



MEDICAMEN BIOTECH LIMITED

CIN: L74899DL1993PLC056594

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

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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting (“EGM”) No. 01 of the Members of **Medicamen Biotech Limited** (“the Company” / “MBL”) will be held on **Wednesday, March 26, 2025, at 12:00 Noon** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), to transact the following business:

SPECIAL BUSINESS:

Item No. 1

ISSUANCE OF 13,00,000 EQUITY SHARES TO THE PERSONS BELONGING TO “NON-PROMOTER” CATEGORY ON PREFERENTIAL BASIS.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory amendment(s) or modification(s) thereto or re-enactment(s) thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered with BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (the “**Stock Exchanges**”), where the shares of the Company are listed and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India, as amended (“SEBI”), including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 as amended (“**SEBI Takeover Regulations**”) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and/or any other competent authorities, and subject to the approvals, consents, permissions and/or sanctions, as may be required from the Government of India, SEBI, Stock Exchanges and any other relevant statutory, regulatory, 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 term shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereinafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, **up to 13,00,000 (Thirteen Lakh)** Equity Shares of the Company having face value of Rs. 10/- (Rupees Ten only) each, at an issue price of **Rs. 530/-** (Rupees Five Hundred and Thirty Only) per Equity Share, which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations, for cash for an aggregate amount of **Rs. 68,90,00,000/- (Rupees Sixty-Eight Crore and Ninety Lakh Only)** on such terms and conditions as agreed by the parties or as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws, to the below mentioned allottees belonging to the “**Non-Promoter**” category (“**Proposed Allottees**”) in the manner as follows:

S. N.	Name of the Proposed Allottees	Category	No. of Equity Shares to be issued (up to)
1.	Veralogix Holdings (PTY) Ltd	Non-Promoter	6,00,000
2.	Ginnerup Capital APS	Non-Promoter	5,00,000
3.	Eric Aarestrup Sorensen	Non-Promoter	1,50,000
4.	Ritesh Kantilal Oswal	Non-Promoter	50,000
TOTAL			13,00,000

RESOLVED FURTHER THAT the “**Relevant Date**”, as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Equity Shares proposed to be allotted to the above mentioned allottee is **Monday, February 24, 2025** i.e., being the working day immediately preceding the date which is 30 days prior to the date of the Extraordinary General Meeting of the shareholders of the Company scheduled to be held on **Wednesday, March 26, 2025**.

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

- a) The Equity shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- b) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members’ approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any Regulatory Authority (including, but not limited to NSE, BSE and/or SEBI) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
- c) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time.
- d) The entire pre-preferential equity shareholding of the Proposed Allottee, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.
- e) The Equity Shares to be allotted shall be subject to locked-in for such period as specified in the provisions of Chapter V of the ICDR Regulations and any other applicable law for the time being in force.
- f) The Equity Shares to be issued & allotted to the Proposed Allottees pursuant to the Preferential Issue shall be listed and traded on the stock exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
- g) The Equity shares to be offered/issued and allotted shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.
- h) The Proposed Allottee shall, on or before the date of allotment of equity shares, pay an amount equivalent to 100% of the consideration for the Equity Shares to be allotted in line with the requirements of Regulation 169(1) of the SEBI ICDR Regulations.
- i) The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Allottee.

RESOLVED FURTHER THAT subject to the receipt of such other approvals as may be required under applicable laws, the Board of Directors including any committee of the Board of Directors formed for this purpose, be and is hereby authorised to record the name and details of the Proposed Allottee in Form PAS-5 and make an offer to the Proposed Allottee through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions (“**Offer Document**”) after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the Board of Directors including any committee of the Board of Directors formed for this purpose, be and is hereby authorized to accept any modification(s) in the terms of the issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchanges for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to delegate any or all of the powers conferred upon it by this resolution to any committee of directors of the Company, any other director(s) and/ or officer(s) of the Company.

