

NC- MEDI-CAPS LIMITED

Regd. Office & Works :
Mhow-Neemuch Road, Sector-1
Pithampur - 454775, Distt. Dhar,
Madhya Pradesh, INDIA

CIN L24232MP1983PLC002231

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Website : www.medicaps.com

MEDICAPS/SE//2014

10th October, 2014

Email: corp_relations@bseindia.com
online filing at listing.bseindia.com

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

FAX NO.: 022-22723121
22722039
22722041
22722061

To,
The Secretary,
M.P. Stock Exchange,
Indore (M.P.)

BSE CODE: 523144

Sub: Submission of the Minutes of the 31st Annual General Meeting held on 27th Sept, 2014.

Dear Sir/Madam,

This is with reference to the submission of the detailed proceedings/Minutes of the 31st Annual General Meeting held on Saturday the 27th Sept, 2014.

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

Thanking You,
Yours Faithfully
For, **MEDI-CAPS LTD.**

Rajat Gupta

RAJAT GUPTA
COMPANY SECRETARY &
COMPLIANCE OFFICER
Enc.: a/a



Indore Office :

201, Pushpratna Paradise, 9/5, New Palasia, Indore 452 001 (INDIA)
Telefax No. : +91-731-4046321, 4041435, 4028148

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MINUTES OF THE 31ST ANNUAL GENERAL MEETING OF THE MEMBERS OF MEDI-CAPS LIMITED HELD ON SATURDAY 27TH DAY OF SEPTEMBER, 2014 AT THE REGISTERED OFFICE OF THE COMPANY AT MHOW-NEEMUCH ROAD, SECTOR-1, PITHAMPUR, DISTRICT DHAR (M.P.) AT 11.00 A.M.

PRESENT:

SHRI R.C. MITTAL	- ON THE CHAIR, CHAIRMAN & MANAGING DIRECTOR & MEMBER
SHRI ALOK K GARG	- WTD & MEMBER
SMT KUSUM MITTAL	- WTD & MEMBER
DR SHAMSHER SINGH	- INDEPENDENT DIRECTOR
DR SHASHI KANT SHARMA	- DIRECTOR/CHAIRMAN OF THE AUDIT & REMUNERATION COMMITTEE
DR. KESHAV SINGH VARMA	- INDEPENDENT DIRECTOR

Total 16 members as per the attendance Register.

SPECIAL INVITEE:

CA NEHA JAIN - SCRUTINIZER

OFFICERS FOR ASSISTANCE

MANISH KUMAR JAIN - CHIEF FINANCIAL OFFICER
CS RAJAT GUPTA - COMPANY SECRETARY

PROCEEDING OF THE MEETING:

1. CHAIRMAN:

Shri R. C. Mittal, Chairman & Managing Director occupied the Chair for the Meeting

2. QUORUM:

The Company Secretary informed that the adequate quorum was present, then the Chairman declared the meeting to be in order and that the proceeding of the Meeting was commenced.

The Chairman welcomed all the members and directors present in the meeting

3. NOTICE OF THE 31ST ANNUAL GENERAL MEETING:

The Chairman informed that the Notice convening the 31st Annual General Meeting along with the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit & Loss and the Cash Flow Statement for the year ended 31st March, 2014 along with the Notes and the Report of the Board of directors and the Corporate Governance and the Auditor's Report have already been dispatched to the members by electronically mode to the members as per the records made available by the CDSL & NSDL and to other members physically by the Registrar and Share Transfer Agent of the Company With the permission of the Members present at the Meeting the same were taken as read.

Leave of absence was granted to the Statutory Auditors for attending the Annual General Meeting.

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4. BOOKS & STATUTORY REGISTER:

The Chairman informed that the Register of Director's shareholding and Share Transfer Book and the Register of Members along with other statutory books, as required under other provisions of the Companies Act, 2013 have been kept at the meeting and open for inspection of the members.

5. PROCEDURE FOR THE ANNUAL GENERAL MEETING FOR APPROVAL OF THE RESOLUTIONS:

The Chairman informed that as per the requirement of the Companies Act, 2013 the electronic voting has already been completed on 23rd Sept. 2014 and voting in the general meeting shall be conducted by way of poll therefore the members of the Company were requested to mark their assent or dissent on the ballot paper provided to them. He also informed that the members may ask their question on any agenda items of the company at any time during the meeting

The Chairman also informed that the Company has appointed CA Neha Jain, Practicing Chartered Accountant (M.NO 421843 FRN: 019399C) as scrutinizer to scrutinize the e-voting results as well as voting through poll

The Chairman also informed in the meeting that the businesses being placed before the meeting for consideration and vote by Poll and informed that the results of the Meeting would be announced within 2 working days and the same shall be posted at the website of the Company and BSE and NSDL.

