability with respect to Gratuity is made as per the method stipulated in the payment of gratuity Act, 1972.

(b) Provident Fund:

Provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the employees salary (currently 12% of employees salary). The contributions, are made to the provident fund as specified under the Employees Provident Fund & Miscellaneous provisions Act, 1952.

Note-02- Property, Plant and Equipment up to 31.03.2019

S. No	FIXED ASSETS	GROSS BLOCK				DEPRECIATION/AMORTIZATION				NET BLOCK	
		As at 01.04.2018	Additions	Deductions	As at 31.03.2019	Up to 31.03.2018	For the year ended 31.03.2019	Deletions	Upto 31.03.2019	As at 31.03.2019	As at 31.03.2018
1	Free Hold Land	1178000	0	0	1178000	0	0	0	0	1178000	1178000
2	Factory Building	174066550	0	0	174066550	48392196	5192779	0	53584975	120481575	125674354
3	Office Equipment	556045	0	0	556045	556044	0	0	556044	1	1
4	Office Buliding	19121350	0	0	19121350	3965181	656464	0	4621645	14499705	15156169
5	Plant & Machinery	309089593	5714362	0	314803955	168586288	5311028	0	173897317	140906638	140503305
6	Furniture & Fixtures	54703181	0	0	54703181	33044909	5188195	0	38233104	16470077	21658272
7	Vehicles	28144517	0	0	28144517	14229765	1847906	0	16077671	12066846	13914752
8	Computers	3802046	156791	96000	3862837	3802044	13254	95999	3719299	143538	2
	TOTAL - A	590661282	5871153	96000	596436435	272576427	18209626	95999	290690055	305746380	318084855

1	Goodwill	281415438	0	0	281415438	0	0	0	0	281415438	281415438
	G. TOTAL (A+B+C)	872076720	5871153	96000	877851873	272576427	18209626	95999	290690055	587161818	599500293
	PREVIOUS YEAR	865209005	6867715	0	872076720	254651461	17924966	0	272576427	599500293	610557544

Note : Goodwill considered in Intangible assets and it is a purchase goodwill , hence no amortization charged in the books of account.

MEDI-CAPS LIMITED
Notes on consolidated financial statement for the year ended 31st March, 2019

		Amount in Rs.	
		As at 31 st March 2019	As at 31 st March 2018
Note : 3 Investments			
a)	Investment in properties	10793000	10793000
b)	Investment in Equity instruments		
i)	Other Investment (Quoted)		
	100 (100) Equity Shares of Natural Capsules	1000	1000
		1000	1000
c)	Investment in Mutual Funds & Schemes		
	LIC Group Gratuity Fund Scheme	17657197	14751753
	LIC Leave Encashment Scheme	2285696	1904239
	SIP - IDFC Equity Fund	5500000	500000
	SIP - Reliance Top 200 Equity Fund	6000000	1000000
	Reliance Large Cap Fund -SIP	800000	0
	HDFC Equity Fund -SIP	700000	0
	SIP - ABSL Pure Value Fund	7500000	2000000
		40442892	20155993
		51236892	30949993
Note : 4 Other Non Current Assets			
(Unsecured, considered good unless otherwise stated)			
	Security Deposits	7679249	7570091
		7679249	7570091
Note : 5 Inventories			
	Raw Materials	26117546	20891338
	Finished Goods	62513917	61518417
	Stock in process and waste	8629312	8292485
	Stores and Spares	2440779	1973842
	Colour & Chemical	2992811	2557406
	Packing Material	5652511	5644967
	Printing Material	153574	153428
	Lab Chemical & Equipments	311728	117950
	Fuel	547104	451470
		109359282	101601304
Note : 6 Investment			
	Investment in Mutual Funds		
	Birla Sun Life Mutual Fund	18256982	11777087
	HDFC Low duration fund	13600000	0
	IDBI Ultra Short Term Fund- Growth	24149905	24149905
	Reliance Money Manager Fund- Growth	67007442	55734184
		123014329	91661176
Note : 7 Trade Receivables			
Unsecured , Considered Good as certified by the Management			
	Outstanding over six months	73909634	69919608
	Others	54620590	60429711
		128530224	130349319
Note : 8 Cash & Cash Equivalents			
	Cash in Hand	518279	223004
	Balance with Noted Banks :		
	In Current Accounts	5757995	5290736
	IDBI Bank C.C. A/c 0382655100000125	2185016	1355064
	In Fixed Deposit Accounts	16361187	16366185
		24822477	23234990
Note : 9 Other Current Assets			
(Unsecured & Considered Good - Advance recoverable in Cash or in kind or for value to be received)			
	Advance to Suppliers & Others	12472062	5652857
	Balances with Government Authorities	328014	243637
	Advance Tax & TDS (Net of Provisions)	17283024	16796279
	Prepaid Expenses	2195221	1297548
	Other Loans & Advances	2005857	210263
		34284177	24200584

