MEDI-CAPS LIMITED

CIN: L70100MP1983PLC002231

MCL/SE/2026-27 **Dated:25th August 2026**

Online filing at: www.listing.bseindia.com

To,
The Secretary (DCS/Compliance),
Corporate Relationship Department,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

Subject: Submission of Notice convening the 43rd Annual General Meeting.

Reference: MEDI-CAPS LIMITED (BSE Scrip Code: 523144; ISIN: INE442D01010)

Dear Sir/Madam,

With reference to the above-mentioned subject, we wish to inform that the 43rd Annual General Meeting ('AGM') of the Company is scheduled to be held on Tuesday, 22nd September 2026 at 12:30 P.M. (IST) through Video Conference (VC) /Other Audio Visual means (OAVM) for which purpose the Registered office of the company shall be deemed as the venue for the Meeting.

Accordingly, pursuant to Regulation 30 read with Schedule III Part A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy the Notice convening 43rd AGM of the Company, which is also available on the Company's website at www.medicaps.com and the website of Central Depository Services (India) Limited at www.evotingindia.com.

Further, we are submitting the above said information in XBRL mode within prescribed time limit along with the submission in PDF mode.

You are requested to please take on record the above Notice of 43rd Annual General Meeting for your reference and further needful.

Thanking you,
Yours Faithfully,

FOR MEDI-CAPS LIMITED
ABHISHEK JAIN
Digitally signed by ABHISHEK JAIN
Date: 2026.08.25 11:29:53 +05'30'
ABHISHEK JAIN
COMPANY SECRETARY &
COMPLIANCE OFFICER
M.N. A36699
Enclosed: a/a

NOTICE OF THE 43RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the 43rd Annual General Meeting (AGM) of the Members of **MEDI-CAPS LIMITED** will be held on Tuesday, 22nd September, 2026 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 31st March, 2026**

   "RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2026 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 31st March, 2026

   "RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2026 together with the Reports of the Auditors thereon, as circulated to the members, be considered and adopted."

Special Businesses: -

2. **Re-appointment of Mr. Alok K Garg (DIN: 00274321), Chairman and Managing Director of the Company and Payment of Remuneration.**

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

   "RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V 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 the Articles of Association of the Company, and such other provisions as may be applicable and based on the recommendation of Audit Committee, Nomination & Remuneration Committee and Board of Director of the Company and approval from any other authority, if required, the consent of the member of the Company be and is hereby accorded for reappointment of Mr. Alok K Garg (DIN: 00274321) as Chairman and Managing Director of the Company for further period of three years with effect from 01st September, 2026 to 31st August, 2029 on the following terms, conditions, salary and perquisites:

   a) **Salary:** Rs. 7,00,000/- (Rupees Seven Lakhs only) per month.

   b) **Perquisites**: In addition to the above salary Mr. Alok K Garg (DIN: 00274321), Chairman and Managing Director shall also be entitled to the perquisite (evaluated as per Income Tax Rule wherever applicable and at actual cost to the Company in other cases) like benefits of furnished accommodation/House Rent Allowance with gardener and security guard, gas, electricity, water and furniture, chauffeur driven car and telephone at residence, medical reimbursement, Key man insurance, term insurance, personal accident insurance, leave and leave travel concession, club fees, provident fund, Superannuation fund, ex-gratia and gratuity in accordance with the scheme(s) and rule(s) applicable to the members of the staff or any modification(s) that may be made in any scheme/rule for the aforesaid benefits. However, perquisites shall be restricted to an amount equal to 25% of annual salary.

RESOLVED FURTHER THAT, notwithstanding anything contained herein above, if in any financial year during the currency of his appointment, the company has no profits or its profits are inadequate, the salary, perquisite and any other Allowances along with Provident Fund, Gratuity and Leave Encashment as detailed in the above resolution shall continue to be paid to him subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and are 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 for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper including filing of all related e-forms with the Registrar of Companies."

