

**Regd. Office and works:**

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

Ph:- 07292-256205

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E mail:- [investors@medicaps.com](mailto:investors@medicaps.com)Web site:- [www.medicaps.com](http://www.medicaps.com)**NOTICE OF THE 41<sup>ST</sup> ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 41<sup>st</sup> Annual General Meeting (AGM) of the Members of **MEDI-CAPS LIMITED** will be held on Thursday, 26<sup>th</sup> September, 2024 at 12.30 P.M. (IST) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) for which purpose 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. (a) To consider and adopt the Audited Standalone Financial Statements of the Company together with the Report of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2024.

“**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 together with the Reports of the Board of Directors and the Auditors thereon and Management Discussion Analysis and Corporate Governance Report, as circulated to the members, be considered and adopted.”

(b) To consider and adopt the Audited Consolidated Financial Statements of the Company together with the Report of the Auditors thereon for the financial year ended March 31, 2024.

“**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 together with the Reports of the Auditors thereon, as circulated to the members, be considered and adopted.”

2. To appoint a Director in place of Mr. Alok K Garg (DIN: 00274321), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.

“**RESOLVED THAT** subject to the provisions of Section 152(6) and Article of Association of the Company and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Alok K Garg (DIN 00274321), who is liable to retire by rotation at this Annual General Meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

**Special Businesses:**

3. **Approval for remuneration to Mr. Alok K Garg (DIN: 00274321), Managing Director of the Company.**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and approval from any other authority, if required, and based on the recommendation of Nomination and Remuneration Committee and approved by the Board of Directors of the Company, the consent of the members of the company be and is hereby accorded to approve the remuneration of Mr. Alok K Garg (DIN: 00274321), Managing Director of the company for remaining tenure as Managing Director w.e.f. 01<sup>st</sup> November, 2023 on following terms and conditions as mentioned below:

(a) **Salary and other allowances:** up to Rs. 7,00,000/- (Rupees Seven Lacs) per month

**Other Perquisites:**

(b) **Gratuity:** not exceeding half a month's salary for each completed year of service, subject to the provisions of the Gratuity Act as may be amended from time to time.

(c) **Earned Privilege Leave:** As per the Rules of the Company subject to the condition that the leave accumulated but not availed of will be allowed to be encashed for 14 days salary for every year completed services at the end of the tenure.

**Facilities:**

(i) **Car:** The Company shall provide a car with a driver for the Company's business and if no car is provided, reimbursement of the conveyance shall be as per actual on the basis of claims made by him.

(ii) **Telephone:** Free use of mobile provided that personal long-distance calls on the Mobile shall be billed by the Company to the Managing Director.

(iii) **Other perquisites** shall include expenses/reimbursement towards driver's salary, food vouchers, gas, electricity, water, furnishings and repairs, membership fees/subscription of clubs, expenses incurred towards travelling, boarding and lodging including for Mr. Alok K Garg's spouse and attendant(s) during business trips, actual medical expenses incurred in India and/or abroad including hospitalization for self and family, medical insurance (for self and family) and personal accident insurance, term life insurance, Keyman Insurance or any other insurance premium paid as per the policy of the Company, which shall not exceed INR 5.00 Lacs.

**RESOLVED FURTHER THAT** wherein a financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to him shall not exceed the ceiling limit prescribed in Section II of Part II of Schedule V to the Companies Act, 2013 for that year, which will be payable to him as minimum remuneration for that year.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to vary, alter, increase or enhance/change from time to time, subject to overall limit on remuneration payable to all the managerial personnel taken together, as laid down in the Companies Act, 2013, read with Schedule V thereto, and subject to the requisite approvals, if any, being obtained.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and to file necessary forms to the ROC and to do all the matters, deeds and things to give effect to the aforesaid resolution.”

**4. Continuation of Directorship of Mrs. Kusum Mittal (DIN: 00035356) as Non-Executive Director of the Company on attaining the age of 75 (seventy-five) years.**

To consider and if thought fit, to pass with, the following resolution as a **Special Resolution:**

“**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 of the Company be and is hereby accorded to continue and hold office of Non-Executive Director of the Company liable to retire by rotation by Mrs. Kusum Mittal (DIN: 00035356) notwithstanding that on 08<sup>th</sup> August, 2025 she 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.”

