

**NOTICE**

Notice is hereby given that the 33<sup>rd</sup> Annual General Meeting of the members of MEDI-CAPS LIMITED will be held on Thursday, 29<sup>th</sup> September, 2016 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 31<sup>st</sup> March, 2016 and the Statement of Profits and Loss and Cash Flow Statements of the Company for the financial year ended 31<sup>st</sup> March, 2016 and the Reports of the Board's and Auditors thereon.
2. To appoint a Director in place of Mrs. Trapti Vikas Gupta (DIN: 00204741), 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 31<sup>st</sup> Annual General Meeting held on 27<sup>th</sup> 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 34<sup>th</sup> 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 2016-17 and the Board of Directors be and are hereby authorized to fix the remuneration payable to them for the financial year ending 31<sup>st</sup> March, 2017 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 Sections 149, 152, 161 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 Regulation 30 Part A of SEBI LODR Regulations, 2015 as may be amended from time to time, Mr. Mahesh Kumar Patni (DIN- 07444248), who was holding position 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 of five consecutive years up to 31<sup>st</sup> May, 2021 and he will not be liable to retire by rotation."

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

**"RESOLVED THAT** consent of the members of the Company be and is hereby accorded to change the designation of Mr. Alok K Garg (DIN:00274321) from Whole Time Director designated as Joint Managing Director to Managing Director of the company, from 11<sup>th</sup> August, 2016 till the remaining tenure ending on 31<sup>st</sup> March, 2019, 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 Managing Director of the Company;

- (i) 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;
- (ii) Telephone: Free use of mobile and a telephone and internet connect 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.

6. 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 SEBI (LODR) Regulations, 2015 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 of Mrs. Kusum Mittal (DIN: 00035356) as the Whole- Time Director of the Company for a further period of three years w.e.f. 1<sup>st</sup> October, 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 Mrs. Kusum Mittal.

- (a) Salary & other allowances: Rs.1,50,000/- p.m. (upto Rs.30,00,000 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;

- (i) 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;
- (ii) Telephone: Free use of mobile and a telephone and internet connect 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 Mrs. Kusum 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 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.

**Date: 11<sup>th</sup> August, 2016**  
**Place: Pithampur**  
**Medicaps Ltd.**  
**CIN: L24232MP1983PLC002231**  
**Mhow-Neemuch Road,**  
**Sector 1, Pithampur**  
**District Dhar (M.P.)-454775**

**By Orders of the Board**

**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 be closed from 23<sup>rd</sup> September, 2016 to 29<sup>th</sup> September, 2016 (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](mailto: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 are being sent in the permitted mode.
10. Members may also note that the Annual Report for FY 2015-16 will also be available for downloading on Company's website [www.medicaps.com](http://www.medicaps.com)
11. Details under Regulation 30(2) of SEBI (LODR) Regulations, 2015 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](http://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 up to 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](mailto: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 Regulation 44 of SEBI (LODR) Regulations, 2015, 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 begin on Monday the 26<sup>th</sup> September, 2016 (9:00 A.M. IST) and ends on Wednesday 28<sup>th</sup> September, 2016(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 22<sup>nd</sup> September, 2016 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](http://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](http://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"> <li>• 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.</li> <li>• 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.</li> </ul>
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"> <li>• 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).</li> </ul>

NOTE: Please keep the sequence number in safe custody for future e-voting

- (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 "MEDICAPS.PDF" 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). Contact Details: Deputy Manager, CDSL 17th Floor, PJ Towers, Dalal Street, Fort, Mumbai-400 001. Email: [wenceslausf@cdslindia.com](mailto:wenceslausf@cdslindia.com), Tel: 022-22723333/8588

#### General Instructions:

- 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](http://www.evotingindia.com).
- 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.
- 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).
- 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 22nd September, 2016.
- CS Arvind Meena has been appointed as the Scrutinizer to scrutinize the voting by Poll and remote e-voting process in a fair and transparent manner.
- 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.
- 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](http://www.medicaps.com) and on the website of CDSL [www.evotingindia.com](http://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.
- 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, Pardesipura, Indore (M.P.)-452010, Email id- [ankit\\_4321@yahoo.com](mailto:ankit_4321@yahoo.com)

### EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013.

#### Item No. 4:

The Board of directors of the Company comprises eight directors out of which four are Non-Executive Independent Directors of the Company. As per the provisions of section 161 and 149 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of directors at their meeting held on 27th May, 2016 has appointed Shri Mahesh Kumar Patni (DIN- 07444248) as an additional director under the category of Independent Director to hold the office of the director till the date of this annual general meeting. He holds a degree of B.Sc, MBBS, DTC, MCAI (Delhi). Shri Mahesh Kumar Patni does not hold any Shares in the company. He has held various posts in department of Health & Family Welfare, Govt. of M.P. He also has a head teaching experience in Department of Community, Medicines in MGM Medical College.

