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MEDICAPS/SE/18-19

05th October, 2018

Online filing at www.listing.bseindia.com

To,
The General Manager
DCS-CRD
BSE Ltd.
PhirozeJeejeebhoy Towers
Dalal Street, Fort
MUMBAI - 400001

BSE Code: 523144

Sub: Submission of the Minutes of the 35th Annual General Meeting held on Tuesday, 25th September, 2018.

Dear Sir,

With reference to the Regulation 30 read with Schedule III of SEBI (LODR) Regulation, 2015, we hereby submit the detailed Proceedings/Minutes of the 35th Annual General Meeting held on Tuesday, 25th September, 2018 at 11:00 A.M. at the Registered Office of the Company situated at Mhow - Neemuch Road Sector 1 Pithampur Dhar M.P. 454775.

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.

AYUSHISHLOT COMPANY SECRETARY

COMPLIANCE OFFICER

Encl: a/a

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MINUTES OF THE 35th ANNUAL GENERAL MEETING OF THE MEMBERS OF MEDI-CAPS LIMITED HELD ON TUESDAY 25TH DAY OF SEPTEMBER, 2018 AT THE REGISTERED OFFICE OF THE COMPANY AT MHOW-NEEMUCH ROAD, SECTOR-1, PITHAMPUR, DISTRICT DHAR (M.P.) AT 11.00 A.M. AND CONCLUDED AT 11:45 P.M.

PRESENT AT DIAS:

- Mr. Ramesh Chandra Mittal- Chairman & Director, Chairman of Risk Management Committee
- Mr. Alok K Garg, Managing Director; Member Risk Management Committee.
- Mr. Shamsher Singh, Independent Director; Chairman of Audit Committee, Stakeholders Relationship Committee, and Nomination and remuneration Committee
- Mr. Mahesh Kumar Patni, Independent Director; Member of Audit Committee, Stakeholders Relationship Committee, and Nomination and remuneration Committee;
- 5. Mr. Venus Rawka, Statutory Auditors Team Member;
- 6. CS Arvind Meena, Company Secretary, Scrutinizer
- 7. Mr. Ishan Jain, Secretarial Auditor.

OFFICERS FOR ASSISTANCE:

- 1. Mr. Manish Kumar Jain-Chief Financial Officer
- 2. CS Ayushi Silot-Company Secretary

SPECIAL INVITEE:

- Mr. Ashok Pitliya, General Manager Finance & Accounts and Member of Risk Management Committee of Medi-caps Limited
- 2. Mr. Abhishek Kumar Jain, Company Secretary, Medgel Private Limited

LEAVE OF ABSENCE:

Leave of absence was granted to Mrs. Kusum Mittal (Whole Time Director), Mrs. Manisha Garg (Whole Time Director), Mr. Pramod Fatehpuria (Independent Director), Mr. Ashok Omprakash Agrawal (Independent Director) of the company from attending the Annual General Meeting on their request due to their Pre-Occupation.

CHAIRMAN OF THE MEETING:

As per Article 102 of the Article of Association of the Company, Mr. Ramesh Chandra Mittal, Chairman of the Board occupied the Chair for the meeting and welcomed all the Directors and Members of the company at 35th AGM of the Company.

NUMBER OF MEMBERS AS ON THE CUTOFF DATE AND REQUIREMENT OF QUORUM FOR THE AGM:

Company Secretary informed that as on the cut-off date i.e.18/09/2018 there were only 4162 members in the Company and there is requirement to have Fifteen (fifteen) members personally present at the meeting under Section 103 of the Companies Act, 2013. She further informed that as per Attendance Register 16(Sixteen) members were present in person, therefore adequate quorum as per requirement of law was present throughout the meeting and The Chairman declared and called the meeting in order as the requisite quorum was present.

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BOOKS & STATUTORY REGISTER:

The Chairman informed that the Register of Directors and Key Managerial Personnel and their shareholding and Share Transfer Register, 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 throughout the meeting.