**5. Shifting of registered office of the Company outside local limits of city:**

To consider and if thought fit, to pass with, the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provision of Section 12(5)(a) of the Companies Act, 2013 read with the Companies (Incorporation) Rules 2014 & Section 117(3)(a) of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and any other applicable provisions, if any, including amendments thereto for the time being in force, the consent of the members of the Company, be and is hereby accorded to shift the registered office of the Company from “**Mhow-Neemuch Road, Sector – 1, Pithampur, Dhar (M.P.) – 454775**” To “**201, Pushpratna Paradise, 9/5 New Palasiya, Indore (M.P.) – 452001**” outside the local limits of the city where the Company’s registered office is presently situated but within the same State and falls under the jurisdiction of the existing Registrar of Companies (ROC), with effect from 1<sup>st</sup> October 2024.

**RESOLVED FURTHER THAT** the Board of Director of the Company be and is hereby authorised to do all other acts, deeds, matters and things as may be deemed necessary or expedient thereto to give effect to the aforesaid resolution.”

**6. Approval for Loan, Guarantee or Investments in excess of the prescribed limits under Section 186 of the Companies Act, 2013:**

To consider and if thought fit, to pass with, the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provision of Section 186 of the Companies Act, 2013 read with the Companies (Meeting of Board and its powers) Rules, 2014 as may be amended from time to time and other applicable provisions, if any (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company and subject to further approval of statutory and other authorities as may be necessary and subject to such terms, conditions, stipulations, alterations, and modifications, if any, as may be prescribed and specified by such authorities while granting such approvals and which may be agreed by the Board of directors of the Company (hereinafter referred to as the 'Board' which expression shall include a Committee of directors duly authorized in this behalf) the consent of the members of the Company be and is hereby accorded to the Board of directors of the Company to make investments and to provide loan, give securities, guarantee (including corporate guarantee) in excess of the 60% of the aggregate of the paid-up share capital, free reserves and Securities Premium account and/or up to 100% of the aggregate of free reserves and Securities Premium Account of the Company, whichever is more, as per the limits prescribed under Section 186 of the Companies Act, 2013 as they may in their

absolute discretion deem beneficial and in the interest of the Company subject to the maximum aggregate amount not exceeding INR 75.00 Crores (Rupees Seventy Five Crores) at any time together with the existing loan, Guarantees and investments.

**RESOLVED FURTHER THAT** the Board of directors of the Company be and are hereby authorized to negotiate the terms, condition, quantum of loan, repayment, interest and other related matters for providing any loan, guarantee and securities and to do all such deeds and things as may be deemed expedient and necessary to give effect to this resolution.”

**DATE:** 07<sup>TH</sup> AUGUST 2024  
**PLACE:** INDORE

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR MEDI-CAPS LIMITED**

**ABHISHEK JAIN  
COMPANY SECRETARY  
ACS-36699**

**MEDI-CAPS LIMITED**

CIN: L70100MP1983PLC002231

Registered Office: Mhow, Neemuch Road,  
Sector 1, Pithampur, Dhar (M.P.)-454775

Website: [www.medicaps.com](http://www.medicaps.com)

Email: [investors@medicaps.com](mailto:investors@medicaps.com)