3. **Confirmation of appointment of Mrs. Saloni Garg (DIN: 11865402) as a Director as well as Whole-Time Woman 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 149, 152, 160 and 161 read with Schedule V of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and based on the recommendation of Audit Committee, Nomination & Remuneration Committee and Board of Director of the Company and approval from any other authority, if required, the consent of the member of the Company be and is hereby accorded for confirmation of appointment of Mrs. Saloni Garg (DIN: 11865402), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 07th August, 2026 and who holds office until the date of the ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Companies Act, 2013 proposing her candidature for the office of director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, and subject to such approvals, permissions and sanctions as may be required, and based on the recommendation of Audit Committee, Nomination & Remuneration Committee and Board of Directors of the Company and approval from any other authority, if required, consent of the member of the Company be and is hereby accorded for appointment of Mrs. Saloni Garg (DIN: 11865402) as Whole-Time Woman Director of the Company for the period of three years with effect from 07th August, 2026 to 06th August, 2029 on the following terms, conditions, salary and perquisites:

a) Salary: Rs. 2,00,000/- (Rupees Two Lakhs only) per month.

b) Perquisites: In addition to the above salary Mrs. Saloni Garg (DIN: 11865402), Whole-Time Woman Director shall also be entitled to the perquisite (evaluated as per Income Tax Rule wherever applicable and at actual cost to the Company in other cases) like benefits of furnished accommodation/House Rent Allowance with gardener and security guard, gas, electricity, water and furniture, chauffeur driven car and telephone at residence, medical reimbursement, Key man insurance, term insurance, personal accident insurance, leave and leave travel concession, club fees, provident fund, Superannuation fund, ex-gratia and gratuity in accordance with the scheme(s) and rule(s) applicable to the members of the staff or any modification(s) that may be made in any scheme/rule for the aforesaid benefits. However, perquisites shall be restricted to an amount equal to

25% of annual salary.

RESOLVED FURTHER THAT, notwithstanding anything contained herein above, if in any financial year during the currency of her tenure, the company has no profits or its profits are inadequate, the salary, perquisite and any other Allowances along with Provident Fund, Gratuity and Leave Encashment as detailed in the above resolutions shall continue to be paid to her subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and are 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 for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper including filing of all related E-forms with the Registrar of Companies."

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

DATE: 06TH AUGUST, 2026
PLACE: INDORE

Sd/-

ABHISHEK JAIN
COMPANY SECRETARY
ACS-36699

MEDI-CAPS LIMITED
CIN: L70100MP1983PLC002231
Registered Office: 201, Pushpratna Paradise
9/5, New Palasiya, Indore (M.P.) 452001
Website: www.medicaps.com
Email: investors@medicaps.com
Phone: 0731-4046321, 4028148

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 5th May, 2022, Circular No. 10/2022 dated 28th December, 2022, Circular No. 09/2023 dated 25th September, 2023,General Circular No. 09/2024 dated 19th September, 2024, followed by Circular No. 03/2025 dated 22nd September, 2025 (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 13th May, 2022, circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023, circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, Master Circular no. SEBI/HO/CFD/ PoD2/CIR/P/0155 dated November 11, 2024 and followed by SEBI Master circular no Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January, 30, 2026 (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 master Circulars and the applicable provisions of Companies Act, 2013 and rules made there under, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulation), the 43rd 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 43rd AGM through VC/OAVM, a detailed process in which the members can attend the AGM through VC/OAVM has been enumerated in Note number 33 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 31st March, 2026 pursuant to Section 136 of the Act and Notice calling the AGM pursuant to Section 101 of the Act read with the Rules framed thereunder 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. A Member can request for a physical copy of the Report by sending an e-mail to the Company at **investors@medicaps.com**. Further as per amended Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a letter which providing the weblink including the exact path, where complete details of Annual Report are available, will be sent by the Registrar and Share Transfer of the Company to those shareholders who have not registered their email address(es), at their address registered with the Company.

