

Regd. & Corp. Office:
1506, Chiranjiv Tower,
43, Nehru Place,
New Delhi - 110019 (INDIA)

Tel.: 011 - 47589500-51 (50 Lines),
E-mail: info@medicamen.com
Web: www.medicamen.com
CIN No.: L74899DL1993PLC056594

Ref : Notice/EGM/2022-23

Date: August 02, 2022

BSE Limited
Floor 25, P J Towers
Dalal Street
Mumbai-400001

National Stock Exchange of India Ltd
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051

BSE Code-531146

NSE Code: MEDICAMEQ

Subject : Notice of Extra-Ordinary General Meeting

Dear Sir/ Ma'am,

In terms of Regulation 30 of Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirement) Regulations, 2015, and other applicable provisions of Listing Regulations, please find enclosed herewith the Notice convening Extraordinary General Meeting ("EGM") of the Company.

In compliance with General Circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020 and December 31, 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Circular dated May 12, 2020 and January 15, 2021 issued by Securities and Exchange Board of India ("SEBI Circular") the Notice convening EGM of the Company has been sent to all the members of the Company whose email addresses are registered with the Depository Participants or with the Registrar & Share Transfer Agent of the Company ("R&T Agent") or with the Company.

The Extraordinary General Meeting of the Members of the Company will be held on Friday, August 26, 2022 at 11.00 AM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) in accordance with the aforesaid circulars.

The information contained in this intimation is also available on the Company's website www.medicamen.com and on the website of BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com).

This is for your information and records.

Thanking you,

Yours faithfully,

For Medicamen Biotech Limited

PARUL
CHOUDHARY
Digitally signed by
PARUL CHOUDHARY
Date: 2022.08.02
20:10:51 +05'30'

Parul Choudhary
Company Secretary & Compliance Officer
M. No.: A44157

Encl.: As above



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 TO SHAREHOLDERS

NOTICE is hereby given that the Extraordinary General Meeting ('EGM') of the Members of Medicamen Biotech Limited will be held on Friday, August 26, 2022, at [11.00] A.M (IST) through Video Conference (VC)/ Other Audio-Visual Means (OAVM) facility, to transact the businesses as mentioned below:

SPECIAL BUSINESSES

Item No.1: Issuance of up-to 4,34,500 Equity Shares on preferential basis.

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed {“Stock Exchanges”}, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Foreign Exchange Management Act, 1999, as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and/or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), **the consent of the members** of the Company be and hereby accorded, to create, issue, offer and allot, on a preferential basis, **Equity Shares, up-to 4,34,500 (Four Lakh Thirty-Four Thousand Five Hundred) of face value of Rs.10/- (Rupees Ten Only) each, fully paid up, for cash, to be issued at a price of Rs.709/- (Rupees Seven Hundred and Nine Only) per Equity Share**, determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of **up to Rs.30,80,60,500 (Rupees Thirty Crore Eighty Lakh Sixty Thousand Five Hundred Only)**, on such further terms and conditions as may be finalized by the Board of Directors, to the below mentioned persons (“Proposed Allottees”):

S. No.	Name of proposed Allottees	Category	No. of Shares
1.	Shivalik Rasayan Limited	Promoter	1,40,000
2.	JMD Minerals & Mines Private Limited	Non Promoter	70,000
3.	Nikhil Vora HUF	Non Promoter	15,000
4.	India Equity Fund 1	Non Promoter	15,000

5.	Anbucchezian Sushmita	Non Promoter	30,000
6.	Hypotenuse Investments	Non Promoter	7,000
7.	Varun Gupta HUF	Non Promoter	12,500
8.	Kavita Jain	Non Promoter	15,000
9.	S Neelakantan	Non Promoter	7,000
10.	Priti C Kothari	Non Promoter	15,000
11.	Pankaj Verma	Non Promoter	7,000
12.	Vikram Verma	Non Promoter	7,000
13.	Rekha Dineshkumar	Non Promoter	20,000
14.	Mehta Gunchandra Chunilal HUF	Non Promoter	7,000
15.	Sandeep Bhandari	Non Promoter	7,000
16.	Rakesh Laroia	Non Promoter	25,000
17.	Vinita Parakh	Non Promoter	7,000
18.	Geeta	Non Promoter	7,000
19.	Anand Kumar	Non Promoter	7,000
20.	Rajesh H Sethia	Non Promoter	7,000
21.	Vikas Kumar Gadiya	Non Promoter	7,000
Total			4,34,500

RESOLVED FURTHER THAT the “*Relevant Date*”, as per the SEBI ICDR Regulations, as amended up to date, for the determination of issue price of Equity Shares is Wednesday, July 27, 2022, being the date 30 days prior to the date of Extraordinary General Meeting (EGM) i.e., Friday, August 26, 2022.