Phone: 07292-256205

**NOTES:**

1. In terms of Ministry of Corporate Affairs (MCA) 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, General Circular no. 02/2021 dated January 13, 2021, General Circular no. 19/2021 dated December 08, 2021, General Circular no. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated 5<sup>th</sup> May, 2022, Circular No. 10/2022 dated 28<sup>th</sup> December, 2022 followed by Circular No. 09/2023 dated 25<sup>th</sup> September, 2023 (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, circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, circular no. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022, circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January, 2023 followed by SEBI circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7<sup>th</sup> October, 2023 (collectively “SEBI Circulars”), have permitted companies to conduct AGM through Video Conferencing (VC) or other audio-visual means (OAVM), 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 41<sup>st</sup> 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 41<sup>st</sup> AGM through VC/OAVM, a detailed process in which the members can attend the AGM through VC/OAVM has been enumerated in Note number 34 of this Notice.
2. The attendance of the Members attending the AGM 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 compliance with the aforesaid MCA and SEBI circulars 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 31<sup>st</sup> March, 2024 pursuant to Section 136 of the Act and Notice calling the AGM pursuant to Section 101 of the Act read with the Rules framed there under are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/R&STA or the Depositories. The Company will not be dispatching physical copies of such statements and Notice of AGM to any Member.  
To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company/R&STA in case the shares are held by them in physical form after complying due procedure.
4. Members who have not registered their e-mail address and those members who have become the member of the Company after Friday, 23<sup>rd</sup> August, 2024, being the cut-off date for sending soft copy of the Notice of 41<sup>st</sup> AGM and Annual Report for the financial year 2023-24, may access the same from Company’s website at [www.medicaps.com](http://www.medicaps.com) website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).
5. **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.**  
Since the 41<sup>st</sup> AGM 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.
6. Pursuant to the provisions of Sections 112 and 113 of the Act, corporate/Institutional member can authorize their representatives to attend the AGM 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 AGM 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](mailto:Injoshics@gmail.com) with a copy marked to the Company at [investors@medicaps.com](mailto:investors@medicaps.com).

7. Pursuant to Provision 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 Friday, 20<sup>th</sup> September, 2024 to Thursday, 26<sup>th</sup> September, 2024 (both days inclusive) for the purpose of 41<sup>st</sup> Annual General Meeting.
8. The Statement as required under Section 102 of the Act setting out material facts concerning the business with respect to Item Nos. 03 to 06 forms part of this Notice annexed hereto.  
As per the provisions of Clause 3.A.II of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Businesses as appearing at Item Nos. 03 to 06 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
9. In terms of the Article of Association of the Company read with Section 152(6) of the Companies Act 2013, Mr. Alok K Garg (DIN: 00274321) is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offer himself for re-appointment. Although he is Managing director his term is fixed and shall not break due to this retirement. The Board of the Directors of the Company recommends his re-appointment.
10. The relevant details, pursuant to Regulations 36(3) of the SEBI Listing Regulations and Paragraph 1.2.5 of the Secretarial Standards -2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment/retire by rotation at the AGM are provided as an annexure to the Notice, forms integral part of this notice. Requisite declarations have been received from Director's for seeking appointment/ re-appointment.
11. **IEPF:** As per the IEPF rules, as amended from time to time, Members whose unclaimed dividends/shares are transferred to the IEPF Authority may claim the same by submitting an online application in e-form IEPF-5 available on the website <https://www.iepf.gov.in/IEPF/corporates.html>
12. 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 April 20, 2018 all securities holders holding securities in physical form should submit their PAN and Bank account details to the RTA.
13. 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.
14. Members who are holding shares in physical form are advised to submit particulars of their PAN details, e-mail address, Mobile Number, bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number etc. to our Registrar and Share Transfer Agent in prescribed Form ISR-1 quoting their folio number and enclosing the self-attested supporting document and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 as amended by SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023.
15. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website [www.medicaps.com](http://www.medicaps.com) and on the website of the Company's Registrar and Transfer Agents <http://ankitonline.com>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
16. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.  
Further, SEBI vide its circular dated 16<sup>th</sup> March, 2023 in supersession of earlier circular dated 3<sup>rd</sup> November, 2021, read with clarification dated 14<sup>th</sup> December, 2021 introduced common and simplified norms for processing investor's service request by Registrar and Transfer Agent(s) (RTAs) and norms for furnishing PAN, KYC details and Nomination. Accordingly, the RTA cannot process any service requests or complaints received from the holder(s) / claimant(s), till PAN, KYC and Nomination documents / details are updated. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing the aforesaid details. This communication was also intimated to the Stock Exchange and available on the website of the Company. In view of this requirement and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are once again requested to update their KYC details (through Form ISR-1, Form ISR-2 and Form ISR-3, as applicable) and consider converting their holdings to dematerialized form. Members can download Forms to make their service request with RTA from link <https://medicaps.com/shareholders-service-request-form-download.php> or contact the Company's Registrar and Transfer Agent for assistance in this regard.
17. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members who are either not desiring to register for

Nomination or would want to opt out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from the RTA website at <http://ankitonline.com>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.

18. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form only.
19. SEBI has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's Website.
20. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
21. 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.
22. 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.
23. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Act and relevant documents referred to in this Notice of AGM and statement will be available electronically for inspection by the Members during the AGM. All documents referred to 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. Members seeking to inspect such documents can send an email to [investors@medicaps.com](mailto:investors@medicaps.com).
24. 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.).
25. Investor **Grievance Redressal:** The Company has designated an exclusive e-mail ID i.e. [investors@medicaps.com](mailto:investors@medicaps.com) to enable the investors to register their complaints/send correspondence, if any.
26. **Webcast:** Members who are entitled to participate in the AGM can view the proceedings of AGM by logging in the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) using the login credentials.
27. 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 during AGM, in a fair and transparent manner.
28. 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 Thursday, 19<sup>th</sup> September, 2024, being the cut-off date.
29. A person who is not a member as on Thursday, 19<sup>th</sup> September, 2024 should treat this Notice for information purposes only.
30. A person who has acquired the shares and has become a member of the Company after dispatch of notice of AGM and prior to the Cut-off date i.e. Thursday, 19<sup>th</sup> September, 2024 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting during AGM following the procedure mentioned in this Notice.
31. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company – [www.medicaps.com](http://www.medicaps.com) as soon as possible after the Meeting is over.
32. The procedure for joining the AGM through VC/OAVM is mentioned in this Notice. Since the AGM will be held through VC/OAVM, the route map is not annexed in this Notice.
33. In compliance with the provisions of Section 108 of the Act read with 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 SEBI Listing Regulations and MCA Circulars, the facility for vote through electronically in respect of the businesses to be transacted at the AGM 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 AGM.
34. **The instructions for shareholders for remote e-voting and e-voting during AGM and joining meeting through VC/OAVM are as under:**
  - Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**
  - Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**
  - (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 Monday, 23<sup>rd</sup> September, 2024 from 9.00 a.m. and ends on Wednesday, 25<sup>th</sup> September, 2024 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 of Thursday, 19<sup>th</sup> September 2024, 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 December 9, 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.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (v) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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 CDSL/NSDL** is given below:

| Type of shareholders   | Login Method   |
|--|--|
| Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b> | <p>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 users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi Tab.</p> <p>2) After successful login 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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, 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 cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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>   |
| Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b> | <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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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</p> |

|  |  |
|--|--|
|  | 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   |
| Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b> | 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 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. |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 <b>CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000                    |

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

(vi) Login method for e-Voting and joining virtual meeting for **physical shareholders other than individual shareholders holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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. Shareholders 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](http://www.evotingindia.com) and voted on an earlier e-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:

|   | <b>For physical shareholders and other than individual shareholders holding shares in Demat.</b>  |
|---|---|
| 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"> <li>• 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.</li> </ul> |
| Dividend Bank Details <b>OR</b> 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"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>                 |

- (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. Medi-Caps Limited on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the 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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xviii) **Additional Facility for Non-Individual Shareholders and Custodians – For Remote Voting only**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporate” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory 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](mailto: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.

**35. Instructions for shareholders attending the AGM through VC/OAVM & E-Voting during meeting are as under**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for 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 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 AGM.
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](mailto:investors@medicaps.com). The shareholders who do not wish to speak during the AGM 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](mailto: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 AGM 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 AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM 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.
11. When a pre-registered speaker is invited to speak at the meeting, but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/camera along with good Internet speed.
12. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

**36. Process for those shareholders whose Email/Mobile No. are not registered with the Company/Depositories**

1. **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 including duly filled up request form ISR-1.
2. **For Demat shareholders-** Please update your email id & mobile no. with your respective Depository Participant (DP).
3. **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.

