

## NOTICE

**NOTICE** is hereby given that the 32<sup>nd</sup> Annual General Meeting of the Medicamen Biotech Limited will be held on Friday, the 26<sup>th</sup> day of September, 2025 at 12.00 Noon through Video Conference/Other Audio Video Means (VC/OAVM) to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at 1506, Chiranjiv Tower, 43, Nehru Place, New Delhi-110019.

### ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon.
2. To declare final dividend on Equity Shares for the financial year ended March 31, 2025.
3. To appoint a Director in place of Mr. Rahul Bishnoi (DIN: 00317960), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Dr Vimal Kumar Shrawat (DIN: 08274190), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:-

#### 5. Ratification of Remuneration of Cost Auditors

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

**"RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 1,75,000/- plus applicable taxes and out-of-pocket expenses incurred in connection with the cost audit payable to SPB & Co., Cost Accountants (Firm Registration No. 102586), who are appointed by the Board of Directors of the Company on the recommendation of the Audit Committee, as Cost Auditors of the Company to conduct audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, for the financial year ending March 31, 2026.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

#### 6. Approval for appointment of Mr. Ashwani Kumar Sharma (DIN: 00325634) as Whole-time Director to be designated as Executive Director of the Company for a period of five years.

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions if any under the Companies Act, 2013 ('the Act') and the Rules made thereunder [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] the articles of association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors **Mr. Ashwani Kumar Sharma (DIN: 00325634)** who was appointed as an Additional (Executive ) Director of the Company, with effect from August 12, 2025, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee, approval of the members of the Company be and is hereby accorded to the appointment of **Mr. Ashwani Kumar Sharma (DIN: 00325634)** as a Whole-time Director for a period of 5 years (Five) years commencing from August 12, 2025 to August 11, 2030 (both days are inclusive), designated as Executive Director of the Company on such terms and conditions including payment of remuneration as set out in the Explanatory Statement attached to the Notice.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to alter and vary such terms and conditions of appointment and remuneration within the limits specified in Schedule V and other applicable Sections of the Act or any statutory modifications thereof as may be agreed to between the Board of Directors and **Mr. Ashwani Kumar Sharma**.

**RESOLVED FURTHER THAT** any of the Directors (except **Mr. Ashwani Kumar Sharma**) and/or the Company Secretary of the Company be and is hereby authorized

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to do all acts, deeds, and things including filings and take steps as may be deemed necessary, proper, or expedient to give effect to this resolution and matters incidental thereto."

**7. To Appoint Mr. Sham Goel (DIN: 02183287) as Non-Executive Independent Director of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sham Goel (DIN: 02183287), a Non-Executive Independent Director of the Company, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for five year w.e.f. August 12, 2025 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013."

**8. To Appoint Mr. Shaival Saurabh (DIN: 01971944) as Non-Executive Independent Director of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including

any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Shaival Saurabh (DIN: 01971944), a Non-Executive Independent Director of the Company, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for five year w.e.f. August 12, 2025 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013."

**9. To appoint M/s AMJ & Associates, Company Secretaries as Secretarial Auditor of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment & Remuneration) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and SEBI Listing Regulations, 2015 (including any modification, alteration, notification thereto) the consent of members be and is hereby accorded to appoint M/s AMJ & Associates, Company Secretaries (Registration Number I2003DE389100) as Secretarial Auditors of the Company to hold office for consecutive term of five years from the conclusion of 32<sup>nd</sup> Annual General Meeting until the conclusion of 37<sup>th</sup> Annual General Meeting of the Company and the Board of Directors, be and are hereby authorized to fix such remuneration as may be agreed upon by the Board of Directors and Secretarial Auditor of the Company."

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### NOTES:

1. Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and subsequent circulars issued in this regard, the latest being 9/2024 dated September 19, 2024 and other applicable Circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI") (hereinafter collectively referred to as "Circulars") and other applicable laws and regulations (including any statutory modification or reenactment thereof for the time being in force) and other applicable circulars permitted holding of the Annual General Meeting ("Meeting/ AGM") through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), without the physical presence of the Members, Directors, Auditors, Debenture Trustee or other eligible persons at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act, 2013"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and aforesaid MCA and SEBI Circulars, the AGM of the Company will be conducted through VC/OAVM.
  2. The Explanatory Statement pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to Section 102 of the Act, 2013, with respect to the Special Businesses set out in Item No. 5 and 9 are annexed hereto.
  3. Additional information, pursuant to Para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings") and Regulation 36(3) of the SEBI Listing Regulations in respect of re-appointment of Mr. Rahul Bishnoi (DIN: 00317960), Dr Vimal Kumar Shrawat (DIN: 08274190) and Re-designation of Mr. Ashwani Kumar Sharma (DIN: 00325634) and appointment of Mr. Sham Goel (DIN: 02183287) and Mr. Shaival Saurabh (DIN: 01971944) is annexed hereto.
  4. In accordance with the provisions of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations and in view of the aforesaid MCA and SEBI Circulars, the Company has engaged the services of MUFG Intime India Private Limited (formerly known as Link Intime (India) Private Limited) ("MUFG") to provide the facility of voting by electronic voting system to all the Members to enable them to cast their votes electronically during the AGM in respect of all the businesses to be transacted at the aforesaid Meeting. The facility of casting the votes by the Members using such electronic voting system from a place other than venue of the AGM ("remote e-voting") is also provided by MUFG.
  5. VC/OAVM facility provided by the Company, has a capacity to allow 2000 members to participate at the Meeting on a first-come-first serve basis. However, the large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, KMPs, the Chairperson of the Audit Committee, Nomination, Remuneration & Compensation Committee and Stakeholders' Relationship Committee, Auditors etc. may be allowed to attend the Meeting without restriction on account of first-come-first-serve principle.
  6. The Company is providing a two-way teleconferencing facility for the ease of participation of the members. The instructions for members attending/participating in the AGM through VC/OAVM are provided at point no. 32A.
  7. The facility for joining the AGM through VC/ OAVM shall be open at least 15 minutes before the time scheduled to start the Meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
  8. In compliance with the aforesaid MCA Circulars and SEBI Circulars, electronic copy of the Annual Report for the financial year 2024-25 and Notice of the 32<sup>nd</sup> Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting will be sent only through electronic mode (unless specifically requested for hard copies by the shareholders) to all the Members whose email IDs are registered with the Company's Registrar and Share Transfer Agent/ Depository Participant(s) for communication purposes, as the requirement of sending the hard copies of annual report and notice of AGM has been dispensed with. Members may note that the Notice and Annual Report will also be available on the Company's website [www.medicamen.com](http://www.medicamen.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of the e-Voting service provider.
- Additionally, in accordance with Regulation 36(1) (b) of the SEBI Listing Regulations, the Company is also sending a letter to members whose e-mail address is not registered with Company/ Depository Participant providing the exact web-link of Company's website from where the Annual Report for financial year 2024-25 can be accessed.

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9. Pursuant to the provisions of the Act, 2013, a Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of him/her and the proxy need not be a Member of the Company. Since the 32<sup>nd</sup> AGM is being held pursuant to the MCA Circulars, through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, in line with the MCA Circulars, the facility for appointment of proxies by the Members will not be available for the 32<sup>nd</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
10. Institutional/Corporate Members intending to attend the Meeting are required to send a scan of certified copy of the Board Resolution (JPG/ PDF format), not later than 48 hours before the AGM, pursuant to Section 113 of the Act, 2013, authorizing their representative to attend the Meeting through VC/OAVM on its behalf and vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to amj.associates@gmail.com .
11. The transcript of the Meeting shall be uploaded on the website of the Company [www.medicamen.com](http://www.medicamen.com) and the same shall also be maintained in safe custody of the Company. The registered office of the Company shall be deemed to be the place of Meeting for the purpose of recording the minutes of the proceedings of this AGM.
12. The final dividend for the Financial Year ended March 31, 2025, as recommended by the Board, if declared will be credited/dispatched within Thirty days from the date of its declaration to those Members whose name shall appear on the Register of Members of the Company at the close of working hours on September 19, 2025 ("Record Date"). In respect of shares held in electronic form, the final dividend will be paid to Members whose names are furnished by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as beneficial owner as on that date.
13. SEBI vide its Circular No. SEBI/HO/MIRSD/ DOP1/ CIR/P/2018/73 dated April 20, 2018 has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The Company and its Registrar and Share Transfer Agent are required to seek relevant bank details of members from depositories/ investors for making payment of dividends in electronic mode. Further, pursuant to MCA General Circular No. 20/2020 dated May 05, 2020, companies are directed to credit the dividend of the members directly to the bank accounts of the members using Electronic Clearing Service.  
  
Hence, the Members are requested to furnish/ update their bank account name & branch, bank account number and account type along with other core banking details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code) etc. at the earliest with their Depository Participants (DPs) in case shares are held in electronic form or with the Registrar and Share Transfer Agent of the Company (R&T Agent) in case the shares are held in physical form. In case of non-availability or non-updation of bank account details of the shareholders, the Company shall ensure payment of dividend to such member vide dispatch of dividend warrant/ cheque, as the case may be.
14. Members having any queries related to accounts and operations or any other matter to be placed at the AGM of the Company may write to the Company through an email on [cs@medicamen.com](mailto:cs@medicamen.com), at least seven working days in advance of the Meeting. The same will be replied by the Company suitably.
15. Members are requested to contact the Company's Registrar and Share Transfer Agent (RTA), MUFG Intime India Private Limited (formerly Link Intime (India) Private Limited) (MUFG), Noble Heights, 1<sup>st</sup> Floor, Plot NH 2 C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058 (Phone No.: +91-11-41410593 and +91-11-49411000; Fax No.:+91-11-41410591; Email : [instameet@in.mpms.mufg.com](mailto:instameet@in.mpms.mufg.com), [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com)) for reply to their queries/redressal of complaints, if any, or contact Ms. Parul Choudhary, Company Secretary & Compliance Officer at the Corporate Office of the Company (Phone No.: +91-11-47589500; Email: [cs@medicamen.com](mailto:cs@medicamen.com))
16. If you have any dispute against the Company and / or its Registrar and Share Transfer Agent (RTA) on delay or default in processing your request, as per SEBI circular SEBI/HO/ MIRSD/ MIRSD\_RTAMB/P/ CIR/2022/76 dated May 30, 2022, you can file an arbitration application with Stock Exchange.
17. SEBI vide circular no. SEBI/HO/OIAE/ OIAE\_ IAD- 1/P/ CIR/2023/135 dated August 04, 2023 has further clarified that the investor shall first take up his/her/ their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the

