

NOTICE

NOTICE is hereby given that 30th Annual General Meeting of the members of **MEDI-CAPS LIMITED** will be held at the Registered Office of the Company at Mhow -Neemuch Road, Sector-1, Pithampur, District Dhar (M.P.) on **28th day of September, 2013** at 11:00 A.M. to transact the following businesses:

I. ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013, the Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended 31st March, 2013 together with the report of the Directors' & Auditor's thereon on that date.
2. To appoint a Director in place of Smt. Trapti Vikas Gupta, who is liable to retire by rotation and being eligible, offers her-self for re-appointment.
3. To appoint a Director in place of Shri Alok K. Garg, who is liable to retire by rotation and being eligible, offers him-self for re-appointment.
4. To appoint a Director in place of Dr. Keshav Singh Verma, who is liable to retire by rotation and being eligible, offers him-self for re-appointment.
5. To appoint M/s C.P. Rawka & Co., Chartered Accountants, (M.No.070060) as the Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting and authorize the Board to fix their remuneration.

II. SPECIAL BUSINESS BY SPECIAL RESOLUTION:

6. To consider and if though fit, pass with or without modification(s) if any, the following **SPECIAL RESOLUTION:**
RESOLVED THAT pursuant to the provision of Section 269 of the companies Act, 1956 read with the provisions of Schedule XIII and other applicable provision if any the approval of member of the Company be and is hereby accorded for increase in the remuneration payable to Mrs. Kusum Mittal, the Whole time Director of the Company w.e.f. 1st April, 2013 for the remaining part of her tenure till 30th Sept., 2013 as under.

Salary & other allowances: Rs.2,50,000/- Per month

FACILITIES:

- (i) Car: The Company shall provide a car with driver for the Company's business and if no car is provided, reimbursement of the conveyance shall be as per actual on the basis of claims made by her.
- (ii) Telephone: Free use of mobile and a telephone at her residence provided that personal long distance calls on the telephone shall be billed by the Company to the Whole-time Director.

FURTHER RESOLVED THAT in the event of there being loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Mrs. Kusum Mittal shall be the minimum remuneration payable to her in terms of the provisions of Schedule XIII to the Companies Act, 1956.

RESOLVED FURTHER THAT Mrs. Kusum Mittal, shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/amenities and other privileges, as any from time to time, be available to other Senior Executives of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to decide break up of the remuneration within the above said maximum permissible limit.

7. To consider and if though fit, to pass with or without modification(s) if any, the following **Special Resolution**
RESOLVED THAT pursuant to the provisions of section 198, 269, 302, 309, 310 read with Schedule XIII and other applicable provisions of the Companies Act, 1956 if any, Smt. Kusum Mittal be and is hereby re-appointed as the Whole-time Director of the Company for a further period of three years w.e.f. 1st October, 2013 on the following terms, conditions and remuneration:

Salary & other allowances: Rs.2,50,000/- Per month.

FACILITIES:

- (i) Car: The Company shall provide a car with driver for the Company's business and if no car is provided, reimbursement of the conveyance shall be as per actual on the basis of claims made by her.
- (j) Telephone: Free use of mobile and a telephone at her residence provided that personal long distance calls on the telephone shall be billed by the Company to the Whole-time Director.

FURTHER RESOLVED THAT in the event of there being loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Mrs. Kusum Mittal shall be the minimum remuneration payable to her in terms of the provisions of Schedule XIII to the Companies Act, 1956.

RESOLVED FURTHER THAT Mrs. Kusum Mittal, shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by her in connection with the Company's business and such other benefits/amenities and other privileges, as any from time to time, be available to other Senior Executives of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to decide break up of the remuneration within the above said maximum permissible limit.

