

Regd. Office & Works :  
Mhow-Neemuch Road, Sector-1,  
Pithampur- 454 775, Distt. Dhar,  
Madhya Pradesh, INDIA

CIN : L24232MP1983PLC002231

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MEDICAPS /SE/18-19

27<sup>th</sup> September, 2018

Online filing at [www.listing.bseindia.com](http://www.listing.bseindia.com)

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

**BSE Code: 523144**

**Sub.: Declaration of Remote voting and Poll results- Compliance with Regulation 44 (3) of SEBI (LODR) Regulation, 2015 in relation to the Annual General Meeting held on 25<sup>th</sup> September, 2018.**


Dear Sir,

With reference to the captioned subject, we are enclosing herewith the details of voting results (remote e-voting and by poll) of the 35<sup>th</sup> Annual General Meeting of the Company held on Tuesday, 25<sup>th</sup> September, 2018 at 11.00 A.M. and concluded at 11:45 A.M. at the registered office of the Company situated at Mhow - Neemuch Road Sector 1 Pithampur Dhar M.P. 454775.

Kindly note that the Chairman has declared the result of voting of the aforesaid Annual General Meeting on 27<sup>th</sup> September, 2018 on the basis of report submitted by the Scrutinizer for remote e-voting and poll for the above mentioned purpose.

The E-Voting results are being filed in XBRL mode. We are also enclosing the Scrutinizer Report and request you to please take the same on your records for reference and further needful.

Thanking You,  
Yours Faithfully,  
For, MEDI-CAPS LTD.

  
**AYUSHI SILOT**  
COMPANY SECRETARY &  
COMPLIANCE OFFICER  
Encl: a/a



Indore Office :

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

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## Voting Results of the 35<sup>th</sup> Annual General Meeting of MEDI-CAPS LIMITED

held on 25<sup>th</sup> Sept., 2018 at registered office of the company situated at Mhow - Neemuch Road,  
Sector-1, Pithampur, Dhar (M.P.) 454775 at 11:00 A.M. and concluded at 11:45 A.M.

| Date of the AGM  | 25 <sup>th</sup> September, 2018 |
|--|----------------------------------|
| Total number of shareholders on record date                                  | 4162                             |
| No. of shareholder present in the meeting either in person or through proxy: |                                  |
| - Promoters and Promoter Group:  | 4                                |
| - Public:  | 12                               |
| No. of Shareholders attended the meeting through Video Conferencing          |                                  |
| - Promoters and Promoter Group:  | 0                                |
| - Public   | 0                                |

### Agenda-wise disclosure:

**Item No.1: Ordinary Resolution: Consideration, approval and adoption of the Financial Statements of the Company containing the Audited Balance Sheet as at March 31, 2018, the Statement of Profit & Loss and Cash Flow for the year ended March 31, 2018 with the Reports of the Board's and Auditors thereon.**

| Resolution required: (Ordinary/Special)                                   |                |                    | Ordinary            |  |                          |                        |  |  |
|---|----------------|--------------------|---------------------|--|--------------------------|------------------------|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | No                  |  |                          |                        |  |  |
| Categ ory   | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares= $[(2)/(1)]*100$ | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled $[(4)/(2)]*100$ | % of Votes against on votes polled $[(5)/(2)]*100$ |
|   |                | (1)                | (2)                 | (3)  | (4)                      | (5)                    | (6)  | (7)  |
| Promoter and Promoter Group   | E-Voting       | 6251932            | 6251532             | 99.99%   | 6251532                  | 0                      | 100.00%  | 0  |
|   | Poll           |                    | 0                   | 0  | 0                        | 0                      | 0  | 0  |
|   | Postal Ballot  |                    | 0                   | 0  | 0                        | 0                      | 0  | 0  |
|   | <b>Total</b>   | <b>6251932</b>     | <b>6251532</b>      | <b>99.99%</b>  | <b>6251532</b>           | <b>0</b>               | <b>100.00%</b>                                       | <b>0</b>   |
| Public Institutions   | E-Voting       | 0                  | 0                   | 0  | 0                        | 0                      | 0  | 0  |
|   | Poll           |                    | 0                   | 0  | 0                        | 0                      | 0  | 0  |
|   | Postal Ballot  |                    | 0                   | 0  | 0                        | 0                      | 0  | 0  |
|   | <b>Total</b>   | <b>0</b>           | <b>0</b>            | <b>0</b>   | <b>0</b>                 | <b>0</b>               | <b>0</b>   | <b>0</b>   |
| Public Non Institutions   | E-Voting       | 6218024            | 15280               | 0.25%  | 15280                    | 0                      | 100.00%  | 0  |
|   | Poll           |                    | 10772               | 0.17%  | 10772                    | 0                      | 100.00%  | 0  |
|   | Postal Ballot  |                    | 0                   | 0  | 0                        | 0                      | 0  | 0  |
|   | <b>Total</b>   | <b>6218024</b>     | <b>26052</b>        | <b>0.42%</b>   | <b>26052</b>             | <b>0</b>               | <b>100.00%</b>                                       | <b>0</b>   |
| <b>Total</b>  |                | <b>12469956</b>    | <b>6277584</b>      | <b>50.34%</b>  | <b>6277584</b>           | <b>0</b>               | <b>N.A.</b>  | <b>N.A.</b>  |

On the basis of the above mentioned voting results the Chairman declared that Resolution No. 1 was passed UNANIMOUSLY AS ORDINARY RESOLUTION.