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

Item No. 2

ISSUANCE OF 6,55,000 FULLY CONVERTIBLE WARRANTS (“WARRANTS”) TO THE PERSONS BELONGING TO “PROMOTER” AND “NON-PROMOTER” CATEGORY ON PREFERENTIAL BASIS.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “**Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory amendment(s) or modification(s) thereto or re-enactment(s) thereof for the time being in force), enabling provisions in

Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered with BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (the “Stock Exchanges”), where the shares of the Company are listed and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India, as amended (“SEBI”), including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 as amended (“SEBI Takeover Regulations”) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and/or any other competent authorities, and subject to the approvals, consents, permissions and/or sanctions, as may be required from the Government of India, SEBI, Stock Exchanges and any other relevant statutory, regulatory, 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 term shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereinafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, **up to 6,55,000 (Six Lakh and Fifty Five Thousand) (“Warrants”), at an issue price of Rs. 530/- (Rupees Five Hundred and Thirty Only) per Warrants** determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (eighteen) months from its allotment date into equivalent number of fully paid-up Equity Shares of face value of Rs. 10/- each, for cash for an aggregate amount of **Rs. 34,71,50,000/- (Rupees Thirty-Four Crore Seventy-One Lakh and Fifty Thousand Only)** and to issue fresh Equity Shares on the conversion of Warrants on such further terms and conditions as may be finalized by the Board of Directors, to the below-mentioned persons belonging to the “Promoter” and “Non-Promoter” category (“Proposed Allottees”), in the manner as follows:

Sr. No.	Name of the Proposed Allottees	Category	No. of Warrants to be issued (up to)
1.	Shivalik Rasayan Limited	Promoter & Promoter Group	5,00,000
2.	Gunavanth Kumar Neha	Non-Promoter	1,00,000
3.	Prithish Garg	Non-Promoter	50,000
4.	Arshiya Thapar	Non-Promoter	2,500
5.	Rahat Kapoor	Non-Promoter	2,500
TOTAL			6,55,000

RESOLVED FURTHER THAT the “Relevant Date”, as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of Warrants proposed to be allotted to the above mentioned allottees is **Monday, February 24, 2025** i.e., being the working day immediately preceding the date which is 30 days prior to the date of the Extraordinary General Meeting of the shareholders of the Company scheduled to be held on **Wednesday, March 26, 2025**.

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

- a) The conversion of warrants into equity shares shall happen at any time, in one or more tranches, within a period of eighteen (18) months from the date of allotment of warrants in terms of SEBI ICDR Regulations.
- b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant, in terms of the SEBI ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of

the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.

- c) Warrants, being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock- in for such period as may be prescribed under SEBI ICDR Regulations.
- d) Warrants so allotted under this resolution and Equity Shares arising on conversion thereof 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.
- e) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.
- f) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse, and the amount paid shall stand forfeited by the Company.
- h) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.
- i) The Resulting Equity Shares will be listed and traded on the stock exchange(s), where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be Convertible Warrants shall not be listed.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants 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, 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 of the Company and/or the Committee of the Board of Directors and/or Key Managerial Personnel of the Company be and are hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange 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 warrants, 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.”

**By order of the Board of Directors
For Medicamen Biotech Limited**

Sd/-

Parul Choudhary

**Company Secretary & Compliance Officer
Membership No. 44157**

**Date: February 26, 2025
Place: New Delhi**

NOTES

1. A statement pursuant to Section 102(1) of the Companies Act, setting out the material facts in respect to Item No. 1 to 2 relating to the Special Businesses to be transacted at the EGM is annexed hereto.
2. In continuation of previous circulars issued by the Ministry of Corporate Affairs (MCA) and Securities Exchange Board of India (SEBI) to conduct EGMs through Video Conference (VC) or Other Audio Visual Means (OAVM), MCA vide its circular bearing No. 09/2024 dated 19.09.2024 and SEBI through its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03rd October, 2024 has allowed conducting AGM/EGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed with the personal presence of the members at the meeting till September 30, 2025. In accordance with the MCA Circulars, provisions of the Companies Act, the EGM of the Company is being held through VC / OAVM. The MUFG Intime India Private Limited ('MI IPL') will be providing facilities in respect of:
 - a. voting through remote E-voting;
 - b. participation in the EGM through VC/OAVM facility
 - c. E-voting during the EGM.
3. **PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, A MEMBER IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/ HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THE EGM IS BEING HELD PURSUANT TO MCA CIRCULARS THROUGH VC/ OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXY (IES) BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS EGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP INCLUDING ROUTE MAP ARE NOT ANNEXED TO THIS NOTICE.**
4. Participations of Members through VC will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Act.
5. Members of the Company under Institutional / Corporate Members are encouraged to attend and vote at the EGM through VC. Institutional / Corporate participant Members intending to authorise their representatives to participate and vote at the Meeting are requested to send a scanned copy (PDF/JPEG format) of the Board Resolution authorising its representatives to attend and vote at the EGM, pursuant to Section 113 of the Act, at cs@medicamen.com.
6. In compliance with the MCA Circulars and SEBI Circulars, Notice of this EGM along with the Explanatory Statement is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of the EGM will also be available on the Company's website www.medicamen.com, website of BSE Limited ('BSE') at www.bseindia.com and the National Stock Exchange of India Limited ('NSE') at www.nseindia.com and on the website of Company's Registrar and Transfer Agent, MUFG Intime India Private Limited ('MI IPL') at www.in.mpms.mufig.com.
7. Members who wish to inspect the documents, as mentioned in the Notice of the EGM or as required under the law, may write to the Company at cs@medicamen.com and the Company shall endeavor to provide inspection of documents by such Member. All the documents referred to in the accompanying Notice and Explanatory Statement, shall be available for inspection through electronic mode, basis the request being sent on cs@medicamen.com.

