

## COMPANY INFORMATION

### **BOARD OF DIRECTORS**

Mr. Ramesh Chandra Mittal  
Mr. Alok K Garg  
Mrs. Kusum Mittal  
Mrs. Manisha Garg  
Dr. Shamsher Singh  
Mr. Mahesh Kumar Patni  
Mr. Pramod Fatehpuria  
Mr. Ashok Omprakash Agrawal

Chairman & Non Executive Promoter Director  
Managing Director  
Whole Time Director  
Whole Time Director  
Independent Director  
Independent Director  
Independent Director  
Independent Director

### **AUDIT COMMITTEE**

Dr. Shamsher Singh  
Mr. Mahesh Kumar Patni  
Mr. Pramod Fatehpuria

Chairman and Independent Director  
Member and Independent Director  
Member and Independent Director

### **STAKEHOLDERS' RELATIONSHIP COMMITTEE**

Dr. Shamsher Singh  
Mr. Mahesh Kumar Patni  
Mr. Ashok R. Pitliya

Chairman and Independent Director  
Member and Independent Director  
Member and G.M. Finance

### **NOMINATION AND REMUNERATION COMMITTEE**

Dr. Shamsher Singh  
Mr. Mahesh Kumar Patni  
Mr. Pramod Fatehpuria

Chairman and Independent Director  
Member and Independent Director  
Member and Independent Director

### **RISK MANAGEMENT COMMITTEE**

Mr. Ramesh Chandra Mittal  
Mr. Alok K. Garg  
Mr. Ashok R. Pitliya

Chairman  
Member and Managing Director  
Member and G.M. Finance

### **CS & COMPLIANCE OFFICER**

CS Ayushi Silot

### **CHIEF FINANCIAL OFFICER**

Mr. Manish Kumar Jain

### **AUDITORS**

M/s Rawka & Associates  
Chartered Accountant

### **SECRETARIAL AUDITOR**

M/s Ishan Jain & Co.  
Company Secretaries

### **INTERNAL AUDITOR**

M/s Praveen Shrivastava & Co.  
Chartered Accountant

### **BANKERS**

IndusInd Bank Ltd.  
IDBI Bank Ltd.  
State Bank of India  
Citibank N.A. Ltd.

### **REGISTERED OFFICE & PLANT**

Mhow Neemuch Road,  
Sector-1 Pithampur, Dhar (M.P.) 454775  
Phone: 07292-424242;  
Email: [investors@medicaps.com](mailto:investors@medicaps.com)  
Website: <http://www.medicaps.com>

### **CORPORATE OFFICE**

201, Pushpratna Paradise  
9/5, New Palasia, Indore (M.P.) 452001  
Phone: 0731-4046321  
Email: [indore@medicaps.com](mailto:indore@medicaps.com)

### **SHARE TRANSFER AGENT**

Ankit Consultancy Pvt. Ltd.  
Plot No. 60, Electronic Complex,  
Pardeshipura, Indore (M.P.) 452010,  
Phone: 0731-2551745,  
Email: [ankit\\_4321@yahoo.com](mailto:ankit_4321@yahoo.com)

### **STOCK EXCHANGE**

(Where the Company's Securities Listed)  
BSE Limited

## NOTICE

Notice is hereby given that the **36<sup>th</sup> Annual General Meeting** of the members of **MEDI-CAPS LIMITED** will be held on **Wednesday, the 25<sup>th</sup> September, 2019 at 11.00 A.M.** at the registered office of the company 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 31<sup>st</sup> March, 2019, the Statement of Changes in Equity and Profit & Loss and Cash Flow for the financial year ended 31<sup>st</sup> March, 2019 with the report of Board and Auditors thereon;
2. To appoint a Director in place of **Mrs. Kusum Mittal (DIN: 00035356)**, who retires by rotation and being eligible offer herself for re-appointment.
3. To appoint a Director in place of **Mrs. Manisha Garg (DIN: 01006545)**, who retires by rotation and being eligible offer herself for re-appointment.

### **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 Mrs. Manisha Garg, (DIN: 01006545) as a Whole Time 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 Mrs. Manisha Garg (DIN: 01006545) as the Whole-time Director**, of the Company for a period of three years w.e.f. 11<sup>th</sup> November, 2019 up to 10<sup>th</sup> November, 2022 on the following terms, conditions and remuneration:

- a) **Salary & other Allowances:** Rs. 1,00,000/- per month (Rs. 12.00 Lakhs p.a.)
- 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:**

- i) **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 her.
- ii) **Telephone:** Free use of mobile, telephone and internet connect at her residence, provided that the personal long distance calls on the telephone shall be billed by the Company to the Whole Time Director.