**37. Declaration of results**

- A. The scrutinizer shall, immediately after the conclusion of voting during the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of

conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor 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 AGM to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the SEBI 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](http://www.medicaps.com) and on the website of CDSL i.e. [www.evotingindia.com](http://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 Exchange.
- D. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Thursday, 26<sup>th</sup> September, 2024 subject to receipt of the requisite number of votes in favor of the Resolutions.
38. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.
39. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

DATE: 07<sup>TH</sup> AUGUST 2024  
PLACE: INDORE

BY ORDER OF THE BOARD OF DIRECTORS  
FOR MEDI-CAPS LIMITED

ABHISHEK JAIN  
COMPANY SECRETARY  
ACS-36699

**MEDI-CAPS LIMITED**  
CIN: L70100MP1983PLC002231  
Registered Office: Mhow, Neemuch Road,  
Sector 1, Pithampur, Dhar (M.P.)-454775  
Website: [www.medicaps.com](http://www.medicaps.com)  
Email: [investors@medicaps.com](mailto:investors@medicaps.com)  
Phone: 07292-256205

**STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

Pursuant to section 102 of the companies act, 2013 ('the act'), the following statement sets out all material facts relating to the businesses mentioned under item no. 3 to 6 of the accompanying notice dated 07<sup>th</sup> august, 2024

**Item no. 3: Approval for remuneration to Mr. Alok K Garg (DIN: 00274321), Managing Director of the Company.**

Members in their 38<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2021 confirmed the re-appointment of Mr. Alok K Garg as Managing Director of the Company for the period of five years with effect from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2027 on without remuneration basis. Due to discontinue of manufacturing activities of pharmaceuticals business and non availability of any business operation, Mr. Garg did not draw any remuneration from the Company till date, however he was drawing remuneration from wholly owned subsidiary Company. Now, the company has started revenue generation from real estate division from project 'Medicaps Business Park. Therefore, Board recommended to pay remuneration from Medicaps Limited.

Mr. Alok K Garg, Managing Director is Bachelor of Business Administration (Honors) and Masters in Business Administration in Marketing with 24 years of experience in the field of pharma industry and real estate sector. 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, on the recommendation of Nomination and Remuneration Committee, your Board of Directors in their meeting held on 08<sup>th</sup> November, 2023 has recommended to pay the remuneration of INR 7.00 Lacs (Rupees Seven Lacs) per month with effect from 01<sup>st</sup> November, 2023 for remaining tenure as Managing Director, subject to approval of members in ensuing Annual General Meeting on the terms, conditions, salary, and perquisites as mention in Item no. 3 of the Notice.

The proposed remuneration will be in the limit prescribed for the managerial person in Schedule V of the Companies Act, 2013 amended up to date. The brief resume of Mr. Alok K Garg is annexed with this notice.

Further, information required as per Schedule V of the Companies Act, 2013 is given as follows:

| <b>I. General Information</b> |   |  |                          |
|-------------------------------|---|--|--------------------------|
| 1                             | Nature of Industry  | Real estate Business   |                          |
| 2                             | Date or expected date of commencement of commercial production  | The company is not engaged in any manufacturing activities and is engaged real estate activities hence date of commencement of commercial production not applicable. |                          |
| 3                             | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable   |                          |
|                               | Financial Performance based on given indicators   | Figures in lacs  |                          |
| Financial Year                | Revenue from operations   | Profit/(loss) before Tax   | Profit/ (loss) after Tax |
| 2022-23                       | 74.60   | 25.58  | 25.72                    |