8. For receiving all communication from the Company electronically:
 - a. In case Shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the Share Certificate (front and back), PAN (self-attested scanned copy of PAN card), and AADHAAR (self-attested scanned copy of Aadhaar Card) by email to cs@medicamen.com or to rnt.helpdesk@linkintime.co.in.
 - b. Members holding Shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participant.

PROCEDURE FOR REMOTE E-VOTING:

9. In compliance with the provisions of Section 108 of the Companies Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 read with Circular of SEBI on E-voting facility provided by Listed Entities dated December 9, 2020, given by MCA and Regulation 44 of the Listing Regulations, the Company is pleased to provide their Members with facility to exercise their right to vote on Resolutions proposed to be considered at the EGM by electronic means and the businesses may be transacted through E-voting Services. The facility of casting the votes by the Members using an electronic voting system during the EGM will be provided by MIPL.
 - a. The Members who have cast their vote by remote E-voting prior to the EGM may also attend/participate in the EGM through VC/OAVM but shall not be entitled to cast their vote again.
 - b. The remote E-voting period shall commence on Sunday, March 23, 2025 (9:00 Hours IST) and ends on Tuesday, March 25, 2025 (17:00 Hours IST). During this period, the Members of the Company holding Shares either in physical form or in dematerialised form, as on the cut-off date of Wednesday, March 19, 2025, may cast their vote by remote E-voting. The remote E-voting module shall be disabled by MIPL for voting thereafter. Once the vote on resolutions is cast by the Member, the Member shall not be allowed to change it subsequently.

Remote e-voting Instructions for Shareholders are as follows:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsd.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter User ID and Password. Click on “Login”
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG Intime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG Intime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG Intime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of evoting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “MUFG Intime / Link InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “MUFG Intime / Link InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “Link InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “MUFG Intime/ Link InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders holding shares in NSDL form, shall provide 'D' above

**Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

- ❖ Set the password of your choice (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).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- c) Click on "Login" under 'SHARE HOLDER' tab.
 - A. User ID: Enter your User ID
 - B. Password: Enter your Password
 - C. Enter Image Verification (CAPTCHA) Code
 - D. Click "Submit"
- d) Cast your vote electronically:
 - A. After successful login, you will be able to see the "Notification for e-voting".
 - B. Select 'View' icon.
 - C. E-voting page will appear.
 - D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
 - E. After selecting the desired option i.e. Favour / Against, 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.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 - A. 'Investor ID' –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. 'Investor's Name - Enter Investor's Name as updated with DP.

- C. 'Investor PAN' - Enter your 10-digit PAN.
- D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D.** Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote. Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.” for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- f) After selecting the desired option i.e. Favour / Against, 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.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000. Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
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 call at : 022 - 4886 7000
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. 1800 22 55 33

Forgot Password:**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Click “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on:

<https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- ❖ ***It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.***
- ❖ ***For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.***
- ❖ ***During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.***

PROCEDURE FOR JOINING THE EGM THROUGH VC / OAVM:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30 September 2025 by means of Video Conference (VC) or other audio-visual means (OAVM). Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- a) ***Visit URL: <https://instameet.linkintime.co.in> & Click on “Login”.***
- b) ***Select the “Company” and ‘Event Date’ and register with your following details:***

A. Demat Account No. or Folio No:

Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.

Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – shall provide Folio Number.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No: Enter your Mobile No.

D. Email ID: Enter your email Id as recorded with your DP/ Company.

- c) Click “Go to Meeting”
You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the company atleast 3 working days before the meeting.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.

- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
- c) Click on 'Submit'.
- d) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- e) 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’.
- f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

GENERAL INFORMATION:

10. The voting rights shall be as per the number of Equity Shares held by the Member(s) as on Wednesday, March 19, 2025 being the cut-off date. Members are eligible to cast vote electronically only if they are holding Shares as on that date.
11. Your Board has appointed M/s. AMJ & Associates, Practicing Company Secretary (C.P. No.: 5629), to act as the Scrutiniser, to scrutinise the entire E-voting process in a fair and transparent manner. The Members desiring to vote through remote E-voting are requested to refer to the detailed procedure given above.
12. The Scrutiniser shall after the conclusion of voting at the 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 two working days of the conclusion of the EGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
13. The "EVENT NO." for the Company is 250104

The Results declared along with the report of the Scrutiniser shall be placed on the website of the Company www.medicamen.com and also on the website of MIPL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

OTHER INFORMATION:

14. SEBI has mandated that Securities of Listed Companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, the Company/MIPL has stopped accepting any fresh lodgement of transfer of Shares in physical form. Members holding Shares in physical form are advised to avail of the facility of dematerialisation.
15. Members are requested:
 - I. Write to the Company through email at cs@medicamen.com at least 7 days before the date of the Meeting, in case they desire any information pursuant to this Notice.
 - II. Intimate to the Registrar & Transfer Agent (R&TA) of the Company immediately, about any change in their address.
 - III. For Shares held in physical form, to the Company/ RTA in prescribed Form ISR-1 and other forms pursuant to the SEBI Circular Nos. SEBI/HO/ MIRSD/MIRSD_RTAMB/CIR/2021/655 dated November 3, 2021 and SEBI/HO/MIRSD/MIRSD-POD-1/P/CIR/2023/37 dated March 16, 2023. All the prescribed forms can be downloaded from the Company's website at www.medicamen.com under the category of Formats of KYC. The Company has sent communication to the Members holding Shares in physical form requesting them to furnish the required details.

In terms of the above SEBI Circular, the folios wherein certain details like PAN, nomination, mobile number, mail address, specimen signature, and Bank details are not available, are required to be frozen with effect from October 1, 2023. Accordingly, Members who have not yet submitted the said details are requested to kindly provide the same to the Company/RTA at the earliest but not later than September 30, 2023, failing which their folios shall be frozen.

- IV. Quote Registered Folio no. or DP ID/Client ID no. in all their correspondence.
- V. Approach the R&TA of the Company for consolidation of folios.
- VI. Avail Nomination facility by filing in form SH-13 in accordance with Section 72 of the Act, and forward the same to the R&TA, if not done. (Applicable for those holding Shares in physical form).
- VII. Send all Share transmission/ Transpositions/ Consolidation/ Duplication/ Name Deletion/ Replacement/ lodgments (physical mode) / correspondence to the R&TA of the Company, MUFG Intime India Private 15 Limited, upto the date of Book Closure.
- VIII. The 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company or the Company's RTA.
- IX. Pursuant to Section 101 of the Act, read with relevant Rule made there under, Companies can serve Notice and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Members holding Shares in physical form and have not registered their e-mail address can now register the same by clicking the link: www.in.mpms.mufg.com under Investor Services > E- mail/Bank detail Registration fill in the details, upload the required documents and submit. Members holding Shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company who have registered their e-mail address are also entitled to receive such communication in physical form, upon request.

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

As required under Section 102 of the Companies Act, 2013 (including any re-enactment(s) made thereunder, if any, for the time being in force) (hereinafter referred to as the “Companies Act” (“Act”), the following explanatory statement sets out all material facts relating to the Special Business mentioned under Item No. 1 and 2 of the accompanying Notice:

Item No. 1 & 2: Issuance of up to 13,00,000 Equity Shares and up to 6,55,000 Fully Convertible Warrants to the persons belonging to the “Promoter & Promoter Group” and “Non-Promoter” Category on a Preferential Basis

The Special Resolution contained under Item No. 1 & 2 of this Notice, has been proposed pursuant to the provisions of Sections 23(1)(b), 42, and 62 of the Companies Act, 2013, read with the applicable rules made thereunder to issue and allot, the following securities on a preferential basis:

1. The Preferential Issue of up to **13,00,000 (Thirteen Lakh) Equity Shares** of Face Value of Rs. 10/- each, for cash, at an issue price of Rs. 530/- determined in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”), for cash, for an aggregate amount of up to Rs. 68,90,00,000/- (Rupees Sixty-Eight Crore and Ninety Lakh Only), to below-mentioned persons/ entities belonging to “Non-Promoter” category.
2. Preferential Issue of up to **6,55,000 (Six Lakh and Fifty-Five Thousand) Fully Convertible Warrants (“Warrants”)**, at an issue price of Rs. 530/- per Warrant, determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, convertible at the option of the Warrant Holder(s) in one or more tranches, within 18 (eighteen) months from the date of allotment into equivalent number of fully paid-up equity shares, for cash, for an aggregate amount of up to Rs. 34,71,50,000/- (Rupees Thirty-Four Crore Seventy-One Lakh and Fifty Thousand Only), to below-mentioned persons/entities belonging to “Promoter & Promoter Group” and “Non-Promoter” category.