**FURTHER RESOLVED THAT** in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Mrs. Manisha 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 her tenure.

**FURTHER RESOLVED THAT** there shall be clear relation of the Company with Mrs. Manisha 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.

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

**FURTHER RESOLVED 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-appointment of **Mrs. Kusum Mittal, (DIN: 00035356)** as a Whole Time 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, 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 **Mrs. Kusum Mittal (DIN: 00035356)** as the **Whole Time Director** of the Company who will attain age 70 years during the period of her tenure be and is hereby re-appointed, for a period of three years w.e.f. 1<sup>st</sup> October, 2019 up to 30<sup>th</sup> September, 2022 on the following terms, conditions and remuneration:

- a) **Salary & other Allowances:** Rs. 1,50,000/- per month (Rs. 18.00 Lakhs p.a.)
- 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:**

- i) **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 her.
- ii) **Telephone:** Free use of mobile, telephone and internet connect at her residence, provided that the personal long distance calls on the telephone shall be billed by the Company to the Whole Time Director.

**FURTHER RESOLVED THAT** in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Mrs. Kusum Mittal 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 her tenure.

**FURTHER RESOLVED THAT** there shall be clear relation of the Company with Mrs. Kusum Mittal 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.

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

**FURTHER RESOLVED 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.”

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as **Special Resolution** to amend Memorandum of Association of the Company.

“**RESOLVED THAT** pursuant to Section 13 and other applicable provisions, if any, of Companies Act, 2013 and the rules framed there under and subject to the confirmation of the Registrar of Companies, consent of the members of the Company be and is hereby accorded, to alter the Clause III(A) of the Memorandum of Association of Company by insertion of the new Clause 2.1 after the existing Clause III (A) 2 as under:

*"2.1 To carry on the business of builders and developers, contractors, colonizers, civil contractors and to undertake any residential, commercial or Industrial. construction either independently or jointly in partnership, joint venture or on agency or sub contracts basis with or on behalf of any individual firm, body corporate, association or society, Central or State Government, Cantonment Board or any local authority to work as colonizer, developer of land and farm houses and buildings for residential purposes and to promote, buy, acquire, sell, lease, exchange, hire, give on relit, to let, mortgage or otherwise dispose of the lands, Commercial Complexes, houses, buildings, farm houses, agricultural lands, and other immovable property of the Company or other immovable property including any share or shares, interest or interests therein and to transact on commission or otherwise business of real estates agents and to apply for purchase through tender or otherwise acquire civil contracts for or in relation to water proofing, sewage, construction, execution, equipment, improvement, management, administrations or control of mechanical and civil works and conveniences and to undertake, execute, dispose or otherwise turn to account the same and to enter into an agreement to erect, construct, build, water proofing, sewage, demolish, fabricate, execute, carry out, improve, work, develop and enlarge, rebuild, repair, maintenance, administer, manage or control in India or abroad- on any land or immovable property of the Company or upon any other land or immovable property in any capacity and conveniences of all, kinds."*

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such matters, deeds and things including filing of the forms and providing clarifications as may be necessary, proper or expedient in order to give effect to this Resolution."

**BY ORDERS OF THE BOARD**

**Date:** 9<sup>th</sup> Aug., 2019  
**Place:** Pithampur

  
**CS AYUSHI SILOT**  
**COMPANY SECRETARY**  
**ACS: 54352**

**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 36<sup>TH</sup> 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 **Thursday, 19<sup>th</sup> of September, 2019 to Wednesday, the 25<sup>th</sup> of September, 2019** (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.**
  - 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](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 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](mailto:ankit_4321@yahoo.com), [rtaindore@gmail.com](mailto: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 2018-19 will be hosted on Company's website [www.medicaps.com](http://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 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.
  13. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which the directors are interested 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. SEBI has mandated the submission of Income Tax Permanent Account Number by every participant in the securities market. Members holding shares in Physical form are, therefore, requested to submit their Income Tax Permanent Account Number and Bank Account Details to their depository Participants with whom they are maintaining their demat accounts. Members are holding shares in physical Form can submit their PAN details to the companies RTA Ankit Consultancy Private Limited or mail at [ankit\\_4321@yahoo.com](mailto:ankit_4321@yahoo.com).
  16. SEBI has mandated that for registration of transfer of the shares in the d-mat form only after 1<sup>st</sup> April, 2019. Therefore, it is advised to the shareholders, holding their shares in the physical form to get convert into the D-mat form.
  17. 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 31.03.2019
31 <sup>st</sup> March, 2012	29 <sup>th</sup> Sept, 2012	5 <sup>th</sup> Nov., 2019	1,94,212.00