A notice has been received in writing from a member as required under section 160 along with the deposit of requisite amount proposing Shri Mahesh Kumar Patni as a candidate for the office of Director. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as a director. The Board recommends passing necessary resolution as set out in Item No. 4 of the notice.

Shri Mahesh Kumar Patni (DIN-07444248), being appointee, may be considered financially interested to the extent of the sitting fees received by him. 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 24th September, 2015, the Members had approved the re-appointment and re-designation and terms of remuneration of Mr. Alok K Garg as Joint Managing Director of the Company for a period of three years from 1st April, 2016.

However, due to the resignation of Mr. R C Mittal from the office of Managing Director of the company, the Nomination & Remuneration Committee of the Board has recommended Re-designation of Mr. Alok K Garg from the post of Joint-Managing Director to the Managing Director of the Company w.e.f 11th August, 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. 5 of the Notice as an Ordinary Resolution. This may also be considered as abstracts for the terms and conditions for appointment of the 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.

**Item No. 6:**

At the Annual General Meeting of the Company held on 28th September, 2013, the Members had approved the re-appointment and terms of remuneration of Mrs. Kusum Mittal as Whole Time Director of the Company for a period of three years from 1st October, 2013.

The tenure of Mrs. Kusum Mittal, being the whole-time Director will over on 30th September, 2016. The Nomination and Remuneration Committee of the Board has approved and recommended his re-appointment as the Whole- Time Director on the remuneration as contained in the resolution for a further period of three years w.e.f. 1st October, 2016.

Mrs. Kusum Mittal is the core promoter of the Company and is continuing in the Board w.e.f 4th May, 1991. She is having experience in the real estate, investment & finance business activities. Mrs. Kusum Mittal is holding 27, 00,136 Shares consisting 21.65% of the total share capital of the Company.

Therefore her appointment shall be in the interest of the Company. The Board recommends to pass necessary resolution as set out in item No. 6 of the Notice as an Ordinary Resolution.

This may also be considered as abstracts for the terms and conditions for appointment of Whole- Time 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.

Mrs. Kusum Mittal, being appointee, may be considered financially interested to the extent of the remuneration as may drawn by her and Shri. Alok K Garg, Shri R.C.Mittal and Mrs. Trapti Vikas Gupta being her 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.

