



MEDICAMEN BIOTECH LIMITED

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

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

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

NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting ('EGM') of the Members of Medicamen Biotech Limited (the Company) will be held on Monday, the 17th day of July, 2017 at SP-1192 A & B Phase - IV, Industrial Area, Bhiwadi-301019 Distt. Alwar (Rajasthan) at 10.00 A.M. to transact the following business:

SPECIAL BUSINESSES:

ITEM NO. 1 – ISSUANCE OF 306000 FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the Listing Agreement entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed (“Stock Exchange(s)”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), including the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations”), SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, SEBI (Substantial Acquisitions and Takeovers) Regulations, 2011 and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, RBI, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board to offer, issue and allot upto 306000 (Three Lakhs Six Thousand) **Fully Convertible Warrants (“Warrants”)** to be convertible at an option of Warrant holders 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/- (Rupees Ten only) each for cash **at an issue price of Rs. 546/- (Rupees Five Hundred Forty Six Only) per warrant** or such other price as may be determined in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations 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 persons belonging to the Promoter & Non- Promoter Category (**“Proposed Warrant Allottees”**), in the manner as follows:

| Sr. No | Name of Allottee | Category | No. of warrants |
|---------------|--------------------------------------|-----------------|------------------------|
| 1 | M/s Shivalik Rasayan Ltd. | Promoter | 80000 |
| 2 | M/s Growel Capital Services Pvt. Ltd | Promoter Group | 40000 |
| 3 | Mr. Rajesh Madan | Public | 20000 |
| 4 | M/s Pharmadanica A/S | Public | 40000 |
| 5 | Mr. A Gothamchand | Public | 5000 |
| 6 | Ms. P. Anitha | Public | 5000 |
| 7 | M/s Vimal Chand HUF | Public | 18500 |
| 8 | Ms. Panna Gunchandra Mehta | Public | 4600 |
| 9 | M/s M. Shikar HUF | Public | 32200 |
| 10 | Ms. Sheetal Kumari | Public | 4600 |
| 11 | Mr. Abhishek Kothari | Public | 4600 |
| 12 | M/s Keynote Commodities Ltd. | Public | 18500 |
| 13 | Ms. C. Rajalakshmi | Public | 14000 |
| 14 | Mr. Harish N | Public | 14000 |
| 15 | Ms. Varsha Chugh | Public | 5000 |
| | Total | | 306000 |

RESOLVED FURTHER THAT the Relevant Date, as per the SEBI (ICDR) Regulations, as amended up to date, for the determination of issue price of Warrants is Friday, June 16, 2017.

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

- A. Each Warrant held by the Proposed Warrant Allottee (each, a “**Warrant Holder**”) shall entitle each of them to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment (the “**Warrant Exercise Period**”).
- B. The Proposed Warrant Allottee shall, on 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 Warrant Allottee 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 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.

- 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 respective Proposed Warrant Allottee.
- 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 issue of Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- I. The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder(s) any voting rights in the Company in respect of such Warrants.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Equity 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/committee of Directors and Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Equity Warrants, application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said 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**

**Place: Delhi
Date: 23.06.2017**

**Sd/-
Kiran
Company Secretary
ACS- 33818
Address: 154, C6B Jankapuri,
New Delhi-110058**

NOTES:

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

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDERS

3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. In respect of the matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name/address, etc., the members are requested to approach:
 - (a) the Company's Registrar and Share Transfer Agent i.e. M/s Link Intime India Pvt. Ltd., 44, Community Centre, 2nd Floor, Naraina Industrial Area-I, New Delhi- 110028, quoting their Folio numbers, in case of shares held in physical form and
 - (b) the respective Depository Participants, in case of shares held in electronic form.

6. All relevant documents referred in the Notice and the Explanatory Statements shall be open for inspection by the members at the Registered Office of the Company during the normal business hours (10.00 A.M to 5.00 P.M) on all working days (except Saturdays) upto the date of Extra Ordinary General Meeting of the Company.

