



MEDICAMEN BIOTECH LIMITED

Registered Office: 1506, Chiranjiv Tower, 43, Nehru Place, New Delhi - 110019
Ph: 011-26221811, Fax: 011-26213081, CIN: L74899DL1993PLC056594
Website: www.medicamen.com, e-mail: cs@medicamen.com

NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting ("EGM") of the Members of Medicamen Biotech Limited (the Company) will be held on Monday, the 6th day of May, 2019 at SP-1192 A & B Phase - IV, Industrial Area, Bhiwadi-301019 Distt. Alwar (Rajasthan) at 11.00 A.M. to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1 – ISSUANCE OF 6,00,000 EQUITY SHARES ON PREFERENTIAL BASIS

To consider and if thought fit to pass with or without modification (s) the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 and other relevant rules made there under (including any statutory modification(s) thereto or reenactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the Listing Agreement entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed ("Stock Exchange(s)"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), including the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, SEBI (Substantial Acquisitions and Takeovers) Regulations, 2011 and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, RBI, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board" which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board to **create, offer, issue and allot upto 6,00,000 (Six Lakhs) fully paid up Equity Shares of face value of Rs.10/- (Rupees Ten only) each for cash at an issue price of Rs. 485/- (Rupees Four Hundred and Eighty Five Only) per Equity Share (including premium of Rs. 475/- per share)** or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations on such further terms and conditions as may be finalized by the Board of Directors, to the persons belonging to **the Promoter & Non- Promoter Category** ("Proposed Allottees"), in the manner as follows:

Serial Number	Name of the Proposed Allottees	Number of Equity Shares proposed to be allotted	Category
1.	Shivalik Rasayan Limited	2,60,000	Promoter
2.	Kim Ginnerup APS	2,60,000	Non Promoter
3.	FFC 3 APS	80,000	Non Promoter
Total		600,000	

RESOLVED FURTHER THAT the Relevant Date, as per the SEBI ICDR Regulations for the determination of issue price of Equity Shares is Friday, April 5, 2019.

RESOLVED FURTHER THAT aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- The Proposed Allottee of Equity Shares shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted to such Proposed Allottee, on or before the date of allotment thereof;
- The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Allottee;
- The Equity Shares to be allotted to the Proposed Allottee shall be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations;
- The Equity Shares so allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- The Equity Shares shall be allotted within a period 15 (fifteen) days from the date of passing this resolution, provided where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval; and
- Allotment shall only be made in dematerialized form.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of Rs.10/- (Rupees Ten only) each of the Company and are subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the board of Directors/committee of Directors and Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or

expedient including issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted, application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

**By the order of the Board of
Medicamen Biotech limited**

**Sd/-
Parul Chaudhary
Company Secretary**

**Place: New Delhi
Date: April 11, 2019**

NOTES:

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to Special Business 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 IN THE MEETING AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED AND SIGNED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of total share capital of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total equity share of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3. 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 authorising their representative to attend and vote on their behalf at the Meeting.
4. 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.
5. 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., Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058, 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.
6. All relevant documents referred in the Notice and the Explanatory Statements shall be open for inspection by the members at the Registered Office of the Company during the normal business hours (10.00 A.M to 5.00 P.M) on all working days (except Saturdays) upto the date of Extra Ordinary General Meeting of the Company.
7. **Voting through electronic means:**

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM (“remote e-voting”) will be provided by Link Intime India Private Limited (LI IPL)

1. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
2. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
3. The remote e-voting period commences on **May 3, 2019 (9:00 am) and ends on May 5, 2019 (5:00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of April 29, 2019, may cast their vote by remote e-voting. The

remote e-voting module shall be disabled by LIPL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

4. The process and manner for remote e-voting are as under:

A. Log-in to e-Voting website of Link Intime India Private Limited (LIPL)

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
 - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or 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 depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none">• Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Cast your vote electronically

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
Cast your vote by selecting appropriate option i.e. Favour/Against as desired.
Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.