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concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may, escalate the same through the SCORES Portal <https://scores.sebi.gov.in> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal. The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.

18. Members are requested to note that, in terms of Sections 124 and 125 of the Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Also, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to IEPF. Therefore, Members, who have not yet encashed their dividend for the financial year ended March 31, 2019, March 31, 2020, March 31, 2021, March 31, 2022, March 31, 2023 and March 31, 2024 are requested to make their claim to the Company's RTA i.e. MUFG immediately.
19. As per Rule 5 of IEPF Rules, information containing the names, DP-Id Client-Id/Folio number and the last known addresses of the persons entitled to receive the sums lying in the account referred to in Section 125 (2) of the Act, 2013 nature of the amount, the amount to which each person is entitled, due date for transfer to IEPF, etc. is provided by the Company on its website [www.medicamen.com](http://www.medicamen.com) and on the website of the IEPF Authority. The concerned members are requested to verify the details of their unclaimed dividend, if any, from the said websites and lodge their claim with the Company's RTA, before the unclaimed dividends are transferred to the IEPF.
20. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their DPs in case shares are held in electronic form or to Company's RTA i.e. MUFG in case shares are held in physical form.
21. Members may avail the facility of nomination by nominating a person to whom their shares in the Company shall vest in the event of their death. The prescribed Form can be obtained from the Company's RTA i.e. MUFG. Members are requested to submit the said details to their DPs in case the shares are held in electronic form and to MUFG in case the shares are held in physical form.
22. Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's RTA i.e. MUFG for consolidation into a single folio.
23. SEBI has mandated that, no share can be transferred, transmitted and transposed in physical mode. Hence, the Company has stopped accepting any fresh lodgement of transfer, transmission and transposition of shares in physical form. In view of this, Members holding shares in physical form are requested to get their shares dematerialized at the earliest. Members can contact the Company or the Company's RTA i.e. MUFG for assistance in this regard.
24. SEBI has mandated the submission of Permanent Account Number ("PAN") by every participant in the 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/RTA i.e. MUFG.
25. In keeping with the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests the Members who have not registered their e-mail addresses so far, to register their email addresses with their DPs in case shares are held by them in electronic form and with the Company's RTA i.e. MUFG in case shares are held by them in physical form for receiving all communication including annual report, notices, circulars etc. from the Company electronically. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
26. Members attending the Meeting through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act, 2013.
27. Since the AGM will be held through VC/OAVM, the Route Map is not annexed with this Notice.
28. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding,



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maintained under Section 170 of the Act, 2013 read with Rules issued thereunder will be made available electronically for inspection by the Members during the Meeting. All documents referred to in the Notice will also be available for electronic inspection from the date of circulation of this Notice up to the date of AGM. Also, the Notice for this 32<sup>nd</sup> AGM along with requisite documents and the Annual Report for the financial year 2024-25 shall also be available on the Company's website [www.medicamen.com](http://www.medicamen.com). Members seeking to inspect such documents can send an email to [cs@medicamen.com](mailto:cs@medicamen.com)

- 29.** The remote e-voting facility will be available during the following voting period:
- Commencement of remote e-voting: From 09:00 a.m. IST, Tuesday, September 23, 2025.
  - End of remote e-voting: Up to 5:00 p.m. IST, Thursday, September 25, 2025.

**30.** During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 19, 2025 may cast their vote through remote e-voting. The remote e-voting module shall be disabled by MUFG for voting thereafter and the facility will be blocked forthwith.

**31.** Remote e-voting instructions for shareholders: 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:**

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https:// eservices.nsdl.com</a> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password.  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 and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name i.e. MUFG In Time and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https:// eservices.nsdl.com</a> Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/ IdeasDirectReg.jsp</a>.  After successful registration, user will be provided with Login ID and password and 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. 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.</li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://evoting.nsdl.com">https://evoting.nsdl.com</a> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name i.e. MUFG InTime and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.</li> </ol>