RESOLVED FURTHER THAT the Equity Shares proposed to be allotted in terms of this resolution shall be subject to the following:

- The Equity Shares to be allotted to the Proposed Allottees shall be under lock-in for such period as may be prescribed by the SEBI ICDR Regulations, 2018;
- The Equity Shares so allotted to the Proposed Allottees 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, 2018 except to the extent and in the manner permitted thereunder;
- Allotment shall only be made in dematerialized form;
- The allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of passing this resolution, provided that where the allotment is pending on account of pendency of any approval by any regulatory authority, or the Central Government then, the allotment shall be completed within 15 days from the date of receipt of such approval;
- The Equity Shares proposed to be issued shall rank pari passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares.
- The issue and allotment of Equity Shares shall be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and Ms. Parul Choudhary, Company Secretary of the Company, be and are hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, authorize any person including to seek listing, apply for 'in-principle' approval of the Equity Shares to be issued and allotted to the above mentioned allottees and to modify, accept and give effect to any modifications in the terms and conditions of the issue as they may deem fit, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such person as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive."

Item No.2: Issuance of up-to 63,500 Fully Convertible Warrants on preferential basis.

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed {"Stock Exchanges"}, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Foreign Exchange Management Act, 1999, as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), **the consent of the members** of the Company be and hereby accorded, subject to approval of the members of the Company, to create, issue, offer and allot, on a preferential basis, **up to 63,500 (Sixty Three Thousand Five Hundred) Fully Convertible Warrants ("Warrants")**, at an issue price of **Rs.709/- (Rupees Seven Hundred and Nine Only) per warrant**, determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (eighteen) months from its allotment date into equivalent number of fully paid-up Equity Shares of face value of Rs.10/- (Rupees Ten Only) each, for cash, for an aggregate amount of **up to Rs. 4,50,21,500/- (Rupees Four Crore Fifty Lakh Twenty-One Thousand and Five Hundred Only)** and to issue fresh Equity Shares on the conversion of Warrants on such further terms and conditions as may be finalized by the Board of Directors, to the below-mentions persons ("Proposed Allottees"):

Sr. No.	Name of proposed Allottees	Category	No. of Warrant
1	India Equity Fund 1	Non Promoter	14,000
2	Varun Gupta HUF	Non Promoter	12,500
3	Nirmala Vijayakumar	Non Promoter	7,000
4	P Anitha	Non Promoter	15,000
5	Gunavanth Kumar G HUF	Non Promoter	15,000
TOTAL			63,500

RESOLVED FURTHER THAT the “*Relevant Date*”, as per the SEBI ICDR Regulations, as amended up to date, for the determination of issue price of Equity Shares is Wednesday, July 27, 2022, being the date 30 days prior to the date of Extraordinary General Meeting (EGM) i.e., Friday, August 26, 2022.

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

- Each Warrant held by the Proposed Allottee(s) shall entitle such allottee(s) 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**”).
- The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI (ICDR) Regulations, 2018 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.
- Warrants, being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations.
- 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.
- Warrants shall be issued and allotted by the Company only in dematerialized form.
- The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- 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.
- The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.

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

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and Ms. Parul Choudhary, Company Secretary of the Company, be and are hereby authorized severally on behalf of the

Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, authorize any person including to 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 Warrants, application to Stock Exchanges for obtaining of in-principle approval, listing of the equity shares allotted pursuant to conversion of warrants, filing of requisite documents with the Registrar of Companies and with any other regulatory authority as required, and to modify, accept and give effect to any modifications in the terms and conditions of the issue as they may deem fit, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such person as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

By order of the Board of Directors
For Medicamen Biotech Limited

Place: New Delhi
Date: 01/08/2022

Parul Choudhary
Company Secretary & Compliance Officer

NOTES:

1. The relative Explanatory Statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013 in concerning special business under Item No. 1 & 2 of the notice is annexed hereto.
2. PROXY FORM & ATTENDANCE SLIP ARE NOT ENCLOSED WITH THIS NOTICE SINCE THE PROVISION/FACILITY FOR APPOINTMENT OF PROXY(S) BY MEMBERS IS NOT AVAILABLE, AS THE EGM WILL BE HELD THROUGH VC/OAVM AND PHYSICAL ATTENDANCE OF THE MEMBERS IS DISPENSED WITH, PURSUANT TO APPLICABLE CIRCULARS OF MCA.
3. In accordance with the prescribed circulars of MCA, The Notice of the EGM along is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company and shall also be made available at the website of the Company, i.e. www.medicamen.com Members attending the EGM through VC/OAVM shall be counted for the purpose of quorum, pursuant to the provisions of Section 103 of the Act.

In accordance with the Circulars, members who have not registered their e-mail address may register their e-mail address or with their depository participant or send an e-mail at id shamwant.kushwah@linkintime.co.in , along with their folio no./DP ID client ID and valid e-mail address for registration.

4. All documents referred to in the accompanying notice are open for inspection at the registered office of the company on all working days except Sundays and Holidays during office hours up to the date of the Extra Ordinary General Meeting.
5. Due to the continuity of the COVID-19 pandemic and pursuant to General Circular nos. 14/2020, 17/2020, 20/2020, and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020, and January 13, 2021, June 23, 2021, respectively, issued by MCA, companies are permitted to hold their Extra Ordinary General Meeting (EGM) through VC/OAVM, without the physical presence of the members at a common venue. Accordingly, the ensuing EGM of the Company shall be held through VC/OAVM, in compliance with the provisions of the Act, and applicable Rules. The deemed venue for the EGM shall be the registered office of the Company situated at 1506, Chiranjiv Tower, 43, Nehru Place, New Delhi-110019, India.