PROCEEDING OF THE MEETING:

CS introduced and welcomed all the dignitaries present on the dais and thereafter, Chairman and Managing Director delivered their Speech.

Thereafter the Company Secretary informed the Members that Electronic copies of the Annual Report for financial year 2017-18 have been sent to all the members whose E-mail Ids were registered with the Company or Depository Participant(s). Physical copies of same have been sent to all other members at their registered address through permitted mode; as per the records made available by CDSL, NSDL & Ankit Consultancy Pvt. Ltd., Registrar & Share Transfer Agent of the Company.

With the permission of the Members present at the Meeting the Chairman declared that the Notice of the 35th Annual General Meeting and Independent Auditor's Report on financial statements of the company may be taken as read and on the instructions of the Chairman the observation made by the Secretarial Auditor in their report and management comments thereon were read by the Company Secretary.

Thereafter the Chairman put the following Agenda Items before the Meeting and requested the Members to consider and approve the ordinary and special businesses as mentioned in the Notice of AGM from Item No. 1 to 7 and on the instructions of the Chairman the CS read out the following Agenda Items one

	by one.	Type of
Agenda Item No.	Particulars of the resolutions	Resolutions
1.	Consideration, approval and adoption of Standalone and Consolidated Audited Financial Statements, Reports of the Board and Auditor for the year ended 31stMarch, 2018.	Ordinary
2.	Re-appointment of Mr. Alok K. Garg (DIN: 00274321) who is liable to retire by rotation being eligible offer himself for re-appointment.	Ordinary
3.	Ratification of the appointment of M/s Rawka & Associates, Chartered Accountants (ICAI Firm Registration No. 021606C) as the Statutory Auditors of the Company and approval to dispense off the requirement of ratification of auditors up to their remaining term of appointment and fix their remuneration.	
4.	Re-appointment of Mr. Alok K Garg (DIN: 00274321) as the Managing Director, for a	
5.	Re-appointment of Dr. Shamsher Singh (DIN:00204290) as the independent Director, for a	
6.	Re-appointment of Mr. Pramod Fatchpuria (DIN: 009/2389) as the independent Director, for	
7.	Consideration, approval and authorization to the Board of Directors to provide loans, guarantees, or security to the Board Corporate in which Directors are interested	Special

The Chairman further informed that the Company has appointed CS Arvind Kumar Meena Practicing Company Secretary (ACS 41713, CP 15510) as scrutinizer to scrutinize the remote e-voting as well as voting through poll in a fair and transparent manner. The Scrutinizer then asked the members to cast their votes through poll papers and drop the same in Poll Box. The Scrutinizer

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after ascertaining that no member was left for polling; locked the Poll Box in presence of the two witnesses and collected the Poll Box for scrutiny of the Poll Papers.

The Chairman asked to scrutinizers for time required for providing his report. The Scrutinizer said he will take around two day to complete his job and submit his report. Therefore, the Chairman considered and informed to the members that the results of the Meeting would be announced within 48 hours from the conclusion of the Annual General Meeting upon receipt of report from Scrutinizer and same shall be hosted on the website of the Company, BSE and NSDL. The date of passing of resolutions would be the date of Poll i.e. Tuesday, 25th September, 2018.

CONCLUSION OF THE MEETING:

Thereafter being no other business, the Meeting declared as concluded by the Chairman at 11:45 A.M. on 25th September, 2018, with a vote of thanks to the Chair given by Ms. Ayushi Silot, CS of the Company.

SCRUTINISERS REPORT:

After receiving the Scrutinizers Report for e-voting and Poll, the Chairman declared the following results, on the basis of report submitted by the scrutinizer on 26th Sept., 2018 for the 35th Annual General Meeting and also declared that the date of the passing of the resolutions shall be considered as the date of the polling at the Annual General Meeting, i.e. 25th Sept., 2018.