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**Item No.2: Ordinary Resolution: Re-Appoint Mr. Alok K. Garg (DIN: 00274321), who is retires by rotation and being eligible offer himself for reappointment.**

| Resolution required: (Ordinary/Special)                                   |                | Ordinary           |                     |  |                          |                        |  |  |
|---|----------------|--------------------|---------------------|--|--------------------------|------------------------|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | No                 |                     |  |                          |                        |  |  |
| Category  | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares= $[(2)/(1)]*100$ | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled $[(4)/(2)]*100$ | % of Votes against on votes polled $[(5)/(2)]*100$ |
|   |                | (1)                | (2)                 | (3)  | (4)                      | (5)                    | (6)  | (7)  |
| Promoter and Promoter Group   | E-Voting       | 6251932            | 6251532             | 99.99%   | 6251532                  | 0                      | 100.00%  | 0  |
|   | Poll           |                    | 0                   | 0  | 0                        | 0                      | 0  | 0  |
|   | Postal Ballot  |                    | 0                   | 0  | 0                        | 0                      | 0  | 0  |
|   | <b>Total</b>   | <b>6251932</b>     | <b>6251532</b>      | <b>99.99%</b>  | <b>6251532</b>           | <b>0</b>               | <b>100.00%</b>                                       | <b>0</b>   |
| Public Institutions   | E-Voting       | 0                  | 0                   | 0  | 0                        | 0                      | 0  | 0  |
|   | Poll           |                    | 0                   | 0  | 0                        | 0                      | 0  | 0  |
|   | Postal Ballot  |                    | 0                   | 0  | 0                        | 0                      | 0  | 0  |
|   | <b>Total</b>   | <b>0</b>           | <b>0</b>            | <b>0</b>   | <b>0</b>                 | <b>0</b>               | <b>0</b>   | <b>0</b>   |
| Public Non Institutions   | E-Voting       | 6218024            | 15280               | 0.25%  | 15280                    | 0                      | 100.00%  | 0  |
|   | Poll           |                    | 10772               | 0.17%  | 10772                    | 0                      | 100.00%  | 0  |
|   | Postal Ballot  |                    | 0                   | 0  | 0                        | 0                      | 0  | 0  |
|   | <b>Total</b>   | <b>6218024</b>     | <b>26052</b>        | <b>0.42%</b>   | <b>26052</b>             | <b>0</b>               | <b>100.00%</b>                                       | <b>0</b>   |
| <b>Total</b>  |                | <b>12469956</b>    | <b>6277584</b>      | <b>50.34%</b>  | <b>6277584</b>           | <b>0</b>               | <b>N.A.</b>  | <b>N.A.</b>  |

On the basis of the above mentioned voting results the Chairman declared that Resolution No. 2 was passed UNANIMOUSLY AS ORDINARY RESOLUTION.

**Item No.3: Ordinary Resolution: Ratification of appointment of M/s Rawka & Associates, Chartered Accountants, Indore (ICAI Firm Registration No. 021606C) as the Statutory Auditors of the Company and approval to dispense off the requirement of ratification of auditor upto their remaining term of appointment and fix their remuneration.**

| Resolution required: (Ordinary/Special)                                   |                | Ordinary           |                     |  |                          |                        |  |  |
|---|----------------|--------------------|---------------------|--|--------------------------|------------------------|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | No                 |                     |  |                          |                        |  |  |
| Category  | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares= $[(2)/(1)]*100$ | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled $[(4)/(2)]*100$ | % of Votes against on votes polled $[(5)/(2)]*100$ |
|   |                | (1)                | (2)                 | (3)  | (4)                      | (5)                    | (6)  | (7)  |
| Promoter and Promoter Group   | E-Voting       | 6251932            | 6251532             | 99.99%   | 6251532                  | 0                      | 100.00%  | 0  |
|   | Poll           |                    | 0                   | 0  | 0                        | 0                      | 0  | 0  |
|   | Postal Ballot  |                    | 0                   | 0  | 0                        | 0                      | 0  | 0  |
|   | <b>Total</b>   | <b>6251932</b>     | <b>6251532</b>      | <b>99.99%</b>  | <b>6251532</b>           | <b>0</b>               | <b>100.00%</b>                                       | <b>0</b>   |
| Public  | E-Voting       | 0                  | 0                   | 0  | 0                        | 0                      |  |  |