9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.
They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please click here or you may refer the Frequently Asked Questions ("FAQs") and Insta vote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to insta.vote@linkintime.co.in or Call us :- Tel : 022 - 49186000.

5. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s)
6. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of April 29, 2019.
7. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
8. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote voting as well as voting at the EGM through ballot paper.
9. Mr. Manoj Jain, Practicing Company Secretary (Membership No.: 5832; CP No: 5629) (Address: 207, Shree Ganesh Complex, 32-B, Veer Savarkar Block, Shakarpur, Delhi-110092) has been appointed as the Scrutinizer to scrutinize for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
10. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
11. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
12. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.medicamen.com and on the website of LIPL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Contact Details:

<p>Company : Medicamen Biotech Limited Regd. Office: 1506, Chiranjiv Tower, 43, Nehru Place, New Delhi-110019 CIN: L74899DL1993PLC056594 E-mail ID: cs@medicamen.com</p>	<p>Registrar and Transfer Agent : Link Intime India Pvt. Ltd. Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058 Ph: 011-4941 1000 E-mail ID: insta.vote@linkintime.co.in/swapann@linkintime.co.in</p>
<p>Scrutinizer : Mr. Manoj Jain, AMJ @ Associates, 207, Shree Ganesh Complex, 32-B, Veer Savarkar Block, Shakarpur, Delhi-110092 Email Id:- amj.associates@gmail.com</p>	<p>E-Voting Agency : Link Intime India Pvt. Ltd. Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058 Ph: 011-4941 1000 E-mail ID: insta.vote@linkintime.co.in</p>

ANNEXURE TO THE NOTICE

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

Item Number-1

The Special Resolutions contained in the Notice, have been proposed pursuant to the provisions of Sections 42, 62 of the Companies Act, 2013 read with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), to issue and allot upto 6,00,000 Equity Shares of Rs.10/- each to the persons belonging to Promoter and Non Promoter Category. The said proposal has been considered and approved by the Board in their meeting held April 11, 2019. The offer for the proposed allotments shall be made by way of a common offer letter to be issued to the proposed allottees. The proposed transaction with the Proposed Allottee is subject to the receipt of customary conditions including receipt of shareholders' approval.

The details of the issue and other particulars as required in terms of Section 42 of the Companies Act 2013 and Regulation 163 of the SEBI ICDR Regulations and other applicable statutes in relation to the proposed Special Resolution are given hereunder:

A. The Objects of the issue through preferential offer:

The Company proposes to use the proceeds of the Preferential Issue for setting up the Oncology Plant at Haridwar with a State of Art world class facility comprising Tablets, Capsules, Injectibles including Lyophilized compliant to EU and US FDA Standards.

B. The proposal of the promoters, directors or key management personnel of the issuer to subscribe to the offer:

Shivalik Rasayan Limited being entity belonging to promoter category, have shown its interest in subscribing to the offer of the Company of upto 2,60,000 Equity shares.

Except Mr. Rahul Bishnoi, Dr. Vimal Kumar Shrawat & Mr. Ashwani Kumar Sharma, Mr. Sanjay Bansal and Mr. Suresh Kumar Singh Directors of the Company and being Directors in M/s Shivalik Rasayan Limited (one of the proposed allottees) and Growel Remedies Limited (Formerly known as Growel Wellness Innovations Limited), Promoter of the company being common promoter in Shivalik Rasayan Limited (one of the proposed allottees), none of the other Promoters, Directors of the Company, nor the Key Managerial Personnel of the Company nor their respective relatives are in any way concerned or interested, financially or otherwise in this Resolution.

No such equity are being offered to any other Directors/ Key Management Personnel of the Company.

