

NC MEDI-CAPS LIMITED

Regd. Office & Works :
Mhow-Neemuch Road, Sector-1,
Pithampur - 454775, Distt. Dhar,
Madhya Pradesh, INDIA

CIN-L24232MP1983PLC002231

Phone : + 91-7292-424242
Fax. : + 91-7292-407387
E-mail : info@medicaps.com
sales@medicaps.com
Website : www.medicaps.com

MEDICAPS/SE/17-18

11th August, 2018

Online Filing at: www.listing.bseindia.com

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

BSE Code: 523144

Sub: Filing of the Notice of the 35th Annual General Meeting to be held on 25th September, 2018.

Dear Sir/Madam,

We are pleased to submit a Copy of the Notice of the 35th Annual General Meeting of the Company to be held on Tuesday, the 25th day of September, 2018 at 11:00 A.M. at the Registered Office of the Company situated at Mhow-NeemuchRoad, Sector 1, District Pithampur Dhar (M.P)-454775.

You are requested to please take on record the above said document of the company for your reference and further needful.

Thanking You,
Yours Faithfully,

For, MEDI-CAPS LTD.


AYUSHI SILOT
COMPANY SECRETARY &
COMPLIANCE OFFICER



Encl.: Notice of 35th Annual General Meeting along with Proxy Form, Attendance Slip and Route Map to the Venue of AGM.

Indore Office :
201, Pushpratna Paradise, 9/5, New Palasia, Indore 452 001 (INDIA)
Telefax No. : +91-731-4046321, 4041435, 4028148

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E-mail : info@medicaps.com
sales@medicaps.com
Website : www.medicaps.com**NOTICE**

Notice is hereby given that the 35th Annual General Meeting of the members of **MEDI-CAPS LIMITED** will be held on **Tuesday, the 25th September, 2018 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 businesses:

ORDINARY BUSINESS:

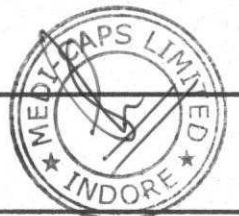
1. To receive consider, approve and adopt the Standalone and Consolidated Audited Financial Statements containing the Balance Sheet as at 31st March, 2018, the Statement of Profit & Loss and Cash Flow for the financial year ended 31st March, 2018 with the report of Board and Auditors thereon;
2. To appoint a Director in place of Mr. Alok K. Garg (DIN: 00274321), who retires by rotation and being eligible offer himself 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 provisions of section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and read with companies (Audit and Auditors) Rules, 2014 as amended from time to time, made thereunder and pursuant to the resolution passed by the members at the 34th Annual General Meeting held on 28th day of September, 2017 for the appointment of M/s Rawka & Associates, Chartered Accountants (ICAI Firm Registration No. 021606C) as the Auditors of the Company to hold office till the conclusion of the 39th Annual General Meeting of the Company to be held in the year 2022 be and is hereby ratified their re-appointment for the year 2018-19 and the approval of the members be and is hereby accorded to dispense off the requirement of ratification of the auditors upto their remaining term of appointment as per the amendment made in Section 139 of the Companies Act, 2013 on such remuneration as may be fixed by the Board.”

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as **Ordinary Resolution** for the Re-appointment of Mr. Alok K Garg, (DIN: 00274321) as a Managing Director of the Company for a period of 3 years:

“RESOLVED THAT pursuant to the provisions of section 190, 196, 197, 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and the Articles of Association of the company 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 upon the recommendation of the Nomination and Remuneration Committee and approval granted by the Board of Directors, consent of the Members of the company be and is hereby accorded for re-appointment of Mr. Alok K Garg (DIN: 00274321) as the Managing Director, of the Company for a period of three years w.e.f. 01st April, 2019 up to 31st March, 2022 on the following terms, conditions and remuneration:

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- a. **Salary:** Rs. 3,50,000/- per month (Rs. 42.00 Lakhs p.a.)
 - b. **Allowances/perquisites:** as per followings subject to the maximum of 12,00,000/- p.a.
 1. Re-imbursment of medical expenses of the Managing Director and his family, the total cost of which to the Company on actual basis.
 2. Leave travel assistance: Expenses incurred for self and family in accordance with the Rules of the Company.
 3. Club Fees: subject to a maximum of two clubs, this will not include admission and life membership.
 4. Personal accident insurance premium not exceeding Rs. 25,000/- p.a.
- NOTE: For the purpose of perquisites stated above, "Family" means the spouse, the dependent children and dependent parents of the appointee.