7. **Voting through electronic means:**

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

- I. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

- II. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- III. The remote e-voting period commences on 14th July, 2017 (9:00 am) and ends on 16th July, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 11th July, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

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

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".
- (ii) Launch internet browser by typing the following URL:
<https://www.evoting.nsd.com/>
- (iii) Click on Shareholder - Login
- (iv) Put your user ID and password. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Medicamen Biotech Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to manojfcs@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the EGM:

| EVEN (Remote e-voting Event Number) | USER ID | PASSWORD/PIN |
|--|----------------|---------------------|
| | | |

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- V. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VI. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

NOTE: Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

- VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VIII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 11th July, 2017.
- IX. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 11th July, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- X. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. CS Manoj Kumar Jain, Practicing Company Secretary (Membership No.: FCS-5832; CP No: 5629) (Address: F-2, Plot No-299, Sector-4, (Near Vaishali Metro Station) Vaishali,

Ghaziabad, UP-201010) has been appointed as the Scrutinizer to scrutinize for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- XIII. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “remote e-voting” or “Ballot Paper” for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.medicamen.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Contact Details

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

ANNEXURE TO THE NOTICE

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

ITEM NO. 1

I. Objects of the Issue

The Company requires infusion of funds to augment the long-term funding needs of the Company viz., to support the expansion of business and for general corporate purposes, accordingly in order to finance the said fund requirement, the Company proposes to issue 306000 warrants convertible into equity shares, at a price of Rs.546/- (Rupees Five Hundred and Forty Six only), on preferential basis to the persons belonging to Promoters and Non- Promoter Category as detailed below in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

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

M/s Shivalik Rasayan Limited and M/s Growel Capital Services Private Limited, being the entities belonging to promoter category, have shown their interest in subscribing to the offer of the Company of upto 80,000 and 40,000 Warrants respectively.

Further, Mr. Rajesh Madan, CEO of the Company has also shown his interest in subscribing to the offer of the Company of upto 20000 Warrants.

None of the other Promoters, Directors of the Company, nor the Key Managerial Personnel of the Company nor their respective relatives are in any way concerned or interested, financially or otherwise in this Resolution.

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

The shareholding pattern of the Company given the present position as on June 16, 2017 before and after the proposed preferential issue to promoters and non- promoters is likely to be as follows:

| Name of shareholders | Pre issue Shareholding Structure | | No. Of Warrants Allotted | Post Issue Shareholding (Presuming full conversion of Warrants)# | |
|--------------------------------------|----------------------------------|--------------|--------------------------|--|--------------|
| | No of Shares | % of shares | | No of Shares | % |
| Promoter & Promoter Group | | | | | |
| (1) Indian | | | | | |
| (a) Individuals /HUF | - | - | - | - | - |
| (b) Central Govt. /State Govt. | - | - | - | - | - |
| (c) Bodies Corporate | 5188489 | 46.87 | 120000 | 5308489 | 46.66 |
| (d) Financial Institutions /Banks | - | - | - | - | - |
| Sub Total (A)(1) | 5188489 | 46.87 | 120000 | 5308489 | 46.66 |
| (2) Foreign | | | | | |
| (a) Individuals (NRIs/ | - | - | - | - | - |