The Chairman informed the Meeting that Scrutinizer has submitted her report dated 24th Sept., 2014 on the E-voting showing that 17 members have casted their vote by E-Voting for 82,54,116. He also placed before the Meeting, a copy of the Scrutinizers Report as aforesaid.

Further the Chairman asked to the members of the company present at the meeting to raise their queries relating to the business affairs of the Company and the same shall be replied by the Chairman of the Audit Committee. However, no question were raised

Thereafter, CS Rajat Gupta, has read agenda items of the notice of Annual General Meeting one by one as per notice of the AGM.

The Chairman arranged for the Poll Box, which was sealed by the Scrutinizer in his presence after showing that it is empty.

The Members then provided opportunity to cast their votes by Poll and drop their Poll Papers provided in the Form MGT 12 and requested to ensure that if any member have casted his vote by E-voting process, they will not be entitled to cast their votes by Poll and if it is casted, the Vote given by e-voting shall be considered as final. Further that the Chairman requested member to fill the entire column in proper manner like, name, address, LF/ Client ID number of shares held, and then mark right tick on the assent or dissent as they may desire opposite to each of the proposed resolution

The Chairman allowed 30 minutes time for polling and then the Scrutiniser ascertained that no member was left for polling. Then, the Scrutinizer locked the Poll Box in presence of the two members and collected the Poll Box for scrutiny of the Poll Papers.

After scrutiny of the Poll Papers the Scrutinisers has submitted his report on Poll dated 27th Sept., 2014 along with the requisite papers, documents and records which were handed over to the Chairman and the Chairman accepted the Report of the Scrutinizer.

After consolidation of the Scrutinizers Report for e-voting dated 24th Sept., 2014 and Report on Poll Dated 27th Sept., 2014 the Chairman declared the following results.

The Chairman declared the following results for the 31st Annual General Meeting on 27th Sept., 2014 and also declared that the date of the passing of the resolutions shall be considered as the date of the Annual General Meeting, i.e. 27th Sept., 2014 as under for all the purposes.

I: ORDINARY BUSINESS BY ORDINARY RESOLUTION:

ITEM NO.1: APPROVAL OF ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2014:



RESOLVED THAT the stand alone and consolidated Balance Sheet as on 31st March 2014 & Statement of Profit & Loss and the Cash Flow Statement for the year ended 31st March, 2014 along with the Report of the Board of Directors and the Corporate Governance Report and the Auditor's Report thereon as circulated to the Members and submitted to the meeting be and are hereby received, considered, and adopted

The Results of the Voting were as under:

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstan ding Shares (3)=[(2)]/ (1)]*10 0	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/ (2)]*100	% of Votes against on Votes Polled (7)=[(5)]/ (2)]*10 0
Promoter and Promoter Group	62,45,784	62,45,784	100%	62,45,784	0	100%	0%
Public Institution al Holders	34,000	0	0	0	0	0	0
Public- Others	61,90,172	32,868	0.53%	32,868	0	100%	0%
Total	1,24,69,956	62,78,652		62,78,652	0		

The Resolution was declared as passed unanimously by Ordinary Resolution.

ITEM NO. 2: ORDINARY RESOLUTION FOR RE-APPOINTMENT OF DIRECTOR SHRI RAMESH CHANDRA MITTAL RETIRE BY ROTATION:

RESOLVED THAT Shri Ramesh Chandra Mittal, (DIN: 00035272) who retires by rotation, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.

The Results of the Voting were as under:

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstan ding Shares (3)=[(2)]/ (1)]*10 0	No. of Votes in favour (4)	No. of Votes against (5)	% in favou r on Votes Polled (6)=[(4)/ (2)]*1 00	% of Votes against on Votes Polled (7)=[(5)]/ (2)]*10 0
Promoter & Promoter Group	62,45,784	62,45,784	100%	62,45,784	0	100%	0%



Public Institutional Holders	34,000	0	0	0	0	0	0
Public-Others	61,90,172	32,868	0.53%	31,820	1,048	96.81	3.19%
Total	1,24,69,956	62,78,652		62,77,604	1,048		

The resolution was declared as passed with requisite majority as an ordinary resolution.

ITEM NO.3: ORDINARY RESOLUTION FOR RE-APPOINTMENT OF AUDITORS M/S C.P. RAWKA & CO., CHARTERED ACCOUNTANTS:

"RESOLVED THAT subject to the provisions of section 139 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, M/s C.P. Rawka & Co., Chartered Accountants (ICAI Firm Registration No. 000518C), the retiring Auditors of the Company subject to the peer reviewed by the ICAI be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the thirty fourth AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM) on such remuneration as may be fixed by the Board."