The proposed Preferential Issue shall be made in terms of provisions of Chapter V of the SEBI (ICDR) Regulations, 2018, and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on **Wednesday, February 26, 2025**.

The approval of the members of the Company is accordingly being sought by way of a ‘Special Resolution’ under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI (ICDR), Regulations, 2018.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

I. Objects of the Preferential Issue

Our Company is an integrated Pharmaceutical and Life Sciences Solution Provider, offering products and services to customers worldwide in the fields of Oncology, Cardio-Vascular and Diabetes undertaking contract manufacturing and contract development. With recent United States Food and Drug Administration (US FDA) and European Union (EU) approvals, we have reached a significant milestone, reaffirming our commitment to global quality standards and regulatory excellence.

These approvals validate our adherence to stringent international norms while unlocking new growth opportunities, strategic collaborations, and market expansion. Our US FDA approved oncology formulation plant and EU-approved Bhiwadi facility stand as hallmarks of our dedication to world-class manufacturing. As

we stand at an inflection point, we are poised to leverage our strengths and embrace new possibilities. With a focus on new drug registrations, we have identified 50 products for development, paving the way for expansion into regulated markets such as the EU, US, Canada, and Australia. Guided by our vision of advancing science and enriching lives, we are moving ahead towards a future defined by growth, innovation, and global healthcare leadership. In order to meet the above expansion, the Company is proposing to raise funds through this preferential issue.

Thus, the Company intends to utilize the proceeds raised through the issue of Equity Shares and Fully Convertible Warrants ("**Issue Proceeds**") towards the following objects:

a) ***Drug Development of 50 SKUs for Regulated markets:***

The company intends to develop 50 SKUs in oncology, diabetes, and cardiovascular diseases (CVD) for regulated markets such as the US, EU, Canada, and Australia. The development process requires significant investment in:

- Procurement of R&D quantities of new molecules.
- Formulation development, analytical method validation, and stability studies across different climatic zones.
- Execution of engineering and validation batches, including process validation and stability studies.
- Import of Reference Listed Drugs (RLDs) and conducting in vitro Comparative Dissolution Profile (CDP) and Bioequivalence (BE) studies, which involve substantial costs.

b) ***Registration of dossiers, etc.:***

- Preparation and submission of Electronic common technical document (eCTD) which contains all information and documents of product development for product registration in regulated markets, requiring highly skilled personnel and outsourcing of non-clinical data.
- Payment of high regulatory fees, which are mandatory at the time of dossier submission.

c) ***Meet the Enhanced working capital requirements:***

- Augmenting resources for Quality Control (QC) and Quality Assurance (QA) at manufacturing facilities.
- Recruitment of experienced international marketing professionals to drive expansion in regulated markets.
- Strengthening distribution and sales networks to support market penetration.

d) ***Capital expenditure in some area of upgradation of the existing facilities:***

In the existing facilities of the Company, Capex is required to be undertaken for additional instruments, packaging machines, and compliance tools to meet country-specific regulatory requirements for new products.

e) ***Expansion of operations in Domestic Market:***

- Strengthening the company's footprint in oncology, diabetes, and CVD segments by establishing new regional headquarters across India.
- Expansion of the salesforce, including the recruitment of 200+ field representatives and managers.
- Increased participation in domestic medical conferences to enhance brand recognition and engagement with healthcare professionals.

f) **General Corporate Purposes**

(Hereinafter collectively referred to as “Objects”)

Utilization of Proceeds

As the funds to be received against the issue of Equity Shares, allotment of warrants and conversion of warrants into Equity Shares, will be in tranches and the quantum of funds required on different dates may vary therefore, the Broad Range of intended use of the Issue Proceeds of the Issue is as under:

Sr. No.	Particulars	Estimated utilization of Issue Proceeds* [In Rs. (Crore)]	Tentative timelines for utilization of net proceeds from the date of receipt of funds
1.	Drug Development of 50 SKUs for Regulated market.	25.15	By November 30, 2026
2.	Registration of dossiers, etc.	13.08	By November 30, 2026
3.	Meet the Enhanced working capital requirements.	20.12	By December 31, 2025
4.	Capital expenditure in some area of upgradation of the existing facilities.	8.05	By December 31, 2025
5.	Expansion of operations in Domestic Market.	12.07	By December 31, 2025
6.	General Corporate Purposes	25.15	By June 30, 2027
TOTAL		103.62	

(* considering 100% conversion of Warrants into Equity Shares within the stipulated time.

