

NC MEDI-CAPS LIMITED

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Pithampur - 454775, Dist. Dhar
Madhya Pradesh, India

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MCL/SE/19-20

9th October, 2019

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 36th Annual General Meeting held on Wednesday, 25th September, 2019.

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 36th Annual General Meeting held on Wednesday, 25th September, 2019 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.**


AYUSHI SILOT
COMPANY SECRETARY &
COMPLIANCE OFFICER



Encl: a/a

HELD AT ON TIME

MINUTES OF THE 36th ANNUAL GENERAL MEETING OF THE MEMBERS OF MEDI-CAPS LIMITED HELD ON WEDNESDAY 25TH DAY OF SEPTEMBER, 2019 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 11.25 A.M.

PRESENT AT DIAS:

1. Mr. Alok K. Garg-Managing Director, Member of Risk Management Committee
2. Dr. Shamsher Singh -Independent Director, Chairman of (Audit Committee, Stakeholders Relationship Committee, and Nomination and Remuneration Committee)
2. Mr. Ashok Omprakash Agrawal- Independent director
3. CS Arvind Meena-Scrutinizer, Company Secretary
4. CS Ishan Jain, Secretarial Auditor

OFFICERS FOR ASSISTANCE:

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

SPECIAL INVITEE:

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

LEAVE OF ABSENCE:

Leave of absence was granted to Mr. Ramesh Chandra Mittal (Non-executive Promoter Director and Chairman), Mrs. Kusum Mittal (Whole Time Director), Mrs. Manisha Garg (Whole Time Director), Mr. Pramod Fatehpuria (Independent Director), of the company from attending the Annual General Meeting on their request due to their Pre-Occupation.

CHAIRMAN OF THE MEETING:

Mr. Alok K. Garg, Managing Director of the Company occupied the Chair for the meeting and welcomed all the Directors and Members of the company at 36th AGM of the Company.

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

The Company Secretary informed that as on the cut-off date i.e. 18th Sept., 2019 there were only 4061 members in the Company and there is requirement to have 15 (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 CS asked to proceed further as the requisite quorum was present with due permission of the Chairman of the meeting.

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 2018-19 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

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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 36th 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 6 and on the instructions of the Chairman the CS read out the following Agenda Items one by one.

Agenda Item No.	Particulars of the resolutions	Type of Resolutions
1.	To receive consider, approve and adopt the Standalone and Consolidated Audited Financial Statements containing the Balance Sheet as at 31 st March, 2019, the Statement of Changes in Equity and Profit & Loss and Cash Flow for the financial year ended 31 st March, 2019 with the report of Board and Auditors thereon.	Ordinary
2.	To appoint a Director in place of Mrs. Kusum Mittal (DIN: 00035356), who retires by rotation and being eligible offer herself for re-appointment.	Ordinary
3.	To appoint a Director in place of Mrs. Manisha Garg (DIN: 01006545), who retires by rotation and being eligible offer herself for re-appointment.	Ordinary
4.	To re-appoint Mrs. Manisha Garg, (DIN: 01006545) as a Whole Time Director of the Company for a period of 3 years w.e.f 11 th November, 2019.	Ordinary
5.	To re-appoint Mrs. Kusum Mittal, (DIN: 00035356) as a Whole Time Director of the Company for a period of 3 years w.e.f. 1 st October, 2019.	Special
6.	To alter the object clause of the Memorandum of Association of the Company.	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 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 submit his report in due time. 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 CDSL. The date of passing of resolutions would be the date of Poll i.e. Wednesday, 25th September, 2019.

CONCLUSION OF THE MEETING:

Thereafter being no other business, the Meeting declared as concluded by the Chairman at 11.25 A.M. on 25th September, 2019, 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., 2019 for the 36th 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., 2019.

DECLARATION OF RESULTS FOR THE BUSINESSES PROPOSED AT THE 36th ANNUAL GENERAL MEETING

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With the due consideration of the Scrutinizers Report, the Chairman declared the following results for the 36th Annual General Meeting held on 25th Sept., 2019 on Wednesday at 11:00 A.M.

ITEM NO.1: ORDINARY RESOLUTION: ADOPTION OF THE STANDALONE AND CONSOLIDATED AUDITED FINANCIAL STATEMENTS CONTAINING THE BALANCE SHEET AS AT 31ST MARCH, 2019, THE STATEMENT OF CHANGES IN EQUITY AND PROFIT & LOSS AND CASH FLOW FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019 WITH THE REPORT OF BOARD AND AUDITORS THEREON

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	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 $[(4)/(2)] * 100$	% of Votes against on votes polled $[(5)/(2)] * 100$
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	6256516	5944804	95.02%	5944804	0	100%	0
	Poll		307128	4.91%	307128	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	Total		6256516	6251932	99.93%	6251932	0	100%
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting	6213440	177221	2.85%	177021	200	99.89%	0.11%
	Poll		1310	0.02%	1310	0	100%	0.00%
	Postal Ballot		0	0	0	0	0	0
	Total		6213440	178531	2.87%	178331	200	99.88%
Total		12469956	6430463	51.57%	6430263	200	100.00%	0.00%

On the basis of the above mentioned voting results the Chairman declared that Resolution No. 1 was passed by Requisite Majority AS ORDINARY RESOLUTION.