**18. 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 36<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL).

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 Wednesday, the 18<sup>th</sup> September, 2019**

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

**Commencement of remote e-voting** 9.00 am (IST) on Sunday 22<sup>nd</sup> September, 2019.

**End of remote e-voting** 5.00 pm (IST) on Tuesday, 24<sup>th</sup> September, 2019.

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

**The instructions for shareholders voting electronically are as under:**

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders/Members.
- (iii) 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
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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 (iv).</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of "Medi-Caps Limited".
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the changed 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.
- (xvii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple smart phones and Windows users can download the app from the app store and the Windows phone store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xviii) 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.
- (xix) 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).

**General Guidelines for shareholders**

I. Shareholders can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- II. 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 which is 18<sup>th</sup> September, 2019.
- III. **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.
- IV. 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.
- V. 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 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.
- VI. 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-0731-4065798, Email id: [ankit\\_4321@yahoo.com](mailto:ankit_4321@yahoo.com)
19. Details of the directors seeking re-appointment as per Item No. 2, 3 and 4 of the notice at the ensuing Annual General Meeting as per Regulation 36(3) of SEBI (LODR) Regulation, 2015 are as under:

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

Name of Directors	Mrs. Kusum Mittal	Mrs. Manisha Garg
DIN	00035356	01006545
Designation	Whole Time Director	Whole Time Director
Date of Birth	08/08/1950	15/09/1971
Date of Appointment (previous)	01/10/2016 as the (Whole Time Director)	11.11.2016 as the (Whole Time Director)
Expertise/Experience in specific functional areas	Wide experience in the field of Real Estate, Investments, Finance Business activities.	5 1/2 years experience in the managing the Corporate Affairs of the Company and is actively involved in the day to day business activities.
Qualification	B.A.	B.com (Marketing)
No. & % of Equity Shares held	2704520 (21.69%)	100 (0.00)
List of outside Company's directorship held.	-	1) Medgel Private Limited 2) Medpak India Limited
Chairman/Member of the Committees of the Board of Directors of the Company.	NIL	NIL
Chairman/Member of the Committees of the Board, Directors of other Companies in which she is director.	NIL	NIL
Disclosures of relationships between directors inter-se.	Relative of Mr. Ramesh Chandra Mittal (Chairman & Non-executive promoter Director), Mr. Alok K Garg (Managing Director) and Mrs. Manisha Garg (Whole-time Director).	Relative of Mr. Ramesh Chandra Mittal (Chairman & Non-executive Director), Mr. Alok K Garg (Managing Director) and Mrs. Kusum Mittal (Whole-time Director).

**EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013 IN  
RESPECT OF SPECIAL BUSINESS:**

**ITEM NO. 4:-**

Mrs. Manisha Garg was appointed at the 34<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2017 as the Whole-time Director for a period of 3 years w.e.f. 11<sup>th</sup> November, 2016 to 10<sup>th</sup> November, 2019. Mrs. Manisha Garg is eligible for re-appointment subject to the approval of the members by ordinary resolution pursuant to the proviso of section 196(3)(a) of the Companies Act, 2013.

The detailed profile of the Mrs. Manisha 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 (NRC) and the Board at their meeting held on 30<sup>th</sup> July, 2019 considered that the Company needs to re-appoint Mrs. Manisha Garg as a Whole-time Director for a further period of three years w.e.f. 11<sup>th</sup> November, 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.

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

Mrs. Manisha Garg is in a promoter group with Mr. Alok K Garg and holds 100 equity shares of Rs. 10/- each of the Company.

#### ITEM NO. 5:

Mrs. Kusum Mittal was appointed at the 33<sup>rd</sup> Annual General Meeting held on 29<sup>th</sup> September, 2016 as the Whole-time Director for a period of 3 years w.e.f. 1<sup>st</sup> October, 2016 to 30<sup>th</sup> September, 2019.

Mrs. Kusum Mittal is eligible for re-appointment for period of three years after seeking approval of the members by passing Special resolution pursuant to the proviso of section 196(3)(a) of the Companies Act, 2013. The detailed profile of the Mrs. Kusum Mittal 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 NRC and the Board at their meeting held on 30<sup>th</sup> July, 2019 considered that the Company needs to re-appoint Mrs. Kusum Mittal as a Whole-time Director for a further period of three years w.e.f. 1<sup>st</sup> October, 2019.