|                         |               |                 |                |               |                |          |                |             |
|-------------------------|---------------|-----------------|----------------|---------------|----------------|----------|----------------|-------------|
| Institutions            | Poll          |                 | 0              | 0             | 0              | 0        | 0              | 0           |
|                         | Postal Ballot |                 | 0              | 0             | 0              | 0        | 0              | 0           |
|                         | <b>Total</b>  | <b>0</b>        | <b>0</b>       | <b>0</b>      | <b>0</b>       | <b>0</b> | <b>0</b>       | <b>0</b>    |
| Public Non Institutions | E-Voting      | 6218024         | 15280          | 0.25%         | 15280          | 0        | 100.00%        | 0           |
|                         | Poll          |                 | 10772          | 0.17%         | 10772          | 0        | 100.00%        | 0           |
|                         | Postal Ballot |                 | 0              | 0             | 0              | 0        | 0              | 0           |
|                         | <b>Total</b>  | <b>6218024</b>  | <b>26052</b>   | <b>0.42%</b>  | <b>26052</b>   | <b>0</b> | <b>100.00%</b> | <b>0</b>    |
| <b>Total</b>            |               | <b>12469956</b> | <b>6277584</b> | <b>50.34%</b> | <b>6277584</b> | <b>0</b> | <b>N.A.</b>    | <b>N.A.</b> |

On the basis of the above mentioned voting results the Chairman declared that Resolution No. 3 was passed UNANIMOUSLY AS ORDINARY RESOLUTION.

**Item No.4 Ordinary Resolution: To re-appointment Mr. Alok K Garg (DIN: 00274321) as the Managing Director, for a period of 3 years w.e.f. 1<sup>st</sup> April, 2019.**

| Resolution required: (Ordinary/ Special)                                  |                |                    | <i>Ordinary</i>     |   |                          |                        |   |   |
|---|----------------|--------------------|---------------------|---|--------------------------|------------------------|---|---|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | <i>Yes</i>          |   |                          |                        |   |   |
| Category  | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares= $\frac{(2)}{(1)} \times 100$ | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled $\frac{[(4)/(2)] \times 100}{100}$ | % of Votes against on votes polled $\frac{[(5)/(2)] \times 100}{100}$ |
|   |                | (1)                | (2)                 | (3)   | (4)                      | (5)                    | (6)   | (7)   |
| Promoter and Promoter Group   | E-Voting       | 6251932            | 6197112             | 99.12%  | 6197112                  | 0                      | 100.00%   | 0   |
|   | Poll           |                    | 0                   | 0   | 0                        | 0                      | 0   | 0   |
|   | Postal Ballot  |                    | 0                   | 0   | 0                        | 0                      | 0   | 0   |
|   | <b>Total</b>   | <b>6251932</b>     | <b>6197112</b>      | <b>99.12%</b>   | <b>6197112</b>           | <b>0</b>               | <b>100.00%</b>  | <b>0</b>  |
| Public Institutions   | E-Voting       | 0                  | 0                   | 0   | 0                        | 0                      | 0   | 0   |
|   | Poll           |                    | 0                   | 0   | 0                        | 0                      | 0   | 0   |
|   | Postal Ballot  |                    | 0                   | 0   | 0                        | 0                      | 0   | 0   |
|   | <b>Total</b>   | <b>0</b>           | <b>0</b>            | <b>0</b>  | <b>0</b>                 | <b>0</b>               | <b>0</b>  | <b>0</b>  |
| Public Non Institutions   | E-Voting       | 6218024            | 15280               | 0.25%   | 15280                    | 0                      | 100.00%   | 0   |
|   | Poll           |                    | 570                 | 0.00%   | 570                      | 0                      | 100.00%   | 0   |
|   | Postal Ballot  |                    | 0                   | 0   | 0                        | 0                      | 0   | 0   |
|   | <b>Total</b>   | <b>6218024</b>     | <b>15850</b>        | <b>0.25%</b>  | <b>15850</b>             | <b>0</b>               | <b>100.00%</b>  | <b>0</b>  |
| <b>Total</b>  |                | <b>12469956</b>    | <b>6212962</b>      | <b>49.82%</b>   | <b>6212962</b>           | <b>0</b>               | <b>N.A.</b>   | <b>N.A.</b>   |

On the basis of the above mentioned voting results the Chairman declared that Resolution No. 4 was passed UNANIMOUSLY AS ORDINARY RESOLUTION.