BY ORDERS OF THE BOARD

PLACE: PITHAMPUR
DATE: 28th May, 2013

RAMESH CHANDRA MITTAL
CHAIRMAN CUM MANAGING DIRECTOR

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Company has already notified closure of Register of Members and Share Transfer Books from 23rd Sept., 2013 to 28th Sept., 2013 (both days inclusive) for the determining the names of members eligible for dividend on equity shares, if declared at the meeting.
3. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend, the Company or its Registrar and Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates, such changes are to be advised only to the depository participant of the members.
4. (a) Members are requested to notify immediately any change of address;
 - i) To their Depository Participants (DPs) in respect of their electronic share accounts; and
 - ii) To the Company to its Share Transfer Agents in respect of their physical share folios, if any.(b) In case the mailing address on this Annual Report is without the PINCODE, members are requested to kindly inform their PINCODE immediately.
(c) Non-resident Indian Shareholders are requested to inform Share Transfer Agents immediately:
 - i) Change in the residential status on return to India for permanent settlement.
 - ii) The particulars of NRE Account with Bank in India, if not furnished earlier.
5. All documents referred to in the accompanying notice are open for inspection at the Registered office of the Company on all working days, except Saturdays between 11.00 A.M. to 01.00 P.M.
6. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company the details of such folios together with the share certificates for consolidating their holdings in one folio. The share certificates will be returned to the members after making requisite changes thereon.
7. Members desiring of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting so that the information required may be made available at the Meeting.
8. The Company has connectivity from the CDSL & NSDL and equity shares of the Company may also be held in the Electronic form with any Depository Participant (DP) with whom the members/ investors having their depository account. The ISIN for the Equity Shares of the Company is INE442D01010. In case of any query/difficulty in any matter relating thereto may be addressed to the Share Transfer Agents Ankit Consultancy Pvt. Ltd., 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010.
9. As per the provisions of the Companies Act, 1956, facility for making nominations is now available to INDIVIDUALS holding shares in the Company. The Nomination Form-2B prescribed by the Government can be obtained from the Share Transfer Agent or may be download from the website of the Ministry of Company affairs.
10. Pursuant to the provisions of section 205A(5) and 205C of the Companies Act, 1956, the Company is having unpaid/unclaimed dividend for the year 2005-06 to 2012-13, any member who have not encashed their dividend warrants may approach to the Company for obtaining duplicate warrants or validation of the same. The Company shall transfer the unpaid dividend to the Central Government's IEPF as per provisions of the Act and rules made there under.
11. The SEBI has mandated the submission of PAN by every participant in securities market, members holding shares in electronic form are therefore, requested to submit the PAN to their depository participant with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company's Share Transfer Agent, M/s Ankit Consultancy Pvt. Ltd.
12. Pursuant to the Clause No.49 of the Listing Agreement, profile of the Directors proposed for appointment/re-appointment being given in a statement containing details of the concerned Directors is attached hereto.
13. The Ministry of Corporate Affairs ("MCA") Govt. of India by its Circular Nos. 17/2011 dt. 21.04.2011 & 18/2011 dt. 29.04.2011, has allowed companies to send annual report and other communication through electronic mode at the Registered email address of the members/ beneficiaries, Keeping in view of the underline them and the circulars issued by MCA, we propose to send future communications in electronic mode. Members who hold shares in physical form and desired to receive the documents in electronic mode are requested to please promptly provide their details (name, LF No., email ID to the Registrar and Share Transfer agent of the Company.

Accordingly, your Company proposes to henceforth effect electronic delivery of communication/ documents including the Annual Reports and such other necessary communication/documents from time to time to the Members, who have provided their e-mail address to their Depository Participant (DP).

E-mail addresses as registered in your respective DP accounts in the records of the Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) which will be periodically downloaded, will be deemed to be your registered e-mail address for serving the necessary communication/documents. Thus, the necessary communication would be sent in electronic form to the registered email address. Members who wish to inform any updations/changes of their e-mail address, are requested to promptly update the same with their DP.

The annual report and other communications/documents sent electronically would also be displayed on the Company's website: www.medicaps.com As a Member of the Company, you will be furnished, free of cost, a printed copy of the Annual Report of the Company, upon receipt of a requisition from you.

We request you to support this initiative and opt for the electronic mode of communication by submitting your e-mail address to your DP or to the Company's Registrar, as the case may be, in the interest of the environment.

STATEMENT REGARDING THE DIRECTORS PROPOSED FOR RE-APPOINTMENT

1. **Shri Alok K.Garg, Executive Director** of the Company aged about 44 years B.A. (Honors), M.B.A (Marketing), Diploma in Export Documentation & Implementation from IIFT, Delhi is having wide experience in the field of marketing and he has contributed significantly to improve turnover of the company. He is Member of Governing Body of Medi-Caps Institute of Technology and Management, Secretary of International Institute of Foreign Trade and Research. He is also director of Medgel Pvt. Ltd., Medpak India Limited, Arcadia Devcon Pvt. Ltd. Medicaps Finance Ltd. Shivalika Realities Pvt. Ltd. Medicaps IT Park Pvt. Ltd. and Crystal Devcon Pvt. Ltd. He is holding 69,700 equity shares consisting of 0.55% of the paid up capital of the Company.
2. **Mrs. Trapti Gupta, Director** of the Company aged about 36 years. She is commerce graduate having wide experience in the field of export. She is also director of Janani Industries Pvt. Ltd. She is not holding any equity shares in the company
3. **Dr. Keshav Singh Varma**, the Non- Executive/Independent Director of the Company aged about 66 years, M. Tech., PHD (Mechanical Engineering) having over 41 years experience in the field of engineering and he is also Fellow member of Institute of Engineering (India), Kolkata and Life Member of India Society for Technical Education, New Delhi.
4. **Smt. Kusum Mittal**, Aged about 62 years a Director of the Company since 04th May, 1991 and having experience in the Investment and Finance business activities. She also holds Directorship in other Companies viz. Trapti Investments Pvt. Ltd., Medi-Caps Finance Limited, Medicaps IT Park Pvt. Ltd., Arcadia Devcon Pvt. Ltd., MGT Developers Pvt. Ltd., Saffron Realities Pvt. Ltd. She is also acts as Member of Trustee/Executive Committee of Medi-Caps Education Society, International Institute of Foreign Trade & Research a prominent educational institute of technology & management- an engineering college with high level degree courses. Mrs. Kusum Mittal is holding 26,80,836 Equity Shares consisting 21.50% of the total paid up share capital of the Company.