Other Benefits:

- i. **Employers Contribution:** as per policy of the Company.
- ii. **Gratuity:** As per policy of the company, subject to a maximum ceiling as may be prescribed under the Payment of Gratuity Act from time to time.
- iii. **Leave encashment:** upto 15 days salary for every one year completed service as per the policy of the Company.
- iv. **Directors Obligation Insurance Premium:** Actual Premium as may be determined by the Insurance Company.
Provided that the above said perquisites shall not be counted for the purpose of calculation of the remuneration payable to the Managing Director.

Other Facilities:

1. **Car:** The Company shall provide car with driver for the Company's business and if no car is provided reimbursement of the conveyance shall be made as per actual on the basis of claims submitted by him.
2. **Telephone, Cell and free internet use:** at his residence, provided that the personal long distance calls on the telephone shall be billed by the Company to the and Managing Director.

FURTHER RESOLVED THAT in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Mr. Alok K. Garg shall not be in excess with the limit prescribed in the Schedule V of the Companies Act, 2013 as may be applicable from time to time during his tenure.

FURTHER RESOLVED THAT there shall be clear relation of the Company with Mr. Alok K. Garg as "the Employer-Employee" and each party may terminate the above said appointment with the six months' notice in writing or salary in lieu thereof.

RESOLVED FURTHER THAT Mr. Alok K. Garg, Managing Director, 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 may from time to time, be available to other Senior Executives of the Company.

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RESOLVED FURTHER THAT the Board of directors be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to decide breakup of the remuneration within the above said maximum permissible limit, in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.”

5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as **Special Resolution** for the re-appoint of Dr. Shamsher Singh (DIN: 00204290) as an Independent Director of the Company:

“**RESOLVED THAT** pursuant to the provisions of sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. Shamsher Singh (DIN-00204290), who was appointed as an Independent Director for a 1st term of 5 years ending on 31st March, 2019 and being eligible, and has submitted a declaration for his independence and upon recommendation of the Nomination and Remuneration Committee and the Board of directors, Dr. Shamsher Singh, who is also having age of more than 75 years be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, w.e.f. 1st April, 2019 to 31st March, 2024.”

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as **Special Resolution** for re-appoint of Mr. Pramod Fatehpuria (DIN: 00972389) as an Independent Director of the Company:

“**RESOLVED THAT** pursuant to the provisions of sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Pramod Fatehpuria (DIN: 00972389), who was appointed as an Independent Director up to the 1st term of 5 years ending on 28th May, 2019 and being eligible, and has submitted a declaration for his independence and upon recommendation of the Nomination and Remuneration Committee and the Board of directors, Mr. Pramod Fatehpuria (DIN: 00972389), be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, w.e.f. 29th May, 2019 to 28th May, 2024.”

7. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as **Special Resolution** for authority to the Board to Loan to make loans to companies/ body corporate under section 185 of the Companies Act, 2013:

“**RESOLVED THAT** pursuant to provisions of section 185, 186 read with section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings

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of Board and its Powers) Rules, 2014 (including any amendment, modification or re-enactment thereof) the approval of Members of the Company, be and is hereby accorded for authority to the Board of directors and/or committee thereof for providing any advance(s), loan(s), any loan represented by book debts, and/or to give guarantee or to provide any security on the assets of the Company in connection with loan taken by the companies/bodies corporate in which any director of the company is directly or indirectly concerned and/or interested from time to time subject to the maximum amount of Loans/Advances and or guarantee and securities not exceeding Rs. 1000.00 Lakhs (Rs. Ten Crores) at any point of time.”

By Orders of the Board

Date: 25th July, 2018

Place: Pithampur

Medicaps Ltd.

