

NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the members of **MEDI-CAPS LIMITED** will be held on Thursday, September 24, 2015 at 11.00 A.M. at the registered office of the company situated at Mhow-Neemuch Road, Sector-1 Pithampur, District Dhar (M.P.) 454775 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements containing the Balance Sheet as at 31st March, 2015 and the Statement of Profits and Loss and Cash Flow Statements of the Company for the financial year ended March 31, 2015 and the Reports of the Board's and Auditors thereon.
2. To appoint a Director in place of Smt. Kusum Mittal, (DIN: 00035356), who retires by rotation and being eligible offer herself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

RESOLVED THAT pursuant to section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under and pursuant to the recommendations of the Audit Committee of the Board and resolution passed by the members at the 31st Annual General Meeting held on 27th day of September, 2014 for the appointment of M/s C.P. Rawka & Co., Chartered Accountants (ICAI Firm Registration No. 000518C) as the Auditors of the Company to hold office till the conclusion of the 34th Annual General Meeting of the Company to be held in the year 2017, the appointment of the auditors be and are hereby ratified for the year 2015-16 and the Board of Directors be and are hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2016 as may be determined and recommended by the Audit Committee in consultation with the Auditors.

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of section 190, 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), and clause 49 of the Listing Agreement, and as recommended by Nomination and Remuneration Committee of the Board the approval of members of the company be and are hereby accorded for the re-appointment of Shri Ramesh Chandra Mittal (DIN: 00035272) as the Chairman & Managing Director, of the Company for a further period of three years w.e.f. 1st July, 2016, on the following terms, conditions and remuneration with authority to the Board to alter and vary the terms and conditions of the said appointment and/or agreement in such manner as may be agreed between the Board and Shri Ramesh Chandra Mittal.

- (a) Salary & other allowances: Rs.3,50,000/- p.m. (upto Rs.42,00,000 p.a.); and
- (b) Contributions: to the Provident Fund, Family Benefit Fund Superannuation Fund as may be admissible under the PF/Income Tax Rules.
- (c) Gratuity: not exceeding half a month salary for each completed year of service, subject to the provisions of the Gratuity Act as may be amended from time to time.
- (d) Earned Privilege Leave: As per the Rules of the Company subject to the condition that the leave accumulated but not availed of will be allowed to be encashed for 15 days salary for every year completed services at the end of the tenure.

FACILITIES:

The company shall provide the following facilities to discharge his duties as the Managing Director of the Company;

- (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 him.
- (ii) Telephone: Free use of mobile and a telephone at his residence provided that personal long distance calls on the telephone shall be billed by the Company to the Managing Director.

RESOLVED FURTHER THAT the remuneration payable to Shri Ramesh Chandra Mittal shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 read with the provisions of Schedule V of the Act from time to time.

RESOLVED FURTHER THAT the Board of directors of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 190, 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce) and clause 49 of the Listing agreement and as recommended by Nomination and Remuneration Committee of the Board, the approval of the members of the company be and is hereby accorded for the re-appointment and re-designation of Shri Alok K Garg (DIN: 00274321) as the Joint Managing Director, of the Company for a further period of three years w.e.f. 1st April, 2016, on the following terms, conditions and remuneration with authority to the Board to alter and vary the terms and conditions of the said appointment and/or agreement in such manner as may be agreed to between the Board and Shri Alok K Garg.

- (a) Salary & other allowances: Rs.3,50,000/- p.m. (upto Rs.42,00,000 p.a.); and
- (b) Contributions: to the Provident Fund, Family Benefit Fund Superannuation Fund as may be admissible under the PF/Income Tax Rules.
- (c) Gratuity: not exceeding half a month salary for each completed year of service, subject to the provisions of the Gratuity Act as may be amended from time to time.
- (d) Earned Privilege Leave: As per the Rules of the Company subject to the condition that the leave accumulated but not availed of will be allowed to be encashed for 15 days salary for every year completed services at the end of the tenure.