Since the EGM will be held through VC/OAVM, the route map is not annexed to this notice.

Members are requested to send request for change in their addresses, if any, directly to the Registrar & Share Transfer Agent viz. Link Intime India Private Limited, Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058 or at their e-mail id shamwant.kushwah@linkintime.co.in.

Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

Pursuant to Section 108 of Companies Act 2013 read with The Companies (Management and Administration) Rules, 2014, the Company is pleased to offer Remote e-voting (Electronic Voting) facility to its members to cast their votes electronically on all resolution set forth in this Notice convening the Extra Ordinary General Meeting of the members of the company, to be held on Wednesday, August 26, 2022, at 11.00 A.M.

The Company has engaged the services of Link Intime India Private Limited as the authorised agency to provide the Remote e-voting facilities. The Remote e-voting facility will be available during the following voting period:

Commencement of Remote E-voting	End of Remote E-voting
From 9:00 A.M. on 23 rd August 2022	Upto 5:00 P.M. on 25 th August 2022

6. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
7. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
8. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.

The members, who would like to avail e-voting facility, would follow below instructions: -

The instructions for shareholders voting electronically are as under:

The voting period begins on 23rd August 2022 at 9:00 AM and ends on 25th August, 2022 at 5:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th August, 2022, may cast their vote electronically. The e-voting module shall be disabled by depositaries for voting thereafter.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

I. Voting through electronic means:

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

1. The remote e-voting period commences on **August 23, 2022 (9:00 am) and ends on August 25, 2022 (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 Friday August 19, 2022, may cast their vote by remote e-

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

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

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

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

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

Individual Shareholders holding securities in demat mode with NSDL

Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> 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. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

1. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> 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. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
5. Individual Shareholders (holding securities in demat mode) login through their depository participants
You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

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

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

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

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

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

► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

► Click “confirm” (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
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).
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.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'

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

In case shareholders is having 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 the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

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

Shareholders 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”.

9. Process and manner for attending the Extra Ordinary General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

- 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 No

- Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
- Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
- 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.: Enter your mobile number.

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

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

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for

any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Extra Ordinary General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist 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.

Instructions for Shareholders/ Members to Vote during the Extra Ordinary General Meeting through InstaMeet:

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 No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET 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:

7. Shareholders/ Members, who will be present in the Extra Ordinary General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Extra Ordinary General Meeting will be eligible to attend/ participate in the Extra Ordinary General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.
8. Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
9. Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
10. 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.
11. In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to

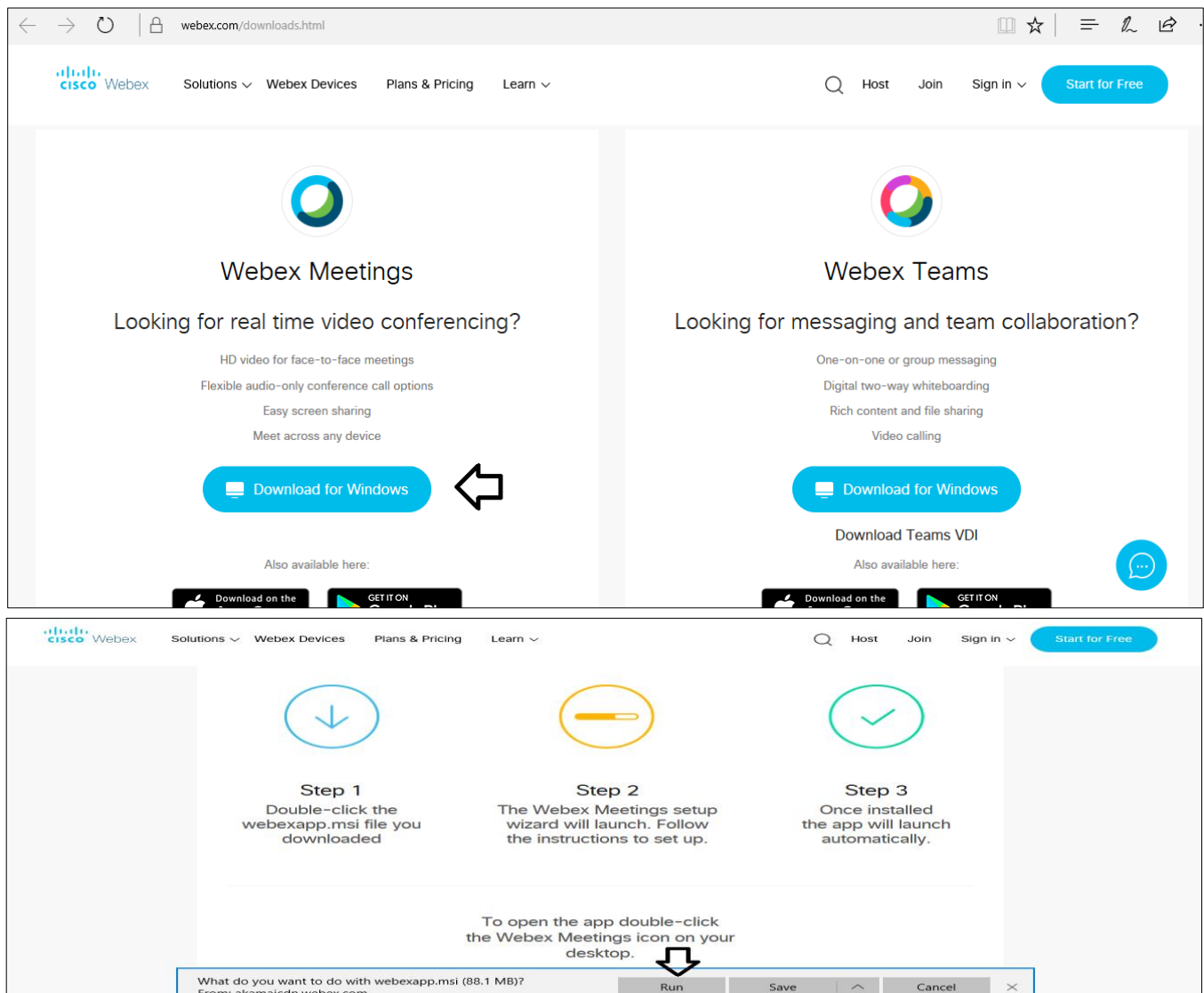
instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