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Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>Existing users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="https://web.cdslindia.com/myeasitoken/Home">https://web.cdslindia.com/myeasitoken/Home</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. MUFG InTime for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, the option to register is available at CDSL website <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a>/<a href="https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; E-mail as recorded in the demat account. After successful authentication, the user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service providers.</li> </ol>
<b>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b>	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the Company name or e-Voting service provider name i.e. MUFG Intime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
<b>Individual Shareholders holding securities in Physical mode / NonIndividual Shareholders holding securities in demat mode</b>	<ol style="list-style-type: none"> <li>Shareholders who have not registered for INSTAVOTE facility: <ol style="list-style-type: none"> <li>Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></li> <li>Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: - <ol style="list-style-type: none"> <li><b>User ID:</b> Shareholders holding shares in physical form shall provide Event No. (250252) + Folio Number registered with the Company. Non-Individual Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Non-Individual Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.</li> <li><b>PAN:</b> Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.</li> </ol> </li> </ol> </li> </ol>

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Type of shareholders	Login Method
	<p><b>C. DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/ YYYY format).</p> <p><b>D. Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <ul style="list-style-type: none"> <li>▶ Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above;</li> <li>▶ Shareholders holding shares in NSDL, shall provide 'D' above;</li> <li>▶ 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);</li> <li>▶ Click "confirm" (Your password is now generated).</li> </ul> <p>3. Click on 'Login' under 'SHARE HOLDER' tab.</p> <p>4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.</p> <p>Shareholders who have registered for INSTAVOTE facility:</p> <p>Click on "Login" under 'SHARE HOLDER' tab.</p> <ol style="list-style-type: none"> <li>1. User ID: Enter your User ID</li> <li>2. Password: Enter your Password</li> <li>3. Enter Image Verification (CAPTCHA) Code</li> <li>4. Click "Submit"</li> </ol> <p><b>CAST YOUR VOTE ELECTRONICALLY:</b></p> <ol style="list-style-type: none"> <li>1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.</li> <li>2. e-Voting page will appear.</li> <li>3. 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).</li> <li>4. 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.</li> </ol>

**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](mailto: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)



## NOTICE (Contd.)

### 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.
  - E. 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.
- 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).

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

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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".

#### Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any

**NOTICE (Contd.)**

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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Help desk:****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](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

**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>

1. Click on "Login" under 'SHARE HOLDER' tab.
2. Click "forgot password?"
3. Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
4. 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>

1. Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
2. Click "forgot password?"
3. Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
4. 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.

- A. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- B. For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

## NOTICE (Contd.)

- C. During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**32.** Instructions for Shareholders/Members to Vote during the Annual General Meeting through Instameet: [Instameet.in.mpms.mufig.com](https://instameet.in.mpms.mufig.com) Once the electronic voting is activated by the scrutinizer/moderator during the meeting, shareholders/members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting, "Cast your vote".
2. Enter your 16 digit Demat Account No. / Folio Number and OTP (received on the registered mobile number/ registered e-mail Id) received during registration for Instameet: [Instameet.in.mpms.mufig.com](https://instameet.in.mpms.mufig.com) and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/Against" for voting.
4. 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'.
5. 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.
6. 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 Annual General Meeting through Instameet: [Instameet.in.mpms.mufig.com](https://instameet.in.mpms.mufig.com) 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 Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through [Instameet.in.mpms.mufig.com](https://instameet.in.mpms.mufig.com) 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.

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.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@in.mpms.mufig.com](mailto:instameet@in.mpms.mufig.com) or contact on: - Tel: 022- 49186000 / 49186175.

### **32A. Process and manner for attending the Annual General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.in.mpms.mufig.com>
- Select the "Company" and 'Event Date' and register with your following details:
  - a. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio Number
    - i. Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
    - ii. Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.
    - iii. Shareholders/members holding shares in physical form shall provide Folio Number registered with the Company.
  - b. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members 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.: mobile number. Enter your.
  - d. Email ID: Enter your e-mail id, as recorded with your DP/Company.

### **32B. Instructions for Shareholders/Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request 7 days in advance with the Company on the [cs@medicamen.com](mailto:cs@medicamen.com).

**NOTICE (Contd.)**

2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
  3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
  4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
  5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device. Shareholders are requested to speak only when moderator of the meeting/management will announce the name and serial number for speaking.
- 33.** The voting rights of Members shall be in proportion to their shares of the total paid up equity share capital of the Company as on the cut-off date.
- 34.** In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names shall be entitled to vote.
- 35.** Any person, who acquires shares of the Company and becomes Member of the Company after sending the Notice of the Meeting and holding shares as of the cut-off date needs to refer to the instruction above regarding login ID and password and may contact the Company or RTA for any query or assistance in this regard. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- 36.** The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM through VC/OAVM but shall not be entitled to cast their vote again or change it subsequently.
- 37.** Only those Members, whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM.
- 38.** Non-Resident Indian Members are requested to inform RTA, immediately on change in their residential status on return to India for permanent settlement, and update on particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.
- 39.** The Board of Directors of the Company has appointed Mr. Manoj Kumar Jain, Practicing Company Secretary, (Membership No. 5832 and CP No. 5629), Proprietor of M/s. AMJ & Associates., of F-2, Plot No. 299, Sector-4, Vaishali, Ghaziabad-UP-201010 as the Scrutinizer to scrutinize remote e-voting and the e-voting process for the Annual General Meeting in a fair and transparent manner.
- 40.** The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which the voting is to be held, allow voting with the assistance of the scrutinizer, by using e-voting facility for all those Members who are present at the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility.
- 41.** The Scrutinizer shall, after the conclusion of voting at the Meeting, first count the votes cast during the Meeting and thereafter unblock the votes cast through remote e-voting and shall make and submit, within two working days or three day, whichever is earlier, of the conclusion of the AGM, 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 within two working days or three days, whichever is earlier, of conclusion of the AGM.
- 42.** The Notice of the AGM shall be placed on the website of the Company [www.medicamen.com](http://www.medicamen.com) and MUFG till the date of AGM. The Results declared, along with the Scrutinizer's Report shall be placed on the Company's website [www.medicamen.com](http://www.medicamen.com), on the website of the NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and on the website of MUFG 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 Stock Exchange(s) where the shares of the Company are listed. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office.