FACILITIES

The company shall provide the following facilities to discharge his duties as the Joint Managing Director of the Company;

Use of 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 him;

Telephone: Free use of mobile and a telephone and internet connection at his residence provided that personal long distance calls on the telephone shall be billed by the Company to the Joint Managing Director.

RESOLVED FURTHER THAT the remuneration payable to Shri Alok K Garg, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 Read with the Schedule V of the Act or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of directors of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

By Orders of the Board

Date: 12th August, 2015

Place: Pithampur

Medicaps Ltd.

CIN: L24232MP1983PLC002231

Mhow-Neemuch Road,

Sector 1 Pithampur

District Dhar (M.P.)-454775

RAJAT GUPTA
COMPANY SECRETARY
ACS 35414

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 OF THE COMPANY. PROXY FORM IN ORDER TO EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.
2. A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregating not more than 10% of the total share capital of the Company carry 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 is given below and forms part of the Notice.
4. The Register of members and share transfer books of the Company shall remain close from September, 22nd 2015 to September 24th 2015 (both days inclusive) for the purpose of the annual 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 Annual Report and Attendance Slips with them at the AGM venue.
 - e) Send their Email address to us for prompt communication and update the same with their D.P to receive softcopy of the Annual Report of the Company.
6. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Directors.
7. 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 AGM to enable the management to reply appropriately at the AGM.
8. Members holding shares in demat form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service [NECS], Electronic Clearing Services [ECS] mandates, nominations, power of attorneys, change in address, change of name, email address, contact numbers, etc. to their Depository Participant [DP]. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agents to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Ankit Consultancy Private Limited, Registrar and Transfer Agents of the Company.
9. Electronic copy of the Annual report 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 Annual report s being sent in the permitted mode.
10. Members may also note that the Annual Report for FY 2014-15 will also available for downloading on Company's website www.medicaps.com
11. Details under clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/reappointment at the Meeting is annexed to the Notice.
12. Notice of the Meeting of the Company, inter alia, indicating the process and manner of remote-e-voting along with Attendance Slip and Proxy Form is being sent to the members, whose email ids are registered with the Company and Depository Participant(s) for communication purposes 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 of the Meeting is being sent through permitted mode. **Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Circulars, etc. from the Company electronically.** Members may also note that the Notice of the Meeting and the Annual Report will also be available on the Company's website www.medicaps.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection at any time between 10:00 a.m. to 1:00 p.m. on any working day upto the date of Meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id investors@medicaps.com
13. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting needs to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.
14. 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.
15. Members/proxies/ authorized representatives should bring the duly filed attendance slip enclosed herewith to attend the meeting.
16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the AGM.
17. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of The Companies Act, 2013 will be available for inspection by the members at the AGM.
18. Members can opt for only one mode of voting i.e. either by e-voting or poll paper. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Poll Paper shall be treated as invalid.
19. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instructions for e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and CDSL. However, if you are already registered

with CDSL for remote e-voting then you can use your existing User ID and password for casting your vote.

REQUEST TO THE MEMBERS:

- Intimate changes, if any, in their registered addresses immediately.
- Quote their ledger folio number in all their correspondence.
- Handover the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
- Bring their Annual Report and Attendance Slips with them at the AGM venue.
- Send their Email address to the Share Transfer Agent for prompt communication and update the same with their D.P. to receive softcopy of the Annual Report of the Company.

20. Voting through electronic means

1. Voting through electronic means: In compliance with provisions of section 108 of the Act and Rule 20 of The Companies [Management and Administration] Rules, 2014 and clause 35B of the Listing Agreement, the Company is providing e-voting facility as an alternative mode of voting which will enable the members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services [India] Limited [CDSL] to facilitate remote e-voting. The detailed process, instructions and manner are as under.

The instructions for shareholders voting electronically are as under:

- (i) The voting period shall begins on Monday 21st September, 2015 (9:00 A.M. IST) and ends on Wednesday 23rd September, 2015 (5:00 P.M. IST). 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 Thursday 17th September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting by remote e-voting date would not be entitled to vote by poll at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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) <ul style="list-style-type: none"> • 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. <ul style="list-style-type: none"> • 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 (v).

