

MEDI-CAPS LIMITED

Regd. Office and works:

Mhow - Neemuch Road, Sector 1, CIN: L70100MP1983PLC002231
Pithampur - 454775, Dist. Dhar
Madhya Pradesh, India

Ph:- 07292-256205

Fax:- 0731-4041435

E mail:- investors@medicaps.com

Website:- www.medicaps.com

MCL/SE/2021-2022

Date: 18th August, 2021

Online filing at: www.listing.bseindia.com

To,
The General Manager,
DCS-CRD
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001 (M.H.)

Sub: Submission of Notice of 38th Annual General Meeting of the Company to be held on Tuesday, 28th September, 2021 at 11.00 A.M. (IST)

Ref: MEDI-CAPS LIMITED (BSE Scrip Code: 523144, ISIN: INE442D01010)

Dear Sir/Madam,

We are pleased to submit a Copy of the Notice of the 38th Annual General Meeting of the Company to be held on Tuesday, the 28th day of September, 2021 at 11.00 A.M. (IST) through Video Conferencing or Other Audio Video Means (OAVM) for which purpose the registered office of the company shall be deemed as the venue for the Meeting.

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

Thanking You,
Yours Faithfully,

FOR, MEDI-CAPS LTD.


AYUSHI SILOT
COMPANY SECRETARY &
COMPLIANCE OFFICER



Encl.: Notice of 38th Annual General Meeting

COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Ramesh Chandra Mittal	Chairman & Non Executive Promoter Director
Mr. Alok K Garg	Managing Director
Mrs. Kusum Mittal	Non Executive Women Director
Mr. Ashok Omprakash Agrawal	Non Executive Independent Director
Mr. Pramod Fatehpuria	Non Executive Independent Director
Mr. Dharmendra Solanki**	Non Executive Independent Director

**Directorship of Dr. Shamsher Singh ceased due to his demise on 20.11.2020.*

*** Mr. Dharmendra Solanki appointed as additional director in the category of Independent director w.e.f. 05.02.2021.*

<p>AUDIT COMMITTEE Mr. Ashok Omprakash Agrawal- Chairman Mr. Pramod Fatehpuria- Member Mr. Dharmendra Solanki- Member</p>	<p>STAKEHOLDERS' RELATIONSHIP COMMITTEE Mr. Ashok Omprakash Agrawal- Chairman Mr. Pramod Fatehpuria- Member Mr. Dharmendra Solanki- Member</p>
<p>NOMINATION AND REMUNERATION COMMITTEE Mr. Ashok Omprakash Agrawal- Chairman Mr. Pramod Fatehpuria- Member Mr. Dharmendra Solanki- Member</p>	<p>AUDITORS M/s Rawka & Associates Chartered Accountant, Indore SECRETARIAL AUDITOR M/s L. N. Joshi & Co. Company Secretaries, Indore INTERNAL AUDITOR M/s Praveen Shrivastava & Co. Chartered Accountant, Indore</p>
<p>CS & COMPLIANCE OFFICER CS Ayushi Silot</p>	<p>CHIEF FINANCIAL OFFICER Mr. Hemant Sethi</p>
<p>REGISTERED OFFICE & PLANT Mhow - Neemuch Road, Sector-1 Pithampur, Dhar (M.P.) 454775 Phone: 07292-256205 Email: investors@medicaps.com Website: www.medicaps.com</p>	<p>CORPORATE OFFICE 201, Pushpratna Paradise 9/5, New Palasia, Indore (M.P.) 452001 Phone: 0731-4046321, 4028148 Email: indore@medicaps.com</p>
<p>SHARE TRANSFER AGENT Ankit Consultancy Private Limited Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010 Phone: 0731-4065799 Email: investor@ankitonline.com</p>	<p>STOCK EXCHANGE <i>(Where the Company's Securities are Listed)</i> BSE Limited</p>

NOTICE OF 38TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 38th Annual General Meeting (AGM) of the Members of Medi-Caps Limited will be held on **Tuesday the 28th September, 2021 at 11.00 A.M. (IST)** through Video Conferencing or Other Audio Video Means (OAVM) for which purposes the Registered office of the company shall be deemed as the venue for the Meeting and the proceedings of the Annual General Meeting shall be deemed to be made thereat, to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt:
 - (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2021 together with the Reports of the Board of Directors and the Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2021 together with the report of the Auditors thereon.
2. To appoint a Director in place of **Mr. Alok K. Garg (DIN: 00274321)** Managing Director of the Company, who retires by rotation and being eligible offer himself for re-appointment.