| | | | | | |
|--|-----------------|---------------|---------------|-----------------|---------------|
| Foreign Individuals) | - | - | - | - | - |
| (b) Bodies Corporate | - | - | - | - | - |
| (c) Institutions | - | - | - | - | - |
| Sub Total (A)(2) | - | - | - | - | - |
| Total shareholding of Promoter & Promoter Group (A) = (A)(1) + (A)(2) | 5188489 | 46.87 | 120000 | 5308489 | 46.66 |
| Public | | | | | |
| B1) Institutions | - | - | - | - | - |
| Mutual Funds/ | - | - | - | - | - |
| Foreign Portfolio Investors | 35050 | 0.32 | | 35050 | 0.31 |
| Financial Institutions/ Banks | - | - | - | - | - |
| Foreign Venture Capital Investors | - | - | - | - | - |
| Insurance Companies | - | - | - | - | - |
| Sub Total B1 | 35050 | 0.32 | | 35050 | 0.31 |
| B2) Central Government/ State Government(s)/ President of India | - | - | - | - | - |
| B3) Non-Institutions | - | - | - | - | - |
| Individual share capital upto Rs. 2 Lacs | 1833076 | 16.56 | 56800 | 1889876 | 16.61 |
| Individual share capital in excess of Rs. 2 Lacs | 1831189 | 16.54 | 20000 | 1851189 | 16.27 |
| NBFCs registered with RBI | - | - | - | - | - |
| Any Other (specify) | 2182196 | 19.71 | 109200 | 2291396 | 20.14 |
| Trusts | - | - | - | - | - |
| Foreign Nationals | - | - | - | - | - |
| Hindu Undivided Family | 276822 | 2.50 | 50700 | 327522 | 2.88 |
| Foreign Companies | 1300000 | 11.74 | 40000 | 1340000 | 11.78 |
| Non Resident Indians (Non Repat) | 13301 | 0.12 | | 13301 | 0.12 |
| Non Resident Indians (Repat) | 217326 | 1.96 | | 217326 | 1.91 |
| Overseas Body Corporates | 10000 | 0.09 | | 10000 | 0.09 |
| Clearing Members | 53439 | 0.48 | | 53439 | 0.47 |
| Bodies Corporate | 311308 | 2.81 | 18500 | 329808 | 2.90 |
| Sub Total B3 | 5846461 | 52.81 | 186000 | 6032461 | 53.03 |
| Total Public Shareholding B=B1+B2+B3 | 5881511 | 53.13 | 186000 | 6067511 | 53.34 |
| C) Non Promoter - Non Public | - | - | - | - | - |
| C1) Shares Underlying DRs | - | - | - | - | - |
| C2)Shares Held By Employee Trust | - | - | - | - | - |
| TOTAL (A+B+C) | 11070000 | 100.00 | 306000 | 11376000 | 100.00 |

#Post shareholding structure may change depending upon any other corporate action in between.

IV. Proposed time limit within which the allotment shall be complete:

In terms of Regulation 74(1) of the SEBI ICDR Regulations, preferential allotment to Proposed Allottee and Proposed Warrant Allottee pursuant to the special resolution will be completed within a period of 15 (fifteen) days from the date of passing of special resolution at item nos. 1.

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

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

Identity of the Proposed Warrant Allottee and the percentage of post preferential issue capital that may be held by them:

| S. No. | Name | Category | Present Pre Issue Shareholding | | Proposed No. Of Warrants Allotted | Post Issue Shareholding (Presuming full conversion of Warrants)# | | Ultimate Beneficial Owners |
|--------|--------------------------------------|----------------|--------------------------------|------------------------|-----------------------------------|--|------------------------|--|
| | | | Pre-Issue Holding | % Total Equity Capital | | Post-Issue Holding | % Total Equity Capital | |
| 1 | M/s Shivalik Rasayan Ltd. | Promoter | 4412095 | 39.86 | 80000 | 4492095 | 39.49 | Not applicable as the proposed allottee is a Listed Company. |
| 2 | M/s Growel Capital Services Pvt. Ltd | Promoter Group | 601394 | 5.43 | 40000 | 641394 | 5.64 | Mr. Rahul Bishnoi |
| 3 | Mr. Rajesh Madan | Public | 134000 | 1.21 | 20000 | 154000 | 1.35 | N.A. |
| 4 | M/s Pharmadanica A/S | Public | 1300000 | 11.74 | 40000 | 1340000 | 11.78 | Mr. Kim Ginnrup through M/s Missionpharma Group A/s |
| 5 | Mr. A Gothamchand | Public | 0 | 0 | 5000 | 5000 | 0.04 | N.A. |
| 6 | Ms. P. Anitha | Public | 0 | 0 | 5000 | 5000 | 0.04 | N.A. |
| 7 | M/s Vimal Chand HUF | Public | 0 | 0 | 18500 | 18500 | 0.16 | Mr. Vimal Chand |
| 8 | Ms. Panna Gunchandra Mehta | Public | 0 | 0 | 4600 | 4600 | 0.04 | N.A. |
| 9 | M/s M. Shikar HUF | Public | 0 | 0 | 32200 | 32200 | 0.28 | Mr. M. Shikar |
| 10 | Ms. Sheetal Kumari | Public | 0 | 0 | 4600 | 4600 | 0.04 | N.A. |