Note : 10 Equity Share Capital	As at 31st March 2019	As at 31st March 2018
Authorised Share Capital : 1,50,00,000 Equity Shares of Rs. 10/- each (Previous Year 1,50,00,000 Equity Shares of Rs. 10/- each)	150000000	150000000
Subscribed & Paidup Capital 1,24,69,956 Equity Shares of Rs. 10 each fully paid up (Previous Year 1,24,69,956 Equity Shares of Rs. 10/- each)	124699560	124699560
	124699560	124699560

Reconciliation of the equity shares outstanding at the beginning and at the end of the year				
	As at March 31, 2019		As at March 31, 2018	
	Numbers	Value	Numbers	Value
Equity Shares				
At the beginning of the year	12469956	124699560	12469956	124699560
Issued during the year	-	-	-	-
Outstanding at the end of the year	12469956	124699560	12469956	124699560

Details of Shareholders holding more than 5 percent shares in the company				
Name of Shareholders	No. of Shares as at			
	31.03.19	% of Holding	31.03.18	% of Holding
R.C.Mittal	31,66,320	25.40%	31,66,320	25.40%
Kusum Mittal	27,00,136	21.65%	27,00,136	21.65%

Note : 11 Other Equity		
Capital Reserve		
Opening Balance	989849	1207849
Less: Adjustment for Investment in Share Written Off	0	218000
	989849	989849
Share Forfeiture A/c		
As per last balance sheet	2755455	2755455
Securities Premium reserve		
Opening Balance	326349438	326349438
Add: Security Premium on Share issued during the year	0	0
	326349438	326349438
General Reserve		
As per last balance sheet	30456832	30456832
Surplus		
Opening balance	416912924	405437477
Add: Net profit for the current year	53870023	11475447
Closing Balance	470782947	416912924
	831334521	777464498

Note : 12 Borrowings		
Axis Bank Car Loan Account	634606	1215083
Other Borrowings	0	0
	634606	1215083

Note : 13 Provisions		
Provision for Gratuity	13247268	11408279
Leave Encashment Payable	519511	545686
	13766779	11953965

Note : 14 Deferred Tax Liability (Net)		
On Depreciation (Difference of as per Books & as per Income Tax Act)	4236107	4071329
	4236107	4071329

Note : 15 Borrowings: current maturities of long term debt		
Axis Bank Car Loan Account	580477	530917
Other Borrowings	0	0
	580477	530917

Note : 16 Trade Payable		
Total outstanding dues of micro and small enterprises	0	0
Total outstanding dues of creditors other than micro and small enterprises	64407977	62354255
	64407977	62354255

Note : 17 Other Current Liabilities	As at 31st March 2019	As at 31st March 2018
Advance Recd from Customers	6755582	2922335
Bonus Payable	3701101	3750224
Commission Payable	1567495	2535127
CST & VAT Payable	400	10319
ESI Payable	49191	135526
GST Payable	3084685	3697218
Outstanding Liabilities	5802083	7738933
Professional Tax	12663	27804
Provident Fund	424959	551890
TCS on Scrap Sales	(118)	433
Unpaid Salary & Wages (Provision)	3261668	2934826
TDS on Consultancy	53619	42952
TDS on Contractor Payment	133718	107668
TDS on Salary	450758	464408
TDS on Rent	0	22066
TDS on Sales Commission	130617	36413
	25428421	24978141

