

NC MEDI-CAPS LIMITED

Regd. Office and works:

Mhow - Neemuch Road, Sector 1, CIN: L70100MP1983PLC002231

Pithampur - 454775, Dist. Dhar

Madhya Pradesh, India

Ph:- +91-7292- 424242

Fax:- 07292- 407387

E mail:- investors@medicaps.com

Web site:- www.medicaps.com

MCL/SE/2019-20

05th February, 2020

Online filing at: www.listing.bseindia.com

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

BSE Code: 523144

Sub: Submission of Notice of 01/2019-20 Extra Ordinary General Meeting to be held on 06th March, 2020 at 11.00 AM. at the Registered Office of the Company situated at Mhow -Neemuch Road, Sector 1, Pithampur, District Dhar (M.P.) -454775.


Dear Sir,

We are pleased to submit a Copy of the Notice of the 01/2019-20 Extra Ordinary General Meeting of the Company along with proxy form, attendance Slip and Route Map to the venue of the Extra Ordinary General Meeting to be held on Friday, the 06th day of March, 2020 at 11.00 A.M. at the Registered Office of the Company at Mhow -Neemuch Road, Sector 1, Pithampur, District Dhar(M.P.)-454775.

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

Thanking You,
Yours Faithfully,

For, **MEDI-CAPS LIMITED**


AYUSHI SILOT
COMPANY SECRETARY &
COMPLIANCE OFFICER



Encl.: a/a

INDORE OFFICE

201, Pushpratna Paradise, 9/5 New Palasia, Indore 452001 (India)

Tele Fax No-0731-4046321, 4041435, 4028148

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NOTICE

Notice is hereby given that the **01/2019-20 Extra Ordinary General Meeting** of the members of **MEDI-CAPS LIMITED** will be held on **Friday, the 06th March, 2020 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:

SPECIAL BUSINESS:

1. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as **Special Resolution** for section 180(1)(a) of the Companies Act, 2013:

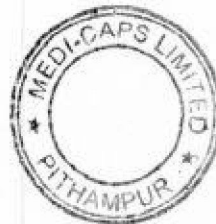
“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members of the Company be and is hereby accorded to the Board of directors of the Company, to sell/transfer/dispose off its substantial whole or part of the undertaking relating to the manufacturing plant of the company for hard gelatin capsules, etc. relating to entire or part of plant, machinery, vehicle and other assets situated at Mhow – Neemuch Road, Sector 1 Pithampur, Dhar in relation to the said undertaking in such form, manner and time to a single buyer or in part to various buyers as the case may be as the Board may deem fit in the interest of the Company, at a fair value as derived by the Registered Valuer on such terms and conditions as may be considered appropriate by the Board of directors of the company.

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to finalize and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the undertaking as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements and instruments.”

Date: 4th Feb., 2020

Place: Pithampur



By orders of the Board

Ayushi Silot

Company Secretary

ACS: 54352

INDORE OFFICE

201, Pushpratna Paradise, 9/5 New Palasia, Indore 452001 (India)

Tele Fax No-0731-4046321, 4041435, 4028148

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 EXTRA ORDINARY 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 **Saturday, 29th of Feb., 2020 to Friday, the 6th of March, 2020** (both days inclusive) for the purpose of the Extra Ordinary General Meeting and the records of the beneficiaries of the CDSL and NSDL on the date of the Extra Ordinary 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 Attendance Slips with them at the EOGM venue.
 - e) Send their Email address to us for prompt communication and update the same with their D.P to receive softcopy of the Notice of EOGM of the Company.
6. 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 Extra Ordinary General Meeting to enable the management to reply appropriately at the Extra Ordinary General Meeting.
7. 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.
8. Electronic copy of the Notice 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 Notice is being sent in the permitted mode.
9. Members may also note that the notice of the Extra Ordinary General Meeting will be hosted on Company's website www.medicaps.com
10. Corporate Members intending to send their authorized representatives to attend the Extra Ordinary General Meeting needs to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.
11. 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.
12. 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 EOGM.
13. 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.

14. 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 Extra Ordinary General Meeting by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) 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 Friday, the 28th Feb., 2020

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 03/03/2020, Tuesday
End of remote e-voting	5.00 PM (IST) on 05/03/2020 Thursday

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 voting period begins on **03/03/2020, Tuesday** and ends on **05/03/2020 Thursday**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 28/02/2020, Friday may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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) 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 0's 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 Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. 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).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant "MEDI-CAPS" on which you choose to vote.

- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone 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.**
- (xix) **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 Corporate.
 - 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.
- (xx) 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 28th February, 2020.
- 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 Scrutinizer's 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 EOGM of the Company by the Chairman or by any other person duly authorized in this regard. The Results declared along with the Scrutinizer's 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 EOGM 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

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

ITEM NO. 1:-

Your Company took a strategic step of business by permanent discontinuation of production/manufacturing activities related to manufacture of Hard Gelatin Capsule Shell in the manufacturing plant situated at Mhow - Neemuch Road, Sector 1, Pithampur - 454775, Distt. Dhar w.e.f. 21st Nov., 2019 due to various factors like continuous decrease in demand/sale of products, increase in operating expenses, competition, etc. as per resolution passed by the Board of directors at their meeting held on 14th November, 2019.

The Board of Directors of the Company, upon the recommendation of the Audit Committee at their further meeting held on 4th February, 2020 has considered to sell/dispose off its plant and machineries situated at Mhow - Neemuch Road, Sector 1, Pithampur - 454775, Distt. Dhar together with all specified tangible assets which includes entire plant and machineries, tools, and other manufacturing equipment's etc. in relation to the manufacturing undertaking, at a fair value as determined by Er. Yogesh Chelawat, Registered Valuer (P&M) registered with IBBI having Registration No. IBBI/RV/02/2019/12201 as per their report dated 27th January, 2020 and on such terms and conditions as may be deemed fit by the Board. The net proceeds from the sale of the undertaking will be utilized for enhancement of working capital of the Company or general business purpose. The aforesaid assets are free from any charge or encumbrance, however, is not having ready market to sale of the same.

The Audit Committee and Board has further considered that the Company is not having any significant intellectual value of the brand as it was supplying of the manufactured goods to the pharmaceutical companies being used mostly as the packaging of the drugs as and not having any consumer market. Further that the licenses as possessed by the Company is not salable/ assignable as its having requirements for renewal from the appropriate authority and having so many restrictions, therefore, here is no buyers for such licenses etc and hence will needs to be surrendered.

The Current assets including inventory, semi-finished and finished goods, etc., being disposed off by the Company in the ordinary course of business.

The other infrastructure like, freehold land, sheds, buildings, etc, is proposed to be used in the new project relating to real estate business activities, therefore, the same is not proposed to be disposed together with the manufacturing undertaking as such.

Section 180(1)(a) of the Companies Act, 2013 ("the Act") requires that the Board of Directors shall not without the consent of the Members obtained by Special Resolution sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.

As per section 110 of the Companies Act, the approval of members under section 180(1)(a) 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 Extra Ordinary 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 Extra-Ordinary General Meeting as required under section 108 of the Companies Act, 2013 and do not propose to seek the approval of members by way of postal ballot under section 110.

The Board proposes to sale/transfer/ dispose of the aforesaid plant and machinery through private sale on negotiation basis to a single buyer or on piecemeal basis to more than one buyer in order to get the maximum value of the same as may be considered appropriate by the Audit Committee and Board from time to time.

A copy of the Valuation Report obtained from Er. Yogesh Chelawat, Registered Valuer (P&M) registered with IBBI having Registration No. IBBI/RV/02/2019/12201 is available for inspection of 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 the Extra Ordinary General Meeting as well as in the meeting.

None of the Directors / Key Managerial Personnel of the Company /their relatives are, in any way concerned or interested, financially or otherwise, in the resolution set out at item number 1 of the Notice. The Board recommends the Special Resolution set out at item number 1 of the Notice for approval by the Shareholders.