   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 14th August, 2026 being the cut-off date for sending soft copy of the Notice of 43rd AGM and Annual Report for the financial year 2025-26, may access the same from Company's website at www.medicaps.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL 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 43rd 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 and requirements of Regulation 44(4) of SEBI Listing Regulations. 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 darshika.wankhede1411@gmail.com with a copy marked to the Company at investors@medicaps.com.
7. The Statement as required under Section 102 of the Act setting out material facts concerning the businesses with respect to Item Nos. 2 and 3 forms part of this Notice is 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. 2 and 3 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.

8. The Board of Directors comprises one Managing Director and three Independent Directors. Pursuant to Article 98(1) of the Articles of Association of the Company, the Managing Director is not liable to retire by rotation. Accordingly, there is no Director whose office is liable to be determined by retirement through rotation.

9. 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 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.

10. **IEPF:** Under the Act, dividends that are unclaimed/unpaid for a period of seven years are required to be transferred to the Investor Education and Protection Fund ("IEPF") administered by the Central Government. Members whose unclaimed dividends/shares are be transferred to the IEPF Authority can claim the same by making an online application to the IEPF Authority in the prescribed Web Form IEPF-5 by following the refund procedure as detailed on the website of IEPF Authority www.iepf.gov.in.

11. 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 and securities holders holding securities in physical form should submit their PAN and Bank account details to the RTA.

12. Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant(s) and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participant(s). The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, if any, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.

13. 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 Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated 06 February 2026

14. Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which includes easy liquidity since trading is permitted in dematerialised form only, electronic transfer and elimination of any possibility of loss of documents. Any requests for transfer of securities are not permitted unless the securities are held in dematerialised form with a depository. Members may please note that pursuant to Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, transfer of securities is permitted only in dematerialised form, except under the special window open from 05 February 2026 to 04 February 2027 for re-lodgment of physical transfer deeds executed prior to 01 April 2019.

Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 and further amended vide its Circular No. HO/38/13/(3)2026-MIRSD-POD/I/3763/2026 dated 30 January 2026, has mandated the listed companies to issue securities in dematerialized form only while processing investor service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting, consolidation of folios/securities certificates, transmission and transposition. Accordingly, the issuance of 'Letter of Confirmation' has been discontinued as per latest amended provisions., 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 and on the website of the Company's Registrar and Transfer Agents http://ankitonline.com. Members may be noted that any service request Shall be processed only after the folio is KYC Compliant. Accordingly, Members holding shares in physical form are advised to dematerialize their shareholdings at the earliest.

15. SEBI vide its Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated 06 February 2026 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.

16. 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 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.

17. 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.

18. SEBI vide Circular no. SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/131 dated 31st July 2023 (updated as on August 04, 2023) has specified that a shareholder shall first take up his/her/their grievance with the listed entity and/ or its RTA, as per the SEBI Directives, by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/ they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal which harness online conciliation and online arbitration for resolution of disputes arising in the Indian securities market. Shareholders are requested to take note of the same. The aforesaid updated SEBI Circular can be viewed on the following link https://www.sebi.gov.in/legal/circulars/aug-2023/corrigendum-cum-amendment-to-circular-dated-july-31-2023-on-online-resolution-of-disputes-in-the-indian-securities-market_74976.html.

19. 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.

20. 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.

21. 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.

22. 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 are available for inspection at the registered office of the Company on any working day, between 11:00 a.m. to 1:00 p.m. (IST) 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 dispatch of this Notice up to the conclusion of AGM. Members seeking to inspect such documents can send an email to investors@medicaps.com.

23. Members are requested to contact the Registrar and Share Transfer Agent for all matters connected with Company's shares at Ankit Consultancy Private Limited, 60 Pardeshipura, Electronic Complex, Indore (M.P.). Email: investor@ankitonline.com.