**Date: 11<sup>th</sup> August, 2016**

**Place: Pithampur**

**Medicaps Ltd.**

**CIN: L24232MP1983PLC002231**

**Mhow-Neemuch Road,**

**Sector 1, Pithampur**

**District Dhar (M.P.)-454775**

**By Orders of the Board**

**RAJAT GUPTA**

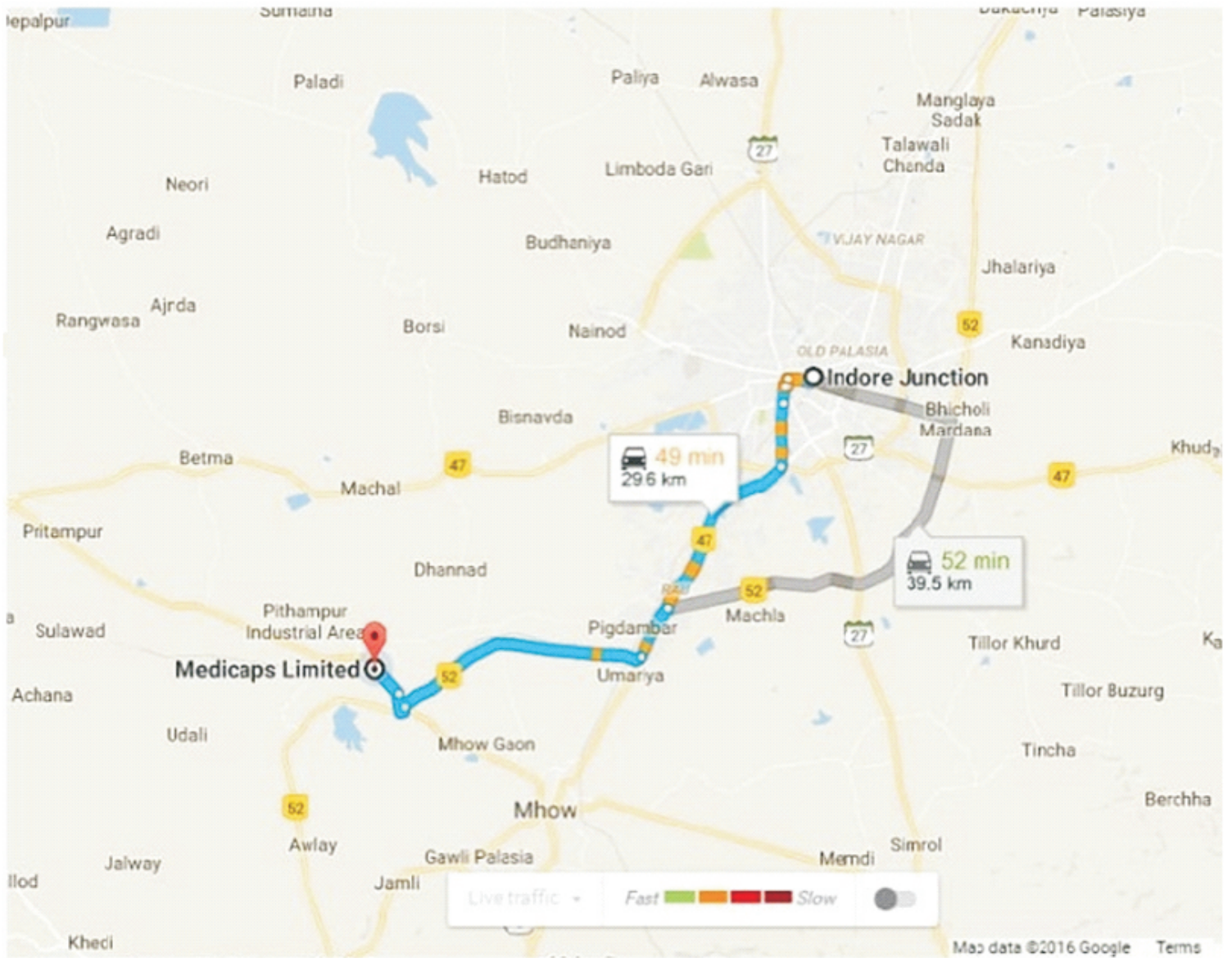
**COMPANY SECRETARY**

**ACS 35414**

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

Name of Directors	Smt. Trapti Vikas Gupta (Women Director)	Mr. Mahesh Kumar Patni (Independent Director)	Shri Alok K Garg (Managing Director)	Smt. Kusum Mittal (Whole-time director)
DIN	00204741	07444248	00274321	00035356
Date of Birth	30/04/1977	10/09/1950	27/04/1969	08/08/1950
Date of Appointment	30/01/2002	27/05/2016	01/04/1999	04/05/1991
Expertise / Experience in specific functional areas	Having wide experience in the field of export.	<ul style="list-style-type: none"> <li>Hold various post in department of Health &amp; Family Welfare, Govt. of M.P.</li> <li>Hold post of District T.B Officer, C.M &amp; H.O, Dy. Director, Joint Director in Indore &amp; different Districts.</li> <li>Head teaching experience in Department of Community, Medicines in MGM Medical College</li> </ul>	More than 15 years experience in the Company's business and manufacturing activities	Having experience in the Real Estate, investments and finance business activities
Qualification	M.B.A Finance & Commerce Graduate	B.Sc, MBBS, DTCD, MCAI(Delhi)	B.A. (Honors), MBA (Marketing), Diploma in Export Documentation & Implementation from IIFT, Delhi	B. A
No. & % of Equity Shares held	-	-	69,600 (0.56%)	2700136(21.65%)
List of outside Company's directorship or Designated Partner in LLPs held	1. Janani Industries Private Limited 2. Medicaps Finance LLP	-	1. Medpak India Ltd. 2. Geet Dwellers Pvt.Ltd. (Formerly known as Medicaps IT Park Pvt. Ltd.) 3. Medgel Pvt. Ltd. 4. Medicaps Finance LLP	1. Diatonic Developers Pvt. Ltd. 2. North Rajasthan Holdings Pvt. Ltd. 3. Geet Dwellers Pvt. Ltd.(Formerly Known as Medicaps IT Park Pvt.Ltd.) 4. Trapti Investments LLP 5. Medicaps Finance LLP 6. Saffron Realities LLP 7. Taurus Dwellers LLP
Chairman / Member of the Committees of the Board of Directors of the Company	-	-	Member of Risk Management Committee	-
Chairman / Member of the Committees of the Board Directors of other Companies in which He/she is director	-	-	-	-

### ROAD MAP





**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 : ..... or failing him

as my/our proxy to attend and vote on a poll for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company, to be held on the 29th September, 2016 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. Trapti Vikas Gupta, who is liable to retire by rotation being eligible offer herself for re-appointment.		
3.	Appointment of Auditor and fixing their remuneration.		
4.	Appointment of Shri Mahesh Kumar Patni as a Director under the category of Independent Director of the Company		
5.	Change in Designation of Shri Alok K Garg from Jt. Managing Director to Managing Director.		
6.	Re-Appointment of Smt. Kusum Mittal as Whole Time Director for further period of three years.		

Signed this..... day of..... 2016

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  
33rd 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 33rd Annual General meeting of the company at the Registered Office of the Company 29th September, 2016. (If signed by proxy, his name should be written in block letters)

(Shareholders/proxy's Signature) \_\_\_\_\_

Note:1. 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.

2. 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.