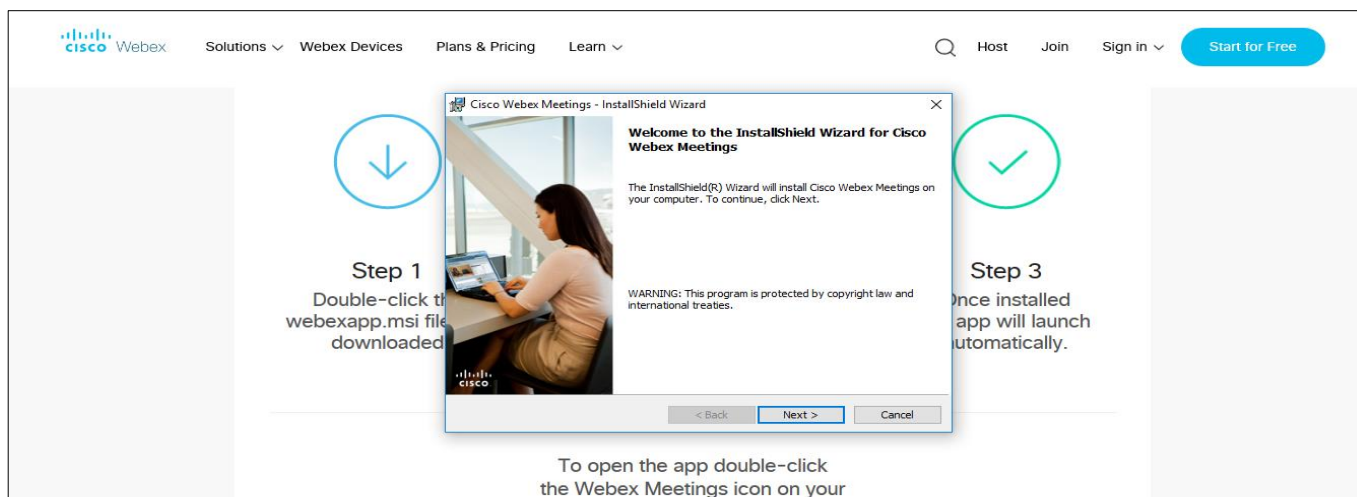
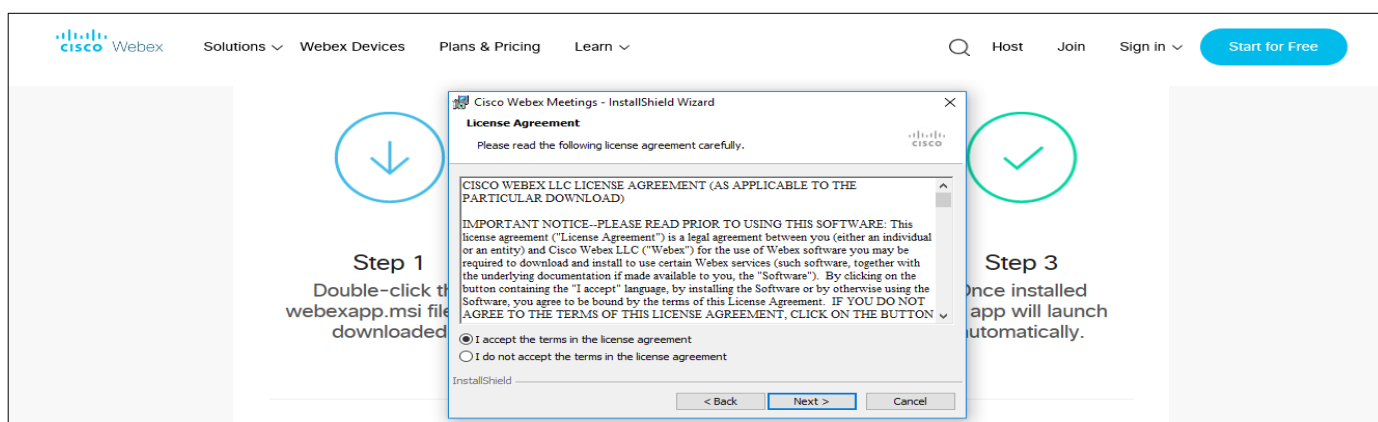
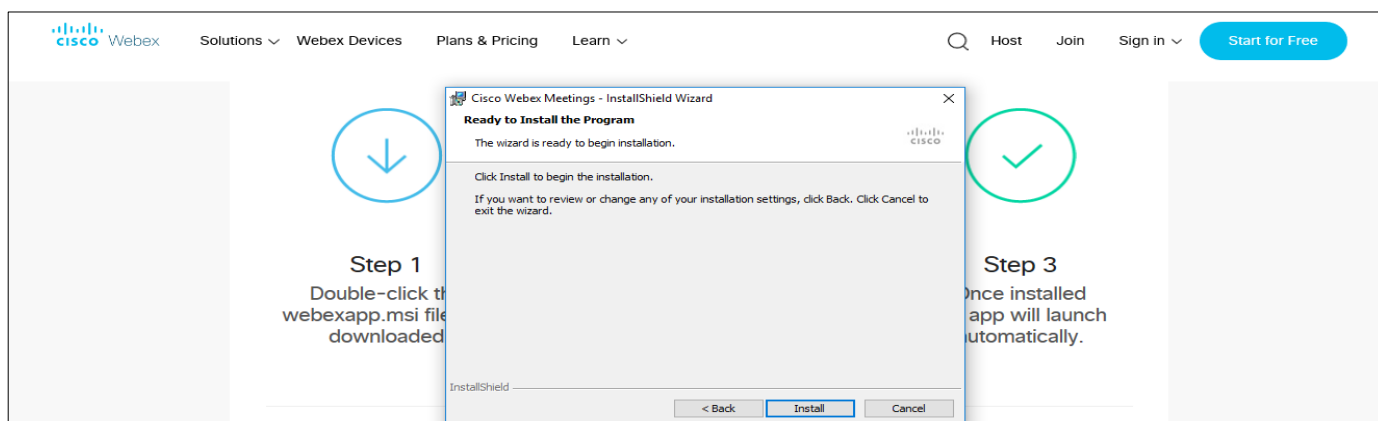
InstaMeet Support Desk
Link Intime India Private Limited