24. Investor Grievance Redressal: The Company has designated an exclusive e-mail ID i.e., investors@medicaps.com to enable the investors to register their complaints / send correspondence, if any.

25. 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 using the login credentials.

26. The Company has appointed Ms. Darshika Wankhede, Practicing Company Secretary (Membership No. ACS-79800; CP No. 28624) 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.

27. The voting rights of Shareholders shall be in proportion of shares held by them to the total paid up equity shares of the company as on Tuesday, 15th September, 2026, being the cut-off date.

28. A person who is not a member as on the cut-off date, Tuesday, 15th September, 2026 should treat this Notice for information purpose only.

29. 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., Tuesday, 15th September, 2026 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.

30. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company - www.medicaps.com as soon as possible after the Meeting is over.

31. 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.

32. 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 dated April 08, 2020, April 13, 2020 and May 05, 2020, 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.

For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

Members are encouraged to share their valuable feedback regarding their overall satisfaction with the Company's investor servicing by sending an e-mail to investors@medicaps.com. Such feedback plays an important role in helping the Company understand investors' expectations and take necessary steps towards enhancing stakeholder value.

33. 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 the scheduled time of the commencement of the Meeting, and while the AGM is in progress, 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 a 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 any restrictions on accounts of first come first served basis.

(ii) The voting period begins on Saturday, 19th September, 2026 from 9.00 a.m. and ends on Monday, 21st September, 2026 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, 15th September, 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter and the same will be enabled during the AGM for the Members who have not casted their vote through remote E-voting.

(iii) Shareholders who have already voted prior to the meeting date may also attend / participate in the AGM through VC / OAVM but shall 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/2020/242dated 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 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 **CDSL Depository**	**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 www.cdslindia.com and click on Login icon and My Easi New (Token) Tab. **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 ("ESP") for casting the vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all ESPs, so that the user can visit the ESPs website directly. **3)** If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. **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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, users will be able to see the e-Voting option where the e-voting is in progress and also be able to directly access the system of all ESPs.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	**1)** If the user is already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. The user will have to enter the User ID and Password. After successful authentication, the user will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and the user will be able to see e-Voting page. Click on company name or ESP name and the user will be re-directed to ESP website for casting vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. **2)** If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp **3)** Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com// either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. The user will have to enter the User ID (i.e., the 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, the user will be redirected to NSDL Depository site wherein the user can see e-Voting page. Click on company name or ESP name and user will be redirected to ESP website for casting vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	4) For OTP based login, user can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. User will have to enter 8-digit DP ID, 8-digit Client Id, PAN No., verification code and generate OTP. Enter the OTP received on registered email id/ mobile number and click on login. After successful authentication, user will be redirected to NSDL Depository site wherein user can see E-voting page. Click on company name or E-voting service provider name and user will be re-directed to ESP website for casting 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 **Depository Participants (DP)**	User can also login using the login credentials of demat account through user's Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, the user will be able to see e-Voting option. Once the user click on e-Voting option, the user will be redirected to NSDL/CDSL Depository site after successful authentication, wherein the user can see e-Voting feature. Click on company name or ESP name and user will be redirected to ESP website for casting vote during the remote e-Voting period or for 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 **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 18002109911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or contact at 022 - 48867000 and 022 - 24997000

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 to join virtual meeting for **physical shareholders and shareholders other than individual holding in Demat form**.

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders/Members" 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 have logged on to www.evotingindia.com and voted on an earlier e-voting of any other company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

For physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in the demat account or in the company records in order to login. • If both the details are not recorded with the depositories or company/RTA, please enter the member id / folio number in the Dividend Bank details field by following the instructions.

(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 Electronic Voting Sequence Number ("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(s), 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 and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login 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) 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 to mandatorily send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@medicaps.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

34. 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 / iPad 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 a Stable Wi-Fi or LAN Connection/ internet facility 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 from their registered e-mail at least seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investors@medicaps.com. The shareholders who do not wish to speak during the 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. 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. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
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.