CIN: L24232MP1983PLC002231

Mhow-Neemuch Road,

Sector 1, Pithampur

District Dhar (M.P.)-454775

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/IES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ATTACHED HERewith AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AND SIGNED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF 35TH ANNUAL GENERAL MEETING.
2. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 IN NUMBERS AND HOLDING IN AGGREGATING NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING 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, which sets out details relating to special business at the meeting is annexed and forms part of the Notice.
4. The Company's Register of members and share transfer books shall remain closed from Wednesday, 19th of September, 2018 to Tuesday, the 25th of September, 2018 (both days inclusive) for the purpose of the Annual General Meeting and the records of the beneficiaries of the CDSL and NSDL on the date 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.



AYUSHI SIROT
COMPANY SECRETARY
ACS 54352

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- 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 Boards.
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 are requested to notify immediately the correct address for any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) and in respect of shares held in the company in physical form to the Registrar and Share Transfer Agent Ankit Consultancy Pvt. Ltd., Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) having email Id ankit_4321@yahoo.com, rtaindore@gmail.com to receive the soft copy of the annual report and all other communication and notice of the meetings etc., 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 is being sent in the permitted mode.
10. Members may also note that the Annual Report for FY 2017-18 will be hosted on Company's website www.medicaps.com
11. 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.
12. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the 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.
13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and 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.
14. Pursuant to the Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), the Company is in process to transfer the equity shares in respect of which dividend has not been claimed encashed for 7 or more consecutive years to the Investor Education and Protection Fund (IEPF) of the Central Government. The Company has sent letters to the Shareholders whose dividend has not been claimed encashed for 7 or more consecutive years. The details of such Shareholders are posted on the website of the Company at <https://www.medicaps.com>. Please note that the shares transferred to the IEPF can be claimed from the IEPF Authority as per the procedure prescribed under the Rules.
15. As per SEBI Circular dated 20th April, 2018 the shareholders having shares of the company in the physical form is required to provide details of the Income Tax Permanent Account No. and Bank Account Details to the Share Transfer Agent of the Company. The Company has sent First letters to all the shareholders by the Registered Post and further two letters will also be send by the Ordinary Post for requiring the aforesaid details. It may please be noted very carefully by the shareholders who are unable to provide required details to the Share Transfer Agent, or informed that the shares available in their name as per records to the share transfer agent does not belong to them on or before 17th October, 2018 (i.e. 180 days from the date of circular) shall be subject to enhanced due diligence by the Company.
16. As per Amendment made w.e.f. 8th June, 2018 in the Regulation 40 of the SEBI (LODR) Regulations, 2015 the shares shall be transferable only in the D-mat Form w.e.f. 5th December, 2018. Therefore, as per requirement of the Rule, the Share Transfer Agent of the Company has sent letters to the members holding

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17. shares in the physical form advising the get the shares in the D-mat form at the earliest. The members are requested to please take necessary action for dematerialization of shares as earliest but before 5th December, 2018 to avoid hardship in transfer of shares thereafter.
18. Due dates for transfer of unclaimed/unpaid dividends and the amount remained unclaimed which may be transferred if continuing remain unpaid and or the balance amount if claimed by the shareholders for transfer thereafter the same to IEPF are as under:

F.Y. Ended	Declaration Date	Due Date	Amount remains unpaid /unclaimed as at 31.03.2018
31 st March, 2011	28 th Sept., 2011	4 th Nov., 2018	3,14,711.00
31 st March, 2012	29 th Sept, 2012	5 th Nov.,2019	1,94,212.00

19. **Voting through electronic means**

In compliance with the provisions of section 108 of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of SEBI (LODR) Regulation, 2015 the Company is pleased to provide its members the facility to exercise their right to vote at the 35th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The Company shall provide facility for voting through polling paper which shall be available at the meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the meeting.

The Members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The cut-off date for the purpose of voting (including remote e-voting) is Tuesday, the 18th September, 2018

The remote e-voting facility will be available during the flowing period after which the portal shall forthwith be blocked and shall not be available:-

Commencement of remote e-voting	9.00 am (IST) on Saturday 22 nd September, 2018.
End of remote e-voting	5.00 pm (IST) on Monday, 24 th September, 2018.

Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.

Members are requested to carefully read the below mentioned instructions for remote e-voting before casting their vote.

V. Members are requested to carefully read the below mentioned instructions for remote e-voting before casting their vote.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

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d. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

e. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- f. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com .
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com .
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- g. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- h. Now, you will have to click on "Login" button.
- i. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.



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2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of Medi-Caps Limited.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csarvindmeena@gmail.com with a copy marked to evoting@nsdl.co.in.
- 2 It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- 3 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.
- 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 18th September, 2018.
- V. CS Arvind Kumar Meena, Practicing Company Secretary (ACS No. 41713 CP 15510) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VI. The scrutinizer shall after the conclusion of voting at the 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, not later than three days of conclusion of the meeting 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 NSDL within three days of passing of the resolutions at the AGM of the Company and communicated to the BSE Ltd. within 48 hours as per SEBI (LODR) Regulation, 2015.
- VIII. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agent Ankit Consultancy Pvt. Ltd. at the address;
Plot No. 60, Electronic Complex, Pardeshipura Indore (M.P.) 452010 Tel-0731- 4281333/0731-4065797/99 Fax-0731-40657 98 Email id: ankit_4321@yahoo.com
20. Details of the directors seeking re-appointment as per Item No. 2, 4, 5 and 6 of the notice at the ensuing Annual General Meeting as per Regulation 36(3) of SEBI (LODR) Regulation, 2015 are as under:

Indore Office :

201, Pushpratna Paradise, 9/5, New Palasia, Indore 452 001 (INDIA)

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Pithampur - 454775, Distt. Dhar,
Madhya Pradesh, INDIA

CIN-L24232MP1983PLC002231

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E-mail : info@medicaps.com
sales@medicaps.com
Website : www.medicaps.com

**DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT IN THE ENSUING ANNUAL
GENERAL MEETING**

Name of Directors	Mr. Alok K Garg	Dr. Shamsher Singh	Mr. Pramod Fatehpuria
DIN	00274321	00204290	00972389
Designation	Managing Director	Independent Director	Independent Director
Date of Birth	27/04/1969	06/06/1942	02/11/1961
Date of Appointment (previous)	01/04/2016 as the (Managing Director)	30/04/2002 (Independent Director)	29/05/2014 (Independent Director)
Expertise/Experience in specific functional areas	More than 18 Years Experience in the company's business and manufacturing activities	Having wide experience in the field of Computer Science and Engineering and hold post of the Director of GIITS and Medicals Engineering College and is on the Board of the Company since more than 16 years and proving outside perspective to the company and providing valuable guidance.	37 years of experience in the field of marketing, and manufacturing of power and distribution of transfer or and initiated green energy since 2006. And is on the Board for more than 4 years and providing his guidance in improved corporate credibility and governance standards and has vital role in risk management.
Qualification	BBA. (Honors), MBA (Marketing), Diploma in Export Documentation & Implementation from IIFT, Delhi	BE (Electrical), ME (Power System), Ph.D. (CS) IIT Bombay	Bachelor of Commerce graduate and has done 2 years of academic Law course
No. & % of Equity Shares held	69,600 (0.56%)	-	-
List of outside Company's directorship held.	1) Medgel Pvt. Ltd. 2) Medpak India Ltd.	NIL	1)Medgel Private Ltd. 2)Fatehpuria Vidyut Udyog Pvt. Ltd.
Chairman / Member of the Committees of the Board of Directors of the Company	Member of Risk Management Committee	Chairman of Audit Committee, Nomination and Remuneration Committee And Stakeholders Relationship Committee	Member of Audit Committee and Nomination and Remuneration Committee
Chairman / Member of the Committees of the Board, Directors of other Companies in which he is director	NIL	NIL	NIL
Disclosures of relationships between directors inter-se.	1. Mr. Ramesh Chandra Mittal (Chairman & Non-executive Director)-Father in Law 2. Mrs. Manisha Garg (Whole time Director)-Wife. 3. Kusum Mittal (whole time director) Mother in law	NIL	NIL

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BRIEF RESUME**1. Mr. Alok K Garg:**

He has experience of more than 18 years in the various areas of the company in the Pharma and Real Estate Sector. He is BBA. (Honors), MBA (Marketing), Diploma in Export Documentation & Implementation from IIFT, Delhi and associated with the Company since more than 15 years. He is energetic, focused and has organized personality and having vast experience of Business and Administration. Globalization and International trading continues to increase by his effort and under his supervision. Also his far and wide Network has brought many opportunities to the company to accelerate grow manifolds.