ITEM NO.2: ORDINARY RESOLUTION: APPOINTMENT OF A DIRECTOR IN PLACE OF MRS. KUSUM MITTAL (DIN: 00035356), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFER HERSELF FOR RE-APPOINTMENT

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	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 $[(4)/(2)] * 100$	% of Votes against on votes polled $[(5)/(2)] * 100$
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	6256516	3244668	51.86%	3244668	0	100%	0
	Poll		307128	4.91%	307128	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	Total		6256516	3551796	56.77%	3551796	0	100%
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal		0	0	0	0	0	0

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	Ballot							
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-Voting	6213440	177221	2.85%	9021	168200	5.09%	94.91%
	Poll		1310	0.02%	1310	0	100.00%	0.00%
	Postal Ballot		0	0	0	0	0	0
	Total		6213440	178531	2.87%	10331	168200	5.79%
Total		12469956	3730327	29.91%	3562127	168200	95.49%	4.51%

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

ITEM NO.3: ORDINARY RESOLUTION: APPOINTMENT OF A DIRECTOR IN PLACE OF MRS. MANISHA GARG (DIN: 01006545), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFER HERSELF FOR RE-APPOINTMENT.

Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	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)]*100	% of Votes against on votes polled [(5)/(2)]*100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	6251932	5944704	95.08%	5944704	0	100%	0
	Poll		307128	4.91%	307128	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	Total		6251932	6251832	99.99%	6251832	0	100%
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting	6218024	177221	2.85%	9021	168200	5.09%	94.91%
	Poll		1310	0.02%	1310	0	100.00%	0.00%
	Postal Ballot		0	0	0	0	0	0
	Total		6218024	178531	2.87%	10331	168200	5.79%
Total		12469956	6430363	51.57%	6262163	168200	97.38%	2.62%

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

ITEM NO. 4 ORDINARY RESOLUTION: RE-APPOINTMENT OF MRS. MANISHA GARG, (DIN: 01006545) AS A WHOLE TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF 3 YEARS W.E.F. 11TH NOVEMBER, 2019

Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	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)]*100	% of Votes against on votes polled [(5)/(2)]*100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	6251932	5944704	95.08%	5944704	0	100%	0
	Poll		307128	4.91%	307128	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	Total		6251932	6251832	99.99%	6251832	0	100%

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HELD AT ON TIME

	Total	6251932	6251832	99.99%	6251832	0	100%	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-Voting	6218024	177221	2.85%	9021	168200	5.09%	94.91%
	Poll		1310	0.02%	1310	0	100.00%	0.00%
	Postal Ballot		0	0	0	0	0	0
	Total	6218024	178531	2.87%	10331	168200	5.79%	94.21%
Total		12469956	6430363	51.57%	6262163	168200	97.38%	2.62%

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

ITEM NO.5 SPECIAL RESOLUTION: RE-APPOINTMENT OF MRS. KUSUM MITTAL, (DIN: 00035356) AS A WHOLE TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF 3 YEARS W.E.F. 1ST OCTOBER, 2019

Resolution required: (Ordinary/ Special)		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	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)]*100	% of Votes against on votes polled [(5)/(2)] *100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	6251932	3244668	51.89%	3244668	0	100%	0
	Poll		307128	4.91%	307128	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	Total	6251932	3551796	56.80%	3551796	0	100%	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-Voting	6218024	177221	2.85%	9021	168200	5.09%	94.91%
	Poll		1310	0.02%	1310	0	100.00%	0.00%
	Postal Ballot		0	0	0	0	0	0
	Total	6218024	178531	2.87%	10331	168200	5.79%	94.21%
Total		12469956	3730327	29.91%	3562127	168200	95.49%	4.51%

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

ITEM NO.6 SPECIAL RESOLUTION: AMENDMENT IN MEMORANDUM OF ASSOCIATION OF THE COMPANY.

Resolution required: (Ordinary/ Special)		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	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)]*100	% of Votes against on votes polled [(5)/(2)] *100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and	E-Voting	6251932	5944804	95.08%	5944804	0	100%	0
	Poll		307128	4.91%	307128	0	100%	0

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Promoter Group	Postal Ballot		0	0	0	0	0	0
	Total	6251932	6251932	99.99%	6251932	0	100%	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-Voting	6218024	177221	2.85%	17021	160200	9.60%	90.40%
	Poll		1310	0.02%	1310	0	100.00%	0.00%
	Postal Ballot		0	0	0	0	0	0
	Total	6218024	178531	2.87%	18331	160200	10.27%	89.73%
Total		12469956	6430463	51.57%	6270263	160200	97.51%	2.49%

On the basis of the above mentioned voting results the Chairman declared that Resolution No. 6 was passed by requisite majority 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 36th Annual General Meeting to the BSE and submitted to the CDSL and hosted on the website of the Company.



ALOK K. GARG
CHAIRMAN
DIN: 00274321

PLACE: INDORE
DATE: 07th OCT.,2019

The aforesaid Minutes were recorded in the Minute Book of the Members General Meeting with the Authority of the Chairman on 07th Oct., 2018.



ALOK K. GARG
CHAIRMAN
DIN: 00274321

PLACE: INDORE
DATE: 07th OCT.,2019

CHAIRMAN'S
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