35. 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) including duly filed up request form ISR-1 by email to Company/RTA email id.
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.

36. 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 submit, not later than two days 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 Exchange, 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 and on the website of CDSL i.e. www.evotingindia.com, immediately after the declaration of the result by the Chairperson or a person authorized by him in writing and communicated to the Stock Exchange.
D. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Tuesday, 22nd September, 2026 subject to receipt of the requisite number of votes in favour of the Resolutions.

37. 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 or contact at toll free no. 18002109911.

38. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Assistant Vice President, (CDSL,) Central Depository Services (India) Limited, A Wing, 25thFloor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 18002109911.

DATE: 06TH AUGUST, 2026
PLACE: INDORE

BY ORDER OF THE BOARD OF DIRECTORS
FOR MEDI-CAPS LIMITED
Sd/-
ABHISHEK JAIN
COMPANY SECRETARY
ACS-36699

MEDI-CAPS LIMITED
CIN: L70100MP1983PLC002231
Registered Office: 201, Pushpratna Paradise
9/5, New Palasiya, Indore (M.P.) 452001
Website: www.medicaps.com
Email: investors@medicaps.com
Phone: 0731-4046321, 4028148

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

IN TERMS OF THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 (THE “ACT”), SECRETARIAL STANDARD ON GENERAL MEETINGS (“SS-2”) AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“SEBI LISTING REGULATIONS”), THE FOLLOWING STATEMENT SETS OUT THE MATERIAL FACTS RELATING TO AGENDA ITEM 2 AND 3 AS SET OUT IN THE NOTICE OF 43RD ANNUAL GENERAL MEETING

ITEM NO. 2: RE-APPOINTMENT OF MR. ALOK K GARG (DIN: 00274321), CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY AND PAYMENT OF REMUNERATION.

The Members of the Company, at their 38th Annual General Meeting held on 28th September, 2021, approved the re-appointment of Mr. Alok K Garg as the Managing Director of the Company for the period of five years commencing from 1st April, 2022 to 31st March, 2027 on without remuneration basis. Subsequently, the Members, at the 41st Annual General Meeting held on 26th September, 2024, members by way of special resolution, approved the payment of remuneration of Rs. 7.00 lakhs per month to Mr. Alok K. Garg with effect from 1st November, 2023 for the remaining tenure of his appointment as Managing Director.

Since the present term of Mr. Alok K. Garg as Managing Director is about to expire on **31st March, 2027.** Accordingly, in terms of the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Schedule V thereto and the Rules made thereunder, approval of the Members is being sought for his re-appointment.

Further, pursuant to the resignation of **Mr. Ramesh Chandra Mittal** from the office of Chairman and Director of the Company with effect from the close of business hours on **06th August, 2026**, the Nomination and Remuneration Committee recommended, and the Board of Directors, at its meeting held on **06th August, 2026**, approved the appointment of **Mr. Alok K. Garg** as **Chairman and Managing Director** of the Company with effect from **01st September, 2026**, subject to the approval of the Members at the ensuing Annual General Meeting.

Mr. Alok K. Garg holds a **Master of Business Administration (Marketing)** degree. He possesses over **26 years of extensive experience** in the pharmaceutical and real estate sectors. During his tenure with the Company, he has provided effective leadership and strategic direction, and has played a significant role in strengthening the Company's operational performance, business growth and long-term sustainability.

Considering his rich experience, proven leadership, industry expertise and valuable contribution to the affairs of the Company, the Audit Committee and the Nomination and Remuneration Committee recommended, and the Board of Directors, at its meeting held on 6th August, 2026, approved the proposal for his re-appointment as Chairman and Managing Director for a further period of three (3) years commencing from 1st September, 2026 and ending on 31st August, 2029, on the terms and conditions, including remuneration and perquisites, as set out in the Resolution under Item No. 2 of the accompanying Notice, subject to the approval of the Members.