C. The shareholding pattern of the issuer Company before and after the preferential issue;

The shareholding pattern of the Company given the present position as on March 31, 2019 before and after the proposed preferential issue to promoters is likely to be as follows:

Medicamen Biotech Limited (Pre and Post Shareholding Structure)						
Sl. No	Category of Shareholder	Pre-Issue Shareholding Structure		No of Equity Shares Proposed to be Allotted	#Post Issue Shareholding	
		No. of Shares	%		No. of Shares	%
A	Promoters and Promoter Group					
	1 (a) Indian Promoters	5209489	44.53	260000	5469489	44.47
	(b) Foreign Promoters	0		0	0	0.00
	Sub Total	5209489	44.53	260000	5469489	44.47
B	Non Promoter					
	B1 Institutional Investors	57230	0.49	0	57230	0.46
	B2 Central Govt./Stat Govt./POI	0	0.00	0	0	0.00
	B3 Non-Institutional Investors					
	Individuals	3860949	33.00	0	3860949	31.39
	Bodies Corporate	588865	5.03	0	588865	4.79
	Others (Including NRI)	1975967	16.89	340000	2315967	18.83
	Total Public Shareholding B=B1+B2+B3	6490511	55.47	340000	6830511	55.53
C	Non Promoter - Non Public	0	0.00	0	0	0.00
	Grand Total (A+B+C)	1,17,00,000	100.00	600000	12300000	100.00

Post shareholding structure may change depending upon any other corporate action in between or upon changes to the currency exchange rate.

D. Proposed time within which allotment will be completed:

In terms of Regulation 170(1) of the SEBI ICDR Regulations, preferential allotment to Proposed Allottees pursuant to the special resolution will be completed within a period of 15 (fifteen) days from the date of passing of special resolution at item no.1.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

E. Securities to be issued, particulars of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and/or who ultimately control the proposed allottees and the percentage of post preferential issue capital that may be held by them:

S. No	Name of the Proposed Allottee	Category	Present Pre Issue Shareholding		Proposed No. of Equity Shares Allotted	Post Issue Shareholding (Presuming allotment of equity shares)#		Ultimate Beneficial Owners
			Pre-Issue Holding	% Total Equity Capital		Post-Issue Holding	% Total Equity Capital	
1	Shivalik Rasayan Ltd.	Promoter	4568095	39.04	2,60,000	4828095	39.25	Not applicable as the proposed allottee is a Listed Company
2	M/s Kim Ginnerup APS	Public	50000	0.43	2,60,000	3,10,000	2.52	Mr. Kim Ginnerup
3	M/s FFC 3 APS	Public	0	0	80,000	80,000	0.65	Mr. Mads Ulrich

the post shareholding structure may change depending upon any other corporate action in between.

F. Consequential Changes in the Voting Rights and Change in Management:

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

G. Lock in Requirement:

1. The Equity Shares to be allotted on a preferential basis to the persons belonging to Promoter Group shall be subject to lock-in for a period of 3 (three) year from the date of trading approval for such Equity Shares in accordance with Regulation 167 of the SEBI ICDR Regulations.
2. The Equity Shares to be allotted to the persons belonging to Non- Promoter Group shall be subject to lock-in' for a period of 1 (one) year from the date of trading approval for such Equity Shares in accordance with Regulation 167 of the SEBI ICDR Regulations..
3. The entire pre-preferential allotment shareholding, if any, of the proposed allottees, shall be locked-in from the Relevant Date up to a period of 6 (six) months from the date of trading approval as per Regulation 167 of the SEBI ICDR Regulations.

H. Basis/Justification for Issue Price and Relevant Date:

In terms of Regulation 164 of SEBI ICDR Regulations, the Relevant Date has been reckoned as Friday April 5, 2019, for the purpose of computation of issue price of the said equity shares.