Note:

- All decimals have been rounded off to two decimal points.
- In terms of BSE & NSE Notice dated December 13, 2022, the amount specified for the abovementioned object of issue size may deviate +/- 10% depending upon the future circumstances, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, geopolitical, competition and other external factors, which may not be within the control of the Company.

Schedule of Implementation and Deployment of Funds

The Net Issue Proceeds to be received by the Company on the allotment of Equity Shares and Warrants, within 18 (Eighteen) months period from the date of allotment of warrants in terms of Chapter V of the SEBI ICDR Regulations and as estimated by our management, the entire proceeds received from the issue would be utilized for all the above-mentioned objects, in phases, as per the Company’s business requirements and availability of issue proceeds, latest by June 30, 2027.

Interim Use of Proceeds

Our Company, in accordance with the policies formulated and in accordance with the applicable laws and guidelines and description as given in this Notice, will have the flexibility to deploy the proceeds. Pending utilization of the proceeds for the purposes described above, our Company intends to deposit the Gross Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934.

II. Monitoring of Utilization of Funds

Given that the issue size exceeds Rs. 100 Crore (Rupees One Hundred Crore Only), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company will appoint Monitoring Agency to monitor the use of the proceeds of this Preferential Issue.

III. Particulars of the offer including date of passing of board resolution, kind of securities offered, maximum number of specified securities to be issued:

The Board of Directors of the Company at their meeting held on **Wednesday, February 26, 2025**, had, subject to approval of the members of the Company (“members”) and such other approvals as may be required, approved the issue of up to **13,00,000 (Thirteen Lakh)** Equity Shares having Face Value of Rs.10/- each of the Company to certain persons belonging to “Non-Promoter” category and up to **6,55,000 (Six Lakh and Fifty Five Thousand)** Fully Convertible Warrants, each carrying a right exercisable by the warrant holder to subscribe to Equity shares of Face Value of Rs.10/- each, to the certain persons belonging to the “Promoter & Promoter Group” & “Non-Promoter” category, at an issue price of Rs. 530/- (Rupees Five Hundred and Thirty Only) each, determined in terms of Chapter V of SEBI ICDR Regulations.

In respect of the Equity Shares proposed to be allotted, an amount equivalent to 100% of the consideration for the Equity shares shall be payable at the time of allotment of Equity Shares.

In respect of the Warrants proposed to be allotted, an amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the options attached to Warrant(s) to subscribe to Equity Share(s).

IV. The intent of the promoters, directors, key management personnel, or senior management of the issuer to subscribe to the offer.

Except as follows, none of the Promoters, Directors, Key Management Personnel (“KMP”) or Senior Management of the Issuer intent to subscribe to the offer under Item No. 1 & 2:

S.N.	Name	Category	Type of Security	Number of Warrants
1.	Shivalik Rasayan Limited	Promoter & Promoter Group	Warrants	5,00,000

V. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue to the “Promoter and Non-Promoter” Category” is likely to be as follows:

Category	Pre-issue Shareholding Structure		Equity Shares to be allotted	Post Equity Allotment		Warrants to be allotted	Post Issue Shareholding (Presuming full conversion of Warrants)	
	No. of Shares	%*		No. of Shares	%**		No. of Shares	%**
(A) Promoter Shareholding								
(1) Indian								
(a) Individuals & HUF								

