

NOTICE

NOTICE is hereby given that the Twenty Third Annual General Meeting of the Members of the Company will be held on Thursday, the 22nd day of September, 2016 at 10.00 a.m. at Airforce Auditorium, Subroto Park, Dhaura Kuan, New Delhi-110021 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company for the Financial Year ending on 31st March 2016 and the Profit and Loss Account for the year ended as on that date together with the reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Ashutosh Gupta (DIN: 00039995) who retires by rotation and being eligible offer himself for re-appointment.
3. To appoint a Director in place of Mr. Suresh Kumar Singh (DIN: 00318015) who retires by rotation and being offer himself for re-appointment.
4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time and as recommended by the Audit Committee M/s Ashok Sharma & Associates, Chartered Accountants, Delhi, (Firm Registration No. 004161N) be and is hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company, at such remuneration (including fees for certification) and reimbursement of out of pocket expenses for the purpose of audit as may be approved by the Board of Directors of the Company.”

SPECIAL BUSINESS

5. To approve the remuneration of the Cost Auditors for the financial year 2014-15, 2015-16 and 2016-17 and in this regards to consider and if thought fit to pass with or without modification (s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and read with the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s SPB & Co., Cost Accountants (Registration No. 102586), Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for

- a) the financial year ending on 31st March 2015;
- b) the financial year ending on 31st March 2016; and
- c) the financial year ending on 31st March 2017

be paid the remuneration Rs.100,500/-, Rs.120,600 and Rs.144,720/- respectively for the aforesaid financial years, plus out of pocket expenses that may be incurred during the course of audit and the said remuneration paid to M/s SPB & Co. be and is hereby approved and ratified.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this Resolution.”

6. To consider and if thought fit, to pass with or without modification (s) the following resolution as a Ordinary Resolution:- Appointment of Mr. Klaus Snej Jensen as Independent Director

“RESOLVED THAT Mr. Klaus Snej Jensen (DIN: 07554059) who was appointed as an Additional Director in the capacity of the Independent Director by the Board of Directors with effect from 12.08.2016 in terms of Section 161(1) and 149 of the Companies Act, 2013 has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, and in respect of whom the Company has received notice in writing pursuant to the provisions of Section 160 of the Act from the Member of the Company proposing his candidature for the office of Director pursuant to the provision of 149, 152 and other applicable provision of the Companies Act, 2013(Act) and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for time being in force) read with Schedule IV to the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company for a period of five year with effective from 12.08.2016, not being eligible to retire by rotation.”

7. Contribution to charitable and other funds, to consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which shall deem to include any committees thereof) to contribute to bonafide charitable and other funds provided that the aggregate amount of contribution to such funds in a financial year shall not exceed the limits as set out in section 181 or a sum of Rs.50 lakh, whichever is higher.”

8. To consider and if thought fit, to pass with or without modification (s) the following resolution as a Ordinary Resolution: - Regularization of Mr. Ashok Babu Jha

“RESOLVED THAT Mr. Ashok Babu Jha (DIN:07310003) who was appointed as an Additional Director by the Board of Directors with effect from 09.10.2015 in terms of Section 161(1) of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014, being eligible for appointment and in respect of whom the Company has received notice in writing pursuant to the provisions of Section 160 of the Act from the Member of the Company proposing his candidature for the office of Director be and is hereby appointed a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.”

9. Appointment of Mr. Ashok Babu Jha (DIN:07310003) as Whole time Director of the Company, to consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT Mr. Ashok Babu Jha, who was appointed by the Board of Directors on 9th October, 2015 as whole time Director of the Company subject to the approval of Shareholders and pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of the 196, 197, 198, 2013 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule –V of the Companies Act, 2013, approval of the Member of the Company be and is hereby accorded to appoint to the appointment of Mr. Ashok Babu Jha, as Whole Time Director of the Company for the term of for a period of Five years with effect from 9th October, 2015 upto 8th October, 2020 on terms and conditions including the payment of remuneration, perquisites as may be agreed between board of Directors and Mr. Jha.