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

**Sd/-  
Rahul Bishnoi  
Chairman  
DIN-00317960**

**Place: New Delhi  
Date: August 12, 2025**

## NOTICE (Contd.)

### Details of Directors Seeking appointment/reappointment at the 32<sup>nd</sup> Annual General Meeting

Brief Profile of Mr. Rahul Bishnoi (DIN: 00317960), Non-Executive Chairman of the Company, who is liable to retire by rotation and is seeking re-appointment in the forthcoming Annual General Meeting, pursuant to para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings"), Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations") and other applicable provisions, if any, is provided in the table below:

<b>Name of the Director</b>	Rahul Bishnoi
<b>Father's Name</b>	Dr. M. K. Singh Bishnoi
<b>Date of Birth</b>	August 13, 1964
<b>Age</b>	61
<b>Date of First Appointment</b>	December 31, 2015
<b>Brief resume and expertise in specific functional areas</b>	<p>Rahul Bishnoi is having 30 years of rich experience in managing agrochemical, APIs and Finished Dosage Form plants. Currently he is the Chairman of Shivalik Rasayan Limited &amp; Medicamen biotech Ltd. His core competence includes strategic business planning, financial analysis, and developing new business model with strong processes.</p> <p>He spearheaded the initiatives regarding acquisition of the then sick Shivalik Rasayan Limited in the year 2002 &amp; debt ridden Medicamen Biotech Limited in 2016 and subsequently transformed these into profit making companies. Mr. Bishnoi is a first-generation entrepreneur.</p>
<b>Qualification</b>	Chartered Accountant
<b>Terms and conditions of continuation of Directorship</b>	Re-appointment
<b>Directorship held in other companies including listed companies</b>	<ul style="list-style-type: none"> <li>• Shivalik Rasayan Limited</li> <li>• Growel Remedies Limited</li> <li>• Medicamen Life Sciences Private Limited</li> </ul>
<b>Names of listed entities from which he has resigned in the past three years</b>	Nil
<b>Chairman/member of the committee of the Board of Directors of the Company</b>	Nil
<b>Chairman/member of the committee of the Board of Directors of other listed companies in which he is a director</b>	Nil
<b>Number of shares held in the Company</b>	Nil
<b>No. of Board Meetings attended during the financial year 2024-25</b>	Five
<b>Relationship with other Directors, Manager and KMPs of the Company</b>	NA
<b>Details of remuneration sought to be paid, if any</b>	NA
<b>Remuneration last drawn, if any</b>	NA



**NOTICE (Contd.)****Details of Directors Seeking appointment/reappointment at the 32<sup>nd</sup> Annual General Meeting**

Brief Profile of Dr. Vimal Kumar Shrawat (DIN: 08274190), Non-Executive Director of the Company, who is liable to retire by rotation and is seeking re-appointment in the forthcoming Annual General Meeting, pursuant to para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings"), Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations") and other applicable provisions, if any, is provided in the table below:

<b>Name of the Director</b>	Dr. Vimal Kumar Shrawat
<b>Father's Name</b>	Mr. Ranvir Singh Shrawat
<b>Date of Birth</b>	January 05, 1962
<b>Age</b>	63
<b>Date of First Appointment</b>	February 11, 2019
<b>Brief resume and expertise in specific functional areas</b>	Dr. Shrawat holds a Doctorate degree in Organic Chemistry from Centre of Advance Studies, Department of Chemistry, University of Delhi, India. Apart from this, he has over 33 years of vast experience working in large Pharma industries like Fresenius Kabi Oncology Limited (Formerly Dabur Pharma Ltd), Ranbaxy Laboratories Ltd and VAM Organics Ltd., spanning across activities of R&D, Pilot and Plant Productions, QA/QC, Administration, CRAMS, Project Management etc. His keen interest and consistent efforts for R&D has led him to become one of key contributor in large number of Patents/applications.
<b>Qualification</b>	Doctorate Degree in Organic Chemistry from Centre of Advanced Studies, Department of Chemistry, University of Delhi, India
<b>Terms and conditions of continuation of Directorship</b>	Re-appointment
<b>Directorship held in other companies including listed companies</b>	<ul style="list-style-type: none"> <li>• Shivalik Rasayan Limited</li> <li>• Chem Pharma Healthcare Private Limited</li> </ul>
<b>Names of listed entities from which he has resigned in the past three years</b>	Nil
<b>Chairman/member of the committee of the Board of Directors of the Company</b>	Nil
<b>Chairman/member of the committee of the Board of Directors of other listed companies in which he is a director</b>	Nil
<b>Number of shares held in the Company</b>	Nil
<b>No. of Board Meetings attended during the financial year 2024-25</b>	Five
<b>Relationship with other Directors, Manager and KMPs of the Company</b>	NA
<b>Details of remuneration sought to be paid, if any</b>	NA
<b>Remuneration last drawn, if any</b>	NA