Note : 18 Current Tax Liabilities		
For Taxation	1000000	1800000
	1000000	1800000

NOTES TO PROFIT & LOSS STATEMENT

Note : 19 Sales	For the year Ended 31.03.2019	For the year Ended 31.03.2018
Sale of product	554475518	541823772
Less : Excise Duty	36646680	40265423
	517828838	501558349

Note : 20 Other Incomes		
Claims Received	1588619	364170
Capital gain / (Loss) on Mutual Fund	2639195	457691
Dividend income	200	200
Interest Income on FDR	2799160	2350182
Cr. Bal No Longer Required W/off	1615144	968134
Foreign Exchange Fluctuation	6271995	1608670
Misc. Income	12400772	4972456
	27315084	10721503

Note : 21 Cost of Materials Consumed		
A) Raw Material Consumed		
Opening Stock	23566694	31852165
Purchases	249784111	218370991
	273350805	250223156
Less : Closing Stock	29422085	23566694
Raw Material Consumed	243928720	226656461
B) Packing Material Consumed		
Opening Stock	5644967	5873601
Purchases	19326672	19592550
	24971639	25466151
Less : Closing Stock	5652511	5644967
Packing Material Consumed	19319128	19821184
Grand total of Materials Consumed (A) + (B)	263247848	246477645

Note : 22 Increase/(Decrease) in Stocks		
Closing Stock of :		
Finished Goods	62513917	61518417
Stock in Process	8187220	7678122
Waste	442092	614363
Total (A)	71143229	69810902
Opening Stock of :		
Finished Goods	61518417	86674266
Stock in Process	7678122	5162612
Waste	614363	614363
Total (B)	69810902	92451241
Increase/(Decrease) in Stock (A-B)	1332327	(22640339)

Note : 23 Employees Remuneration & benefits	For the year Ended 31.03.2019	For the year Ended 31.03.2018
Salary, Wages, Allowances & other Benefits	83998282	76407101
Directors Remuneration	6000000	4860000
Gratuity	1500000	2200000
P. F. Contribution	3708873	3648411
Staff Welfare Expenses	399076	471278
	95606231	87586790

Note : 24 Finance Cost		
Interest on Car Loan	135743	0
Interest on C.C. Limit	43865	66265
	179608	66265

Note : 25 Other Expenses		
Advertisement & Publicity	52273	29049
Audit Fee	280000	386356
Annual Listing Fees	320509	410398
Bad Debts	0	2715365
Bank Charges	1132580	936953
Business Promotion Expenses	1136224	2625582
Certificate & Standard Exp.	1023375	678239
Charity & Donations	15000	15000
Consultancy Charges	1427418	1554196
Conveyance Expenses	613435	1142553
Development Charges to AKVN	330990	529584
Entry Tax	0	113742
Electricity & Water	1662431	1332997
Freight Expenses	23208553	21020933
Factory Power & Fuel	49712951	51549398
Factory Expenses	907065	1045517
Insurance Charges	1116739	907289
Import / Export Expenses	1230180	3170551
ISO Certification Charges	17110	30500
Legal Expenses	94852	133990
Loss on Sale of Fixed Assets	0	0
Membership Fee & Subscription	36449	72121
Misc. Expenses	4692626	7488922
Net gain/loss on foreign currency transaction	414440	(73425)
Office & General Expenses	107362	122472
Postage, telegram	416170	266239
Printing Material consumed	341552	241037
Printing & Stationary	760075	649914
Rent, Rates & Taxes	365404	879859
Repairs & Maintenance		
Buildings	3564183	1016081
Machinery	2649080	2417897
Electricals	458047	418492
A.C.Plant	759096	701796
Computer	54166	115269
Other	95778	306095
Sales Commission	1787181	1908307
Sales promotion Expenses	2417629	1425455
Security Charges	916460	926460
Swatch Bharat Cess	0	8288
Stores & Spares Consumed	870871	775308
Telephone & Telex Charges	411836	479498
Tour & Travelling Expenses	1522045	2496656
Utility Expenses	0	12000
Vehicle Running & Maintenance	5749749	5277029
	112671884	118259959