RESOLVED FURTHER THAT the remuneration payable to Mr. Ashok Babu Jha, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorise to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or

any of its powers herein conferred to any committee of Directors or Director(s) to give effect to the aforesaid resolution.”

**By the Order of the Board
Medicamen Biotech Limited**

**Place: Delhi
Date: 12.08.2016**

**Sd/-
Rahul Bishnoi
Chairman
DIN No- 00317960**

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the meeting, is annexed hereto
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED AND SIGNED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
3. The Register of Member and Share Transfer Books of the Company will remain closed from 15th September 2016 to 22nd September, 2016 (both days inclusive).
4. Members holding shares in physical form may obtain the Nomination forms from the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form may obtain the Nomination forms from their respective Depository Participants.
5. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. Additional information, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, in respect to director seeking appointment /re-appointment at the Annual General Meeting, is furnished as annexure to the Notice. The directors have furnished consent /declaration for their appointment /re-appointment as required under the Companies Act, 2013 and the Rules there under.
7. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. In respect of the matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name/address, etc., the Members are requested to approach:
 - (a) the Company's Registrar and Share Transfer Agent i.e. M/s Link Intime India Pvt. Ltd., 44, Community Centre, 2nd Floor, Naraina Industrial Area-I, New Delhi- 110028, quoting their Folio numbers, in case of shares held in physical form and

(b) the respective Depository Participants, in case of shares held in electronic form.

9. All documents referred to in the accompanying notice and explanatory statement are open for inspection at the registered office of the Company on all working days, except Saturdays and Sundays between 11:00 a.m. to 01:00 p.m. prior to date of Annual General Meeting.
10. Members desirous of getting any information in respect of the contents of the Annual Report are requested to forward the queries to the Company at least ten days prior to the Meeting so that the required information can be made available at the Meeting.
11. The Annual Report of the Company circulated to the Members of the Company, will be made available on the Company's website at www.medicamen.com and also on website of the Bombay Stock Exchange.
12. The route map of the venue of the Meeting is attached to this Notice.
13. In accordance with Section 20 of the Companies Act, 2013, service of documents on Members by a company is allowed through electronic mode. Accordingly, as a part of Green Initiative, soft copy of the Annual Report 2015-16, the Notice of the 23rd AGM and instructions for e-voting, along with the Attendance slip and Proxy form, are being sent by electronic mode to all the Members whose email addresses are registered with the Company/ Depository Participant(s), unless a Member has requested for the physical copy of the documents. For Members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
14. The Securities and Exchange Board of India (SEBI) has mandated 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. Members holding shares in physical form can submit their PAN to the Company / M/s Link Intime India Pvt. Ltd. 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, Near PVR, Naranja, Delhi - 110 028.
15. **Updation of Members' Details :**
 - (a) To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the R & T Agent/Depositories for sending the notice / documents etc. to them through email and also requested to register their email IDs and changes therein for future communication.
 - (b) Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management.
 - (c) Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or R & T Agent, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.

16. **Voting through electronic means:**

In compliance with the Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration, Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, the Company has provided a facility to the Members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services Limited (CDSL). The facility through ballot paper will also be made available at the AGM and Members attending the AGM, who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again. The instruction for e-voting is annexed to this Notice.

The instructions for Members for voting electronically are as under:-

Section A - E-Voting Process

In case of Members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details	Enter the Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">• Please enter the DOB or Bank Details in order to login. If both the details are not recorded with the depository or Company please enter the Member id/ folio number in the Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, Members 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 Members 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 along with the Company Name i.e. **Medicamen Biotech 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Non Individual Shareholders and Custodian (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of Members receiving the physical copy: Please follow all steps from sl. no. (i) to sl. no. (xvi) above of point no 16 to cast the vote.