**Item No.5 Special Resolution: To re-appointment Dr. Shamsher Singh (DIN: 00204290) as the Independent Director, for a second term of 5 (Five) consecutive years, w.e.f. 01<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.**

| Resolution required: (Ordinary/ Special)                                  |                |                    | <i>Special</i>      |   |                          |                        |   |                                    |
|---|----------------|--------------------|---------------------|---|--------------------------|------------------------|---|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | <i>No</i>           |   |                          |                        |   |                                    |
| Category  | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares= $\frac{(2)}{(1)} \times 100$ | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled $\frac{[(4)/(2)] \times 100}{100}$ | % of Votes against on votes polled |

1



|                             |               | (1)             | (2)            | (3)           | (4)            | (5)         | (6)            | ] *100<br>(7) |
|-----------------------------|---------------|-----------------|----------------|---------------|----------------|-------------|----------------|---------------|
| Promoter and Promoter Group | E-Voting      | 6251932         | 6251532        | 99.99%        | 6251532        | 0           | 100.00%        | 0             |
|                             | Poll          |                 | 0              | 0             | 0              | 0           | 0              | 0             |
|                             | Postal Ballot |                 | 0              | 0             | 0              | 0           | 0              | 0             |
|                             | <b>Total</b>  | <b>6251932</b>  | <b>6251532</b> | <b>99.99%</b> | <b>6251532</b> | <b>0</b>    | <b>100.00%</b> | <b>0</b>      |
| Public Institutions         | E-Voting      | 0               | 0              | 0             | 0              | 0           | 0              | 0             |
|                             | Poll          |                 | 0              | 0             | 0              | 0           | 0              | 0             |
|                             | Postal Ballot |                 | 0              | 0             | 0              | 0           | 0              | 0             |
|                             | <b>Total</b>  | <b>0</b>        | <b>0</b>       | <b>0</b>      | <b>0</b>       | <b>0</b>    | <b>0</b>       | <b>0</b>      |
| Public Non Institutions     | E-Voting      | 6218024         | 15280          | 0.25%         | 7280           | 8000        | 47.64%         | 52.36         |
|                             | Poll          |                 | 10772          | 0.17%         | 570            | 0           | 100.00%        | 0             |
|                             | Postal Ballot |                 | 0              | 0             | 0              | 0           | 0              | 0             |
|                             | <b>Total</b>  | <b>6218024</b>  | <b>26052</b>   | <b>0.42%</b>  | <b>7850</b>    | <b>8000</b> | <b>47.64%</b>  | <b>52.36</b>  |
| <b>Total</b>                |               | <b>12469956</b> | <b>6277584</b> | <b>50.34%</b> | <b>6259382</b> | <b>8000</b> | <b>N.A.</b>    | <b>N.A.</b>   |

On the basis of the above mentioned voting results the Chairman declared that Resolution No. 5 was passed AS SPECIAL RESOLUTION.

Item No.6 Special Resolution: To re-appointment Mr. Pramod Fatehpuria (DIN: 00972389) as the Independent Director, for a second term of 5 (Five) consecutive years, w.e.f. 29<sup>th</sup> May, 2019 to 28<sup>th</sup> May, 2024.

| Resolution required: (Ordinary/ Special)                                  |                | <i>Special</i>     |                     |  |                          |                        |   |   |
|---|----------------|--------------------|---------------------|--|--------------------------|------------------------|---|---|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | <i>No</i>          |                     |  |                          |                        |   |   |
| Category  | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares= $\frac{(2)}{(1)} * 100$ | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled $\frac{[(4)/(2)] * 100}{}$ | % of Votes against on votes polled $\frac{[(5)/(2)] * 100}{}$ |
|   |                | (1)                | (2)                 | (3)  | (4)                      | (5)                    | (6)   | (7)   |
| Promoter and Promoter Group   | E-Voting       | 6251932            | 6251532             | 99.99%   | 6251532                  | 0                      | 100.00%   | 0   |
|   | Poll           |                    | 0                   | 0  | 0                        | 0                      | 0   | 0   |
|   | Postal Ballot  |                    | 0                   | 0  | 0                        | 0                      | 0   | 0   |
|   | <b>Total</b>   | <b>6251932</b>     | <b>6251532</b>      | <b>99.99%</b>  | <b>6251532</b>           | <b>0</b>               | <b>100.00%</b>  | <b>0</b>  |
| Public Institutions   | E-Voting       | 0                  | 0                   | 0  | 0                        | 0                      | 0   | 0   |
|   | Poll           |                    | 0                   | 0  | 0                        | 0                      | 0   | 0   |
|   | Postal Ballot  |                    | 0                   | 0  | 0                        | 0                      | 0   | 0   |
|   | <b>Total</b>   | <b>0</b>           | <b>0</b>            | <b>0</b>   | <b>0</b>                 | <b>0</b>               | <b>0</b>  | <b>0</b>  |
| Public Non Institutions   | E-Voting       | 6218024            | 15280               | 0.25%  | 7280                     | 8000                   | 47.64%  | 52.36   |
|   | Poll           |                    | 10772               | 0.17%  | 570                      | 0                      | 100.00%   | 0   |
|   | Postal Ballot  |                    | 0                   | 0  | 0                        | 0                      | 0   | 0   |
|   | <b>Total</b>   | <b>6218024</b>     | <b>26052</b>        | <b>0.42%</b>   | <b>7850</b>              | <b>8000</b>            | <b>47.64%</b>   | <b>52.36</b>  |
| <b>Total</b>  |                | <b>12469956</b>    | <b>6277584</b>      | <b>50.34%</b>  | <b>6259382</b>           | <b>8000</b>            | <b>N.A.</b>   | <b>N.A.</b>   |