Guidelines to attend the EGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the EGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>





or

- a) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application . Click on Run a temporary application , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

Cisco Webex

Event Information:

Event status:
Date and time:
Duration:
Description:

By joining this event, you are accepting the Cisco Webex [Terms of Service](#) and [Privacy Statement](#).

Join Event Now

You cannot join the event now because it has not started.

First name:
Last name:
Email address:
Event password:

[Join Now](#)

[Join by browser](#) **NEW!**

If you are the host, [start your event](#).

English : Mumbai Time

Mention your First name, Last name and email address

GENERAL GUIDELINES FOR SHAREHOLDERS:

- 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.
- The Remote e-voting period commences on 23rd August, 2022 at 9.00 A.M. and ends on 23rd August, 2022 at 5.00 P.M. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date which is Friday, 19th August 2022, may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter.
- The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the company as on the cut-off date being Friday, 19th August 2022,.
- Mr. Manoj Kumar Jain, Practicing Company Secretary (Membership No. FCS- 5832) has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
- The notice of the meeting is also available on the website of the Company at www.medicamen.com
- The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e., www.medicamen.com and on the website of Link In Time India Limited 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.
- All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 am to 5.30 pm) on all working days, up to and including the date of the Extra Ordinary General Meeting of the Company.
- Additional Information, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India, in respect of the Directors seeking appointment/ re-appointment, is annexed to the notice.

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 Website: www.medicamen.com	Registrar and Transfer Agent: Link Intime India Pvt. Ltd. Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058 Ph: 011-41410592/3/4 E-mail ID: insta.vote@linkintime.co.in / swapann@linkintime.co.in Website: https://linkintime.co.in
Scrutinizer: Mr. Manoj Kumar Jain, AMJ & Associates, (Company Secretaries) F-2, Plot No-299, Sector-4, (Near Vaishali Metro Station) Vaishali, Ghaziabad, UP-201010 Ph : 0120-4138598, Mob : 9811593878 Email Id:- amj.associates@gmail.com Website: www.amjassociates.in	E-Voting Agency: Link Intime India Pvt. Ltd. Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058 Ph: 011-41410592/3/4 E-mail ID: insta.vote@linkintime.co.in Website: https://linkintime.co.in

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

The following Statement sets out all material facts relating to the Special Resolution mentioned in the accompanying Notice:

ITEM NO. 1 & 2:

The Special Resolutions contained in Item No. 1 & 2 of the Notice, have been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot up to 4,34,500 Equity shares of face value of Rs. 10/- each and up to 63,500 Fully Convertible Warrants, at an issue price of Rs.709/- each, aggregating up to Rs.30,80,60,500/- and up to Rs.4,50,21,500/- respectively.