SPECIAL BUSINESSES:

3. To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution** for the Continuation of directorship of Mr. Ramesh Chandra Mittal (DIN: 00035272) as the Non-Executive Director and Chairman of the Company on attaining the age of 75 (seventy five) years.

“RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the members be and is hereby accorded to continue and hold office of Non Executive Non-Independent Director of the Company liable to retire by rotation by Mr. Ramesh Chandra Mittal (DIN: 00035272), notwithstanding that on 16th June, 2022 he attains the age of 75 years.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution** for the Re-appointment of Mr. Alok K Garg, (DIN: 00274321) as a Managing Director of the Company for a period of 5 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 in force) and upon the recommendation of the Nomination and Remuneration Committee and Board of Directors, the consent of the Members of the company be and is hereby accorded for re-appointment of Mr. Alok K. Garg (DIN: 00274321) as Managing Director of the Company for a period of five years w.e.f. 01st April, 2022 to 31st March, 2027 on the terms & condition as mutually decided between the Managing Director & the Board on without remuneration basis.

RESOLVED FURTHER THAT Mr. Alok K. Garg (DIN: 00274321), Managing Director shall be entitled for the reimbursement of actual traveling, boarding and lodging expenses incurred by him in connection with the Company's business.

RESOLVED FURTHER THAT the Board of directors be and are 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 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.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all the needful acts, deeds, matters and things to give effect to this resolution.”

5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution** for appointment of Mr. Dharmendra Solanki (DIN: 09055239) as a Non Executive Independent Director of the Company for a period of 5 years:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 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 17 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members of the company be and is hereby accorded to appoint Mr. Dharmendra Solanki (DIN: 09055239) who was appointed as an additional director by the Board in the category of Non Executive Independent Director and who has given a declaration confirming that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 & Regulation 16 of Securities & Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015 and in respect thereof the Company has received a notice from a member as required under Section 160 of the Companies Act, 2013 and is eligible for appointment as a Non Executive Independent Director of the Company to hold office of Independent Director for a term of five consecutive years w.e.f. 5th February, 2021 to 4th February, 2026 and he will not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all such acts deeds and things as may be required, necessary, expedient, in this behalf to give effect to this resolution.”

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as a **Special Resolution** for re-appointment of Mr. Ashok Omprakash Agrawal (DIN: 07870578) as a Non Executive Independent Director of the Company for a second term of five years:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ashok Omprakash Agrawal (DIN: 07870578), who was appointed as an Independent Director of the Company at the 34th Annual General Meeting of the Company and who hold the office of the Independent Director up to 24th July, 2022 and being eligible for re-appointment as an Independent Director, and in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director and upon recommendation of the Nomination and Remuneration Committee and the Board of directors, Mr. Ashok Omprakash Agrawal (DIN: 07870578), 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. 25th July, 2022 to 24th July, 2027.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all such acts, deeds and things as may be required, necessary, expedient, in this behalf to give effect to this resolution.”

Date: 12th August, 2021
Place: Indore
Medi-Caps Limited
CIN: L70100MP1983PLC002231
Registered Office: Mhow - Neemuch Road
Sector 1 Pithampur Dhar (M.P.) 454775



By orders of the Board

A handwritten signature in black ink, appearing to be "Ayushi Silot".