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

- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the 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.
- (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 Corporates.
 - 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.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 Instructions:

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Help section of www.evotingindia.com.
- II. If you are already registered with CDSL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. 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 of 17th September, 2015.
- V. **CA Neha Jain** has been appointed as the Scrutinizer to scrutinize the voting by Poll and remote e-voting process in a fair and transparent manner.
- VI. The scrutinizer shall after the conclusion of the voting at the general 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 a Consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- VII. The results of e-voting, and poll, if any, shall be aggregated and declared on or after the AGM 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 www.evotingindia.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited [BSE] where the equity shares of the Company are listed, within two (2) days of passing of the resolutions at the AGM of the Company.
- VIII. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agent i.e., Ankit Consultancy Pvt. Ltd. Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.)-452010, Email id- ankit_4321@yahoo.com

Details of the directors seeking appointment/re-appointment in the ensuing Annual General Meeting

Name of Directors	Smt. Kusum Mittal (Whole-time director)	Shri R.C. Mittal (Chairman & Mg. Director)	Shri Alok Garg (Joint Managing Director)
DIN	00035356	00035272	00274321
Date of Birth	08/08/1950	16/06/1947	27/04/1969
Date of Appointment	04/05/1991	06/08/1983	01/04/1999
Expertise / Experience in specific functional areas	Having experience in the Real Estate, investments and finance business activities	39 years experience in the manufacturing and business activities of the company	More than 15 years experience in the Company's business and manufacturing activities
Qualification	B. A	B. Pharma	B.A. (Honors), MBA (Marketing), Diploma in Export Documentation & Implementation from IIFT, Delhi
No. & % of Equity Shares held	2700136 (21.65%)	31,66,320 (25.39%)	69,600 (0.56%)
List of outside Company's directorship or Designated Partner in LLPs held	1. Diatonic Developers Pvt. Ltd. 2. Skyline Devcons P.Ltd. 3. North Rajasthan Holdings Pvt. Ltd. 4. Medicaps IT Park P.Ltd. 5. Trapti Investmenrts LLP 6. Medicaps Finance LLP 7. Saffron Realities LLP 8. Taurus Dwellers LLP	1.Medpak India Ltd. 2.Crystal Devcon Pvt. Ltd. 3.Diatonic Developers P.Ltd 4.Skyline Devcon Pvt. Ltd, 5.North Rajasthan Holdings Pvt. Ltd, 6.Medicaps IT Park P. Ltd. 7. Medgel Pvt. Ltd. 8. Medi Caps Finance LLP 9. Trapti Investments LLP 10. Taurus Dwellers LLP 11. Saffron Realities LLP	1. Medpak India Limited 2. Medicaps IT Park P. Ltd. 3. Medgel Pvt. Ltd. 4. Shivalika Realities P. Ltd. 5. Medicaps Finance LLP
Chairman / Member of the Committees of the Board of Directors of the Company	Chairperson of Internal Committee for Sexual Harassment of Women at Work Place	Chairman of Risk Management Committee	Member of Risk Management Committee
Chairman / Member of the Committees of the Board Directors of other Companies in which she is director	-	-	-

EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013.
Item No. 4:

At the Annual General Meeting of the Company held on 29th September, 2012, the Members had approved the re-appointment and terms of remuneration of Mr. R.C.Mittal as the Chairman & Managing Director of the Company for a period of three years from 1st July, 2013.

The tenure of Shri R.C.Mittal, being the Chairman & Managing Director over on 30th June, 2016, The Nomination and Remuneration Committee of the Board has approved his re-appointment and designated him as the Chairman & Managing Director on the remuneration as contained in the resolution for a further period of three years w.e.f. 1st July, 2016.