2. Dr. Shamsheer Singh

Dr. Shamsheer Singh has served as a Director in Medi-caps Limited since 2002, received his Ph.D. degree from Indian Institute of Technology (IIT), Bombay. He carried out his research work on Efficient Join Algorithms for large number of relations encountered in the areas of Database Management Systems (DBMS) and Artificial Intelligence (AI). Dr Singh was working as Professor and Head of the Department of Computer Science and Engineering at Jai Narain Vyas University (J.N.V.), Jodhpur. He was also the Director of JNV University Computer Center. He was on deputation to Basrah University, Basrah (Iraq) for about five years under Foreign Assignment Scheme of Government of India. At, Basrah University, he established a Modem Computer Center and developed several application software for users, who work in Arabic. He is involved in several decision-making bodies and selection committees appointed by the State and the Central Government including that of the Universities. His experience and leadership has accelerated the growth of Medi-caps Limited.

3. Mr. Pramod Fatehpuria

Mr Pramod Fatehpuria has been an Independent Director in Company since 2014. He is a Bachelor of Commerce graduate and has done 2 years of academic Law course. He represents a unique blend of scientific knowledge and business acumen. He has experience of over three decades in the manufacturing line. Thinking out of the box, challenging assumptions and innovation are some of the key principles that shape his strategic thought process.

EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS:**ITEM NO. 4:-**

Mr Alok K. Garg was re-appointed at the 32nd Annual General Meeting held on 24th September, 2015 as the Joint Managing Director for a period of 3 years w.e.f. 1st April, 2016 and was further designated as the Managing Director w.e.f. 11th August, 2016.

Mr Alok K. Garg is eligible for re-appointment for period of three years after seeking approval of the members by passing ordinary resolution pursuant to the proviso of section 196 (3) (a) of the Companies Act, 2013.

The detailed profile of the Mr Alok K. Garg as required under the provisions of Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and other applicable provisions, have been given in this notice.

The Nomination and Remuneration Committee and the Board at their meeting held on 25th July, 2018 considered that the Company needs to re-appoint Mr. Alok K. Garg as a Managing Director for a further period of three years w.e.f. 1st April, 2019 on the terms and conditions and remuneration as set out in the Item No. 4 of the notice and recommend to pass necessary ordinary resolution at the Meeting.

Mr. Alok K. Garg, is financially interested in the resolution to the extent of the remuneration as may be paid to him. Further, that Mr. Ramesh Chandra Mittal (Non Executive Chairman), Mrs. Kusum Mittal (Whole-time Director) and Mrs. Manisha Garg (Whole-time Director) being his relatives may be deemed as concerned or interested otherwise in the resolutions. Except that none of the other directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution.

Mr Alok K. Garg is a promoter and also holds 69,600 equity shares of Rs. 10/- each consisting of 0.56% of the total paid up capital of the Company.

Your directors submit the following Information pursuant to Section II of Part II of Schedule V to the Companies Act, 2013 for consideration of the members:

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MC MEDI-CAPS LIMITED

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I. General Information:

(1)	Nature of industry	The Company is engaged in the manufacturing Hard gelatin Capsule Shell
(2)	Date or expected date of commencement of commercial production	N.A., already existing in business
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A., already existing in business
(4)	Financial performance based on given indicators	The Company has achieved turnover of Rs. 2301.09 Lakhs for the year ended 31 st March, 2018 and earned profits before Tax Rs. 76.37 Lakhs on standalone basis.
(5)	Foreign investments or collaborations, if any.	The company is not having direct Foreign investment and there is no foreign collaboration.