The Board, based on the performance evaluation and as per the recommendation of the NRC, considered that, given her background and experience and contributions made during her tenure, the continued association of and Mrs. Kusum Mittal (DIN: 00035356) would be beneficial to the Company and it is desirable to continue to avail her services as Whole-time Directors.

Accordingly, it is proposed to re-appoint Mrs. Kusum Mittal (DIN: 00035356) as a Whole-time Director of the Company, liable to retire by rotation, for a term of 3 (three) consecutive years w.e.f. 1<sup>st</sup> October, 2019 and she will attain age of 70 years during the proposed tenure, therefore, her re-appointment can be made only by way of special resolution only.

Copy of draft letter of appointment of Mrs. Kusum Mittal (DIN: 00035356) 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 may be deemed to be financially interested in the resolution to the extent of the remuneration as may be payable and her shareholding interest, if any, and Mr. Ramesh Chandra Mittal (Non-Executive Director and Chairman) and Mr. Alok K Garg (Managing Director) and Mrs. Manisha Garg (Whole Time Director) being her relatives may be deemed to be concerned or interested otherwise. Except that none of the other directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution

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

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:

#### 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. 2275.58 Lakhs for the year ended 31 <sup>st</sup> March, 2019 and earned Profits Before Tax Rs. 70.76 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	Mrs. Manisha Garg	Mrs. Kusum Mittal
(1)	Background details	5½ years experience in the managing the Corporate Affairs of the Company and is	Wide experience in the field of Real Estate, Investments, Finance



		actively involved in the day to day business activities.	Business activities.
(2)	Past remuneration	The total Remuneration for the period 2018-19 was Rs. 12,00,000 (Twelve) Lakhs	The total Remuneration for the period 2018-19 was Rs. 18,00,000 (Eighteen) Lakhs
(3)	Recognition or awards	N.A.	N.A.
(4)	Job profile and her suitability	Mrs. Manisha Garg, Whole-time Director is managing the Corporate Affairs and is actively involved in the day to day business activities.	Mrs. Kusum Mittal, Whole-time Director is involved in the management of the Corporate Office at Indore
(5)	Remuneration proposed	Rs. 12.00 Lakh+ perks as may be admissible	Rs. 18.00 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/her origin)	The remuneration proposed is comparable with remuneration for equivalent position in a unit of comparable size and complexity.	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.	Relative of Mr. Ramesh Chandra Mittal (Non Executive Promoter Director and Chairman) Mrs. Kusum Mittal (Whole-time Director) and Mr. Alok K. Garg (Managing Director)	Relative of Mr. Ramesh Chandra Mittal (Non-Executive Promoter Director and Chairman), Mrs. Manisha Garg (Whole-time Director) and Mr. Alok K. Garg (Managing Director)

### 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 6-7% every year

### ITEM NO. 6:

The Board of Directors of Company at its meeting held on 9<sup>th</sup> August, 2019 has considered that the Company is having surplus land bank, that can be utilize in the construction and real estate business activities for the maximization of the return to the Company. It was further considered that the Object Clause of the Company's Memorandum of Association is not having clauses relating to builders and developers of land contractors, colonizers and other related activities related to real estate. Therefore, it has been considered appropriate to make suitable alteration in the Object Clause III(A) for the Main Object by insertion of the new Clause 2.1 after the existing Clause 2 of the Memorandum of Association (MOA) to have authority to perform such activities.

The proposed amended draft MOA is being uploaded on the Company's website for perusal of the Members. Further, a copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM. The aforesaid documents are also available for inspection at the AGM.

As per section 110 of the Companies Act, the approval of members under section 180(1)(c) of the Companies Act, 2013 can be taken through the Postal Ballot Process. However, the Company is providing remote e-voting facility at the ensuing Annual General Meeting, therefore as per Notification No. S.O. 630(E) dated 9<sup>th</sup> Feb., 2018, the Board of directors of the company seek approval of the members by way of the remote e-voting at the annual general meeting.

In terms of Section 4 and 13 of the Act, the consent of the Members by way of Special Resolution is required for change in objects clause of the Memorandum of Association of the Company. Your directors recommend to pass resolutions as set out in the Item No. 6 by way of special resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the resolution except to the extent of their shareholding, if any, in the Company.

**BY ORDERS OF THE BOARD**

Date: 9<sup>th</sup> Aug., 2019  
Place: Pithampur

  
**CS AYUSHI SILOT**  
**COMPANY SECRETARY**  
ACS: 54352

**ROAD MAP**