Ayushi Silot
Company Secretary
ACS: 54352

NOTES:-

1. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, and General Circular no. 02/2021 dated January 13, 2021 (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 (collectively "SEBI Circulars"), have permitted companies to conduct AGM through VC or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of Companies Act, 2013 and rules made there under, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 38th AGM of the Company is being convened and conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The Company has availed the facility of Central Depository Services (India) Limited (CDSL) for convening the 38th AGM through VC/OAVM, a detailed process in which the members can attend the AGM through VC/OAVM has been enumerated in Note number 32 of this Notice.
2. The attendance of the Members attending the Annual General Meeting through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013 (the Act).
3. **ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:** In accordance with the MCA General Circular No. 20/2020 dated 5th May, 2020 & MCA General Circular No. 02/2021 dated 13th January, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 & Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated 15th January, 2021, in view of the prevailing situation and owing to the difficulties involved in dispatching physical copies of the financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for the Financial Year ended 31st March, 2021 pursuant to Section 136 of the Act and Notice calling the AGM pursuant to Section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/R&STA or the Depository Participant(s). The Company will not be dispatching physical copies of such statements and Notice of AGM to any Member.
Members are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with Registrar and Share Transfer Agent by following due procedure.
4. For Members who have not registered their e-mail address and those members who have become the members of the Company after cut-off date Friday, 20th August, 2021 being the cut-off date for sending soft copy of the Notice of 38th Annual General Meeting and Annual Report for the financial year 2020-21, in Portable Document Format (PDF), will also be available on the Company's website www.medicaps.com, website of CDSL i.e. www.evotingindia.com and on website of stock exchanges viz. www.bseindia.com.
5. The Chairman shall, at the Annual General Meeting at the end of discussion on the resolutions on which voting is to be held, allow e-voting to all those members who are present/logged in at

the Annual General Meeting but have not cast their votes by availing the remote e-voting facility

6. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

However, since the 38th Annual General Meeting of the Company will be convened through VC/ OAVM, where there will be no physical attendance of members, the requirement of appointment of proxies pursuant to the provisions of Section 105 of the Act has been dispensed with. Accordingly, attendance slip and proxy form will not be annexed to this Notice.

7. Pursuant to the provisions of Sections 112 and 113 of the Act, body corporate/institutional member can authorize their representatives to attend the Annual General Meeting through VC/OAVM and cast their votes through e-voting. Provided a scan copy (PDF) of the Board Resolution authorizing such representative to attend the Annual General Meeting of the Company through VC/ OAVM on its behalf and to vote through remote e-voting shall be sent to the Scrutinizer through the registered email address of the member(s) at Injoshics@gmail.com with a copy marked to the Company at investors@medicaps.com.
8. Pursuant to Provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Book of the Company will remain closed during the period from Wednesday, 22nd Day of September, 2021 to Tuesday 28th Day of September, 2021(both days inclusive) for the purpose of 38th Annual General Meeting.
9. In terms of Section 152 of the Companies Act, 2013, Mr. Alok K Garg (DIN: 00274321) Managing Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. Details as required in sub-regulation (3) of Regulation 36 of the Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standards on General Meetings (SS-2) in respect of the Director seeking appointment/re-appointment/retire by rotation at the Annual General Meeting, forms integral part of the Notice.
10. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the special businesses set out in the Notice is annexed hereto. Further, additional information with respect to Item No. 3 to 6 is also annexed hereto.
The Board of Directors have considered and decided to include the Item No. 3 to 6 given above as Special Businesses in the forthcoming AGM, as they are unavoidable in nature.
11. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is omitted vide The Companies Amendment Act, 2017 read with Notification S.O. 1833(E) dated 7th May 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the 34th Annual General Meeting, held on 28th September, 2017.
12. **IEPF:** Members whose unclaimed dividends/shares are transferred to the IEPF Authority can claim the same by making an online application to the IEPF Authority in the prescribed Form No. IEPF-5 by following the refund procedure as detailed on the website of IEPF Authority <http://www.iepf.gov.in/IEPF/refund.html>.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Further, as per SEBI Circular dated 20th April, 2018 all securities holders holding securities in physical form should submit their PAN and Bank account details to the Registrar & Share Transfer Agent.
14. Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant(s) and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participant(s). The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.

