

MEDI-CAPS LIMITED

Regd. Office and works:
Mhow-Neemuch Road, Sector 1, CIN: L24232MP1983PLC002231
Pithampur - 454775, Dist. Dhar
Madhya Pradesh, India

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MCL/SE/19-20

27th September, 2019

Online filing at www.listing.bseindia.com

To,
The General Manager
DCS-CRD
BSE Ltd.
Phiroze Jeejeebhoy 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 25th September, 2019.

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 36th Annual General Meeting of the Company held on Wednesday, 25th September, 2019 at 11.00 A.M. at the registered office of the Company situated at Mhow - Neemuch Road Sector 1 Pithampur Dhar M.P. 454775 concluded at 11.25 A.M.

Kindly note that the Chairman has declared the result of voting of the aforesaid Annual General Meeting on 27th September, 2019 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.**


AYUSHISILOT
COMPANY SECRETARY &
COMPLIANCE OFFICER



Encl: a/a

**Voting Results of the 36th Annual General Meeting of
MEDI-CAPS LIMITED**

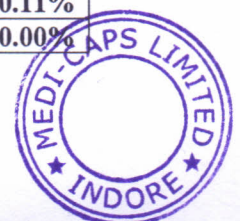
held on 25th Sept., 2019 at registered office of the company situated at Mhow - Neemuch Road,
Sector-1, Pithampur, Dhar (M.P.) 454775 at 11:00 A.M. and concluded at 11:25 A.M.

Date of the AGM	25 th September, 2019
Total number of shareholders on record date	4061
No. of shareholder present in the meeting either in person or through proxy:	
- Promoters and Promoter Group:	3
- Public:	13
No. of Shareholders attended the meeting through Video Conferencing	
- Promoters and Promoter Group:	0
- Public	0

Agenda- wise disclosure:

Item No.1: Ordinary Resolution: Adoption of the Standalone and Consolidated Audited Financial Statements containing the Balance Sheet as at 31st March, 2019, the Statement of Changes in Equity and Profit & Loss and Cash Flow for the financial year ended 31st March, 2019 with the report of Board and Auditors thereon

Resolution required: (Ordinary/ Special)			Ordinary					
Whether 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 outstandin g shares=[(2) / (1)] * 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled [(4)/(2)] * 1 00	% of Votes against on votes polled [(5)/(2) * 100 (7)
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promote r and Promote r Group	E-Voting	6256516	5944804	95.02%	5944804	0	100%	0
	Poll		307128	4.91%	307128	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	Total	6256516	6251932	99.93%	6251932	0	100%	0
Public Instituti ons	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Instituti ons	E-Voting	6213440	177221	2.85%	177021	200	99.89%	0.11%
	Poll		1310	0.02%	1310	0	100%	0.00%
	Postal Ballot		0	0	0	0	0	0
	Total	6213440	178531	2.87%	178331	200	99.88%	0.11%
Total		12469956	6430463	51.57%	6430263	200	100.00%	0.00%



On the basis of the abovementioned voting results the Chairman declared that Resolution No. 1 was passed BY REQUISITE MAJORITY AS AN ORDINARY RESOLUTION.

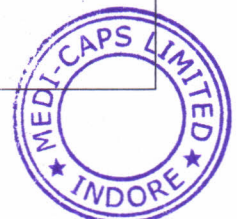
Item No.2: Ordinary Resolution: Appointment of a Director in place of Mrs. Kusum Mittal (DIN: 00035356), who retires by rotation and being eligible offer herself for re-appointment.,

Resolution required: (Ordinary/Special)			<i>Ordinary</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= $[(2)/(1)]*100$	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	6256516	3244668	51.86%	3244668	0	100%	0
	Poll		307128	4.91%	307128	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	Total		6256516	3551796	56.77%	3551796	0	100%
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
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting	6213440	177221	2.85%	9021	168200	5.09%	94.91%
	Poll		1310	0.02%	1310	0	100.00%	0.00%
	Postal Ballot		0	0	0	0	0	0
	Total		6213440	178531	2.87%	10331	168200	5.79%
Total		12469956	3730327	29.91%	3562127	168200	95.49%	4.51%

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

Item No.3: Ordinary Resolution: Appointment of a Director in place of Mrs. Manisha Garg (DIN: 01006545), who retires by rotation and being eligible offer herself for re-appointment.