(b) Bodies Corporate	54,66,095	42.99	0	54,66,095	39.00	5,00,000	59,66,095	40.67
Sub Total (A)(1)	54,66,095	42.99	0	54,66,095	39.00	5,00,000	59,66,095	40.67
(2) Foreign Promoters	0	0.00	0	0	0.00	0	0	0.00
Sub Total (A)(2)	0	0.00	0	0	0.00	0	0	0.00
Total Promoter shareholding A=A1 +A2	54,66,095	42.99	0	54,66,095	39.00	5,00,000	59,66,095	40.67
(B) Public Shareholding								
B1) Institutional Investors								
Indian	1,10,000	0.87	0	1,10,000	0.78	0	1,10,000	0.75
Foreign	10,675	0.08	0	10,675	0.08	0	10,675	0.07
B2) Central Govt./Stat Govt./POI	7,000	0.06	0	7,000	0.05	0	7,000	0.05
B3) Non-Institutional Investors								
Individuals	45,83,623	36.05	2,00,000	47,83,623	34.13	1,55,000	49,38,623	33.67
Body Corporate	17,85,599	14.04	11,00,000	28,85,599	20.59	0	28,85,599	19.67
Others (Including HUF, LLP & NRI)	7,51,608	5.91	0	7,51,608	5.36	0	7,51,608	5.12
Total Public Shareholding B=B1+B2+B3	72,48,505.00	57.01	13,00,000.00	85,48,505.00	61.00	1,55,000.00	87,03,505.00	59.33
C) Non-Promoter – Non-Public	0	0.00	0	0	0.00	0	0	0.00
Grand Total (A+B+C)	1,27,14,600	100.00	13,00,000	1,40,14,600	100.00	6,55,000	1,46,69,600	100.00

(*) These percentages have been calculated on the basis of pre preferential paid-up equity share capital of Rs. 12,71,46,000/- consisting of 1,27,14,600 Equity Shares of face value of Rs. 10/- each.

(**) These percentages have been calculated on the basis of post-preferential share capital of the Company i.e. Rs. 14,01,46,000 divided into 1,40,14,600 Equity Shares of face value of Rs. 10/ (Rupees Ten Only) each

(***) These percentages have been calculated on the basis of post-preferential share capital of the Company on a fully diluted basis i.e. Rs. 14,66,96,000/- consisting of 1,46,69,600 Equity Shares of face value of Rs. 10/- each.

Notes:

1. The pre-issue shareholding pattern is as on the latest BENPOS date i.e. Friday, February 28, 2025.
2. Post-shareholding structure may change depending upon any other corporate action in between.
3. The Warrants to be converted over a period of 18 months from the date of allotment.

VI. Proposed time frame within which the Preferential Issue shall be completed:

As required under the SEBI ICDR Regulations, preferential allotment of said Equity Shares and Warrants shall be completed within a period of 15 (Fifteen) days from the date of passing of special resolution under Item No. 1 & 2.

Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions. Further, the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of Equity Shares in dematerialized form.

VII. Number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price:

Not Applicable since the Company has not made preferential issue of any Security during the year.

VIII. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):

Identity of the ultimate beneficial owners of the securities proposed to be allotted:

Sr. No.	Name of the Proposed Allotees	Category	Name of the Ultimate Beneficial Owner
1.	Shivalik Rasayan Limited	Promoter & Promoter Group	Not Applicable since proposed allottee is a Listed Company.
2.	Veralogix Holdings (PTY) Ltd	Non-Promoter	George Peter Van Der Merwe
3.	Ginnerup Capital APS	Non-Promoter	Kim Erik Ginnerup
4.	Eric Aarestrup Sorensen	Non-Promoter	Not Applicable as Allottee is a Natural Person.
5.	Ritesh Kantilal Oswal	Non-Promoter	Not Applicable as Allottee is a Natural Person.
6.	Gunavanth Kumar Neha	Non-Promoter	Not Applicable as Allottee is a Natural Person.
7.	Prithish Garg	Non-Promoter	Not Applicable as Allottee is a Natural Person.
8.	Arshiya Thapar	Non-Promoter	Not Applicable as Allottee is a Natural Person.
9.	Rahat Kapoor	Non-Promoter	Not Applicable as Allottee is a Natural Person.

IX. The percentage of post-preferential issue capital that may be held by the allottee(s) pursuant to the preferential issue.

#	Name of the Proposed Allotees	Pre-Shareholding Structure		Equity Shares to be allotted	Post-Issue Shareholding Structure		Warrants to be allotted	Post Issue Shareholding Structure **	
		No. of shares	%*		No. of shares	%**		No. of shares	%***
1.	Shivalik Rasayan	54,66,095	42.99	0	54,66,095	39.00	5,00,000	59,66,095	40.67

	Limited								
2.	Veralogix Holdings (PTY) Ltd	0	0.00	6,00,000	6,00,000	4.28	0	6,00,000	4.09
3.	Ginnerup Capital APS	1,56,600	1.23	5,00,000	6,56,600	4.69	0	6,56,600	4.48
4.	Eric Aarestrup Sorensen	0	0.00	1,50,000	1,50,000	1.07	0	1,50,000	1.02
5.	Ritesh Kantilal Oswal	93,082	0.73	50,000	1,43,082	1.02	0	1,43,082	0.98
6.	Gunavanth Kumar Neha	0	0.00	0	0	0.00	1,00,000	1,00,000	0.68
7.	Prithish Garg	0	0.00	0	0	0.00	50,000	50,000	0.34
8.	Arshiya Thapar	50	0.00	0	0	0.00	2,500	2,550	0.02
9.	Rahat Kapoor	0	0.00	0	0	0.00	2,500	2,500	0.02

(*) These percentages have been calculated on the basis of pre preferential paid-up equity share capital of Rs. 12,71,46,000/- consisting of 1,27,14,600 Equity Shares of face value of Rs. 10/- each.