## NOTICE (Contd.)

### Details of Directors Seeking appointment/reappointment at the 32<sup>nd</sup> Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings]

<b>Name of the Director</b>	Mr. Ashwani Kumar Sharma
<b>Father's Name</b>	Shri Shyam Sundar Sharma
<b>Date of Birth</b>	July 14, 1959
<b>Age</b>	66
<b>Date of First Appointment</b>	December 31, 2015
<b>Brief resume and expertise in specific functional areas</b>	Mr. Ashwani is a Graduate, possessing rich experience in holding the administrative affairs of the Company. He is well-versed with maintaining effective marketing and public relations strategy to promote the products, services and brand of the Company in the wider community.
<b>Qualification</b>	Graduate
<b>Terms and conditions of continuation of Directorship</b>	Appointment
<b>Directorship held in other companies including listed companies</b>	<ul style="list-style-type: none"> <li>• Shivalik Rasayan Limited</li> <li>• Growel Remedies Limited</li> <li>• Medicamen Life Sciences Private Limited</li> </ul>
<b>Names of listed entities from which he has resigned in the past three years</b>	Nil
<b>Chairman/member of the committee of the Board of Directors of the Company</b>	Nil
<b>Chairman/member of the committee of the Board of Directors of other listed companies in which he is a director</b>	Shivalik Rasayan Limited- CSR Committee
<b>Number of shares held in the Company</b>	Nil
<b>No. of Board Meetings attended during the financial year 2024-25</b>	5
<b>Relationship with other Directors, Manager and KMPs of the Company</b>	NA
<b>Details of remuneration sought to be paid, if any</b>	NA
<b>Remuneration last drawn, if any</b>	NA

### Details of Directors Seeking appointment/reappointment at the 32<sup>nd</sup> Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings]

<b>Name of the Director</b>	Mr. Sham Goel
<b>Father's Name</b>	Shri Bal Kishan Goel
<b>Date of Birth</b>	January 05, 1962
<b>Age</b>	63
<b>Date of First Appointment</b>	August 12, 2025
<b>Brief resume and expertise in specific functional areas</b>	<p>Mr. Sham Goel is a qualified Chartered Accountant having more than 30 years of experience in the field of Finance, taxation and accounts. Currently Mr. Goel is Director in Essem Logistics Limited (formerly known as Essem Mercantile Ltd). His core competence includes financial analysis and taxation matters.</p> <p>Mr. Goel has earned his Commerce degree from Punjab University, Chandigarh and completed Chartered Accountant programme in the year 1993.</p>
<b>Qualification</b>	Chartered Accountant
<b>Terms and conditions of continuation of Directorship</b>	Appointment

**NOTICE (Contd.)**

<b>Directorship held in other companies including listed companies</b>	<ul style="list-style-type: none"> <li>• Shivalik Rasayan Limited</li> <li>• Garne Threads Private Limited</li> <li>• Essem Logistics Limited</li> </ul>
<b>Names of listed entities from which he has resigned in the past three years</b>	Nil
<b>Chairman/member of the committee of the Board of Directors of the Company</b>	Nil
<b>Chairman/member of the committee of the Board of Directors of other listed companies in which he is a director</b>	Nil
<b>Number of shares held in the Company</b>	Nil
<b>No. of Board Meetings attended during the financial year 2024-25</b>	NA
<b>Relationship with other Directors, Manager and KMPs of the Company</b>	NA
<b>Details of remuneration sought to be paid, if any</b>	NA
<b>Remuneration last drawn, if any</b>	NA

**Details of Directors Seeking appointment/reappointment at the 32<sup>nd</sup> Annual General Meeting**

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings]