The Results of the Voting were as under:

Promoter/Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	62,45,784	62,45,784	100%	62,45,784	0	100%	0%
Public Institutional Holders	34,000	0	0	0	0	0	0
Public-Others	61,90,172	32,868	0.53%	32,868	0	100%	0%
Total	1,24,69,956	62,78,652		62,78,652	0		

The Resolution was declared as passed unanimously by Ordinary Resolution.

II: SPECIAL BUSINESS BY SPECIAL RESOLUTION:

ITEM NO. 4: APPOINTMENT OF SHRI PRAMOD FATEHPURIA AS DIRECTOR UNDER THE CATEGORY OF INDEPENDENT DIRECTOR OF THE COMPANY.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 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 the Clause 49 of the Listing Agreement as may be amended from time to time, Shri Pramod Fatehpuria (DIN- 00972389), who was appointed as an additional director under the category of an Independent director pursuant to the provisions of section 161 of the Companies Act, 2013 by the Board w.e.f. 29th May, 2014 to hold the office of the directors till the date of the annual general meeting and in respect of whom the Company has received a notice in writing as required under section 160 of the Companies Act, 2013 from a member proposing him as a candidate for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years upto 28th May, 2019 and he will not be liable to retire by rotation."



The Results of the Voting were as under

Promoter/Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	62,45,784	62,45,784	100%	62,45,784	0	100%	0%
Public Institutional Holders	34,000	0	0	0	0	0	
Public-Others	61,90,172	32,868	0.53%	31,820	1,048	96.81	3.19%
Total	1,24,69,956	62,78,652		62,77,604	1,048		

The Resolution was declared as passed with requisite majority by Special Resolution

**III: SPECIAL BUSINESS BY ORDINARY RESOLUTION:
ITEM NO. 5: APPOINTMENT OF DR. SHASHI KANT SHARMA AS THE INDEPENDENT DIRECTOR OF THE COMPANY:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 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 the Clause 49 of the Listing Agreement as may be amended from time to time, Dr. Shashi Kant Sharma, (DIN-00204810), who was holding positions of the Independent Director and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the director of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years upto 31st March, 2019 and he will not be liable to retire by rotation."

The Results of the Voting were as under:

Promoter/Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	62,45,784	62,45,784	100%	62,45,784	0	100%	0%
Public Institutional Holders	34,000	0	0	0	0	0	0
Public-Others	61,90,172	32,868	0.53%	32,868	0	100%	0%
Total	1,24,69,956	62,78,652		62,78,652	0		



The Resolution was declared as passed unanimously by Ordinary Resolution.

ITEM NO. 6: ORDINARY RESOLUTION FOR APPOINTMENT OF DR. SHAMSHER SINGH AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 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 the Clause 49 of the Listing Agreement as may be amended from time to time, Dr. Shamsheer Singh (DIN- 00204290), who was holding positions of the Independent Director and in respect of whom the company has received a notice in writing as required under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the director of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years upto 31st March, 2019 and he will not be liable to retire by rotation."

The Results of the Voting were as under:

Promoter/Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	62,45,784	62,45,784	100%	62,45,784	0	100%	0%
Public Institutional Holders	34,000	0	0	0	0	0	0
Public-Others	61,90,172	32,868	0.53%	32,868	0	100%	0%
Total	1,24,69,956	62,78,652		62,78,652	0		

The Resolution was declared as passed unanimously by Ordinary Resolution.

ITEM NO. 7: ORDINARY RESOLUTION FOR APPOINTMENT OF DR. KESHAV SINGH VARMA AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 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 the Clause 49 of the Listing Agreement as may be amended from time to time, Dr. Keshav Singh Varma (DIN- 01480522), who was holding positions of the Independent Directors and in respect of whom the company has received a notice in writing as required under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the director of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years upto 31st March, 2019 and he will not be liable to retire by rotation."



The Results of the Voting were as under:

Promoter/Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	62,45,784	62,45,784	100%	62,45,784	0	100%	0%
Public Institutional Holders	34,000	0	0	0	0	0	0
Public-Others	61,90,172	32,868	0.53%	31,820	1,048	96.81	3.19%
Total	1,24,69,956	62,78,652		62,77,604	1,048		

The Resolution was declared as passed with requisite majority by Ordinary Resolution.

8. VOTE OF THANKS:

There being no other business the Meeting concluded with a vote of thanks to the Chair.

The Chairman said that I have great pleasure in conveying my sincere thanks to the Directors and members present at this meeting for their presence and cooperation for the orderly conduct of the meeting.

Place: Indore
Date: 27th SEPT., 2014


RAMESH CHANDRA MITTAL
CHAIRMAN
DIN 00035272