15. Members who are holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent.
16. **TRANSFER OF SHARES PERMITTED IN DEMAT FORM ONLY:** As per Regulation 40 of the Listing Regulations as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of transmission or transposition of securities. In view of the above and to eliminate risk associated with physical shares and to avail various benefits of dematerialization, members are advised to dematerialize their shares held in physical form.
17. Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, may fill Form SH-13 and send the same to the office of the Company and/or its Registrar & Share Transfer Agent. In case of shares held in dematerialized form, the nomination/change in nomination should be lodged with their respective Depository Participants.
18. Members, who hold shares in multiple Demat accounts and those who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are advised to consolidate their holdings in single Demat account/ Folio.
19. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
20. Members desirous of obtaining any information concerning to the accounts and operations of the Company are requested to send their queries to the Company Secretary at least 7 (seven days) before the date of the meeting so that the required information can be made available at the meeting.
21. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and relevant document referred in this Notice of AGM and explanatory statement, will be available electronically for inspection by the members during the Annual General Meeting. All the documents referred in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM i.e. Tuesday, 28th September, 2021. Members seeking to inspect such documents are requested to write to the Company at investors@medicaps.com.
22. Members are requested to contact the Registrar and Share Transfer Agent for all matter connected with Company's shares at Ankit Consultancy Private Limited, 60 Pardeshipura, Electronic Complex, Indore (M.P.).
23. **Investor Grievance Redressal:** The Company has designated an exclusive e-mail ID i.e. investors@medicaps.com to enable the investors to register their complaints/ send correspondence, if any.
24. **Webcast:** Members who are entitled to participate in the Annual General Meeting can view the proceedings of Annual General Meeting by logging in the website of CDSL at www.evotingindia.com using the login credentials.
25. The Company has appointed Mr. L.N. Joshi, Practicing Company Secretary (Membership No. FCS-5201; CP No.4216) to act as the scrutinizer for conducting the remote e-voting process as well as the e-voting system during Annual General Meeting (insta poll), in a fair and transparent manner.
26. The voting rights of Shareholders shall be in proportion of shares held by them to the total paid up equity shares of the company as on Tuesday 21st September, 2021, being the cut-off date.
27. A person who is not a Member as on Tuesday 21st September, 2021 should treat this Notice for information purposes only.
28. A person who has acquired the shares and has become a member of the Company after dispatch of notice of Annual General Meeting and prior to the Cut-off date i.e. Tuesday 21st September, 2021, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting during Annual General Meeting (insta poll) by following the procedure mentioned in this Notice.
29. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company - www.medicaps.com as soon as possible after the Meeting is over.

30. The procedure for joining the Annual General Meeting through VC/OAVM is mentioned in this Notice. Since the Annual General Meeting will be held through VC/OAVM, the route map is not annexed in this Notice.
31. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, Secretarial Standard on General Meetings ("SS-2"), Regulation 44 of The Securities and Exchange Board of India Listing Regulations and Ministry of Corporate Affairs Circulars, the facility for remote e-voting and e-voting in respect of the business to be transacted at the Annual General Meeting is being provided by the Company through Central Depository Services (India) Limited ("CDSL"). Necessary arrangements have been made by the Company with CDSL to facilitate remote e-voting and e-voting during the Annual General Meeting.
32. **THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND EVOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER**

(i) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

(ii) The voting period begins on **Saturday, 25th September, 2021 from 9.00 A.M.** and ends on **Monday, 27th September, 2021 at 5.00 P.M.** 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 Tuesday 21st September, 2021, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iv) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(v) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat Accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for

<p>securities in Demat mode with CDSL</p>	<p>users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful log in the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you</p>

login through their Depository Participants	can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(vi) LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETINGS FOR SHAREHOLDERS OTHER THAN INDIVIDUAL HOLDING IN DEMAT FORM & PHYSICAL SHAREHOLDERS.