On the basis of the above mentioned voting results the Chairman declared that Resolution No. 6 was passed AS SPECIAL RESOLUTION.

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**Item No.7 Special Resolution: To consider, approve and authorize the Board of Directors to provide loans, guarantees, or security to the board corporate in which directors are interested**

| Resolution required: (Ordinary/<br>Special)                            |                   | <i>Special</i>        |                           |  |                                |                              |   |   |
|--|-------------------|-----------------------|---------------------------|--|--------------------------------|------------------------------|---|---|
| Whether promoter/<br>group are interested in the<br>agenda/resolution? |                   | Yes                   |                           |  |                                |                              |   |   |
| Category   | Mode of<br>Voting | No. of<br>shares held | No. of<br>votes<br>polled | % of Votes<br>Polled on<br>outstanding<br>shares= $\frac{(2)}{(1)} \times 100$ | No. of<br>Votes – in<br>favour | No. of<br>Votes –<br>against | % of Votes<br>in favour<br>on votes<br>polled<br>$[\frac{(4)}{(2)}] \times 100$ | % of<br>Votes<br>against<br>on<br>votes<br>polled<br>$[\frac{(5)}{(2)}] \times 100$ |
|  |                   | (1)                   | (2)                       | (3)  | (4)                            | (5)                          | (6)   | (7)   |
| Promoter and Promoter Group  | E-Voting          | 6251932               | 2076                      | 0.03%  | 2076                           | 0                            | 100.00%   | 0   |
|  | Poll              |                       | 0                         | 0  | 0                              | 0                            | 0   | 0   |
|  | Postal Ballot     |                       | 0                         | 0  | 0                              | 0                            | 0   | 0   |
|  | <b>Total</b>      | <b>6251932</b>        | <b>2076</b>               | <b>0.03%</b>   | <b>2076</b>                    | <b>0</b>                     | <b>100.00%</b>  | <b>0</b>  |
| Public Institutions  | E-Voting          | 0                     | 0                         | 0  | 0                              | 0                            | 0   | 0   |
|  | Poll              |                       | 0                         | 0  | 0                              | 0                            | 0   | 0   |
|  | Postal Ballot     |                       | 0                         | 0  | 0                              | 0                            | 0   | 0   |
|  | <b>Total</b>      | <b>0</b>              | <b>0</b>                  | <b>0</b>   | <b>0</b>                       | <b>0</b>                     | <b>0</b>  | <b>0</b>  |
| Public Non Institutions  | E-Voting          | 6218024               | 15280                     | 0.25%  | 15280                          | 0                            | 100.00%   | 0   |
|  | Poll              |                       | 10772                     | 0.17%  | 10772                          | 0                            | 100.00%   | 0   |
|  | Postal Ballot     |                       | 0                         | 0  | 0                              | 0                            | 0   | 0   |
|  | <b>Total</b>      | <b>6218024</b>        | <b>26052</b>              | <b>0.42%</b>   | <b>26052</b>                   | <b>0</b>                     | <b>100.00%</b>  | <b>0</b>  |
| <b>Total</b>   |                   | <b>12469956</b>       | <b>28128</b>              | <b>0.23%</b>   | <b>28128</b>                   | <b>0</b>                     | <b>N.A.</b>   | <b>N.A.</b>   |

On the basis of the above mentioned voting results the Chairman declared that Resolution No. 7 was passed UNANIMOUSLY AS SPECIAL RESOLUTION.