DECLARATION OF RESULTS FOR THE BUSINESSES PROPOSED AT THE 35th ANNUAL GENERAL MEETING

With the due consideration of the Scrutinizers Report, the Chairman declared the following results for the 35th Annual General Meeting held on 25th Sept., 2018 on Tuesday at 11:00 A.M.

Item No.1: Ordinary Resolution: Consideration, approval and adoption of the Financial Statements of the Company containing the Audited Balance Sheet as at March 31, 2018, the Statement of Profit & Loss and Cash Flow for the year ended March 31, 2018 with the Reports of the Board's and Auditors thereon.

Whethe	tion required: (Or er promoter/ pron ed in the agenda/i	noter group are	Ordinary No					
Catego	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares=[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled [(4)/(2)]*10 0	% of Votes against on votes polled [(5)/(2)] *100 (7)
Promo	E-Voting	6251932	6251532	99.99%	6251532	0	100.00%	0
ter and	Poll		0	0	0	0	0	0
Promo	Postal Ballot		0	0	0	0	0	0
ter Group	Total	6251932	6251532	99.99%	6251532	0	100.00%	0
Public	E-Voting	0	0	0	0	0	0	0
Institut	Poll		0	0	0	0	0	0
ons	Postal Ballot		0	0	0	0	0	
	Total	0	0	0	0	0	0	0
Public	E-Voting	6218024	15280	0.25%	15280	0	100.00%	0
Von	Poll]	10772	0.17%	10772	0		0
nstitut	Postal Ballot	1 1	0	0.1770	0	0	100.00%	0
ons	Total	6218024	26052	0.42%	26052		100,000	0
Tetal		12469956	6277584	50.34%	6277584	0	100.00%	0

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On the basis of the above mentioned voting results the Chairman declared that Resolution No. I was passed UNANIMOUSLY AS ORDINARY

Item No.2: Ordinary Resolution: Re-Appoint Mr. Alok K. Garg (DIN: 00274321), who is retires by rotation and being eligible offer himself for

Whethe	tion required: (Or	dinary/ Special)	Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Catego ry	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares=[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled [(4)/(2)]*10 0	% of Votes against on votes polled [(5)/(2)] *100 (7)
Promo	E-Voting	6251932	(2)	(3)	(4)	(5)	()	(,,
ter and	Poll	6231932	6251532	99.99%	6251532	0	100.00%	
Promo	Postal Ballot	-	0	0	0	0	0	
ter	Total	(251020	0	0	0	0	0	-
Group		6251932	6251532	99.99%	6251532	0	100.00%	
Public	E-Voting	0	0				in and the second	
Institut	Poll	1 *}	0	0	0	0	0	(
ions	Postal Ballot	1 1	0	0	0	0	0	(
	Total	0	0	0	0	0	0	0
Public	E-Voting	6218024	15280	0 2504	0	0	0	0
Non Institut	Poll	1 5210024	10772	0.25%	15280	0	100.00%	0
	Postal Ballot	1 1	0	0.17%	10772	0	100.00%	0
ions	Total	6218024	26052	0 1201	0	0	0	0
Total		12469956		0.42%	26052	0	100.00%	0
	O- 4b- 1		6277584	50.34%	6277584	0	100%	0

On the basis of the above mentioned voting results the Chairman declared that Resolution No. 2 was passed UNANIMOUSLY AS ORDINARY RESOLUTION.

Item No.3: Ordinary Resolution: Ratification of appointment of M/s Rawka & Associates, Chartered Accountants, Indore (ICAI Firm Registration No. 021606C) as the Statutory Auditors of the Company and approval to dispense off the requirement of ratification of auditor upto their remaining term of appointment and fix their remuneration.