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. 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. Shareholder holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

	For shareholders holding shares in Demat form other than individual 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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 shareholders 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 for the relevant Company i.e. MEDICAPS LIMITED on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.
- (xvii) **Facility for Non – Individual Shareholders and Custodians-For remote voting**

- Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves in the 'Corporates' module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz: investors@medicaps.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

33. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE ANNUAL GENERAL MEETING THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the Annual General Meeting is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the Annual General Meeting.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least Seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investors@medicaps.com. The shareholders who do not wish to speak during the Annual General Meeting but have queries may send their queries in advance seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investors@medicaps.com. These queries will be replied to by the company suitably by email.
 8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 9. Only those shareholders, who are present in the Annual General Meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the Annual General Meeting.
 10. If any Votes are cast by the shareholders through the e-voting available during the Annual General Meeting and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- 34. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES:-**
- i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
 - ii. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
 - iii. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository
- 35. DECLARATION OF RESULTS:**
- A. The scrutinizer shall, immediately after the conclusion of voting during the Annual General Meeting, first count the votes cast during the Annual General Meeting, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson of the Company or the person authorized by him, who shall countersign the same.
 - B. Based on the scrutinizer's report, the Company will submit within 2 (two) working days of the conclusion of the Annual General Meeting to the Stock Exchange, details of the voting results as required under Regulation 44(3) of The Securities and Exchange Board of India Listing Regulations.
 - C. The results declared along with the scrutinizer's report, will be hosted on the website of the Company at www.medicaps.com and on the website of CDSL i.e. www.evotingindia.com, immediately after the declaration of the result by the Chairperson or a person authorized by him in writing and communicated to the Stock Exchanges.
 - D. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Tuesday **28th September, 2021** subject to receipt of the requisite number of votes in favour of the Resolutions.
36. If you have any queries or issues regarding attending Annual General Meeting & e-Voting from the CDSL e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to

helpdesk.evoting@cdslindia.com or contact @ (022-23058738) or (022-23058543) or (022-23058542).

37. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

By orders of the Board



A handwritten signature in black ink, appearing to read "Ayushi Silot".

Ayushi Silot
Company Secretary
ACS: 54352

Date: 12th August, 2021
Place: Indore
Medi-Caps Limited
CIN: L70100MP1983PLC002231
Registered Office: Mhow - Neemuch Road
Sector 1 Pithampur Dhar (M.P.) 454775

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

ITEM NO. 3:- CONTINUATION OF DIRECTORSHIP OF MR. RAMESH CHANDRA MITTAL (DIN: 00035272) AS THE NON-EXECUTIVE DIRECTOR AND CHAIRMAN OF THE COMPANY ON ATTAINING THE AGE OF 75 (SEVENTY FIVE) YEARS:

Mr. Ramesh Chandra Mittal (DIN: 00035272) aged 74, is the Chairman and Non-Executive Director of the Company, liable to retire by rotation. He is also one of the promoters of the Company. In accordance with Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed entity shall appoint a person or continue the Directorship of any person as a Non-Executive Director who has attained the age of seventy-five years unless a special resolution is passed to that effect. Mr. Ramesh Chandra Mittal will attain the age of 75 years on 16th June, 2022 and the continuation of his Directorship will be subject to approval by the shareholder by special resolution. Hence the approval of the shareholders is sought for the continuation of his Directorship on the Board of the Company in category of Non executive Non Independent Director even after attaining the age of 75 years.

Mr Ramesh Chandra Mittal is a founder member of the Company and possess unparalleled extensive knowledge in pharmaceutical and real estate sector and expertise of more than 44 years at senior management level in various companies. He carries a vision of growth of the Company and has made invaluable contributions to the success and performance of the Company over the years. Looking to his total devotion and resultant progress made by the Company under his dynamic leadership skills in spite of various difficulties faced by the Company in time to time and in the best interest of the company to continue to avail his valuable expertise the Board recommends the Special Resolution set out in item no. 3 of this notice for approval of members.

Further, that Mr. Alok K Garg (Managing Director), Mrs. Kusum Mittal (Non-Executive Women 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.

ITEM NO. 4:- RE-APPOINTMENT OF MR. ALOK K GARG, (DIN: 00274321) AS A MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 YEARS:

Mr. Alok K. Garg (DIN: 00274321) was re-appointed at the 35th Annual General Meeting held on 25th September, 2018 as the Managing Director for a period of 3 years w.e.f. 1st April, 2019 till 31st March, 2022. Hence his tenure shall be over on 31st March, 2022, therefore it is required to reappoint the same as per requirement of Section 203 of the Companies Act, 2013 and rules made there under.