The proposed remuneration payable to Mr. Alok K. Garg is in conformity with the limits prescribed under Sections 196 and 197 of the Act read with Schedule V thereto, as amended from time to time. The brief resume of Mr. Alok K Garg is annexed with this notice.

This Explanatory Statement may also be regarded as the disclosure required under Section 190 of the Companies Act, 2013. The Audit Committee, the Nomination and Remuneration Committee and the Board of Directors have approved the aforesaid proposal, subject to the approval of the Members and such other approvals, permissions or sanctions as may be required.

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

I. General information:				
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	
4	Financial Performance based on given indicators		Figures In lakhs	
	Financial Year	Revenue from operations	Profit/(loss) before Tax	Profit /(loss) after Tax
	2025-2026	230.59	(12.46)	(13.87)
	2024-2025	241.66	28.50	55.51

	2023-2024	716.54	482.73	388.82
5	Foreign investments or collaborations, if any		The company has no foreign investments or foreign collaborations. The company has not made any foreign investments or has any collaboration overseas.	
II. Information about the appointee:				
1	Background details		Mr. Alok K Garg is a Masters in Business Administration in Marketing with more than 26 years of experience in the field of pharma industry and real estate sector.	
2	Past remuneration		Salary: Rs. 7.00 Lakhs per month (Rupees Seven Lakhs)	
3	Recognition or awards		None	
4	Job profile and his suitability		Mr. Alok K Garg as the Chairman and Managing Director has been managing the overall business and operations of the Company. The Company has made progress under his leadership. In view of his vast experience, reappointment would be in the best interests of the Company.	
5	Remuneration proposed		Rs. 7.00 Lakhs per month (Rupees Seven Lakhs)	
6	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.	
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.		Except for Mr. Akshit Garg, proposed Chief Financial Officer of the Company, being his son, and Mrs. Saloni Garg, proposed Whole-time Director of the Company, being his daughter-in-law, Mr. Alok K. Garg has no pecuniary relationship, directly or indirectly, with the Company, nor is he related to any other Director, Key Managerial Personnel or managerial personnel of the Company.	
III. Other information:				
1	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	
2	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.	
3	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".

Save and except Mr. Alok K. Garg and his relatives, to the extent of their shareholding, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of the accompanying Notice. Mr. Alok K. Garg is related to Mr. Akshit Garg, Chief Financial Officer and Key Managerial Personnel of the Company, being his son, and Mrs. Saloni Garg, proposed Whole-time Director of the Company, being his daughter-in-law.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval of the Members.

ITEM NO. 3: CONFIRMATION OF APPOINTMENT OF MRS. SALONI GARG (DIN: 11865402) AS A DIRECTOR AS WELL AS WHOLE-TIME WOMAN DIRECTOR OF THE COMPANY.

Mrs. Saloni Garg has completed Graduation in Business Management from Mumbai and holds a Master Degree Brand Management from Italy. She has experience as a Freelance Brand Manager and has assisted businesses in developing their brand identity, brand logos, websites creator and communication design. She also possesses extensive understanding of the day-to-day operations of an organization, contributing towards improving operational efficiency and business performance.

Mrs. Saloni Garg has been associated with the Company in the capacity of Senior Manager and Senior Management Personnel, where she has made significant contribution to the Company's operations, business processes and strategic initiatives.

Based on the recommendation of the Audit Committee, Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 06th August, 2026, appointed Mrs. Saloni Garg (DIN: 11865402) as an Additional Director under Section 161 of the Companies Act, 2013 and also as the Whole-Time Woman Director of the Company for a period of three (3) years with effect from 07th August, 2026, subject to the approval of the Members in ensuing Annual General Meeting.

Pursuant to Section 161 of the Companies Act, 2013, Mrs. Saloni Garg holds office as an Additional Director up to the date of the ensuing Annual General Meeting and is eligible for appointment as a Director of the Company. The Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director.