Resolution required: (Ordinary/ Special)			Ordinary					
Whether interest	er promoter/ pro- ed in the agenda/	moter group are resolution?	No					
Catego ry	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares=[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled [(4)/(2)]*10 0	% of Votes against on votes polled [(5)/(2)] *100 (7)
Promo	E-Voting	6251932	6251532	99.99%	6251532	0	100.00%	0
ter and	Poll		0	0	0	0	0	0
Promo	Postal Ballot		0	0	0	0	0	0
ter Group	Total	6251932	6251532	99.99%	6251532	0	100.00%	0
Public	E-Voting	0	0	0	0	0	0	0
Institut	Poll	1 [0	0	0	0	0	0
ions	Postal Ballot	1	0	0	0	0	0	0
	Total	0	0	0		0.	0	0
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lublic	E-Voting	6218024	15280	0.25%	15280	0	100.00%	0
Non	Poll		10772	0.17%	10772	0	100.00%	0
Institut	Postal Ballot		0	0	0	0	0	0
ions	Total	6218024	26052	0.42%	26052	0	100.00%	0
Total		12469956	6277584	50.34%	6277584	0	100%	0

On the basis of the above mentioned voting results the Chairman declared that Resolution No. 3 was passed UNANIMOUSLY AS ORDINARY RESOLUTION.

Item No.4 Ordinary Resolution: To re-appointment Mr. Alok K Garg (DIN: 00274321) as the Managing Director, for a period of 3 years w.e.f. 1st

April, 2019.

Resolution required: (Ordinary/ Special)			Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes							
Catego ry	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares=[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled [(4)/(2)]*10 0	% of Votes against on votes polled [(5)/(2)] *100 (7)	
		(1)	(2)	(3)	(4)	(5)		,	
Promo	E-Voting	6251932	6181832	98.88%	6181832	0	100.00%	(
ter and	Poll	1	0	0	0	0	0	0	
Promo	Postal Ballot		0	0	0	0	0	(
ter Group	Total	6251932	6181832	98.88%	6197112	0	100.00%	0	
Public	E-Voting	0	0	0	0	0	0		
Institut	Poll	1	0	0	0	0	0	0	
ions	Postal Ballot	1	0	0	0	0	0	0	
	Total	. 0	0	0	0	0	0	0	
Public	E-Voting	6218024	15280	0.25%	15280	0	100.00%	0	
Non	Poll	1	570	0.00%	570	0	100.00%	0	
Institut	Postal Ballot	1	0	0	0	0	0	0	
ions	Total	6218024	15850	0.25%	15850	0	100.00%	0	
Total		12469956	6197682	49.70%	6197682	0	100%	0	

On the basis of the above mentioned voting results the Chairman declared that Resolution No. 4 was passed UNANIMOUSLY AS ORDINARY RESOLUTION.

Item No.5 Special Resolution: To re-appointment Dr. Shamsher Singh (DIN: 00204290) as the Independent Director, for a second term of 5 (Five) consecutive years, w.e.f. 01st April, 2019 to 31st March, 2024.

Resoluti	ion required: (Ord	linary/ Special)	Special								
Whether promoter/ promoter group are			No								
intereste Catego ry	d in the agenda/r Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares=[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against No. of Votes – against (4)/(2)]*10		% of Votes against on votes polled [(5)/(2)] *100			
		(1)	(2)	(3)	(4)	(5)	(6)	(7)			
Promo	E-Voting	6251932	6251532	99.99%	6251532	0	100.00%	0			
ter and	Poll		0	0	0	0	0	0			
Promo	Postal Ballot		0	0	0	0	0	0			
ter	Total	6251932	6251532	99.99%	6251532	0	100.00%				
Group	711	0	0	0	0	0	0	- 0			
Public	E-Voting	- V	0	0	0	CHAIR	MAN'S 0	0			
Institut	Poll		0			INITIAL	\ \				
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ions	Postal Ballot		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public	E-Voting	6218024	15280	0.25%	7280	8000	47.64%	52.36%
Non	Poli		10772	0.17%	10772	0	100.00%	0
Institut	Postal Ballot		0	0	0	0	0	0
ions	Total	6218024	26052	0.42%	18052	8000	69.29%	30.71%
Total		12469956	6277584	50.34%	6269584	8000	99.87%	0.13%

On the basis of the above mentioned voting results the Chairman declared that Resolution No. 5 was passed AS SPECIAL RESOLUTION.