| | | | | | | | | |
|----|------------------------------|--------|---|---|-------|-------|------|---------------------|
| 11 | Mr. Abhishek Kothari | Public | 0 | 0 | 4600 | 4600 | 0.04 | N.A. |
| 12 | M/s Keynote Commodities Ltd. | Public | 0 | 0 | 18500 | 18500 | 0.16 | Mr. Vineet Suchanti |
| 13 | Ms. C. Rajalakshmi | Public | 0 | 0 | 14000 | 14000 | 0.12 | N.A. |
| 14 | Mr. Harish N | Public | 0 | 0 | 14000 | 14000 | 0.12 | N.A. |
| 15 | Ms. Varsha Chugh | Public | 0 | 0 | 5000 | 5000 | 0.04 | N.A. |

VI. Consequential Changes in the Voting Rights and Change in Management

As a result of the proposed preferential issue of Warrants and 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.

VII. Lock-in Period:

- i.** The Equity Shares to be allotted upon conversion of Warrants, to the persons belonging to Non- Promoter Group shall be subject to lock-in' for a period of 1 (one) year from the date of trading approval for such Equity Shares in accordance with Regulation 78(2) of the SEBI ICDR Regulations.
- ii.** The Equity Shares to be allotted upon conversion of Warrants, to the persons belonging to the Promoter Group, shall be subject to 'lock-in' for a period of 3 (three) years from the date of trading approval for such Equity Shares in accordance with Regulation 78(1) of the SEBI ICDR Regulations.
- iii.** The entire pre-preferential allotment shareholding, if any, of the proposed allottees, shall be locked-in from the Relevant Date up to a period of 6 (six) months from the date of trading approval as per Regulation 78(6) of the SEBI ICDR Regulations.

VIII. Issue price and relevant date:

In terms of Regulation 76 of SEBI ICDR Regulations, the Relevant Date has been reckoned as Friday, June 16, 2017 for the purpose of computation of issue price of the said Warrants.

Since, the Equity Shares of the Company are listed on BSE Limited (BSE) and are frequently traded and accordingly, the minimum issue price of Warrants have been calculated on the basis of trading at BSE. Therefore, in terms of Regulation 76(1) of the SEBI ICDR Regulations, the Issue Price has been computed as Rs. 546/- per Warrant.

IX. Re-computation of Issue Price:

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

X. Auditor's Certificate:

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

XI. Disclosure with regard to the names of issuer, its promoter or any of its directors not appearing in the list of wilful defaulter as issued by RBI.

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

XII. Report of registered valuer:

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

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

Mr. Rahul Bishnoi, Mr. Ashwani Kumar Sharma, Directors of the Company and Mr. Rajesh Madaan, CEO of the Company are deemed to be interested in the above resolution, none of the other Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the above referred resolutions except.