Since, the Equity Shares of the Company are listed on BSE Limited (BSE) and are frequently traded and accordingly, the minimum issue price of shares has been calculated on the basis of trading at BSE. Therefore, in terms of Regulation 164 (1) of the SEBI ICDR Regulations, the Issue Price has been computed as Rs. 480.31/- per share

I. Re-computation of Issue Price:

As specified under the SEBI ICDR Regulations, wherever it is required, the Company shall re-compute / adjust the issue price of the Equity Shares to be allotted under the preferential issue in accordance with the SEBI ICDR Regulations. Further, if the amount payable on account of the re-computation of issue price is not paid by the proposed allottee(s) within the time stipulated under the SEBI ICDR Regulations, the Equity Shares allotted to the proposed allottee(s) shall continue to be locked-in till the time such amounts are paid by them.

J. Auditor's Certificate:1

The certificate from M/s Rai Qimat & Associates, Chartered Accountants, being the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company during 10:00 A. M. to 5:00 P.M. (office hours) up to the date of declaration of results and shall also be placed before the shareholders at the Extraordinary General Meeting

K. Disclosure with regard to the names of issuer, its promoter or any of its directors not appearing in the list of willful defaulters as issued by RBI.

The Company, its promoters and its directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India.

L. Report of registered valuer:

No report of registered valuer is required for the offer, issue and allotment of the Equity Shares under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debenture) Rules, 2014, as amended.

M. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Directors/KMP or their relatives are interested in this resolution to the extent of shares offered to them.

Except Mr. Rahul Bishnoi, Mr. Ashwani Kumar Sharma, Dr. Vimal Kumar Shrawat, Mr. Sanjay Bansal and Mr. Suresh Kumar Singh, Directors of the Company, none of the other Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the above referred resolutions except.

The Board of Directors recommends the resolutions as set out in item no.1 of this notice for the issue of the equity share, on a preferential basis, to the persons belonging to the promoter and non- promoter category by way of Special Resolution.

**By the order of the Board of
Medicamen Biotech limited**

**Sd/-
Parul Chaudhary
Company Secretary**

**Place: New Delhi
Date: April 11, 2019**



MEDICAMEN BIOTECH LIMITED
Registered Office: 1506, Chiranjiv Tower, 43, Nehru Place, New Delhi - 110019
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Website: 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/her2
- 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 Extra Ordinary General Meeting of the Company, to be held on Monday May 6th, 2019 at 11.00 A.M. at SP-1192 A & B Phase-IV, Industrial Area, Bhiwadi-301019 Distt. Alwar (Rajasthan) and at any adjournment thereof in respect of such resolutions as is indicated below:

Item No	Resolution
1	Preferential Issue of 6,00,000 Equity Shares to Promoter and Non Promoter Group

Signed this _____ day of _____ 2019

Affix
Revenue

Signature of shareholder: _____

Signature of Proxy holder(s): _____

Notes:

- 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.
- For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of Extra Ordinary General Meeting.
- The Company reserves its right to ask for identification of the proxy.
- The proxy form should be signed across the Revenue Stamp as per specimen signature(s) registered with the Company /depository participant.



MEDICAMEN BIOTECH LIMITED
Registered Office: 1506, Chiranjiv Tower, 43, Nehru Place, New Delhi - 110019
Ph: 011-26221811, Fax: 011-26213081, CIN: L74899DL1993PLC056594
Website: 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.	Regd Folio No.*
DP ID No.	No. of Shares
Name of the Shareholder	
Address of the Shareholde	

I/ We hereby record my/ our presence at the EXTRA ORDINARY GENERAL MEETING of the Company held on Monday, May 06th, 2019 at 11.00 A.M at SP-1192 A & B Phase-IV, Industrial Area, Bhiwadi-301019 Distt. Alwar (Rajasthan)

Please (v) in the box

MEMBER PROXY

Signature of the shareholder/ proxy

*Applicable for investor holding shares in physical form.

Route Map of EGM Venue :

MEDICAMEN BIOTECH LIMITED
SP-1192 A & B Phase-IV, Industrial Area,
Bhiwadi-301019 Distt. Alwar (Rajasthan)