|   |  |   |        |
|---|--|---|--------|
| 2021-22                                     | 60.74  | (6.08)  | (7.52) |
| 2020-21                                     | Nil  | Nil   | 0.51   |
|   | Foreign investments or collaborations, if any  | The company has no foreign investments or foreign collaborations. The company has not made any foreign investments nor has any collaboration overseas.  |        |
| <b>II. Information about the appointee:</b> |  |   |        |
|   | Background details   | Mr. Alok K Garg is a Bachelor of Business Administration (Honors) and Masters in Business Administration in Marketing with 24 years of experience in the field of pharma industry and real estate sector.   |        |
|   | Past remuneration  | INR 7,00,000 per month (Rupees Seven Lacs).   |        |
|   | Recognition or awards  | None  |        |
|   | Job profile and his suitability  | Mr. Alok K Garg having 24 years of experience in pharma industry and real estate sector. In view of his vast experience, payment of remuneration would be in the best interests of the Company.   |        |
|   | Remuneration proposed  | INR 7,00,000 per month (Rupees Seven Lacs).   |        |
|   | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.    | Taking into consideration the size of the Company, the profile of Mr. Alok K Garg, the responsibilities to be shouldered by him and the industry benchmarks, the remuneration proposed to be paid to the Managing Director is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies. |        |
|   | Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. | Except Mr. Ramesh Chandra Mittal is Father-in-Law and Mrs. Kusum Mittal, Mother-in-Law there is no pecuniary relationship directly or indirectly with the company, or relationship with any managerial personnel.   |        |
| <b>III. Other Information</b>               |  |   |        |
|   | Reasons of loss or inadequate profits  | In spite of Company's endeavors to have better operational and financial performance, the factors such as the economic slowdown, uncertainty of market, tough Competition and strict compliances by regularity authorities.   |        |
|   | Steps taken or proposed to be taken for improvement  | The Company has initiated various steps to improve its operational performance/liquidity, including cost control measures have been put in place.   |        |
|   | Expected increase in productivity and profits in measurable terms  | The Company is expecting a favorable increase in the profitability in the coming years.   |        |

The information and Disclosures of the remuneration package of all Directors have been mentioned in the Annual Report in the Corporate Governance Report Section under the Heading "Remuneration paid to Directors under Nomination and remuneration Section.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval of the Members.

Save and except Mr. Alok K Garg and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice. Mr. Alok K Garg is related to Mr. Ramesh Chandra Mittal (Chairman & Non-Executive Director) and Mrs. Kusum Mittal (Non-Executive Director).

**Item no. 4: Continuation of directorship of Mrs. Kusum Mittal (DIN: 00035356) as the non-executive director of the Company on attaining the age of 75 (seventy-five) years**

Mrs. Kusum Mittal (DIN: 00035356) aged 74, is the Non-Executive Director of the Company, liable to retire by rotation. She is also one of the promoters of the Company. In accordance with Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, 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. Mrs. Kusum Mittal (DIN: 00035356) will attain the age of 75 years on 08<sup>th</sup> August, 2025 and the continuation of her Directorship will be subject to approval by the shareholder by special resolution. Hence the approval of the shareholders is sought for the continuation of her Directorship on the Board of the Company in category of Non-Executive Director even after attaining the age of 75 years.

Over the years, she has made invaluable contributions to the success and performance of the Company. Looking at her total devotion and the resultant progress made by the Company, the Board recommends the Special Resolution set out in item no. 4 of this notice for approval of members, in order to continue utilizing her valuable expertise in the company's best interest.

Save and except Mrs. Kusum Mittal and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice. Mr. Ramesh Chandra Mittal (Chairman and Non-Executive Director) and Mr. Alok K Garg (Managing Director) is related to Mrs. Kusum Mittal.

**Item no. 5 Shifting of registered office of the Company outside local limits of city:**

Members are aware that presently the registered office of the Company is situated at Dhar City. With a view to carry on the business of the Company more economically, efficiently, administrative convenience, availability of resources, Infrastructure facilities, the Board of Directors of the company at their meeting held on 07<sup>th</sup> August 2024 have decided to shift the registered office of the Company from Dhar City to Indore City i.e. **from Mhow-Neemuch Road, Sector-1, Pithampur, Dhar (M.P.) – 454775 to 201, Pushpratan Paradise, 9/5 New Palasiya, Indore (M.P.) – 452001 w.e.f. 01<sup>st</sup> October, 2024.**

Since, the proposed registered office is outside the local limits of the city, where present registered office is situated and therefore, in terms of the provisions of Section 12(5)(a) of the Companies Act, 2013 read with rule 27 of The Companies (Incorporation) Rules, 2014, requires shareholders' approval by way of Special Resolution.

Accordingly, the consent of the members of the company is sought to pass a special resolution as set out in Item No. 05 of the Notice.

None of the directors and the key managerial personnel of the company and their respective relatives are concerned or interested, financially or otherwise, in the resolution of Item No. 05.