Section B - Commencement of E-Voting Period and Other E-Voting Instructions

- The e-Voting period commences on 19th September, 2016 (10.00 a.m.) and ends on 21st September, 2016 (5.00 p.m.). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cutoff date (record date) of 15th September, 2016 may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Shareholders who have already voted prior to the Meeting date would not be entitled to vote at the Meeting venue.
- The voting rights of Shareholders shall be in proportion to their shares of the Paid up Equity Share Capital of the Company as on 15th September, 2016.
- In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com
- CS Manoj Kumar Jain, Practicing Company Secretary (Membership No.: FCS-5832; CP No: 5629) (Address: F-2, Plot No-299, Sector-4, (Near Vaishali Metro Station) Vaishali, Ghaziabad, UP-201010) has been appointed as the Scrutinizer to scrutinize the e-Voting process.
- The Scrutinizer shall, immediately after conclusion of General Meeting, first count the vote, thereafter unblock the votes cast through e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than three (3) days from the conclusion of Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit forthwith to the Chairman or person authorised by him in writing who shall countersign the same and declare the result of voting forthwith.
- The Company is providing the facility to vote by ballot to those Shareholders, who do not have access to e-voting facility. Members have the option to request for a physical copy of Ballot Form by sending an e-mail to the Company Secretary at 'cs@medicamen.com' or download it from the website of the company 'www.medicamen.com'. However, the duly completed Ballot Forms should reach the Scrutinizer not later than 21st September, 2016 (5.00 p.m. IST). Ballot forms received after this date shall not be considered.
- A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid
- The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.

viii. The Results shall be declared on the date of AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.medicamen.com and on the website of CDSL <https://www.evotingindia.co.in>. and shall be communicated to the BSE Limited, immediately.

ix. any person who became a Member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 15th September, 2016, may obtain the User ID and Password from the R & T Agents of the Company i.e. Link Intime India Pvt. Ltd. send e-mail at shamwant.kushwah@linkintime.co.in.

Contact Details

Company : Medicamen Biotech Limited Regd. Office: 1506, Chiranjiv Tower, 43, Nehru Place, New Delhi-110019 CIN: L74899DL1993PLC056594 E-mail ID: cs@medicamen.com	Registrar and Transfer Agent: Link Intime India Pvt. Ltd. 44, Community Centre, 2 nd Floor, Naraina Industrial Area, Phase-I, Near PVR, Naranja, Delhi-110028 Ph: 011-41410592/3/4
Scrutinizer : CS Manoj Kumar Jain, Practicing Company Secretary E-mail ID: manojfcs@gmail.com	e-Voting Agency : Central Depository Services (India) Limited E-mail ID: helpdesk.evoting@cdslindia.com

17. Details of directors seeking appointment/re-appointment at the forthcoming AGM of the Company pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015: -

Name of the Director	Ashutosh Gupta	Suresh Kumar Singh	Ashok Babu Jha	Klaus Snej Jensen
DIN	00039995	00318015	07310003	07554059
Date of Birth	19.11.1980	01.03.1945	10.07.1968	25.05.1962
Date of Appointment on the Board	28.01.2000	31.12.2015	09.10.2015	12.08.2016
Brief Resume and nature of expertise in functional areas	Mr. Ashutosh Gupta having more than 7 years of experience in the field of marketing & distribution of pharmaceuticals.	Mr. S. K. Singh has vast experience of running an industry. Mr. Singh has served as Production Controller of heavy chemical of M/s Synthetics and Chemicals Limited for approximately 12 years. He has been working with Shivalik Rasayan Limited for the past 29 years as Managing Director	Mr. Asok Babu Jha having 25 years of experience in reputed Pharma Companies i.e Ranbaxy, Alembic Ltd and Dabour India Ltd, area of specialization in quality assurance, quality control and analytical research development, cGMP audit of domestic and international regulatory agencies.	Mr. Klaus Snej Jensen, Has more than 25 years of experience. He is also responsible for India and Zambia operations of the company as he brings in wide international general management Experience, he is Chief Operating Officer cum Chief Pharmacist with Missionpharma A/S, Denmark
Qualification	Bachelor of Business Administration	Chemical Graduate	Post graduate in master of Science,	MSC and MBA from Copenhagen

			(Organic Chemistry)	Business School, University of Copenhagen,
Directorship in other Public Companies [excluding foreign and private Companies]	1 Pharmaceuticals Export Promotion Council of India 2 Medicamen Organics Limited	1. Shivalik Rasayan Limited	NIL	NIL
Memberships / Chairmanships of Committees of other Public Companies	1 Pharmaceuticals Export Promotion Council of India: Chairman	NIL	NIL	NIL
No. of Shares held in the Company	Nil*	Nil	Nil	Nil