The approval of the Members is therefore sought for:

- appointment of Mrs. Saloni Garg as a Director of the Company, liable to retire by rotation; and
- appointment of Mrs. Saloni Garg as the Whole-Time Woman Director of the Company for a period of three years with effect from 07th August, 2026 to 06th August, 2029 on the remuneration and terms and conditions set out in Item No. 3 of the Notice.

This statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013. Accordingly, it is proposed to appoint her as Whole-Time Woman Director w.e.f. 07th August, 2026 on remuneration as mentioned in Item No.3 of notice for which Audit Committee, Nomination and Remuneration Committee and Board of Directors have accorded their approval subject to approval of the members or any other appropriate authority if any.

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 Mrs. Saloni Garg is annexed with this notice.

The remuneration proposed to be paid to Mrs. Saloni Garg is within the limits prescribed under Sections 196, 197 and Schedule V of the Companies Act, 2013. The brief profile of Mrs. Saloni Garg and the information required under Schedule V to the Companies Act, 2013 are set out below:-

I. General information:				
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	
4	Financial Performance based on given indicators		Figures In lakhs	
	Financial Year	Revenue from operations	Profit/(loss) before Tax	Profit /(loss) after Tax
	2025-2026	230.59	(12.46)	(13.87)
	2024-2025	241.66	28.50	55.51
	2023-2024	716.54	482.73	388.82
5	Foreign investments or collaborations, if any		The company has no foreign investments or foreign collaborations. The company has not made any foreign investments or has any collaboration overseas.	
II. Information about the appointee:				
1	Background details		Mrs. Saloni Garg has completed Graduation in Business Management from Mumbai and holds a master’s degree in Brand Management from Italy. She has experience as a Freelance Brand Manager and has assisted businesses in developing their brand identity, brand logos, websites creator and communication design.	

2	Past remuneration	Salary: Rs. 2.00 Lakhs per month (Rupees Two Lakhs) while serving in the position of Senior Manager.
3	Recognition or awards	None
4	Job profile and her suitability	Mrs. Saloni Garg as the Whole-Time Woman Director will be responsible for enhancing the brand value of the Company by aligning branding initiative with business objectives. Considering her experience and expertise, the Board considers her well suited for the position.
5	Remuneration proposed	Salary: Rs. 2.00 Lakhs per month (Rupees Two Lakhs)
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	Considering the size and operations of the Company, the responsibilities attached to the position, the qualifications and experience of Mrs. Saloni Garg and prevailing industry practices, the proposed remuneration is reasonable and commensurate with similar positions in comparable companies.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Except, Mr. Alok K Garg, Managing Director, is the Father-in-Law and Mr. Akshit Garg, CFO & KMP, is the husband of Mrs. Saloni Garg. Except for this relationship and her shareholding, if any, she has no other pecuniary relationship with the Company, its Directors or Key Managerial Personnel.
III. Other information:		
1	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
2	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.
3	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.

Save and except Mrs. Saloni Garg 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. 3 of the Notice. Mrs. Saloni Garg is related to Mr. Alok K Garg, Managing Director and Mr. Akshit Garg, CFO & KMP of the Company.

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

DATE: 06TH AUGUST, 2026
PLACE: INDORE

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

Sd/-
ABHISHEK JAIN
COMPANY SECRETARY
ACS-36699

MEDI-CAPS LIMITED
CIN: L70100MP1983PLC002231
Registered Office: 201, Pushpratna Paradise
9/5, New Palasiya, Indore (M.P.) 452001
Website: www.medicaps.com
Email: investors@medicaps.com
Phone: 0731-4046321, 4028148