Item No.6 Special Resolution: To re-appointment Mr. Pramod Fatchpuria (DIN: 00972389) as the Independent Director, for a second term of 5 (Five) consecutive years, w.e.f. 29th May, 2019 to 28th May, 2024.

Resolu	ution required: (Or	dinary/ Special)	Special					
interes	er promoter/ protected in the agenda/	noter group are resolution?	No					
Catego ry	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares=[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled [(4)/(2)]*10 0	% of Votes against on votes polled [(5)/(2)] *100 (7)
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promo	E-Voting	6251932	6251532	99.99%	6251532	0	100.00%	0
ter and	Poll]	0	0	0	0	0	0
Promo	Postal Ballot		0	0	0	0	0	0
ter Group	Total	6251932	6251532	99.99%	6251532	0	100.00%	0
Public	E-Voting	0	0	0	0	. 0	0	0
Institut	Poll] [0	0	0	0	0	0
ions	Postal Ballot		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public	E-Voting	6218024	15280	0.25%	7280	8000	47.64%	52.36%
Non	Poll] [10772	0.17%	10772	0000	100.00%	0
Institut	Postal Ballot		0	0	0	0	0	0
ions	Total	6218024	26052	0.42%	18052	8000	69.29%	30.71%
Total		12469956	6277584	50.34%	6269584	8000	99.87%	0.13%

On the basis of the above mentioned voting results the Chairman declared that Resolution No. 6 was passed AS SPECIAL RESOLUTION.

Item No.7 Special Resolution: To consider, approve and authorize the Board of Directors to provide loans, guarantees, or security to the board

Resolu	tion required: (O	n which directed rdinary/ Special)	Special					_		
Whethe interest	Whether promoter/ promoter group are interested in the agenda/resolution?		Yes							
Catego ry	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares=[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled [(4)/(2)]*10 0	% of Votes against on vote polled [(5)/(2) *100 (7)		
Promo	E-Voting	6251932	2066	0.03%	2066	(5)	100.0004			
ter and	Poll		0	0	0		100.00%			
Promo	Postal Ballot		0	0	0	0	0			
ter Group	Total	6251932	2066	0.03%	2066	0	100.00%			
Public	E-Voting	0	0	0	0	-				
Institut	Poll	1	0	ď		0	0			
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lons	Postal Ballot		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institut ions	E-Voting	6218024	15280	0.25%	15280	0	100.00%	0
	Poll		10772	0.17%	10772	0	100.00%	0
	Postal Ballot		0	0	0	0	0	0
	Total	6218024	26052	0.42%	26052	0	100.00%	0
Total		12469956	28118	0.23%	28118	0	100.00%	0

On the basis of the above mentioned voting results the Chairman declared that Resolution No. 7 was passed UNANIMOUSLY AS SPECIAL RESOLUTION.

On the basis of above mentioned voting results given by the Scrutinizer, the Chairman declared the results.

The Chairman further communicated the aforesaid voting results of the 35th Annual General Meeting to the BSE and submitted to the NDSL and hosted on the website of the Company.

PLACE: INDORE DATE: 01st OCT.,2018 RAMESH CHANDRA MITTAL CHAIRMAN DIN: 00035272

The aforesaid Minutes were recorded in the Minute Book of the Members General Meeting with the Authority of the Chairman on 01st Oct., 2018.

PLACE: INDORE DATE: 01st OCT.,2018

RAMESH CHANDRA MITTAL CHAIRMAN DIN: 00035272

> CHAIRMAN'S INITIALS