Resolution required: (Ordinary/Special)			<i>Ordinary</i>					
Whether promoter/promoter group are interested in the agenda/resolution?			<i>No</i>					

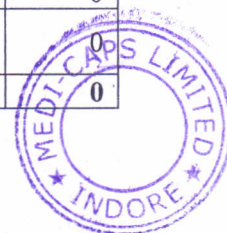


Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares= $[(2)/(1)]*100$	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled $[(4)/(2)]*100$	% of Votes against on votes polled $[(5)/(2)]*100$
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	6251932	5944704	95.08%	5944704	0	100%	0
	Poll		307128	4.91%	307128	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	Total		6251932	6251832	99.99%	6251832	0	100%
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
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting	6218024	177221	2.85%	9021	168200	5.09%	94.91%
	Poll		1310	0.02%	1310	0	100.00%	0.00%
	Postal Ballot		0	0	0	0	0	0
	Total		6218024	178531	2.87%	10331	168200	5.79%
Total		12469956	6430363	51.57%	6262163	168200	97.38%	2.62%

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

Item No.4 Ordinary Resolution: Re-appointment of Mrs. Manisha Garg, (DIN: 01006545) as a Whole Time Director of the Company for a period of 3 years w.e.f. 11th November, 2019:.

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	5944704	95.08%	5944704	0	100%	0
	Poll		307128	4.91%	307128	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	Total		6251932	6251832	99.99%	6251832	0	100%



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
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-Voting	6218024	177221	2.85%	9021	168200	5.09%	94.91%
	Poll		1310	0.02%	1310	0	100.00%	0.00%
	Postal Ballot		0	0	0	0	0	0
	Total	6218024	178531	2.87%	10331	168200	5.79%	94.21%
Total		12469956	6430363	51.57%	6262163	168200	97.38%	2.62%

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

Item No.5 Special Resolution: Re-appointment of Mrs. Kusum Mittal, (DIN: 00035356) as a Whole Time Director of the Company for a period of 3 years w.e.f. 1st October, 2019

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 (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares= $[(2)/(1)]*100$ (3)	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled $[(4)/(2)]*100$ (6)	% of Votes against on votes polled $[(5)/(2)]*100$ (7)
Promoter and Promoter Group	E-Voting	6251932	3244668	51.89%	3244668	0	100%	0
	Poll		307128	4.91%	307128	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	Total	6251932	3551796	56.80%	3551796	0	100%	0
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
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-Voting	6218024	177221	2.85%	9021	168200	5.09%	94.91%
	Poll		1310	0.02%	1310	0	100.00%	0.00%
	Postal Ballot		0	0	0	0	0	0
	Total	6218024	178531	2.87%	10331	168200	5.79%	94.21%
Total		12469956	3730327	29.91%	3562127	168200	95.49%	4.51%

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



Item No.6 Special Resolution: Approval for amendment in the Memorandum of Association of the Company

Resolution required: (Ordinary/ Special)			<i>Special</i>					
Whether 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 outstandin g shares=[(2) / (1)] * 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled [(4)/(2)] * 1 00	% of Votes against on votes polled [(5)/(2)] * 100 (7)
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promote r and Promote r Group	E-Voting	6251932	5944804	95.08%	5944804	0	100%	0
	Poll		307128	4.91%	307128	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	Total		6251932	6251932	99.99%	6251932	0	100%
Public Instituti ons	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Instituti ons	E-Voting	6218024	177221	2.85%	17021	160200	9.60%	90.40 %
	Poll		1310	0.02%	1310	0	100.00%	0.00%
	Postal Ballot		0	0	0	0	0	0
	Total		6218024	178531	2.87%	18331	160200	10.27%
Total		12469956	6430463	51.57%	6270263	160200	97.51%	2.49%

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

BY ORDERS OF THE CHAIRMAN

For, MEDI-CAPS LIMITED


 AYUSHI SILOT
 COMPANY SECRETARY



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

*Held On 25th September, 2019 At 11:00 A.M. And
Concluded At 11:25 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 26th, 2019

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

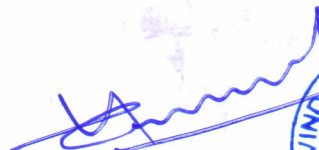

To,
The Chairman,
MEDI-CAPSLIMITED
(CIN: L24232MP1983PLC002231)
Mhow - Neemuch Road, Sector-1
Pithampur, Dhar (M.P.) 454775

Ref: Annual General Meeting of the members of MEDI-CAPS LIMITED held on 25th September, 2019 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 30th, 2019 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 **Sunday, September 22, 2019 at 9.00 a.m. (IST) and ended on Tuesday, September 24, 2019 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 36th AGM of the members of the Company, held on 26th September, 2019 at Mhow - Neemuch Road, Sector-1, Pithampur, Dhar (M.P.) 454775.