II. Information about the appointee:

S. No.	Name of Appointee	Alok K. Garg
(1)	Background details	He has experience of more than 18 years in the various areas of the company in the Pharma and Real Estate Sector. He is BBA. (Honors), MBA (Marketing), Diploma in Export Documentation & Implementation from IIFT, Delhi. He is energetic, focused and has organized personality and having vast experience of Business and Administration. Globalization and International trading continues to increase by his effort and under his supervision. Also his far and wide Network has brought many opportunities to the company to accelerate growth manifolds.
(2)	Past remuneration	The total Remuneration for the year period 2017-18 was Rs. 30,00,000 (Thirty) Lakhs
(3)	Recognition or awards	N.A.
(4)	Job profile and his suitability	Mr. Alok K. Garg, Managing Director is having ultimate control over the affairs of the Company's subject to superintendence and control of the Board of directors.
(5)	Remuneration proposed	Rs. 42.00 Lakh+ perks as may be admissible.
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is comparable with remuneration for equivalent position in a unit of comparable size and complexity.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Son in law of Mr. Ramesh Chandra Mittal (Non Executive Chairman) and Mrs. Kusum Mittal (Whole-time Director) and husband of Mrs. Manisha Garg (Whole-time Director)

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III. Other information:

(1)	Reasons of loss or inadequate profits	There is no loss however, there may be inadequate profits due to lack of demand and low margin due to stiff competition resulting the then the profits may be inadequate in a particular period.
(2)	Steps taken or proposed to be taken for improvement	The Company is continuing efforts to introduce higher value products and broaden its operating base.
(3)	Expected increase in productivity and profits in measurable terms	The Company expect to increase its turnover and profits by about 8-10% every year.

ITEM NO. 5&6:

Dr. Shamsher Singh (DIN: 00204290) and Mr. Pramod Fatehpuria (DIN: 00972389) were appointed as Independent Directors of the Company and they are eligible to holds office as Independent Directors up to 31st March 2019 and 28th May, 2019 respectively ("first term of 5 years").

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Dr. Shamsher Singh and Mr. Pramod Fatehpuria as an Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background and experience and contributions made by them during their tenure, the continued association of Dr. Shamsher Singh and Mr. Pramod Fatehpuria would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors.

Accordingly, it is proposed to re-appoint Dr. Shamsher Singh and Mr. Pramod Fatehpuria as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Dr. Shamsher Singh and Mr. Pramod Fatehpuria are not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given their consent to act as a Director. The Company has also received declaration from them that they meets the criteria of independence as prescribed both under section 149(6) of the Act and under the SEBI (LODR) Regulations, 2015. In the opinion of the Board, they fulfils the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (LODR) Regulation, 2015.

Further, Dr. Shamsher Singh has attained the age of 76 years, therefore, his re-appointment can be made by way of special resolution only.

Copy of draft letter of appointment of Dr. Shamsher Singh and Mr. Pramod Fatehpuria setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

The aforesaid director's may be deemed to be interested in the resolution to the extent of the fee for attending the meetings as may be payable and their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Your directors recommend to pass resolutions as set out in the Item No. 5 and 6 by way of special resolution.

Item No. 7

As per section 185 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 which is effective from 7th May, 2018 which empowers the Board of Directors of the company to give advances, loans including any loan represented by book debts or give any guarantee or provide any security in connection with any loan taken by any company and/or body corporate in whom any or all the director(s) of the company are considered as directly/indirectly concerned or interested subject to the approval of members by way of Special Resolution.

Therefore in view of the requirements of other companies or the body corporates in which one/or more directors may be concerned or interested, may be required to provide its financial support by way of providing short term or long term loans, advances and/or to provide guarantee or security on the assets of the Company on behalf of

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such companies/body corporate to such other bank/financial institution which provides loans and advances whether fund based or non-fund based credit facilities as the case may be from time to time in view of the business requirements of such companies to support them.
The Board considered that it may needs to provide the advances, loans or to provide guarantee or security on their behalf as under