Mr. Alok K. Garg (DIN: 00274321) is eligible for re-appointment for period of five years after seeking approval of the members by passing Ordinary resolution in accordance with the provisions contained in Section 190, 196, 197 and 203 of the Companies Act, 2013 read with Schedule V of the Companies Act 2013 on without any remuneration and terms and conditions as mentioned in item no. 4 of notice.

The detailed profile of Mr. Alok K. Garg (DIN: 00274321) as required under the provisions of Regulation 36(3) of The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable provisions have been provided in this notice.

Considering the valuable contribution and experience the Nomination and Remuneration Committee and the Board at their meeting held on 12th August, 2021 considered that the Company needs to re-appoint Mr. Alok K. Garg (DIN: 00274321) as a Managing Director for a further period of five years w.e.f. 1st April, 2022 till 31st March, 2027 and recommend to pass necessary ordinary resolution at the Meeting.

Further due to the discontinuation of manufacturing activities of pharmaceutical business and non availability of revenue from real estate project, at present Mr. Alok K. Garg, Managing Director is not drawing any remuneration from the company and also given his consent for not drawing any further remuneration from the company therefore, the provisions of Section II of part II of Schedule V of the Companies Act, 2013 is not applicable to the Company. Further Mr. Alok K Garg is also holding office of Managing Director in Wholly owned subsidiary i.e. Medgel Private Limited & drawing remuneration of Rs. 6,00,000/- P.M. (Rupees Six Lakhs Only) from that company.

The terms and conditions of his re-appointment and remuneration are set out in the resolution proposed to be passed, including following:

- The term of Managing Director's reappointment is for period of five years with effect from 1st April, 2022 to 31st March, 2027 and to hold office liable to retire by rotation.
- The reappointment of the Managing director shall be without remuneration basis and further no sitting fee shall be payable to the Managing Director during his tenure for attending the any meeting of the Board and committee thereof.
- Managing Director shall be entitled for the reimbursement of actual traveling, boarding and lodging expenses incurred by him in connection with the Company's business.
- Each party may terminate the above said appointment/re-appointment with three months notice in writing.

The above may be treated as a written memorandum setting out the terms of reappointment of Mr. Alok K. Garg as a Managing Director under section 190 of the Companies Act, 2013.

Mr. Alok K. Garg is a promoter and also holds 32,25,920 Equity Shares of Rs. 10/- each consisting of 25.87% of the total paid up capital of the Company.

Further, that Mr. Ramesh Chandra Mittal (Non Executive Chairman), Mrs. Kusum Mittal (Non-Executive Women 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.

ITEM NO. 5:- APPOINTMENT OF MR. DHARMENDRA SOLANKI (DIN: 09055239) AS AN NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 YEARS

Mr. Dharmendra Solanki (DIN: 09055239), was appointed as an Additional Director as well as Non-Executive Independent Director of the Company at the meeting of the Board of Directors held on 05th February, 2021 in accordance with the provisions of Section 161 of the Companies Act, 2013 ("the Act").

Further the Nomination & Remuneration Committee of the Board at its Meeting held on 5th February, 2021 had recommended the appointment of Mr. Dharmendra Solanki (DIN: 09055239) who had varied experiences in the field of business & administration activities. The Board as per the recommendation of the Nomination and Remuneration Committee, considers that, given the background and experience,

of Mr. Dharmendra Solanki (DIN: 09055239) it would be beneficial to the Company and it is desirable to avail services as an Independent Director.

The Company has also received notice in writing from member under Section 160 of the Act, proposing the candidature of Mr. Dharmendra Solanki (DIN: 09055239) for the office of Independent Director of the Company. Accordingly, it is proposed to appoint Mr. Dharmendra Solanki (DIN: 09055239) as an Independent Director of the Company, not liable to retire by rotation, for a 1st term of 5 (five) consecutive years on the Board of the Company w.e.f 5th Feb., 2021 till 4th Feb., 2026 & pass necessary resolution at the Meeting. Mr. Dharmendra Solanki (DIN: 09055239) provided his consent, accepted the terms and conditions and code of conduct as specified under Schedule IV of the Companies Act, 2013 for his appointment as an Additional Director in the category of Independent Director of the company.