As on 12.08.2016 Mr. Ashutosh Gupta was not holding any shares but as on 31.03.2016 Mr. Gupta was holding 252614 equity shares subject to transfer to New Promoters as per the Share purchase agreement.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following explanatory statement sets out the material facts in respect of the special business mentioned in the accompanying notice:

ITEM NO. 5

M/s HMVN & Associates, Cost Accountants showed the disinterest to conduct the audit of the F.Y. 2014-15 and 2015-16 and put their resignation. The Board of Directors of the Company had on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s SBP & Co., Cost Accountants (Registration No.102586), as Cost Auditors, to conduct the audit of the cost records of the Company for the financial year 2014-15, 2015-16 and 2016-17.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are, in any way concerned or interested financially or otherwise, in the proposed Ordinary Resolution set out at item no-5.

ITEM NO. 6

Mr. Klaus Snej Jensen was appointed as Additional Director in the capacity of Independent Director of the Company by the Board with effective from 12.08.2016 pursuant to section 161 and 149 of the Companies Act, 2013.

The Company has received the notice in writing under the provision of section 160 of the Companies Act, 2013 from Members along with requisite deposit proposing the candidature of Mr. Klaus to hold the office of Independent Director up to 5 years from the date of appointment as per section 149 of the Companies Act, 2013.

Mr. Klaus, is MSC and MBA from Copenhagen Business School, University of Copenhagen, he is Chief Operating Officer cum Chief Pharmacist with Missionpharma A/S, Denmark. He having more than 25 years of experience in the field of Biotech and Pharmaceuticals and he is responsible for integrating quality with commercial production, supply chain, New Product Development and bringing professional Management Culture in the company. He is also responsible for India and Zambia operations of the Company as he brings in wide international general management Experience.

In the opinion of the Board of Directors of the Company, Mr. Klaus proposed to be appointed as Independent Director fulfils the conditions specified in Section 149(6) of the Companies, 2013 and Listing Regulations 2015.

The resolutions seek the approval of Members for the appointment of Mr. Klaus as Independent Director of the Company for a term of five years and not liable to retire by rotation.

No Director except the above appointed, Key managerial personnel or their relatives is interested or connected in the resolution.

The Board recommends the resolution set forth in Item No.6 for the approval of the Members.

ITEM NO. 7

The approval of the Members is being sought, pursuant to Section 181 of the Act, for authorizing the Board of Directors of the Company to make contributions to bona fide charitable and other funds, in a financial year, exceeding five percent of the Company's average net profits during the three immediately preceding financial years subject to a limit of 50 Lacs.

Company manufactures the medicines as per specific requirement of the purchasers. It happens sometimes that after completion of the order some stock is left with the Company whose cost has already been covered in the part of the order. For such specific stocks buyers are generally not available. So it was decided to use such medicines for the noble cause.

None of the Directors or Key Managerial Personnel or their relatives are, in any way concerned or interested financially or otherwise, in the proposed Ordinary Resolution set out at item no-7.

ITEM NO. 8 & 9

On recommendation of the Nomination and Remuneration Committee the Board of Directors of the Company vide on their Meeting on 9th October, 2015 appointment of Mr. Ashok Babu Jha as additional Director of the Company designated as Whole Time Director in accordance with the provision of Section 196, 197 and 203 of the Companies Act, 2013 subject to the approval of the Shareholder at Annual General Meeting on the terms and conditions agreed by the Board and Mr. Jha on remuneration as follows:

Sl. No	Particulars	Amount (Rs.)
1.	Basic Salary	Rs. 30,375/- P.M.
2.	Spl. Allowance	Rs. 11,970/- P.M.
3.	HRA	Rs. 15,188/- P.M.
4.	Conveyance Allow	Rs. 800/- P.M.
	Reimbursements :	
5.	LTA	Rs. 1,500/- P.M.
6.	Medical	Rs. 1,250/- P.M.
7.	Telephone	Rs. 1,000/- P.M.
8.	Information update	Rs. 1,000/- P.M.
9.	Business Promotion	Rs. 4,000/- P.M.
10	Annual Gift	Rs. 417/- P.M.
	Total	Rs. 67,500/- P.M

The Board of Directors recommends the resolution in relation to the appointment of Mr. Ashok Babu Jha as Whole Time Director, for the approval of the Members of the Company.