The proposed Preferential Issue is to be issued to the persons belonging Promoter and Non-Promoter Category, in terms of Chapter V of the SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on Monday, August 01, 2022.

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

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

I. Objects of the Issue:

- a. The proceeds of the preferential issue shall be utilized to meet funding requirement for creating it's own marketing network in ten Francophone countries i.e., Ivory Coast, Ghana, Senegal, Cameroon, Burkina Faso, Benin, Togo, Niger, Mauritania and Mali by using distributing network of Euro Pharma, Paris.
- b. MBL will market 100 branded products in each country of this territory for which the brands have been finalized.
- c. MBL will file 100 dossiers in each of ten francophone countries making total 1000 dossier in all.
- d. MBL has already recruited a Country head (Africa) who is based in Ghana, the marketing companies have also been shortlisted, who will handle its marketing operation in these Francophone countries
- e. To augment the enhanced working capital requirement of the Company due to increase in scale of operations.

II. Particulars of the offer including the maximum number of specified securities to be issued:

Preferential Issue of up-to 4,34,500 Equity shares and up-to 63,500 Fully Convertible Warrants, to Promoters and Non-Promoter Category allottees, of face value of Rs.10/- each, at an issue price of Rs.709/- each, aggregating up to Rs. 35,30,82,000, respectively.

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

Except as following none of the promoters, directors or key management personnel of the issuer intent to subscribe to the offer.

S. No.	Name	Category	Type of Security	Number of Security
1	Shivalik Rasayan Limited	Promoter	Equity Shares	1,40,000

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

The shareholding pattern of the Company before and after the proposed preferential issue is likely to be as follows:

Category	Pre issue Shareholding Structure		Equity Shares to be allotted	Post Equity Allotment (2)		Warrants to be allotted	Post Issue Shareholding (Presuming full conversion of Warrants) (3)	
	No. of Shares	%		No. of Shares	%		No. of Shares	%
(A) Promoter Shareholding								
(1) Indian								
(a) Individuals & HUF	-	-	-	-	-	-	-	-
(b) Bodies Corporate	53,26,095	43.60	1,40,000	54,66,095	43.21	-	54,66,095	42.99
Sub Total (A)(1)	53,26,095	43.60	1,40,000	54,66,095	43.21	-	54,66,095	42.99
(2) Foreign promoters	-	-	-	-	-	-	-	-
Total Promoter shareholding A=A1 +A2	53,26,095	43.60	1,40,000	54,66,095	43.21	-	54,66,095	42.99
(B) Public Shareholding								
B1) Institutional Investors	48,706	0.40	22,000	70,706	0.56	14,000	84,706	0.67
B2) Central Govt./Stat Govt./POI	-	-	-	-	-	-	-	-
B3) Non-Institutional Investors								
Individuals	42,35,599	34.67	1,68,000	44,03,599	34.81	22,000	44,25,599	34.81
Body Corporate	18,68,340	15.29	70,000	19,38,340	15.32	-	19,38,340	15.24
Others (Including HUF, LLP & NRI)	7,37,860	6.04	34,500	7,72,360	6.11	27,500	7,99,860	6.29
Sub Total B3	68,41,799	56.00	2,72,500	71,14,299	56.23	49,500	71,63,799	56.34
Total Public Shareholding B=B1+B2+B3	68,90,505	56.40	2,94,500	71,85,005	56.79	63,500	72,48,505	57.01
(C) Non Promoter - Non Public	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	1,22,16,600	100.00	4,34,500	1,26,51,100	100.00	63,500	1,27,14,600	100.00

Note:

1. The pre-issue shareholding pattern is as on Friday, July 29, 2022.
2. Post shareholding structure may change depending upon any other corporate action in between.
3. The Warrants to be converted over a period of 18 months from the date of allotment.

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

In terms of SEBI ICDR Regulations, the preferential allotment of said Equity Shares will be completed within a period of 15 (fifteen) days from the date of passing of special resolution. 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.