Mr. Dharmendra Solanki (DIN: 09055239) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declaration from him that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he fulfills the conditions for appointment as an Independent Director as specified in the Companies Act, 2013. Mr. Dharmendra Solanki (DIN: 09055239) does not possess any shares in the company and none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, is concerned or interested, financially or otherwise, in the resolution.

The brief profile of Mr. Dharmendra Solanki (DIN: 09055239) who is proposed to be appointed as an independent director is annexed herewith separately with this notice.

Accordingly the Board recommends the Ordinary Resolution set out in item no. 5 of this notice for approval of members.

ITEM NO. 6:- RE-APPOINTMENT OF MR. ASHOK OMPRAKASH AGRAWAL (DIN: 07870578) AS AN NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

Mr. Ashok Omprakash Agrawal (DIN: 07870578), was appointed as Non Executive Independent Directors of the Company at the 34th Annual General Meeting of the company and he is eligible to holds office as Independent Directors up to 24th July, 2022 ("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 Mr. Ashok Omprakash Agrawal (DIN: 07870578) 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 him during his tenure, the continued association of Mr. Ashok Omprakash Agrawal (DIN: 07870578) would be beneficial for the Company and it is desirable to continue to avail his services as an Independent Director.

Accordingly, it is proposed to re-appoint Mr. Ashok Omprakash Agrawal (DIN: 07870578) 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 w.e.f. 25th July, 2022 to 24th July, 2027 & pass necessary Special resolution at the Meeting.

Mr. Ashok Omprakash Agrawal (DIN: 07870578) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declaration from him that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he fulfills the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The Company has received notices in writing from a Member under Section 160 of the Act, proposing the candidature of Mr. Ashok Omprakash Agrawal (DIN: 07870578) for the office of Director of the Company.

The brief profile of Mr. Ashok Omprakash Agrawal (DIN: 07870578) who is proposed to be re-appointed as an independent director is annexed herewith separately with this notice.

Mr. Ashok Omprakash Agrawal (DIN: 07870578) does not possess any shares in the company and none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, is concerned or interested, financially or otherwise, in the resolution.

Accordingly the Board recommends the Special Resolution set out in item no. 6 of this notice for approval of members.

By orders of the Board

Date: 12th August, 2021

Place: Indore

Medi-Caps Limited

CIN: L70100MP1983PLC002231

Registered Office: Mhow - Neemuch Road

Sector 1 Pithampur Dhar (M.P.) 454775



(Signature)

Ayushi Silot

Company Secretary

ACS: 54352

ADDITIONAL INFORMATION OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATION, 2015 AND SECRETARIAL STANDARD OF GENERAL MEETING:

Name of Director	Mr. Ramesh Chandra Mittal (Chairman & Non-Executive Non-Independent Director)	Mr. Alok K Garg (Managing Director)	Mr. Ashok Omprakash Agrawal (Non Executive Independent Director)	Mr. Dharmendra Solanki (Non Executive Independent Director)
DIN	00035272	00274321	07870578	09055239
Date of Birth	16 th June, 1947	27 th April, 1969	16 th July, 1960	24 th September, 1975
Date of Appointment	6 th August, 1983	1 st April, 1999	25 th July, 2017	5 th February, 2021
Expertise / Experience in specific functional areas	Having wide experience of more than 4 decades in the field of pharma industry and real estates.	Having wide experience of more than 21 years in the field of pharma industry and real estates sector	He is energetic, focused and organized personality and having vast experience of business and administration. He is Past Honorary Joint Secretary of AIMP (Association of Industries of M.P.)	He Possess 22 years of post qualification experience and a good exposure in Accounts, Finance and Taxation.
Qualification	B. Pharma	Bachelor of Business Administration (Honors) , Master of Business Administration (Marketing), Diploma in Export Documentation & Implementation from The Indian Institute of Foreign	Bachelor of Commerce	Bachelor of Commerce & Master of Commerce