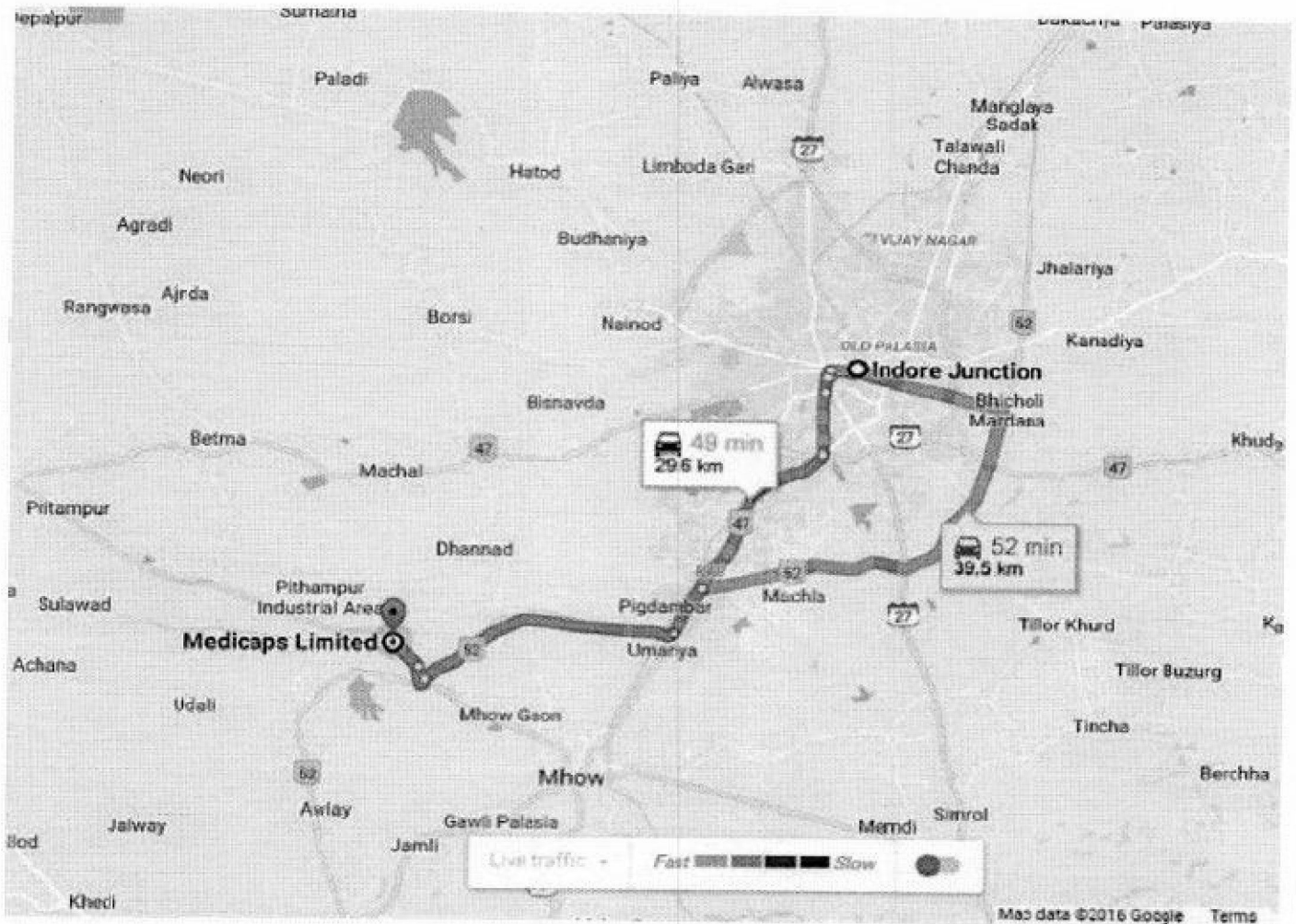
Date: 4th Feb., 2020
Place: Pithampur



By orders of the Board


Ayushi Silot
Company Secretary
ACS: 54352

Road Map



**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 : **L70100MP1983PLC002231**
 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 Extra ordinary General Meeting of the company, to be held on Friday, the 6th March, 2020 at the Registered Office situated 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.	Special	To consider and, if thought fit, to pass, the resolution, as Special Resolution for section 180(1)(a) of the Companies Act, 2013

Signed this..... day of..... 2020

Signature of Proxy holder(s)

Signature of shareholder

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

Extra Ordinary General Meeting of Medi-Caps Ltd. held on Friday, 6th March, 2020
 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 Extra Ordinary General Meeting of the company at the Registered office of the company on 6th March, 2020

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

(Shareholders/proxy's Signature) _____

Note:

1. 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.
2. 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.