Note 26 Segment Information

The entire operation of the company related to one segment as such there is no separate reporting required. Company's earning include Rs. 54.38 Lacs from interest Dividend and income from Investments. However as per explanation given in IND AS 108 revenue does not include Dividend income, Interest & Income from Investment hence there is no separate reporting required.

Note 27 Deffered Tax

Information on deferred tax has been provided in accordance with Ind AS-12 Accounting for taxation on income, issued by the Institute of Chartered Accountants of India. The deferred tax assets for the year is Rs. 1,64,778/- has been recognised in the P & L Account.

Note 28 Payment to Auditors	For the year Ended 31.03.2019	For the year Ended 31.03.2018
Audit Fees	280000	280000
In other Capacity		
Tax Audit Fee	20000	20000
Other	30000	30000
	330000	330000

Note 29 Related Party Disclosure				
Information on Related party transactions as per Ind AS 24 on related party disclosure:				
S.No	Related Party	Transactions	As at 31.03.19	As at 31.03.18
1	Mr. Alok K. Garg Managing Director	Remuneration	3000000	3000000
2	Mrs. Kusum Mittal Whole time Director	Remuneration	1800000	1800000
3	Mrs. Manisha Garg Whole time Director	Remuneration	1200000	1200000
4	Medgel Pvt. Ltd. Subsidiary Company (on arm length basis in the ordinary course of business)	Purchase Sale	5337623 2047000	7034897 160395
5	Akshit Garg CFO	Remuneration	900000	0

Note 30 Earning Per Share			
Earning per share, the numerator and denominator used to calculate Basic and Diluted Earning per shares:			
i)	Profit after tax used as the numerator	53870022	11475449
ii)	Basic/Weighted Average number of Equity Shares used as the denominator	12469956	12469956
iii)	Nominal Value of Equity shares	10/-	10/-
iv)	Basic & Diluted Earning per Equity Share	4.32	0.92

Note 31 Employee Benefits		As at 31.03.19	As at 31.03.18
a. Defined benefits plan			
I	Change in obligation during the year		
1	Present value of Defined benefit obligation at beginning of year	11408279	9950883
2	Current Service Cost	1500000	2200000
3	Past Service Cost	0	0
4	Interest Cost	0	0
5	Actuarial (Gains) / Losses	0	0
6	Benefits Paid	604271	742604
7	Present value of Defined benefit obligation at the end of the year	12304008	11408279
II	Change in assets during the year ended March 31		
1	Plan assets at the beginning of the year	14751753	12459020
2	Settlements	0	0
3	Expected return on plan assets	1149340	959821
4	Contribution by Employer	1500000	2200000
5	Actual benefits paid	604271	742604
6	Actuarial Gains / (Losses)	(139625)	(124484)
7	Plan assets at the end of the year	16657196	14751753
III	Net Assets / (Liability) recognized in the Balance Sheet at March 31,		
1	Present value of Defined benefits Obligation as at March 31.	12304008	11408279
2	Fair value of plan assets as at March 31	16657196	14751753
3	Fund Status (Surplus / (Deficit))	4353189	3343474
4	Net Assets / (Liability) as at end of the year	4353189	3343474
IV	Expenses recognised in the Statement of profit & Loss for the year ended March 31		
1	Current Service Cost	1500000	2200000
2	Interest Cost	0	0
3	Expected return on plan assets	(1149340)	(959821)
4	Past service cost	0	0
5	Net Actuarial (Gains) / Losses	0	0
6	Total Expenses	350660	1240179
V	The major categories of plan assets as a percentage of total plan	N.A.	N.A.
		N.A.	N.A.