		Trade, Delhi		
No. & % of Equity Shares held in the Company	10000 (0.08%)	32,25,920 (25.87%)	-	-
List of outside Company's directorship	1. Medpak India Limited 2. Crystal Devcon Private Limited 3. North Rajasthan Holdings Private Limited 4. Geet Dwellers Private Limited 5. Medgel Private Limited.	1. Medgel Private Limited 2. Medpak India Limited	1. Medgel Private Limited	-
Chairman / Member of the Committees of the Board of Directors of the Company	Chairman and Non-Executive Director of the Company	-	Chairman of the following Committee: 1) Audit Committee; 2) Nomination & remuneration Committee; 3) Stakeholders Relationship Committee;	Member of the following committees: 1) Audit Committee; 2) Nomination & remuneration Committee; 3) Stakeholders Relationship Committee;
Salary or Sitting fees paid	NIL	Rs. 50,000	NIL	NIL
Chairman / Member of the Committees of the Board Directors of other Companies in which he is director	-	Member of Audit Committee and Nomination & Remuneration Committee of Medgel Private Limited- Wholly Owned Subsidiary of Medicaps Limited	Chairman & Member of Audit Committee and Nomination & Remuneration Committee of Medgel Private Limited- Wholly Owned Subsidiary of Medicaps Limited	-
Disclosure of relationships between directors inter-se	Relative of 1) Director Mrs. Kusum Mittal (Wife), 2)-Managing Director Mr. Alok K Garg (son in law)	1) Mr. Ramesh Chandra Mittal (Chairman & Non-Executive Director)- Father in law 2) Mrs. Kusum Mittal (Non-Executive Women Director)-Mother in Law.	-	-
Attendance at Board Meetings	During the year, 1st April, 2020 to 31st March, 2021, 5 Board Meetings of the Company were held, and Mr Ramesh Mittal	During the year, 1st April, 2020 to 31st March, 2021, 5 Board Meetings of the Company were held, and Mr. Alok	During the year, 1st April, 2020 to 31st March, 2021, 5 Board Meetings of the Company were held, and Mr.	During his tenure only one board meeting was held as he was appointed as additional director with effect from 5 th February, 2021. He has

had attended all Meetings.	K Garg had attended all Meetings.	Ashok Omprakash Agarwal had attended all Meetings.	attended that meeting as an invitee.
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BRIEF RESUME

S. No.	Name	Brief Resume
1.	Mr. Ramesh Chandra Mittal	Mr. Ramesh Chandra Mittal has more than 4 decades of experience in the field of Pharma and Real Estate Sector. He has completed his Bachelor of Pharmacy
2.	Mr. Alok K. Garg	Mr. Alok K. Garg has experience of more than 21 years in the various areas of the company in the Pharma and Real Estate Sector. He has completed Bachelor of Business Administration (Honors), Master of Business Administration (Marketing), Diploma in Export Documentation & Implementation from The Indian Institute of Foreign Trade, 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 manifolds.
3.	Mr. Ashok Omprakash Agrawal	Mr. Ashok Omprakash Agrawal has completed his Bachelor of Commerce. He has also cleared The Institute of Company Secretaries of India (Inter). He has a vast experience of business and administration. He represents a unique blend of scientific knowledge and business acumen. Thinking out of the box, challenging assumptions and innovation are some of the key principles that shape his strategic thought process.
4.	Mr. Dharmendra Solanki	He has completed Bachelors Degree and Masters Degree in commerce from a reputed institution, Vikram University, Ujjain (M.P.). He Possess 22 years of post qualification experience and a good exposure in Accounts, Finance and Taxation. He is well known for his analytical skills and abilities to deal with accounting and finance issues. Mr. Dharmendra Solanki possesses humble confidence with unwavering professionalism and has innate problem solving skills. He pays attention to details and has great knowledge of taxation as well.

Date: 12th August, 2021
Place: Indore
Medi-Caps Limited
CIN: L70100MP1983PLC002231
Registered Office: Mhow - Neemuch Road
Sector 1 Pithampur Dhar (M.P.) 454775



By orders of the Board

Ayushi Silot
Company Secretary
ACS: 54352