

SCRUTINIZERS' REPORT

*For e-voting at the 31st Annual General Meeting of
Medicaps Ltd.
to be held on Saturday the 27th Sept., 2014*

Neha V JAIN & CO.

Chartered Accountant

403, Arcade Silver, 56, 1 New Palasiya, Indore (M.P.) 452001

Email: nehajain2207@gmail.com cell: 9425442024 Phone 0731-2541132

NJ/MCL/2014

24th Sept, 2014

To,
The Chairman of the Board of Directors of
Medicaps Ltd.
Mhow-Neemuch road
Sector-I, Pithampur-454775
Distt. Dhar (M.P)

Sub: Submission of the Scrutinizers' Report on e-voting conducted pursuant to the provision of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the rule) and Clause 35B of the Listing Agreement.

Dear Sir,

I refer to my appointment as scrutinizer by the Board of Directors of Medicaps Ltd. (The Company) vide Letter Dt. 13th August, 2014, to Scrutinize the e-voting process in a fair and transparent manner pursuant to the provision of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the rule) and Clause 35B of the Listing Agreement for the 31st Annual General Meeting (AGM) of the Company to be held on Saturday the 27th Sept, 2014 at the Registered Office of the Company at Pithampur, Distt Dhar (M.P.).

I have carried out the work as Scrutinizer on close of working hours on 23rd Sept, 2014. I had scrutinized and reviewed the voting through electronic means and votes tendered there in.

My responsibility as a scrutinizer for the e-voting process is restricted to make a scrutinizers' report of the votes cast in **Favour** or **Against** the resolution stated in the Notice of the AGM, based on the reports generated in the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facility and engaged by the Company.

I herewith submit the scrutinizer's report on the results of the e-voting along with the relevant listings.

Thanking you
Yours faithfully
For, NEHA V JAIN & CO.
CHARTERED ACCOUNTANT

Neha
NEHA JAIN
PROPRIETOR
M.NO.: 421843
FRN: 019399C
Encl.: a/a

Report of Scrutinizer's

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To,
 The Chairman of the Board of Directors of
Medicaps Ltd.
 Mhow-Neemuch road
 Sector-I, Pithampur-454775
 Distt. Dhar (M.P)

Dear Sir,

I **Neha Jain** proprietor of **Neha V. Jain & Co.**, Chartered Accountant Indore, was appointed as scrutinizer for the purpose of scrutinizing the E-voting process of **Medicaps Ltd.** (CIN: L24232MP1983PLC002231) in a fair and transparent manner, for the below mentioned resolution(s) as contained in the Notice of the 31st Annual General Meeting (AGM) of the Company to be held on Saturday the 27th Sept., 2014, I submit my report on e-voting results as under:

1. The e-voting services were provided by National Securities Depository Ltd. (NSDL).
2. The E-voting period commenced from 9.00 A.M. (IST) and concluded at 6.00 P.M. (IST) on 23rd Sept., 2014.
3. The Shareholder holding shares on the "Cut-off date" i.e., 8th August, 2014, were entitled to vote on the proposed resolutions stated in the Notice of the Company.
4. The portal was unblocked on 23rd Sept., 2014 after 06:00 P.M (IST) in the presence of two witnesses Mr. Rachit Rawka and Ms. Saroj Chordia who are not in the employment of the Company.
5. The results of e-voting along with the list of shareholders who voted "FOR" and "AGAINST" the below resolutions were downloaded from the e-voting website of NSDL.

Item No.1: Ordinary Resolution

Approval of the Audited Financial Statements, for the year ended 31st March, 2014 and Reports of Board of Directors and Auditors thereon.

(i) Voted in **favour** of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
17	6254116	100

(ii) Voted **against** the resolution:

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0



(iii) Invalid votes:		
Total number of members whose votes were invalid		Total number of votes cast by them
Nil		Nil

Item No.2: Ordinary Resolution

To appoint a Director in place of Shri Ramesh Chandra Mittal who retires by rotation and being eligible, offers himself for Re-Appointment.

(i) Voted in favour of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
15	6253068	99.98

(ii) Voted against the resolution:

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
2	1048	0.02

(iii) Invalid votes:

Total number of members whose votes were invalid	Total number of votes cast by them
Nil	Nil

Item No.3: Ordinary Resolution

Appointment of M/s C.P. Rawka & Co., Chartered Accountants (F.R.No. 000518C) as the Auditors for a period of 3 years upto 34th AGM to be held in the year 2017 and to fix their remuneration.

(i) Voted in favour of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
17	6254116	100

(ii) Voted against the resolution:

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were invalid	Total number of votes cast by them
Nil	Nil



Item No.4: Special Resolution
Appointment of Shri. Pramod Fatehpuria (DIN 00972389) u/s 160 of the Companies Act, 2013 as an additional Director under the category of an Independent director of the Company for a term of five years upto 28.05.2019.

(i) Voted in **favour** of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
15	6253068	99.98

(ii) Voted **against** the resolution:

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
2	1048	0.02

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
Nil	Nil

Item No.5: Ordinary Resolution
Appointment of Dr. Shashi Kant Sharma (DIN 00204610) u/s 160 of the Companies Act, 2013 as an Independent Director of the Company for a term of five years upto 31.03.2019.

(i) Voted in **favour** of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
17	6254116	100

(ii) Voted **against** the resolution:

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
Nil	Nil

Item No.6: Ordinary Resolution
Appointment of Dr. Shamsher Singh (DIN 00204290) u/s 160 of the Companies Act, 2013 as an Independent Director of the Company for a term of five years upto 31.03.2019.

(i) Voted in **favour** of the resolution:



Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
17	6254116	100

(ii) Voted **against** the resolution:

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
Nil	Nil

Item No.:7 Ordinary Resolution

Appointment of Dr. Keshav Singh Verma (DIN 01490522) u/s 160 of the Companies Act, 2013 as an Independent Director of the Company for a term of five years upto 31.03.2019.

(i) Voted in **favour** of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
15	6253068	99.98

(ii) Voted **against** the resolution:

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
2	1048	0.02

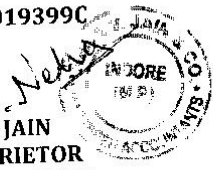
(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
Nil	Nil

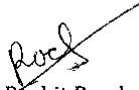
The relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the 31st Annual General Meeting and the same shall thereafter be handed over to the Company Secretary for safe keeping.

For, NEHA V. JAIN & CO.
CHARTERED ACCOUNTANT
 FRN: 019399C

NEHA JAIN
 PROPRIETOR
 M.NO.: 421843



We the undersigned witnessed that the votes were unblocked from the e-voting website of National Securities Depository Limited (<http://www.evoting.nsdl.com>) in our presence at 6.15 p.m on 23.09.2014 at the office of the Scrutinizer.



Mr. Raghav Rawka



Ms. Saroj Chordia