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

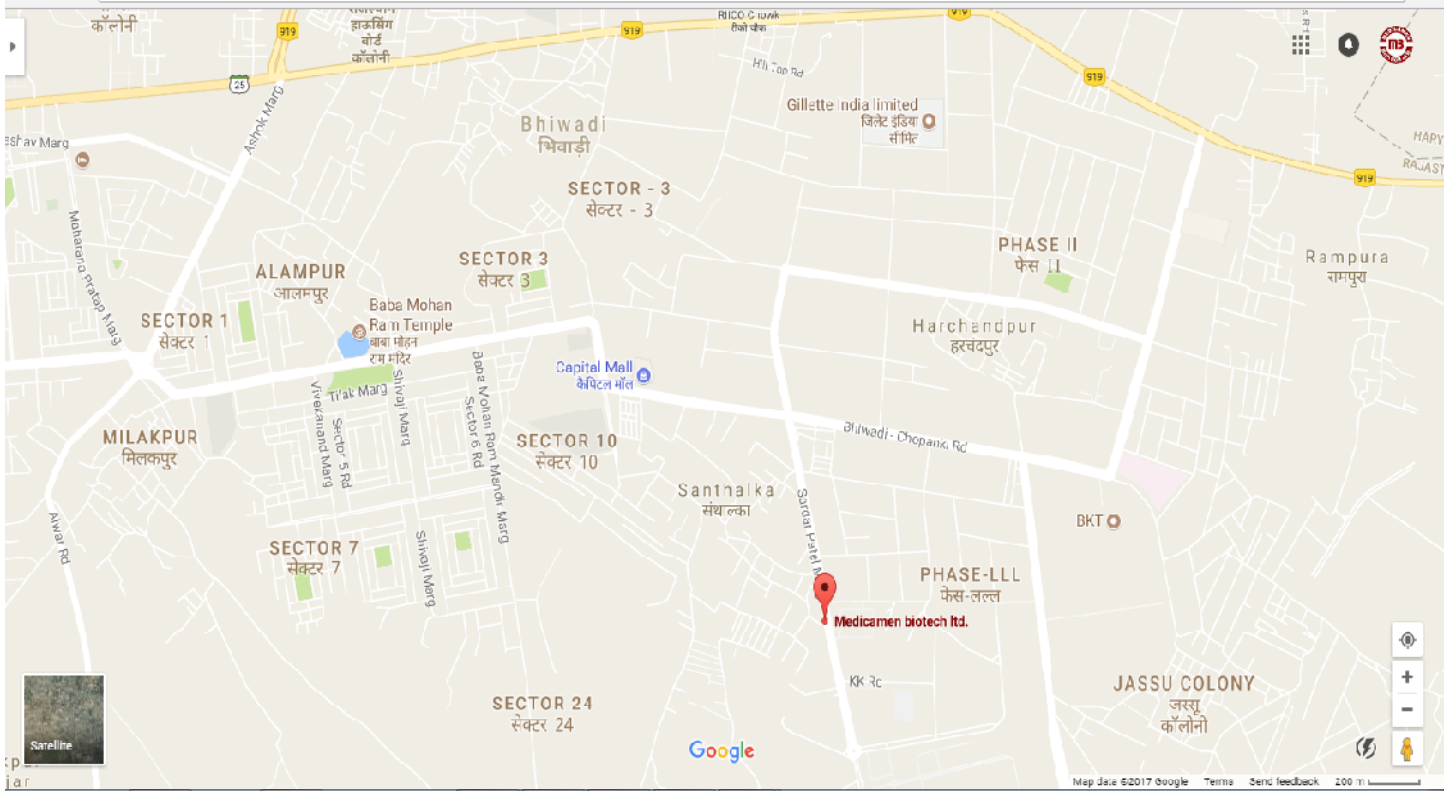
By Order of the Board of Directors

For MEDICAMEN Biotech Limited

Place: Delhi

Date: 23.06.2017

**Sd/-
Kiran
Company Secretary
ACS- 33818
Address: 154, C6B Jankapuri,
New Delhi-110058**



MB MEDICAMEN BIOTECH LIMITED

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

FORM No. MGT-11

PROXY FORM

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

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

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

1.Name : _____ Email id: _____
Address : _____
Signature : _____, or failing him/her

2.Name : _____ Email id: _____
Address : _____
Signature : _____, or failing him/her

3.Name : _____ Email id: _____
Address : _____
Signature : _____, or failing him/her