Note 32
The company does not have outstanding for more than 30 days as on 31st March 2019 of S.S.I units the respective parties

Note 33
The previous years figures have been regrouped/ restated wherever necessary to confirm with the current years classification

Note 34 Contingent Liabilities
The company has given Corporate Guarantees in respect of Fund based limit taken by Medgel Pvt Ltd (Subsidiary company of Medi Caps Limited) for Rs. 2 Crores which is taken from IDBI Bank Ltd.

**PROXY FORM
FORM MGT- 11**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name : **MEDI-CAPS LIMITED**
 CIN : **L24232MP1983PLC002231**
 Regd. office : **Mhow-Neemuch Road, Sector 1, Pithampur, District Dhar (M.P.)-454775**
 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 : or failing him.....

as my/our proxy to attend and vote on a poll for me/us and on my/our behalf at the 36th Annual General Meeting of the company, to be held on Wednesday, the 25th September, 2019 at the Registered Office at Mhow - Neemuch Road, Sector 1, Pithampur, District Dhar (M.P.)-454775 at 11.00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Type of Resolution	Resolution/ Agenda Items
1.	Ordinary	To receive consider, approve and adopt the Standalone and Consolidated Audited Financial Statements containing the Balance Sheet as at 31 st March, 2019, the Statement of Changes in Equity and Profit & Loss and Cash Flow for the financial year ended 31 st March, 2019 with the report of Board and Auditors thereon.
2.	Ordinary	To appoint a Director in place of Mrs. Kusum Mittal (DIN: 00035356), who retires by rotation and being eligible offer herself for re-appointment.
3.	Ordinary	To appoint a Director in place of Mrs. Manisha Garg (DIN: 01006545), who retires by rotation and being eligible offer herself for re-appointment.
4.	Ordinary	To re-appoint Mrs. Manisha Garg, (DIN: 01006545) as a Whole Time Director of the Company for a period of 3 years w.e.f 11 th November, 2019.
5.	Special	To re-appoint Mrs. Kusum Mittal, (DIN: 00035356) as a Whole Time Director of the Company for a period of 3 years w.e.f. 1 st October, 2019.
6.	Special	To alter the object clause of the Memorandum of Association of the Company.

Signed this..... day of..... 2019

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.

ATTENDANCE SLIP

36th Annual General Meeting of Medi-Caps Ltd. held on Wednesday, 25th September, 2019

at the Registered Office of the Company held on Mhow - Neemuch Road, Sector 1, Pithampur, District Dhar (M.P.)-454775
 R.F. No. _____

Mr./Mrs./Miss _____

(Shareholders' name in block letters)

I/We certify that I/We am/are registered shareholder / proxy for the registered shareholder of the company.

I/We hereby record my/our presence at the 36th Annual General Meeting of the company at the Registered office of the company on 25th September, 2019.

(If signed by proxy, his name should be written in block letters)

(Shareholders/proxy's Signature) _____

Note:

- Shareholders/proxy holders are requested to bring the attendance slips with them when they come to the meeting and hand over them at the entrance after affixing their signatures on them.
- If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.



MEDGEL PVT. LTD.

Wholly Owned Subsidiary

Address

Plot No. 19-20 Special Economic Zone,
Pharma Zone, Phase-II, Sector III, Pithampur
Dist. - Dhar (M.P.) India Pin Code - 454775

Website

www.medgel.net





MEDI-CAPS LIMITED

Corporate Office

Address : 201, Pushpratna Paradise 9/5, New Palasia, Indore - 452001 (M.P.) India

Phone : +91 731-4041435, 4046321 Fax : +91 731-4028148

Email - investors@medicaps.com Web : www.medicaps.com

Registered Office & Works

Mhow-Neemuch Road, Sector-1, Pithampur - 454775, Dist - Dhar (M.P.)

Phone : +91 7292-424242 Fax : +91 7292-407387