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

S. No.	Name of proposed Allottees	Name of ultimate beneficial owners
1	Shivalik Rasayan Limited	Not Applicable since proposed allottee is a Listed Company
2	JMD Minerals & Mines Private Limited	Rajiv Mehta
3	Nikhil Vora HUF	Nikhil Vora
4	India Equity Fund 1	Mr. Bhavya Jain [Managing Partner of IndiaBridge Capital Management LLP, Investment Manager of India Equity Fund 1] Ms. Shikha Bagai, Managing Director of Vistra ITCL India Ltd., Trustee of India Equity Fund 1 Please refer Note
5	Anbuezhian Sushmita	Not Applicable, as the allottee is a natural person.
6	Hypotenuse Investments	Brijesh Thakkar
7	Varun Gupta HUF	Varun Gupta
8	Kavita Jain	Not Applicable, as the allottee is a natural person.
9	S Neelakantan	Not Applicable, as the allottee is a natural person.
10	Priti C Kothari	Not Applicable, as the allottee is a natural person.
11	Pankaj Verma	Not Applicable, as the allottee is a natural person.
12	Vikram Verma	Not Applicable, as the allottee is a natural person.
13	Rekha Dineshkumar	Not Applicable, as the allottee is a natural person.
14	Mehta Gunchandra Chunilal HUF	Amit Mehta
15	Sandeep Bhandari	Not Applicable, as the allottee is a natural person.
16	Rakesh Laroia	Not Applicable, as the allottee is a natural person.
17	Vinita Parakh	Not Applicable, as the allottee is a natural person.
18	Geeta	Not Applicable, as the allottee is a natural person.
19	Anand Kumar	Not Applicable, as the allottee is a natural person.
20	Rajesh H Sethia	Not Applicable, as the allottee is a natural person.
21	Vikas Kumar Gadiya	Not Applicable, as the allottee is a natural person.
22	Nirmala Vijayakumar	Not Applicable, as the allottee is a natural person.
23	P Anitha	Not Applicable, as the allottee is a natural person.
24	Gunavanth Kumar G HUF	G Gunavanth Kumar

Note : India Equity Fund 1 being a scheme of Sarcap Investment Trust (a SEBI Registered AIF Category III), has appointed IndiaBridge Capital Management LLP (formerly Sarath Capital Management LLP) as the Investment Manager of the fund and as the Managing Partner of the Investment Manager, Mr. Bhavya Jain is the senior managing official of the India Equity Fund 1.

India Equity Fund 1 is under the trusteeship of Vistra ITCL India Ltd. and Ms. Shikha Bagai, is Managing Director of Vistra ITCL India Ltd. being natural person who holds the position of senior managing official.

VII. The percentage of post preferential issue capital that may be held by the allottee(s) in the issuer consequent to the preferential issue:

S. No.	Name of proposed Allottees	Pre-issue Shareholding Structure		No. of Equity Shares To be Allotted	Post Equity Allotment (2)		Warrants to be allotted	Post Issue Shareholding (Presuming full conversion of Warrants) (3)	
		No. of Shares	%		No. of Shares	%		No. of Shares	%
1	Shivalik Rasayan Limited	51,26,095	41.96 %	1,40,000	52,66,095	41.63%	0	52,66,095	41.42%
2	JMD Minerals & Mines Private Limited	0	0.00%	70,000	70,000	0.55%	0	70,000	0.55%
3	Nikhil Vora HUF	0	0.00%	15,000	15,000	0.12%	0	15,000	0.12%
4	India Equity Fund 1	0	0.00%	15,000	15,000	0.12%	14,000	29,000	0.23%
5	Anbuchezhian Sushmita	0	0.00%	30,000	30,000	0.24%	0	30,000	0.24%
6	Hypotenuse Investments	0	0.00%	7,000	7,000	0.06%	0	7,000	0.06%
7	Varun Gupta HUF	0	0.00%	12,500	12,500	0.10%	12500	25,000	0.20%
8	Kavita Jain	0	0.00%	15,000	15,000	0.12%	0	15,000	0.12%
9	S Neelakantan	0	0.00%	7,000	7,000	0.06%	0	7,000	0.06%
10	Priti C Kothari	0	0.00%	15,000	15,000	0.12%	0	15,000	0.12%
11	Pankaj Verma	0	0.00%	7,000	7,000	0.06%	0	7,000	0.06%
12	Vikram Verma	0	0.00%	7,000	7,000	0.06%	0	7,000	0.06%
13	Rekha Dineshkumar	5,010	0.04%	20,000	25,010	0.20%	0	25,010	0.20%
14	Mehta Gunchandra Chunilal HUF	0	0.00%	7,000	7,000	0.06%	0	7,000	0.06%
15	Sandeep Bhandari	39250	0.32%	7,000	46,250	0.37%	0	46,250	0.36%
16	Rakesh Laroia	0	0.00%	25,000	25,000	0.20%	0	25,000	0.20%
17	Vinita Parakh	0	0.00%	7,000	7,000	0.06%	0	7,000	0.06%
18	Geeta	0	0.00%	7,000	7,000	0.06%	0	7,000	0.06%
19	Anand Kumar	0	0.00%	7,000	7,000	0.06%	0	7,000	0.06%
20	Rajesh H Sethia	280	0.00%	7,000	7,280	0.06%	0	7,280	0.06%
21	Vikas Kumar Gadiya	3000	0.02%	7,000	10,000	0.08%	0	10,000	0.08%
22	Nirmala Vijayakumar	66	0.00%	0	66	0.00%	7,000	7,066	0.06%
23	P Anitha	25,439	0.21%	0	25,439	0.20%	15,000	40,439	0.32%

24	Gunavanth Kumar G HUF	10,000	0.08%	0	10,000	0.08%	15,000	25,000	0.20%
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Note:

1. The pre-issue shareholding pattern is as on Friday, July 29, 2022.
2. Post shareholding structure may change depending upon any other corporate action in between.
3. The Warrants to be converted over a period of 18 months from the date of allotment.