Sr. No.	Name of the Company /Body Corporate in which directors are interested.	Maximum amount up to which loan/ guarantee/ security may be provided by the company.
1.	Medgel Private Limited	Overall Upto 1000.00 Lakhs
2.	Medpak India Limited	
3.	Kusum Devcon (Indore) Private Limited	
4.	Geet Dwellers Private Limited	
5.	North Rajasthan Holdings Private Limited	
6.	Crystal Devcon Private Limited	
7.	Medi-Caps Finance LLP	
8.	Trapti Investments LLP	
9.	Taurus Dwellers LLP	
10.	Saffron Realities LLP	

However, before providing aforesaid loans, advances or guarantee and securities the Board shall ensure that:-

- 1) The said loan will be used by entities in their normal course of business.
- 2) Compliance under section 186 and 188 of the Companies Act, 2013;
- 3) The related entity will check their limit as prescribed under section 180 of the Companies Act, 2013 if applicable

The concerning directors as the case may be deemed to be concerned or interested financial to the extent of the loans, advances, guarantee or securities furnished by the Company. The Board of directors recommends the aforesaid Special Resolution set out at Item No 7 of the Notice for approval by the shareholders.

By Orders of the BoardDate: 25th July, 2018

Place: Pithampur


Medicaps Ltd.

CIN: L24232MP1983PLC002231

Mhow-Neemuch Road,

Sector 1, Pithampur

District Dhar (M.P.)-454775


AYUSHI SIROOT
COMPANY SECRETARY
ACS 54352**Indore Office :****201, Pushpratna Paradise, 9/5, New Palasia, Indore 452 001 (INDIA)****Telefax No. : +91-731-4046321, 4041435, 4028148**

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**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 : **MEDI-CAPS LIMITED**
 CIN : L24232MP1983PLC002231
 Regd office : Mhow - Neemuch Road, Sector 1, Pithampur District 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 35th Annual general meeting of the company, to be held on 25th September, 2018 at the Registered Office of the company situated at Mhow - Neemuch Road, Sector 1, Pithampur District Dhar (M.P.)-454775 at 11.00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

	Type of Resolution	Resolutions/Agenda Items
1.	Ordinary	Receive consider, approve and adopt the Standalone and Consolidated Audited Financial Statements containing the Balance Sheet as at 31 st March, 2018, the Statement of Profit & Loss and Cash Flow for the financial year ended 31 st March, 2018 with the report of Board and Auditors thereon.
2.	Ordinary	Appoint a Director in place of Mr. Alok K. Garg (DIN: 00274321), who retires by rotation and being eligible offer himself for re-appointment.
3.	Ordinary	Approval for ratification of Auditors for the year 2018-19 and to dispense off the requirement of ratification of the auditors upto their remaining term of their appointment and authority to Board for fixing of the remuneration.
4.	Ordinary	Re-appointment of Mr. Alok K Garg, (DIN: 00274321) as a Managing Director of the Company for a period of 3 years.
5.	Special	Re-appointment of Dr. Shamsher Singh (DIN: 00204290) as an Independent Director of the Company for a second term of 5 years w.e.f. 01 st April, 2019
6.	Special	Re-appoint of Mr. Pramod Fatehpuria (DIN: 00972389) as an Independent Director of the Company for a second term of 5 years w.e.f. 28 th May, 2019.
7.	Special	Authority to the Board to Loan to make loans to companies/ body corporate under section 185 of the Companies Act, 2013

Signed this ___ day of ___ 2018

Affix
 Revenue
 Stamp

Signature of Shareholder

Signature of Proxy Holder

**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.*

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ATTENDANCE SLIP

35TH ANNUAL GENERAL MEETING OF MEDI-CAPS LIMITED

Regd. Folio No./DP ID/Client ID/Ben.A/C/Ref. No. _____.

No. of shares held _____.

Mr./Mrs./Ms. _____.(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 35th Annual General Meeting of the Company at the registered Office of the Company on 25th, September 2018.

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

Member's/Proxy's Signature

Note:

1. Shareholders/ proxy holder are requested to bring the attendance slip with them when they come to the meeting and hand over them at the entrance after affixing their signature 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.

Note: The Map of Venue of AGM is given along with Notice of AGM.

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ROAD MAP