(**) These percentages have been calculated on the basis of post-preferential share capital of the Company i.e. Rs. 14,01,46,000 divided into 1,40,14,600 Equity Shares of face value of Rs. 10/ (Rupees Ten Only) each

(***) These percentages have been calculated on the basis of post-preferential share capital of the Company on a fully diluted basis i.e. Rs. 14,66,96,000/- consisting of 1,46,69,600 Equity Shares of face value of Rs. 10/- each.

Notes:

1. The pre-issue shareholding pattern is as on the latest BENPOS date i.e. Friday, February 28, 2025.
2. Post-shareholding structure may change depending upon any other corporate action in between.
3. The Warrants to be converted over a period of 18 months from the date of allotment.

X. Consequential changes in the Voting Rights, change in control, and change in the Management, if any, in the issuer consequent to the preferential issue:

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

XI. Lock-in Period:

- (a) Equity Shares, Warrants and the Equity Shares to be allotted upon conversion of the warrants, shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations
- (b) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked in as per Chapter V of the SEBI ICDR Regulations.

XII. Issue price and Relevant Date:

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Allotment of the Equity Shares and Warrants has been reckoned as **Monday, February 24, 2025**.

The Equity Shares of the Company are listed on the National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”) (collectively “Stock Exchanges”). The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI ICDR Regulations, 2018 and NSE being the Stock Exchange with higher trading volumes for the said period, has been considered for pricing in compliance with Regulation 164 of Chapter V of SEBI ICDR Regulations,

2018. In terms of Regulation 164 of Chapter V of the SEBI ICDR Regulations, the minimum price at which equity shares to be issued shall not be less than higher of the following:

- a) Rs. 525.16/- each- being the Average of 90 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date; or
- b) Rs. 481.68/- each- being the Average of 10 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.
- c) Price as determined in accordance with the methodology prescribed in the Articles of Association of the Company: *Not Applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis;*

Accordingly, the minimum issue price of Equity Shares and Warrants on a Preferential basis shall be at a price of **Rs. 525.16/-** each. However, the Board of Directors of the Company has decided on the issue of Equity Shares and Warrants at an Issue Price of **Rs. 530/- (Rupees Five Hundred and Thirty Only)** each, which is higher than the above-mentioned prices.

XIII. Undertakings:

- None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- None of the proposed allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

XIV. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower:

Not Applicable, since none of the Directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India.

XV. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Sr. No.	Name of the Proposed Allotees	Current Status	Post Status
1.	Shivalik Rasayan Limited	Promoter	Promoter
2.	Veralogix Holdings (PTY) Ltd	Non-Promoter	Non-Promoter
3.	Ginnerup Capital APS	Non-Promoter	Non-Promoter
4.	Eric Aarestrup Sorensen	Non-Promoter	Non-Promoter
5.	Ritesh Kantilal Oswal	Non-Promoter	Non-Promoter
6.	Gunavanth Kumar Neha	Non-Promoter	Non-Promoter

7.	Prithish Garg	Non-Promoter	Non-Promoter
8.	Arshiya Thapar	Non-Promoter	Non-Promoter
9.	Rahat Kapoor	Non-Promoter	Non-Promoter

XVI. Practicing Company Secretary's Certificate:

The certificate from M/s. AMJ & Associates, Practicing Company Secretaries (C.P. No.: 5629), certifying that the preferential issue of Equity Shares and Fully Convertible Warrants is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. A copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website at the link www.medicamen.com.

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

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out under Item No.1 and 2 of this Notice.

The Board of Directors recommends the resolutions as set out under Item No. 1 & 2 of this notice for the issue of Equity shares and Warrants, on a preferential basis, to the proposed allottees by way of Special Resolution.

**By order of the Board of Directors
For Medicamen Biotech Limited**

Sd/-

**Parul Choudhary
Company Secretary & Compliance Officer
Membership No. 44157**

Date: February 26, 2025

Place: New Delhi