Shri R.C.Mittal is a founder of the Company and has full technical knowledge and expertise of more than 39 years. Shri R. C. Mittal is overall in charge for other strategic planning of all the business activities and directly looking into the investment activities of surplus funds.

The proposed remuneration is matching with the remuneration payable in the pharmaceutical industry for a person of his caliber however, there is no proper comparable company in the manufacturing line of the Company.

Therefore his re-appointment shall be an asset for the Company. The Board recommends passing necessary resolution as set out in item No. 5 of the Notice as an Ordinary Resolution.

This may also be considered as abstracts for the terms and conditions for appointment of the Chairman & Managing Director. 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.

Shri R.C.Mittal, being appointee, may be considered financially interested to the extent of the remuneration as may drawn by him and Mrs. Kusum Mittal, Shri Alok K.Garg and Mrs. Trapti Vikas Gupta being his relatives may be considered interested as otherwise. Except that none of the other Directors, KMPs and their relatives are concerned or interested in the said Resolution.

Item No. 5:

At the Annual General Meeting of the Company held on 29th September, 2012, the Members had approved the re-appointment and terms of remuneration of Mr. Alok K Garg as Whole Time Director of the Company for a period of three years from 1st April, 2013.

The tenure of Shri Alok K.Garg, being the whole-time Director will over on 31st March, 2016. The Nomination and Remuneration Committee of the Board has approved recommended his re-appointment and designate him as the Joint Managing Director on the remuneration as contained in the resolution for a further period of three years w.e.f. 1st April, 2016.

Shri Garg is a young and dynamic professional and having proper exposure to deal with the marketing of the Company's products. Shri Garg is the overall in charge of all the marketing and general administration of the Plant at Pithampur and also supporting to the Chairman in the business activities of the Company. Shri Garg is holding 69,600 Shares consisting 0.56% of the total share capital of the Company.

Therefore his appointment shall be in the interest of the Company. The Board recommends to pass necessary resolution as set out in item No. 4 of the Notice as an Ordinary Resolution.

This may also be considered as abstracts for the terms and conditions for appointment of the Joint Managing Director. 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.

Shri Alok K.Garg, being appointee, may be considered financially interested to the extent of the remuneration as may drawn by him and Mrs. Kusum Mittal, Shri R.C.Mittal and Mrs. Trapti Vikas Gupta being his relatives may be considered interested as otherwise. Except that none of the other Directors, KMPs and their relatives are concerned or interested in the said Resolution.

By Orders of the Board

Date: 12th August, 2015

Place: Pithampur

Medicaps Ltd.

CIN: L24232MP1983PLC002231

Mhow-Neemuch Road,

Sector 1 Pithampur

District Dhar (M.P.)-454775

**RAJAT GUPTA
COMPANY SECRETARY
ACS 35414**

**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 : MEDICAPS LIMITED
 CIN : L24232MP1983PLC002231
 Regd. Office : Mhow- Neemuch Road,
 Sector-1 Pithampur, Distt. - 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 : _____

as my/our proxy to attend and vote on a poll for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company, to be held on the 24th September, 2015 at the Registered Office at Mhow- Neemuch Road, Sector-1 Pithampur, Distt - Dhar (M.P.) 454775 at 11.00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	For	Against
1. Consider and adopt Audited Financial Statement, reports of the Board of directors and Auditor.		
2. Re-Appointment of Smt. Kusum Mittal, who is liable to retire by rotation being eligible offer himself for re-appointment.		
3. Appointment of Auditor and fixing their remuneration.		
4. Re-Appointment of Shri Ramesh Chandra Mittal as Chairman & Managing Director of the Company.		
5. Re-Appointment and Re-Designation of Shri Alok K Garg as Joint Managing Director of the Company.		

Signed this..... day of.....2014

Signature of shareholder

Signature of Proxy holder(s)

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
32nd ANNUAL GENERAL MEETING OF MEDICAPS LTD.**

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 32nd Annual General meeting of the company at the Registered Office of the Company 24th September, 2014.

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

(Shareholders/proxy's Signature)

Note:

- 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.
- 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.