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

Name of Director	**Mr. Alok K Garg (Chairman and Managing Director)**	**Mrs. Saloni Garg (Whole Time Director)**
DIN	00274321	11865402
Date of Birth & Age	27th April 1969 57 Years	29th July, 1995 31 Years
Date of first Appointment on board	01st April, 1999	07th August, 2026
Nature of Expertise / Experience in specific functional areas	Having wide experience of more than 26 years in the field of pharma industry and real estate sector	She has experience as a Freelance Brand Manager and helping businesses find their identity, brand logos, websites, communication design and also having vast experience of day to day workings of an organization to ensure efficient performance.
Qualification	Master of Business Administration (Marketing), Diploma in Export Documentation & Implementation from The Indian Institute of Foreign Trade, Delhi	Graduate in Business Management from Mumbai and Masters in Brand Management from Italy.
Terms and conditions of appointment	As stated in the resolution & explanatory Statement presented to the 43rd Annual General Meeting	As stated in the resolution and explanatory statement presented to the 43rd Annual General Meeting
No. & % of Equity Shares held in the Company including shareholding as a beneficial owner	32,74,866 (26.26%) not hold any share as a Beneficial owner	Does not hold any share in the Company.
List of outside Company's directorship held	Medgel Private Limited	Nil
List of Companies in which resigned in the past three years	Nil	Nil
Chairman / Member of the Committees of the Board of Directors of the Company	Nil	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 Rs. 7.00 Lakhs (Rupees Seven Lakhs) per month as Chairman and Managing Director. He was drawing remuneration of Rs. 7.00 lakhs per month in his capacity as Managing Director. No sitting fee was paid.	It is proposed to pay Remuneration of Rs. 2.00 Lakhs (Rupees Two Lakhs) per month as Whole Time Woman Director. She was drawing remuneration of Rs. 2.00 lakhs per month in her capacity as Senior Manager of the Company. No sitting fee was paid.
Chairman / Member of the Committees of the Board Directors of other Companies in which he is director	Nil	Nil
Chairman / Member of the Committees of the Board of Directors of other Companies in which he resigned in the past three years	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	1) Mrs. Saloni Garg (Proposed Whole Time Director)- Daughter-in-law	1) Mr. Alok K Garg (Managing Director)- Father-in-law 2) Mr. Akshit Garg (CFO and

	2) Mr. Akshit Garg (CFO and KMP)- Son Except this, there is no other relationship with any other Director, Manager and other KMPs.	KMP)- Husband Except for the above relationships and her shareholding, if any, she has no other pecuniary relationship with the Company, its Directors, or Key Managerial Personnel.
Number of Board meetings attended during the financial year 2025-26	During the year, 01st April, 2025 to 31st March, 2026, four (04) Board Meetings of the Company were held, and Mr. Alok K Garg had attended all Meetings.	Not applicable as she was appointed during the current financial year 2025-26.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Not Applicable

BRIEF RESUME OF PROPOSED APPOINTEE

S. No.	Name	Brief Resume
1	Mr. Alok K Garg	Mr. Alok K Garg is the Managing Director of your Company. He has completed MBA (Marketing), Diploma in Export Documentation & Implementation from The Indian Institute of Foreign Trade, Delhi in Arts and is having wide experience of more than 26 years in the field of pharma industry and real estate sector. The Company has made enormous progress under his leadership. He actively participates in the discussions with the Chairman or other board members in the Board Meetings and persistently endeavors to make sure that the responsibilities towards stakeholders are consistently fulfilled.
2	Mrs. Saloni Garg	Mrs. Saloni Garg is a management professional with a strong academic background in business and brand strategy. She holds a Graduate degree in Business Management from Mumbai and a master's degree in Brand Management from Italy, equipping her with a global perspective on branding, marketing and organizational development. She is already associated with Medicaps Limited as senior manager and her ability to align branding initiative with business objectives makes her a valuable contributor to organizational and long-term value creation.

DATE: 06TH AUGUST, 2026
PLACE: INDORE

BY ORDER OF THE BOARD OF DIRECTORS
FOR MEDI-CAPS LIMITED
Sd/-
ABHISHEK JAIN
COMPANY SECRETARY
ACS-36699

MEDI-CAPS LIMITED
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