

NC MEDI-CAPS LIMITED

Regd. Office and works:

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

Ph:- 07292-256205

Fax:- 0731-4041435

E mail:- investors@medicaps.com

Web site:- www.medicaps.com

MCL/ID/2020-21

Date - 5th Feb., 2021

By Hand

To,

Mr. Dharmendra Solanki
60, Gayatri Nagar, BNP Road,
Dewas (M.P) 455001

Subject: Appointment as the Additional Director of the Company in the Category of Independent Director

Dear Sir,

We are pleased to inform you that upon the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at their 05/2020-21 Meeting held on 05th Feb., 2021 have appointed you as the Additional Director as well as Independent Director of the Company w.e.f. 05th Feb., 2021 for a period of 5 years subject to approval of members of the company in the ensuing general meeting.

Your appointment would be subject to the following terms and conditions:

Appointment

In accordance with the provisions of the Companies Act, 2013 and other applicable laws, you will serve as an Independent Director of the Board for a term of 5 years from the date of your appointment i.e. 05th Feb.2021, to 4th Feb.2026. Your appointment is subject to the approval of shareholders.

Role of the Board

The Board's role is to effectively represent, and promote the interests of, shareholders with a view to adding long-term value to the company's shares. Having regards to its role the Board of Directors, and supervises the management of the business and affairs of the company including, in particular:

1. ensuring that the company's goals are clearly established, and that strategies are in place for achieving them;
2. establishing policies for strengthening the performance of the company including ensuring that management is proactively seeking to build the business through innovation, initiative, technology, new products and the development of its business capital;
3. monitoring the performance of management;

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Contact No: 0731-4028148*

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4. deciding on whatever steps are necessary to protect the company's financial position and the ability to meet its debts and other obligations when they fall due, and ensuring that such steps are taken;
5. ensuring that the company's financial statements are true and fair and otherwise conform with law;
6. ensuring that the company adheres to high standards of ethics and corporate behavior; and
7. ensuring that the company has appropriate risk management/regulatory compliance policies in place.

However, day to day management of the company is left to management of the Company.

Board Committees

The Board may, if it deems fit, invite you for being appointed on one or more existing Board Committees or any such Committee that may be set up in the future. Your appointment on such Committee(s) will be subject to the applicable regulations.

Board and Individual Director Evaluation Processes

The performances of the Board as a whole, its committees and individual directors are evaluated annually. If, in the meantime, there are any matters which cause you concern about your role you should discuss them with the Chairman of the Board as soon as appropriate.

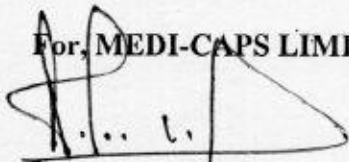
Confidentiality & Others

All information acquired during your appointment is confidential to the company and should not be disclosed either during your appointment or following termination (by whatever means) to third parties except as permitted by law and with prior clearance from the Chairman.

We look forward to your association with us.

Thanking you
Yours sincerely,

For, **MEDI-CAPS LIMITED**



ALOK K GARG
MANAGING DIRECTOR
DIN: 00274321

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I accept the aforesaid terms and conditions for my appointment as additional director in the category of Independent Director in the Company and agreed to accept the position of director w.e.f. 05.02.2021 and authorize the Company and the professional to certify and file Form DIR-12 along with all the enclosure and accepted copy of the above said letter with the Registrar of Companies, Madhya Pradesh (Gwalior).


DHARMENDRA SOLANKI
INDEPENDENT DIRECTOR
DIN: 09055239

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