EXPLANATORY STATEMENT IN PURSUANT TO THE PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956 IN RESPECT TO THE SPECIAL BUSINESS:

ITEM NO:6 & 7

Mrs. Kusum Mittal, is a core promoter and whole-time Director of the Company, the Board upon the recommendation of the remuneration committee has increased her remuneration from Rs. 1,50,000 P.M. to Rs. 2,50,000 p.m. w.e.f. 1st April, 2013 to 30th Sept., 2013 for the remaining part of her tenure.

As the tenure of Kusum Mittal, being the whole-time Director shall expire on 30th September, 2013, the Remuneration Committee of the Board of has approved her re-appointment on the remuneration as contained in the resolution for a further period of three years w.e.f. 1st October, 2013.

Mrs. Kusum Mittal is having experience in the investment and finance business activities.

Therefore her re-appointment shall be in the interest of the Company. The Board recommends to pass necessary resolutions as set out in Item No.6 & 7 of the Notice as Special Resolution.

This may also be considered as abstracts for the terms and conditions for appointment of the whole-time director as required u/s 302 of the Companies Act, 1956. Necessary relevant documents are available at the Registered Office of the Company for inspection during the normal business hours till the conclusion of the Annual General Meeting.

Information as required in terms of Schedule XIII of the Companies Act, 1956

(I) GENERAL INFORMATION		
1.	Nature of Industry:	Pharmaceutical Industry/ Nutraceutical Industry
2.	Date or expected date of commencement of commercial production :	Not applicable-the Company is an existing Company
3.	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	Not applicable
4.	Financial performance of the Company:	Financial Performance of the Company for the year ended 31 st March, 2013 Total Income- Rs.2469.26 Lakhs Total Expenditure- Rs.2287.52 Lakhs Net Profit Before Tax- Rs 181.75 Lakhs Profit after Tax- Rs 66.57 Lakhs
5.	Export performance and net foreign exchanges collaborations, if any	Foreign Exchange earnings on FOB basis amounted to Rs. 62.11 Lakhs as against foreign Exchange outgo for Rs. 163.95 Lakhs for the financial year ending 31 st March, 2013.
6.	Foreign Investments or collaborators, if any	Not Applicable
(II) INFORMATION ABOUT APPOINTEE		
1.	Background details	Smt Kusum Mittal, is the core promoter of the Company and continuing in the Board w.e.f. 4th May 1991. She is having experience in the real estate, investment and finance business activities. She is also Director of Medi-Caps Finance Limited, Medicaps IT Park Pvt. Ltd., Arcadia Devcon Pvt. Ltd. MGT Developers Pvt. Ltd. Saffron Realities Pvt. Ltd. Trapti Investments Pvt. Ltd. North Rajasthan Holdings Pvt. Ltd. Trustee/Executive Committee Member of Medi-Caps Education Society, International Institute of Foreign Trade & Research a prominent educational institute of technology & management- an engineering college with high level degree courses.
2.	Past Remuneration	Upto Rs 1,50,000 p.m.
3.	Recognitions or awards	N.A.
4.	Job Profile and his suitability	As above, She is the key asset for the company and her contributions and directions are compulsorily required for the growth and success of the Company.
5.	Remuneration Proposed	Upto Rs 2,50,000 p.m.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration payable is as per general industry norms and commensurate with the operation of the Company and job responsibilities.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial person. If any	Smt Kusum Mittal is a core Promoter and director and holding 26,80,836 Equity shares 21.50% of the paid up capital of the Company and has been instrumental in bringing significant growth in the volume of business since inception. She is having pecuniary relationship with the Company in her capacity as the Whole-time Director and Promoter. Smt Kusum Mittal is wife of Shri R.C.Mittal, the Chairman Cum Managing Director, Mr. Alok K.Garg, Executive Director and Mrs. Trapti Vikas Gupta, Director of the Company.
(III) OTHER INFORMATION		
1.	Reasons for loss or inadequate profits	The turnover and profits are lower due to over all market conditions. Further that the Company has made huge investment in the subsidiary company M/s Medgal Pvt. Ltd. And the same needs some time to establish its business activities.
2.	Steps taken for improvement	The Company is taking efforts on implementing other marketing strategies to help increase the sales and thereby increasing profits of the Company.
3.	Expected increase in productivity and profits in measurable terms	The productivity and profits are expected to increase by 15-20%

(IV) DISCLOSURES	
1	The shareholders of the Company shall be informed of the remuneration package of the managerial person.
	The remuneration paid to Smt. Kusum Mittal was as stated in the Corporate Governance Report for the year 2012-13.

Except, Smt. Kusum Mittal, being the appointee and Shri R.C.Mittal, Shri Alok K.Garg and Mrs. Trapti Vikas Gupta, being her relative none of the other Directors are concerned or interested in this Resolution.

BY ORDERS OF THE BOARD

PLACE: PITHAMPUR
DATE: 28th May, 2013

RAMESH CHANDRA MITTAL
CHAIRMAN CUM MANAGING DIRECTOR