*\*The Chairman wants to inform that the voting results declared by the chairman is on the basis of the scrutinizer's report.*

For, MEDI-CAPS LIMITED

  
**RAMESH CHANDRA MITTAL**  
**CHAIRMAN OF THE MEETING &**  
**CHAIRMAN**  
**DIN: 00035272**



**CONSOLIDATED  
SCRUTINIZER'S REPORT  
FOR REMOTE E-VOTING  
OF  
MEDICAPS LIMITED**

*Held On 25<sup>th</sup> September, 2018 At 11:00 A.M. And  
Concluded At 11:45 A.M. At Mhow - Neemuch  
Road, Sector-1 Pithampur, Dhar (M.P.) 454775.*

*Arvind Meena & Associates*

*(Company Secretaries)*

*301, Manav Trade Centre, South Tukoganj, Indore, (MP)*

*Contact: +917415966011, 0731-4088691*

*E Mail ID: csarvindmeena@gmail.com*

**Arvind Kumar Meena**  
B.com, A.C.S.



**Arvind Meena & Associates**  
(Company Secretaries)  
301, Manav Trade Centre,  
South Tukoganj, Indore, (MP)  
Contact: +917415966011, 0731-4088691  
E Mail ID: csarvindmeena@gmail.com

September 26<sup>th</sup>, 2018

**REPORT OF SCRUTINIZER - COMBINED  
(ON E-VOTING & POLL)**

To,  
The Chairman,  
**MEDI-CAPSLIMITED**  
(CIN: L24232MP1983PLC002231)  
Mhow - Neemuch Road, Sector-1  
Pithampur, Dhar (M.P.) 454775

**Ref: Annual General Meeting of the members of MEDI-CAPS LIMITED held on 25<sup>th</sup> September, 2018 at registered office of the company situated at Mhow - Neemuch Road, Sector-1, Pithampur, Dhar (M.P.) 454775.**

Dear Sir,

We, Arvind Meena & Associates, Company Secretaries have been appointed as the Scrutinizer by:

- The Board of Directors of Medi-caps Limited (hereinafter referred to as the "Company") vide resolution dated July 25<sup>th</sup>, 2018 pursuant to the provisions of Section 108 & 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2016 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to conduct the electronic voting process started on **Saturday, September 22, 2018 at 9.00 a.m. (IST) and ended on Monday, September 24, 2018 at 5.00 p.m. (IST).**
- The Chairman of the Annual General Meeting (AGM) on Poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the Notice of the 35<sup>th</sup> AGM of the members of the Company, held on 25<sup>th</sup> September, 2018 at Mhow - Neemuch Road, Sector-1, Pithampur, Dhar (M.P.) 454775.





### Report on Scrutiny:

- The Company had appointed National Securities Depository Limited ("NSDL") as the Agency for providing the remote e-voting platform to the Members of the Company in connection with the AGM of the Company.
- The **Cut-off date** for the purposes of identifying the Members who were entitled to vote on the resolutions placed for approval of the Members was **Tuesday, September 18, 2018**.
- The Remote E-Voting facility was opened for the Members to cast their votes from **Saturday, September 22, 2018 at 9.00 a.m. (IST) and ended on Monday, September 24, 2018 at 5.00 p.m. (IST)**.
- The Company completed the dispatch of the Notice of Annual General Meeting (AGM) dated July 25, 2018 to the Members by September 01, 2018.
- As prescribed in clause (v) of sub rule 4 of Rule 20, of the Companies (Management and Administration) Rules, 2014, as amended, the Company also released an advertisement, which was published in English language in Free Press newspaper and in Hindi language in Chotha Sansar on September 02, 2018.
- At the end of the voting period on September 24, 2018 at 5.00 P.M., the voting portal of NSDL was blocked.
- One empty Ballot Box used for the poll was displayed on lock in our presence.
- As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, as amended, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again at the AGM, the Scrutinizer had access after closure of period of remote e-voting and before the start of AGM, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.
- Accordingly, NSDL provided us the names, DP ID/folio numbers and shareholding of Members who had cast their votes through remote e-voting.
- On Tuesday, September 25, 2018, after counting of the votes conducted at the venue of the AGM through Poll, the votes cast through Remote E-Voting facility was duly unblocked by us as a Scrutinizer in the presence of Mr. Ajay Chourasiya and Mr. Manoj Mahajan who acted as the witnesses.
- The voting done through remote e-voting and Poll at the AGM were reconciled with the records maintained by the RTA and the authorizations/proxies lodged with the Company.



**Note:**

Percentage of votes cast in favor or against the resolutions are calculated based on the Valid Votes cast through Remote E-Voting and Poll at the venue of the meeting.

**Item No. 1 of the Notice (As an Ordinary Resolution):**

Consideration, approval and adoption of the Financial Statements of the Company containing the Audited Balance Sheet as at March 31, 2018, the Statement of Profit & Loss and Cash Flow for the year ended March 31, 2018 with the Reports of the Board's and Auditors thereon.

| Particulars | Remote e-votes |         | Vote by Poll |       | Total |         | Percentage |
|-------------|----------------|---------|--------------|-------|-------|---------|------------|
|             | No.            | Votes   | No.          | Votes | No.   | Votes   |            |
| Favor       | 17             | 6266812 | 4            | 10772 | 21    | 6277584 | 100.00     |
| Against     | 0              | 0       | 0            | 0     | 0     | 0       | 0          |
| Total       | 17             | 6266812 | 4            | 10772 | 21    | 6277584 | 100.00     |

| Total number of members who have voted on poll and declared invalid* | Total number of votes cast by them |
|--|------------------------------------|
| 1  | 10                                 |

*\*10 share of Mr. Ravindra Gaur rejected being voted twice in e voting as well as poll*

➤ **RESULT**

As the number of votes cast in favor of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is *passed* in favor of the resolution with requisite majority.