<b>Name of the Director</b>	Mr. Shaival Saurabh
<b>Father's Name</b>	Shri Devendra Sahai Srivastava
<b>Date of Birth</b>	November 09, 1965
<b>Age</b>	60
<b>Date of First Appointment</b>	August 12, 2025
<b>Brief resume and expertise in specific functional areas</b>	<p>Mr. Shaival Saurabh is a Graduate having over 30 years of rich experience in branding and advertising. He helped both small and large corporates to achieve brand growth by creating the vision, mission, goals and strategies and plans for their brands. His key role has been in analyzing brand positioning in the market, develop effective messaging and communication strategies, measure performance of marketing campaigns, monitor market trends and find new growth strategies.</p> <p>He has helped in branding and communication of Companies like Jindal Stainless Limited, Price WaterHouse Coopers, Jubilant Group, DB Schenker, Star Worldwide, DPauls, 1 India Family Mart, Cornitos, Attd'inox and Elegant Auto among others.</p>
<b>Qualification</b>	Graduate
<b>Terms and conditions of continuation of Directorship</b>	Appointment
<b>Directorship held in other companies including listed companies</b>	<ul style="list-style-type: none"> <li>• Shivalik Rasayan Limited</li> <li>• Mindcube Design Private Limited</li> </ul>
<b>Names of listed entities from which he has resigned in the past three years</b>	Nil
<b>Chairman/member of the committee of the Board of Directors of the Company</b>	Nil
<b>Chairman/member of the committee of the Board of Directors of other listed companies in which he is a director</b>	Nil
<b>Number of shares held in the Company</b>	Nil

## NOTICE (Contd.)

<b>No. of Board Meetings attended during the financial year 2024-25</b>	NA
<b>Relationship with other Directors, Manager and KMPs of the Company</b>	NA
<b>Details of remuneration sought to be paid, if any</b>	NA
<b>Remuneration last drawn, if any</b>	NA

### Explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013

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

#### Item No. 5: To Ratify the Remuneration of the Cost Auditors for the Financial Year ending March 31, 2025

The Company is directed under the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended, to have the audit of its cost records conducted by a Cost Accountant. Further, in accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of M/s SPB & Co. (Firm Registration No. 102586), as the Cost Auditors of the Company to conduct audit of the cost records of the Company for the financial year ending March 31, 2026, at a remuneration of ₹ 1,75,000/- plus applicable taxes and out-of-pocket expenses.

Accordingly, consent of the Members is sought by way of an Ordinary Resolution as set out at Item No. 5 of the accompanying Notice for ratification of the remuneration amounting to ₹ 1,75,000/- plus applicable taxes and out-of-pocket expenses payable to the Cost Auditors for the financial year ending March 31, 2026.

The Board commends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for the approval of the Members.

None of the Directors or KMP of the Company and their respective relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the accompanying Notice.

#### Item No. 6

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at its meeting held on August 12, 2025 had appointed Mr. Ashwani Kumar Sharma (DIN: 00325634) as an Additional Director (Whole Time Director) of the

Company, for a period of period of 5 (five) years with effect from August 12, 2025, subject to approval of the Members of the Company.

Your Company has diversified business activities and is primarily engaged in the businesses of manufactures of and dealers in pharmaceutical, medical, industrial and other preparations and articles, compounds, drugs, chemicals, surgical and scientific apparatus and materials and business of chemist and druggist.

Mr. Ashwani Kumar Sharma has expertise, knowledge and business acumen in managing the overall business of the Company and his appointment would be beneficial for the Company given the paucity of experienced and skilled personnel. The remuneration proposed for Mr. Ashwani Kumar Sharma is commensurate with the industry and size of the Company. Mr. Ashwani Kumar Sharma has no pecuniary relationship directly or indirectly with the Company. The terms and conditions are set out herein below:

- TENURE OF APPOINTMENT:** The appointment of Mr. Ashwani Kumar Sharma as Whole Time Director (Change in designation from Non-Executive Director to 'Whole-time Director') is for a period of 5 years with effect from August 12, 2025.
- DUTIES AND RESPONSIBILITIES:** Mr. Ashwani Kumar Sharma, the 'Whole Time Director' of the Company shall, subject to the provisions of the Companies Act, 2013, and overall superintendence and control of the Board of Directors of the Company, shall perform such duties and exercise such powers, as have been or may, from time to time, be entrusted to, or conferred on him, by the Board of Directors of the Company.
- REMUNERATION:**
  - Gross Salary shall be ₹ 5,07,360/- per month w.e.f. August 12, 2025, subject to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors.
  - Minimum Remuneration - Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of Mr. Ashwani Kumar Sharma, the Company has no profits or its profits are inadequate, the Company

**NOTICE (Contd.)**

will pay remuneration by way of basic salary and perquisites as specified above.

**4. OTHER TERMS OF APPOINTMENT:**

- a. Mr. Ashwani Kumar Sharma shall not become interested or otherwise concerned, directly or through his spouse and/ or children, in any selling agency of the Company.
- b. The terms and conditions of the appointment of Mr. Ashwani Kumar Sharma may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Mr. Ashwani Kumar Sharma, subject to such approvals as may be required.
- c. The appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu thereof.
- d. The employment of Mr. Ashwani Kumar Sharma may be terminated by the Company without notice or payment in lieu of notice:
  - i. If Mr. Ashwani Kumar Sharma is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required to render services; or
  - ii. In the event of any serious, repeated or continuing breach (after prior warning) or non-observance by Mr. Ashwani Kumar Sharma of any of the stipulations contained herein as no separate agreement shall be executed between the Company and Mr. Ashwani Kumar Sharma; or
  - iii. In the event the Board expresses its loss of confidence in Mr. Ashwani Kumar Sharma; or
- e. In the event Mr. Ashwani Kumar Sharma is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- f. Upon the termination by whatever means of the employment Mr. Ashwani Kumar Sharma he shall

immediately tender his resignation from offices held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the subsidiaries or associated companies.