The Company has received the notice in writing under the provision of section 160 of the Companies Act, 2013 from Member's along with requisite deposit proposing the candidature Mr. Ashok Babu Jha as Whole Time Director of the Company along with a sum of Rs.100,000/-. Disclosure pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 is provided in this notice.

None of the Directors or Key Managerial Personnel or their relatives are, in any way concerned or interested financially or otherwise, in the proposed Ordinary Resolution set out at item no-8 & Special Resolution at item no-9.

**By the Order of the Board
Medicamen Biotech Limited**

**Sd/-
Rahul Bishnoi
Chairman
DIN No- 00317960**

**Place: Delhi
Date:12.08.2016**

MEDICAMEN BIOTECH LIMITED

Registered Office: 1506, Chiranjiv Tower, 43, Nehru Place, New Delhi - 110019.

Ph: 011-26221811, Fax: 011-26213081, CIN: L74899DL1993PLC056594

www.medicamen.com, e-mail: cs@medicamen.com

ATTENDANCE SLIP

Members or their proxies are requested to present this form for admission at the Entrance of the Meeting Hall, duly signed in accordance with their specimen signatures registered with the Company.

Client ID No.	
DP ID No.	

Regd Folio No.*	
No. of Shares	

Name of the Shareholder	
Address of the Shareholder	

I/ We hereby record my/ our presence at the **23rd ANNUAL GENERAL MEETING** of the Company held on Thursday, the 22nd day of September, 2016 at 10.00 A.M. at Airforce Auditorium, Subroto Park, Dhaula Kuan, New Delhi-110021.

Please (√) in the box

MEMBER PROXY

Signature of the Shareholder/ proxy

*Applicable for investor holding shares in physical form.

MEDICAMEN BIOTECH LIMITED

Registered Office: 1506, Chiranjiv Tower, 43, Nehru Place, New Delhi - 110019.

Ph: 011-26221811, Fax: 011-26213081, CIN: L74899DL1993PLC056594

www.medicamen.com, e-mail: cs@medicamen.com

FORM No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)
Registered Address
E-mail ID
Folio No. / Client ID No.

I/We, being the Member(s) of _____ shares of the above named Company, hereby appoint

1.Name : _____ Email id: _____

Address : _____

Signature : _____, or failing him/her

2.Name : _____ Email id: _____

Address : _____

Signature : _____, or failing him/her

3.Name : _____ Email id: _____

Address : _____

Signature : _____, or failing him/her

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the Twenty Third Annual General Meeting of the Company, to be held on Thursday, the 22nd day of September, 2016 at 10.00 A.M. at Airforce Auditorium, Subroto Park, Dhaula Kuan, New Delhi-110021 and at any adjournment thereof in respect of such resolutions as is indicated below:

Item No	Resolution
1.	Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended on 31 st March, 2016.
2	Re-Appointment of retiring Director Mr. Ashutosh Gupta
3	Re-appointment of retiring Director Mr. Suresh Kumar Singh
4	Appointment of M/s Ashok Sharma & Associates, Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration.
5	Approve the remuneration of the Cost Auditors for the financial year 2014-15, 2015-16 and 2016-17
6	Appointment of Mr. Klaus Snej Jensen as Independent Director
7	Contribution to charitable and other funds
8	Regularization of Mr. Ashok Babu Jha
9	Appointment of Mr. Ashok Babu Jha as Whole time Director of the Company

Signed this _____ day of _____ 2016

Signature of Shareholder: _____ Signature of Proxy holder(s): _____

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of 23rd Annual General Meeting.
3. The Company reserves its right to ask for identification of the proxy.
4. The proxy form should be signed across the Revenue Stamp as per specimen signature(s) registered with the Company /depository participant.



Route Map