**Item No. 2 of the Notice (As an Ordinary Resolution):**

Re-Appointment of Mr. Alok K. Garg (DIN: 00274321), who retires by rotation and being eligible offers himself for reappointment.

| Particulars | Remote e-votes |         | Vote by Poll |       | Total |         | Percentage |
|-------------|----------------|---------|--------------|-------|-------|---------|------------|
|             | No.            | Votes   | No.          | Votes | No.   | Votes   |            |
| Favor       | 17             | 6266812 | 4            | 10772 | 21    | 6277584 | 100.00     |
| Against     | 0              | 0       | 0            | 0     | 0     | 0       | 0          |
| Total       | 17             | 6266812 | 4            | 10772 | 21    | 6277584 | 100.00     |

| Total number of members who have voted on poll and declared invalid* | Total number of votes cast by them |
|--|------------------------------------|
| 1  | 10                                 |

*\*10 share of Mr. Ravindra Gaur rejected being voted twice in e voting as well as poll*

➤ **RESULT**

As the number of votes cast in favor of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is *passed* in favor of the resolution with requisite majority.

**Item No. 3 of the Notice (As an Ordinary Resolution):**

Ratification of appointment of M/s Rawka & Associates, Chartered Accountants, Indore (ICAI Firm Registration No. 021606C) as the Statutory Auditors of the Company and approval to dispense off the requirement of ratification of auditor upto their remaining term of appointment and fix their remuneration.





| Particulars | Remote e-votes |         | Vote by Poll |       | Total |         | Percentage |
|-------------|----------------|---------|--------------|-------|-------|---------|------------|
|             | No.            | Votes   | No.          | Votes | No.   | Votes   |            |
| Favor       | 17             | 6266812 | 4            | 10772 | 21    | 6277584 | 100.00     |
| Against     | 0              | 0       | 0            | 0     | 0     | 0       | 0          |
| Total       | 17             | 6266812 | 4            | 10772 | 21    | 6277584 | 100.00     |

|  |                                    |
|--|------------------------------------|
| Total number of members who have voted on poll and declared invalid* | Total number of votes cast by them |
| 1  | 10                                 |

\*10 share of Mr. Ravindra Gaur rejected being voted twice in e voting as well as poll

➤ **RESULT**

As the number of votes cast in favor of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is *passed* in favor of the resolution with requisite majority.

**Item No. 4 of the Notice (As an Ordinary Resolution):**

**Re-appointment of Mr. Alok K Garg (DIN: 00274321) as the Managing Director, for a period of 3 years w.e.f. 1<sup>st</sup> April, 2019 up to 31<sup>st</sup> March, 2022.**

| Particulars | Remote e-votes |         | Vote by Poll |       | Total |         | Percentage |
|-------------|----------------|---------|--------------|-------|-------|---------|------------|
|             | No.            | Votes   | No.          | Votes | No.   | Votes   |            |
| Favor       | 15             | 6197112 | 3            | 570   | 18    | 6197682 | 100.00     |
| Against     | 0              | 0       | 0            | 0     | 0     | 0       | 0          |
| Total       | 15             | 6197112 | 3            | 570   | 18    | 6197682 | 100.00     |

|   |                                    |
|---|------------------------------------|
| Total number of members who have voted electronically and declared invalid* | Total number of votes cast by them |
| 2   | 69700                              |

|   |                                    |
|---|------------------------------------|
| Total number of members who have voted on poll and declared invalid** | Total number of votes cast by them |
| 1   | 10                                 |

\*100 share of Mrs. Manisha Garg rejected being related party

\* 69600 share of Mr. Alok K. Garg rejected being related party

\*\*10 share of Mr. Ravindra Gaur rejected being voted twice in e voting as well as poll

**RESULT**

As the number of votes cast in favor of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is *passed* in favor of the resolution with requisite majority.