- g. The Board of Directors is of the opinion that the above remuneration being paid / payable to Mr. Ashwani Kumar Sharma, as Whole Time Director of the Company, is commensurate with his duties and responsibilities. The Board considers that his association as Whole Time Director will be beneficial to and in the interest of the Company.

Additional details of Mr. Ashwani Kumar Sharma as required pursuant to Companies Act, 2013 (hereinafter referred to as 'the Act') and the Secretarial Standard-2 issued by the Institute of Company Secretaries of India are provided in the table annexed to this Notice. The Company has received certificate from the Company Secretary as required under PART III of Schedule V of the Act.

Save and except Mr. Ashwani Kumar Sharma and his relatives, including Mr. Ashwani Kumar Sharma, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item Nos. 6 of the Notice.

All the documents referred to in the said Resolution are open for inspection at the Company's Registered Office 1506, Chiranjiv Tower, 43, Nehru Place, New Delhi-110019 on all working days, except Saturdays, between 10.00 A.M. to 1.00 P.M. till September 26, 2025 and will also be available for inspection at the Meeting.

The Board recommends the Special Resolution as set out at Item No. 6 respectively of the Notice for approval of the Members.

**Item No 7-8:**

The Board of Directors, pursuant to the provisions of Section 161 of the Act and applicable rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 appointed Mr. Sham Goel (DIN: 02183287)



## NOTICE (Contd.)

& Mr. Shaival Saurabh (DIN: 01971944) as an Additional Directors in the capacity of an Independent Directors for a period of 5 years holding office upto the date of ensuing Annual General Meeting of the Company.

The Nomination & Remuneration Committee has recommended the Board & has approved the appointment of Mr. Sham Goel & Mr. Shaival Saurabh as Independent Directors as per their letters of appointment for a period of five years from August 12, 2025.

Mr. Sham Goel & Mr. Shaival Saurabh have given declarations to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, Mr. Sham Goel & Mr. Shaival Saurabh fulfil the conditions specified in the Act and the rules framed thereunder for appointment as Independent Directors and they are independent of the management. In compliance with the provisions of section 149 read with Schedule IV of the Companies Act, 2013 the appointment of Mr. Sham Goel & Mr. Shaival Saurabh as Independent Directors is now being placed before the Members for their approval.

The Board recommends the Resolutions at Item No. 7-8 of this Notice for approval of the Members.

Except Mr. Sham Goel & Mr. Shaival Saurabh and their relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out at Item No. 7-8 of this Notice.

### Item No 9:

This Explanatory Statement is provided pursuant to Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

In accordance to Section 204 of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI Listing Regulations, the Company had appointed M/s. AMJ & Associates, Practising Company Secretaries, as Secretarial Auditors of the Company.

Pursuant to Regulation 24A of the SEBI Listing Regulations the Company is required to appoint a peer reviewed Company Secretary to conduct the secretarial audit of the Company for a term not more than five (5) consecutive years.

The Board of Directors of the Company, at its Meeting held on May 30, 2025, based on the recommendation of the

Audit Committee, has, after considering and evaluating various proposals and factors such as independence, industry experience, technical skills, audit team, audit quality reports, etc. recommended the appointment of M/s. AMJ & Associates, a peer reviewed firm of Company Secretaries in practice, to conduct Secretarial Audit and issue Secretarial Audit Report for a term of five (5) consecutive years from financial year April 01, 2025 up to March 31, 2030 at a remuneration of ₹ 3,50,000/- at such fee as may be determined by the Board of Directors of the Company or any Committee of the Board, based on the recommendation of the Audit Committee.

M/s AMJ & Associates, Company Secretaries is a reputed firm of Practising Company Secretaries committed to delivering strategic, research-driven, and customized corporate advisory solutions. With a team of seasoned professionals, the firm brings deep domain expertise in Corporate Laws, Insolvency & Bankruptcy, Securities Laws, FEMA and Corporate Restructuring.

The firm also offers comprehensive support in Compliance Management, Regulatory Approvals, and Legal Documentation, serving clients across a diverse range of industries.

Accordingly, consent of the members is sought by way of an Ordinary Resolution as set out at Item No. 9 of the accompanying Notice for appointment of secretarial auditors.

Based on the recommendation of the Audit Committee, the Board commends the Ordinary Resolution set out at Item No. 9 of the accompanying Notice for approval of the Members of the Company.

None of the Directors or Key Managerial Personnel ('KMP') of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the accompanying Notice.

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

**Sd/-**

**Rahul Bishnoi**

**Chairman**

**DIN-00317960**

**Place: New Delhi**

**Date: August 12, 2025**