VIII. Consequential Changes in the control and change in management:

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

IX. Undertakings:

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

X. The current and proposed status of the proposed allottees post the preferential issue namely:

S. No.	Name of proposed Allottees	Current Status	Post Status
1	Shivalik Rasayan Limited	Promoter	Promoter
2	JMD Minerals & Mines Private Limited	Non-Promoter	Non-Promoter
3	Nikhil Vora HUF	Non-Promoter	Non-Promoter
4	India Equity Fund 1	Non-Promoter	Non-Promoter
5	Anbuchezhian Sushmita	Non-Promoter	Non-Promoter
6	Hypotenuse Investments	Non-Promoter	Non-Promoter
7	Varun Gupta HUF	Non-Promoter	Non-Promoter
8	Kavita Jain	Non-Promoter	Non-Promoter
9	S Neelakantan	Non-Promoter	Non-Promoter
10	Priti C Kothari	Non-Promoter	Non-Promoter
11	Pankaj Verma	Non-Promoter	Non-Promoter
12	Vikram Verma	Non-Promoter	Non-Promoter
13	Rekha Dineshkumar	Non-Promoter	Non-Promoter
14	Mehta Gunchandra Chunilal HUF	Non-Promoter	Non-Promoter
15	Sandeep Bhandari	Non-Promoter	Non-Promoter
16	Rakesh Laroia	Non-Promoter	Non-Promoter
17	Vinita Parakh	Non-Promoter	Non-Promoter
18	Geeta	Non-Promoter	Non-Promoter
19	Anand Kumar	Non-Promoter	Non-Promoter
20	Rajesh H Sethia	Non-Promoter	Non-Promoter
21	Vikas Kumar Gadiya	Non-Promoter	Non-Promoter
22	Nirmala Vijayakumar	Non-Promoter	Non-Promoter

23	P Anitha	Non-Promoter	Non-Promoter
24	Gunavanth Kumar G HUF	Non-Promoter	Non-Promoter

XI. Practicing Company Secretary Certificate:

A certificate from Mr. Manoj Jain, (FCS: [5832], COP: [5629]), Practicing Company Secretary and Partner of M/s AMJ & Associates, dated August 01, 2022, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate will be available at the website of the Company, till the date of the EGM, at www.medicamen.com.

XII. Lock-in Period:

- The Equity Shares to be allotted shall be subject to 'lock-in' in accordance with Chapter V of the SEBI ICDR Regulations.
- The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

XIII. Amount which the Company intends to raise by way of such securities:

Up-to Rs. 35,30,82,000/- (Rupees Thirty-Five Crore Thirty Lakh Eighty-Two Thousand Only).

XIV. Justification for offer being made for consideration other than cash together with the valuation report of the Registered Valuer:

Justification is not required as the consideration for issue of equity shares and fully convertible warrants shall be paid in cash and not in consideration other than cash.

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

During the year, the Company has not allotted any securities on preferential basis.

XVI. Issue price and Relevant Date:

The Equity Shares of Company are listed on National Stock Exchange of India Limited (NSE) and BSE Limited, for a period of more than 90 trading days as on the relevant date i.e., Wednesday, July 27, 2022 and are frequently traded in accordance with the SEBI (ICDR) Regulations.

In terms of the provisions of Regulation 164 of SEBI (ICDR) Regulations the price at which Equity Shares shall be allotted shall not be less than higher of the following:

- the 90 (Ninety) trading days' volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, i.e., Rs. 708.75/- per Equity Share; or
- the 10 (Ten) trading days' volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, i.e., Rs. 694.92/- per Equity Share.

Accordingly, the minimum issue price in terms of Regulation 164 of the SEBI (ICDR) Regulation, is Rs.708.75/- per Equity Share, being higher of the above two prices.

Since the Equity Shares of the Company are listed on the stock exchange and the Preferential Issue is not more than 5% of the post issue fully diluted share capital of the Company, report of the registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI ICDR Regulations.

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for particular method for determination of price in case of preferential issue.

The issue price of the Equity Shares and fully convertible warrants to be allotted on preferential basis is Rs. 709/- (Rupees Seven Hundred and Nine Only) each to the proposed allottees, which is higher than the price as computed above.

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

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 1 and 2 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

The Board of Directors recommends the resolutions as set out in item no. 1 and 2 of this notice for the issue of Equity Shares and Fully Convertible Warrants, on a preferential basis, to the persons belonging to the promoter and non-promoter category by way of Special Resolution.

Necessary documents in this regard are available for inspection by the Members in electronic mode under Investor Relations link of Company's website www.medicamen.com.

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

**Place: New Delhi
Date: 01/08/2022**

**Parul Choudhary
Company Secretary & Compliance Officer**