**Resolution No. 5: (As a Special Resolution)**  
**Re-appointment of Dr. Shamsher Singh (DIN: 00204290) as the Independent Director,**  
**for a second term of 5 (Five) consecutive years, w.e.f. 01<sup>st</sup>April, 2019 to 31<sup>st</sup> March, 2024.**

| Particulars | Remote e-votes |         | Vote by Poll |       | Total |         | Percentage |
|-------------|----------------|---------|--------------|-------|-------|---------|------------|
|             | No.            | Votes   | No.          | Votes | No.   | Votes   |            |
| Favor       | 16             | 6258812 | 4            | 10772 | 20    | 6269584 | 99.87      |
| Against     | 1              | 8000    | 0            | 0     | 1     | 8000    | 0.13       |
| Total       | 17             | 6266812 | 4            | 10772 | 21    | 6277584 | 100.00     |

|  |                                    |
|--|------------------------------------|
| Total number of members who have voted on poll and declared invalid* | Total number of votes cast by them |
| 1  | 10                                 |

*\*10 share of Mr. Ravindra Gaur rejected being voted twice in e voting as well as poll*

➤ **RESULT**

As the number of votes cast in favor of the resolution was not less than three times the number of the votes cast against, we report that the Special Resolution with regard to Item no. 5 as set out in the Notice of the AGM is *passed* in favor of the resolution with requisite majority.

**Item No. 6 of the Notice (As a Special Resolution):**

**Re-appointment Mr. Pramod Fatehpuria (DIN: 00972389) as the Independent Director,**  
**for a second term of 5 (Five) consecutive years, w.e.f. 29<sup>th</sup>May, 2019 to 28<sup>th</sup> May, 2024.**

| Particulars | Remote e-votes |         | Vote by Poll |       | Total |         | Percentage |
|-------------|----------------|---------|--------------|-------|-------|---------|------------|
|             | No.            | Votes   | No.          | Votes | No.   | Votes   |            |
| Favor       | 16             | 6258812 | 4            | 10772 | 20    | 6269584 | 99.87      |
| Against     | 1              | 8000    | 0            | 0     | 1     | 8000    | 0.13       |
| Total       | 17             | 6266812 | 4            | 10772 | 21    | 6277584 | 100.00     |

|  |                                    |
|--|------------------------------------|
| Total number of members who have voted on poll and declared invalid* | Total number of votes cast by them |
| 1  | 10                                 |

*\*10 share of Mr. Ravindra Gaur rejected being voted twice in e voting as well as poll*

**RESULT**

As the number of votes cast in favor of the resolution was not less than three times the number of the votes cast against, we report that the Special Resolution with regard to Item no. 6 as set out in the Notice of the AGM is *passed* in favor of the resolution with requisite majority.

**Item No. 7 of the Notice (As a Special Resolution):**

**Consideration, approval and authorization to the Board of Directors to provide loans, guarantees, or security to the companies/body corporate under section 185 of the Companies Act 2013.**

| Particulars | Remote e-votes |       | Vote by Poll |       | Total |       | Percentage |
|-------------|----------------|-------|--------------|-------|-------|-------|------------|
|             | No.            | Votes | No.          | Votes | No.   | Votes |            |
| Favor       | 11             | 17346 | 4            | 10772 | 15    | 28118 | 100.00     |
| Against     | 0              | 0     | 0            | 0     | 0     | 0     | 0          |
| Total       | 11             | 17346 | 4            | 10772 | 15    | 28118 | 100.00     |



| Total number of members who have voted electronically and declared invalid* | Total number of votes cast by them |
|---|------------------------------------|
| 5   | 6249466                            |

| Total number of members who have voted on poll and declared invalid** | Total number of votes cast by them |
|---|------------------------------------|
| 1   | 10                                 |

- \*100 share of Mrs. Manisha Garg rejected being related party
- \* 69600 share of Mr. Alok K. Garg rejected being related party
- \*2700136 share of Mrs. Kusum Mittal rejected being related party
- \* 3166320 share of Mr. R.C. Mittal rejected being related party
- \*307128 share of Trapti Investment Private Limited rejected being related party
- \* 6172 share of Mr. Anantram Daudayal Mittal rejected being related party
- \*\*10 share of Mr. Ravindra Gaur rejected being voted twice in e voting as well as poll

➤ **RESULT**

As the number of votes cast in favor of the resolution was not less than three times the number of the votes cast against, we report that the Special Resolution with regard to Item no. 7 as set out in the Notice of the AGM is *passed* in favor of the resolution with requisite majority.

I hereby confirm that I have maintained the Registers in respect of the votes cast through Remote E-Voting and Poll conducted at AGM by the Members of the Company. All relevant records of Poll will remain in our safe custody until the Chairman considers, approves and signs the Minutes of the 35<sup>th</sup>AGM of the Company and the same shall be handed over thereafter to the Chairman or Company Secretary of the Company for safe keeping.

Thanking You,  
Yours faithfully,

For Arvind Meena & Associates  
(Company Secretaries)

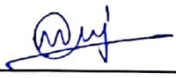
  
Arvind Kumar Meena  
(Proprietor)



Date: 26<sup>th</sup>September, 2018

Place: Indore

Witnesses:

1. Mr. Manoj Mahajan : 
2. Mr. Ajay Chourasiya : 