Report on Scrutiny:

- The Company had appointed Central Depository Services (India) Limited ("CDSL") 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 **Wednesday, September 18, 2019**.
- The Remote E-Voting facility was opened for the Members to cast their votes from **Sunday, September 22, 2019 at 9.00 a.m. (IST) and ended on Tuesday, September 24, 2019 at 5.00 p.m. (IST)**.
- The Company completed the dispatch of the Notice of Annual General Meeting (AGM) dated August 09, 2019 to the Members by August 31, 2019.
- 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 01, 2019.
- At the end of the voting period on September 24, 2019 at 5.00 P.M., the voting portal of CDSL 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, **CDSL** provided us the names, DP ID/folio numbers and shareholding of Members who had cast their votes through remote e-voting.
- On Wednesday, September 25, 2019, 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. Sidharth Jain and Mr. Gourav Rathod 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, 2019, the Statement of Profit & Loss and Cash Flow for the year ended March 31, 2019 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	18	6121825	6	308438	24	6430263	100.00
Against	1	200	0	0	1	200	0
Total	19	6122025	6	308438	25	6430463	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 Mrs. Babita Datt 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):

To Appoint a director in place of Mrs. Kusum Mittal (DIN: 00035356), who retires by rotation and being eligible offer herself for re-appointment

Particulars	Remote e-votes		Vote by Poll		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	15	3253689	6	308438	21	3562127	95.49
Against	3	168200	0	0	3	168200	4.51
Total	18	3421889	6	308438	24	3730327	100.00

Total number of members who have voted electronically and declared invalid*	Total number of votes cast by them
1	2700136

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

**2700136 share of Mrs. Kusum Mittal rejected being related party*

***10 share of Mrs. Babita Datt 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 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):

To Appoint a director in place of Mrs. Manisha Garg (DIN: 01006545), who retires by rotation and being eligible offer herself for re-appointment

Particulars	Remote e-votes		Vote by Poll		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	15	5953725	6	308438	21	6262163	97.38
Against	3	168200	0	0	3	168200	2.62
Total	18	6121925	6	308438	24	6430363	100.00

Total number of members who have voted electronically and declared invalid*	Total number of votes cast by them
1	100

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*

***10 share of Mrs. Babita Datt 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 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.

Resolution No. 4: (As an Ordinary Resolution)

To re-appoint Mrs. Manisha Garg (DIN: 01006545) as a Whole Time Director of the company for a period of 3 years w.e.f. 11th November, 2019.

Particulars	Remote e-votes		Vote by Poll		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	15	5953725	6	308438	21	6262163	97.38
Against	3	168200	0	0	3	168200	2.62
Total	18	6121925	6	308438	24	6430363	100.00

Total number of members who have voted electronically and declared invalid*	Total number of votes cast by them
1	100

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*

***10 share of Mrs. Babita Datt 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 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.

Item No. 5 of the Notice (As a Special Resolution):

To re-appoint Mrs. Kusum Mittal, (DIN: 00035356) as a Whole Time Director of the company for a period of 3 years w.e.f. 01st October, 2019.

Particulars	Remote e-votes		Vote by Poll		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	15	3253689	6	308438	21	3562127	95.49
Against	3	168200	0	0	3	168200	4.51
Total	18	3421889	6	308438	24	3730327	100.00

Total number of members who have voted electronically and declared invalid*	Total number of votes cast by them
1	2700136

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

**2700136 share of Mrs. Kusum Mittal rejected being related party*

***10 share of Mrs. Babita Datt 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):

To alter the object clause of the Memorandum of Association of the Company.

Particulars	Remote e-votes		Vote by Poll		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	17	5961825	6	308438	23	6270263	97.51
Against	2	160200	0	0	2	160200	2.49
Total	19	6122025	6	308438	25	6430463	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 Mrs. Babita Datt 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.



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 36thAGM 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)**

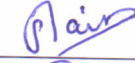

**Arvind Kumar Meena
(Proprietor)**



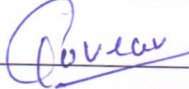
**Date: 26thSeptember, 2019
Place: Indore**

Witnesses:

1. Mr. Sidharth Jain

: 


2. Mr. Gourav Rathod

: 

Received the Report together with other data/records mentioned therein:

Place: Indore

Date: 26th September, 2019


**Counter Signed by Ms. Ayushi Silot
Company Secretary**