

Regd. Office & Works :
Mhow-Neemuch Road, Sector-1,
Pithampur- 454 775, Distt. Dhar,
Madhya Pradesh, INDIA

CIN : L24232MP1983PLC002231

Phone : +91-7292-424242
Fax : +91-7292-407387
E-mail : info@medicaps.com
sales@medicaps.com
investors@medicaps.com
Website : www.medicaps.com

CERTIFIED COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF MEDICAPS LIMITED AT THEIR 02/2017-18 MEETING HELD ON TUESDAY, THE 25TH DAY OF JULY, 2017 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT MHOW - NEEMUCH ROAD, SECTOR -1, PITHAMPUR DISTT. DHAR (M.P.) - 454775 COMMENCED AT 03:00 P.M. AND CONCLUDED AT 4:30 P.M.

APPROVAL FOR APPOINTMENT OF MR. ASHOK OMPRAKASH AGRAWAL (DIN 07870578) AS AN ADDITIONAL DIRECTOR UNDER THE CATEGORY OF INDEPENDENT DIRECTOR.

CS Nupur Lodwal informed the Board that in view of resignation tendered by Shri Keshav Singh Verma, Independent Director from the Board w.e.f. 28th April, 2017 and in terms of the provisions of section 149 and 152 and other provisions of the Companies Act, 2013 read with Rule 4 Companies (Appointment & Qualification of Directors) Rules, 2014, and relevant provisions of the SEBI (LODR) Regulations, 2015 the Company is required to appoint another Independent Director within a period of 3 months or next Board Meeting whichever is later from the date of resignation of previous Independent Director. Therefore, the company is required to appoint an Independent Director in order to comply with the requirement of the laws applicable to the Company.

Chairman informed the Board that the Company has approached Shri Ashok Omprakash Agrawal (DIN: 07870578) who has varied experiences in the field of the Companies business activities. Therefore, he needs to be considered and be appointed as an Additional Director under the category of the Independent Director of the Company.

CS Nupur Lodwal placed before the Board a copy of the DIN approval letter, Form DIR-2, DIR-8, Form MBP-1 and declaration of independency obtained from Shri Ashok Omprakash Agrawal. The Chairman further informed that the Nomination and Remuneration Committee of the Board has also recommended his appointment as an Independent Director by the Board for a term of 5 years. The Board considered and formed opinion that Shri Ashok Omprakash Agrawal fulfils all the terms and conditions as applicable to an Independent Directors. The Board considered and passed the following resolution unanimously.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014 and provisions of the Listing Regulations, and upon the recommendation / approval of the Nomination and Remuneration Committee the approval of the Board of Directors of the Company be and is hereby accorded to appoint Shri Ashok Omprakash Agrawal (DIN: 07870578) who has also submitted a declaration confirming that he meets the criteria for independency as provided in section 149(6) of the Companies Act, 2013) as an Additional Director in the category of Independent Director of the Company w.e.f. 25th July,

Indore Office :

201, Pushpratna Paradise, 9/5, New Palasia, Indore 452 001 (INDIA)

Telefax No. : +91-731-4046321, 4041435, 4028148

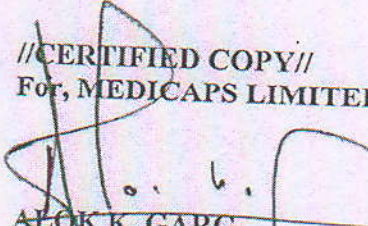


Director in the category of Independent Director of the Company w.e.f. 25th July, 2017 for a term of five consecutive years upto 24th July, 2022 subject to the confirmation of members of the company at the annual general meeting and he will not be liable to retire by rotation.”

FURTHER RESOLVED THAT the draft of the appointment letter for the Independent Director as placed before the Board be and is hereby approved and the same be forwarded to the appointee, BSE and be hosted at the website of the Company.

FURTHER RESOLVED THAT CS Nupur Lodwal and/or Shri Alok K.Garg, the Managing Director of the Company be and is hereby severally authorised to do all such acts or thing as may be necessary to give effect to the aforesaid resolution and to file all the documents and complete all the formalities with BSE.

//CERTIFIED COPY//
For, MEDICAPS LIMITED


ALOK K. GARG
MANAGING DIRECTOR
DIN:-00274321