**Item no. 6 Approval for loan, guarantee or investments in excess of the prescribed limits under section 186 of the Companies act, 2013:**

Pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors of a Company can give any loan to any person or body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with the loans, guarantee, security and investment given/provided/made by the Company, beyond the maximum permissible limit under Section 186 of the Companies Act, 2013 i.e. 60% of paid up share capital, free reserves and Securities Premium account or 100% of its free reserves and Securities Premium account whichever is more, provided that if special resolution has been passed by the shareholders of the Company to that effect.

Keeping in view the future plans of the Company and to fulfill long term strategic and business objectives and as a measure of achieving greater financial flexibility and to enable optimal financing structure, the Board of Directors in its meeting held on 07<sup>th</sup> August, 2024 has, subject to the approval of shareholders of the Company, has proposed for setting up limit upto an aggregate amount of INR 75.00 Crores (Rupees Seventy Five Crores) and to give powers to the Board of Directors or any duly constituted committee thereof to that effect under Section 186 of the Companies Act, 2013.

The loan(s), guarantee(s), security (ies) and investment(s), as the case may be, shall be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 6 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

**DATE:** 07<sup>TH</sup> AUGUST 2024  
**PLACE:** INDORE

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR MEDI-CAPS LIMITED**

**ABHISHEK JAIN  
COMPANY SECRETARY  
ACS-36699**

**MEDI-CAPS LIMITED**

CIN: L70100MP1983PLC002231

Registered Office: Mhow, Neemuch Road,  
Sector 1, Pithampur, Dhar (M.P.)-454775

Website: [www.medicaps.com](http://www.medicaps.com)

Email: [investors@medicaps.com](mailto:investors@medicaps.com)

Phone: 07292-256205

**Additional Information of Director seeking appointment/re-appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard of General Meeting:**

|   |  |
|---|--|
| <b>Name of Directors</b>  | <b>Mr. Alok K Garg (Managing Director)</b>   |
| DIN   | 00274321   |
| Date of Birth & Age   | 27/04/1969<br>55 Years   |
| Date of first Appointment on Board  | 1 <sup>st</sup> April, 1999  |
| Nature of Expertise/Experience in specific functional areas                               | Having wide experience of more than 24 years in the field of pharma industry and real estate sector  |
| Qualification   | Bachelor of Business Administration (Honors) , Master of Business Administration (Marketing), Diploma in Export Documentation & Implementation from The Indian Institute of Foreign Trade, Delhi |
| Terms and conditions of appointment   | As stated in the resolution presented to the 41st Annual General Meeting   |
| No. & % of Equity Shares held in the Company including shareholding as a beneficial owner | 32,25,920 (25.87%) not hold any share as a Beneficial owner  |

|   |  |
|---|--|
| List of outside Company's directorship held   | Medgel Private Limited   |
| List of Companies in which resigned in the past three years   | Nil  |
| Chairman/Member of the Committees of the Board of Directors of the Company  | Nil  |
| Details of remuneration sought to be paid and the remuneration last drawn by such person including sitting fees paid                                    | Remuneration sought to be paid INR. 7.00 Lacs (Rupees Seven Lacs) per month for remaining tenure as Managing Director.<br>However, he was re-appointed as managing director of the company w.e.f. 01 <sup>st</sup> April 2022 on without remuneration basis. |
| Chairman/Member of the Committees of the Board Directors of other Companies in which he/she is director   | Nil  |
| Chairman/Member of the Committees of the Board Directors of other Companies in which he/she resigned in the past three years                            | Nil  |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the company  | 1) Mr. Ramesh Chandra Mittal (Chairman & Non-Executive Director)- Father-in-law<br>2) Mrs. Kusum Mittal (Non-Executive Women Director) Mother-in-Law.  |
| Number of Meetings of Board attended during the year  | During the year 1 <sup>st</sup> April 2023 to 31 <sup>st</sup> March, 2024, Four (4) Board Meetings of the Company were held and Mr. Alok K Garg had attended all Meetings.  |
| In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements | N.A.   |

**DATE:** 07<sup>TH</sup> AUGUST 2024  
**PLACE:** INDORE

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR MEDI-CAPS LIMITED**

**ABHISHEK JAIN  
COMPANY SECRETARY  
ACS-36699**

**MEDI-CAPS LIMITED**  
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