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Monday July 17th, 2017 at 10.00 A.M. at SP-1192 A & B Phase-IV, Industrial Area, Bhiwadi-301019 Distt. Alwar (Rajasthan) and at any adjournment thereof in respect of such resolutions as is indicated below:

| Item No | Resolution |
|---------|---|
| 1 | Preferential Allotment of 306000 Warrants |

Signed this _____ day of _____ 2017
Signature of shareholder: _____ Signature of Proxy holder(s): _____

Notes:

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

Affix
Revenue



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

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

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

ATTENDANCE SLIP

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

| | | | |
|---------------|--|-----------------|--|
| Client ID No. | | Regd Folio No.* | |
| DP ID No. | | No. of Shares | |

| | |
|----------------------------|--|
| Name of the Shareholder | |
| Address of the Shareholder | |

I/ We hereby record my/ our presence at the EXTRA ORDINARY GENERAL MEETING of the Company held on Monday, July 17th, 2017 at 10.00 A.M at SP-1192 A & B Phase-IV, Industrial Area, Bhiwadi-301019 Distt. Alwar (Rajasthan)

Please (√) in the box

MEMBER PROXY

| |
|--|
| |
| Signature of the shareholder/ proxy |

*Applicable for investor holding shares in physical form.

MB MEDICAMEN BIOTECH LIMITED

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

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

www.medicamen.com, e-mail: cs@medicamen.com**BALLOT FORM**

| Sr. No. | Particulars | Details |
|----------------|---|----------------|
| 1 | Name and Registered Address of the Sole/First named Shareholder | |
| 2 | Name(s) of the Joint Holder(s) (if any) | |
| 3 | Registered folio No./ DP ID No. and Client ID No. | |
| 4 | Number of Share(s) held | |

I/We hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice of the of Extra Ordinary General Meeting (EGM) of the Company to be held on July 17th, 2017 at 10.00 A.M, by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

| Item No. | Resolution | No. of Shares | For | Against |
|-----------------|---|----------------------|--------------------------------------|---|
| | | | I/We assent to the resolution | I/We dissent from the resolution |
| 1 | Preferential Allotment of 306000 Warrants | | | |

Place :

Date :

(Signature of the Shareholder)

Note: Please read the instructions printed overleaf carefully before exercising your vote

Instructions

1. The Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes appended to the Notice of the EGM.
4. The Scrutinizer will collate the votes received through post and downloaded from the e-voting system to declare the final result for each of the Resolutions forming part of the Notice of the EGM.

Process and manner for Members opting to vote by using the Ballot Form

1. In case, the members who do have access to the e-voting facility, such members may send Postal Ballot Form to cast their vote (in lieu of e-voting) which is provided overleaf after affixing adhesive stamp of required amount or members may cast their vote in person at the Extra Ordinary General Meeting.
2. The Form should be signed by the Member as per the specimen signature registered with the Company/Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballots not permitted through proxy.
3. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorization.
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided in the Ballot.
5. Members may fill up the Ballot Form printed overleaf and submit the same in a sealed envelope to the Scrutinizer, Mr. Manoj Kumar Jain, Practicing Company Secretary, M/s AMJ & Associates, (Address: F-2, Plot No-299, Sector-4, (Near Vaishali Metro Station) Vaishali, Ghaziabad, UP-201010) or to his email id manojfcs@gmail.com, so as to reach by July, 16th 2017 at 05:00 PM Ballot Form received thereafter will strictly be treated as if not received.
6. A Member may request for a duplicate Ballot Form, if so required. However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified in serial no. 5 above.
7. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
8. The right of voting by Ballot Form shall not be exercised by a proxy.
9. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
10. The results declared along with Scrutinizer's Report, shall be placed on the Company's website www.medicamen.com and on the website of the National Securities Depository Limited (NSDL) within two days of the passing of the Resolutions at the EGM of the Company and communicated to the BSE Limited, immediately.