

**NOTICE**

**NOTICE** is hereby given that the Twenty First Annual General Meeting of the Company will be held at Shree Shah Auditorium, Gujrati Samaj, 2, Rajnivas Marg, Civil Lines, Delhi-110054 on Tuesday, the 30<sup>th</sup> September, 2014 at 3.30 P.M. to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as on 31<sup>st</sup> March 2014 and the Profit and Loss Account for the year ended as on that date together with the reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Sh. Sanjay Bansal (DIN: 00121667) who retires by rotation and being eligible offer himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. Ashok Sharma & Associates, Chartered Accountants, Delhi, (Firm Registration No. 004161N) be and is hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, at such remuneration (including fees for certification) and reimbursement of out of pocket expenses for the purpose of audit as may be approved by the Board of Directors of the company.”

**SPECIAL BUSINESS**

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

**“RESOLVED THAT** in supersession of earlier resolution passed by the shareholders at the Annual General Meeting, held on 27.09.2013 under Section 293(1)(e) of the erstwhile Companies Act, 1956 and pursuant to Section 181 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof), consent of the company be and is hereby accorded to the Board of Directors (hereinafter referred to as “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this resolution) to contribute for the welfare of society to charitable institutions not directly related to the business of the Company or the welfare of its employee, in kind, i.e. medicine valued not exceeding Rs. 50 Lacs in aggregate in financial year 2014-15 which is in excess of five percent of the average net profits for the three immediately preceding financial years.”

**“RESOLVED FURTHER THAT** the Board of Directors or its committee thereof be and is hereby authorised to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution.”

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

**“RESOLVED THAT** in supersession of earlier resolution passed by the shareholders at the Annual General Meeting, held on 27.09.2013 under Section 293(1)(d) of the erstwhile Companies Act, 1956 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof), consent of the company be and is hereby accorded to the Board of Directors (hereinafter referred to as “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this resolution) to borrow by way of loan / debentures (whether secured or unsecured) / bonds / deposits / fund based / non fund based limits / guarantee for the

purpose of the business of the Company any sum or sums of money either in Indian or Foreign Currency from time to time from any Bank(s) or any Financial Institution(s) or any other Institution(s), firm(s), body corporate(s), or other person(s) or from any other source in India or outside India whomsoever in addition to the loans obtained from the Company's Banker(s) in the ordinary course of business provided that the sum or sums so borrowed under this resolution and remaining outstanding at any time shall not exceed in the aggregate Rs. 50,00,00,000 (Rupees Fifty Crores only)."

**"RESOLVED FURTHER THAT** the Board of Directors or its committee thereof be and is hereby authorised to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, Mr. Rajinder Kumar Gupta (DIN: 00145937), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, who is eligible for appointment be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation, for a period of 5 (five) consecutive years w.e.f. 30<sup>th</sup> September, 2014 on such remuneration by way of sitting fees, other permissible out of pocket expenses as approved by the board including committee of the board."

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, Dr. Munishwar Lal Parnami (DIN: 00248669), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, who is eligible for appointment be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation, for a period of 5 (five) consecutive years w.e.f. 30<sup>th</sup> September, 2014 on such remuneration by way of sitting fees, other permissible out of pocket expenses as approved by the board including committee of the board."

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, Ms. Harshita (DIN: 06631007), a Non-Executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, who is eligible for appointment be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation, for a period of 5 (five) consecutive years w.e.f. 30<sup>th</sup> September, 2014 on such remuneration by way of sitting fees, other permissible out of pocket expenses as approved by the board including committee of the board."

**9. 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 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re enactment thereof for the time being inforce), the period of office of Mr. Bal Kishan Gupta (DIN:00032772), the Managing Director of the Company, who is a non retiring Director in terms of the erstwhile provisions of the Companies Act, 1956 shall henceforth be made liable to retire by rotation.”

**10. 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 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re enactment thereof for the time being inforce), the period of office of Mr. Ashutosh Gupta (DIN:00039995), the Whole Time Director of the Company, who is a non retiring Director in terms of the erstwhile provisions of the Companies Act, 1956 shall henceforth be made liable to retire by rotation.”

**11. 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 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re enactment thereof for the time being inforce), the period of office of Mr. Jitendra Nath Ojha (DIN:06592698), the Whole Time Director of the Company, who is a non retiring Director in terms of the erstwhile provisions of the Companies Act, 1956 shall henceforth be made liable to retire by rotation.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31 March, 2015, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

**By the Order of the Board**

**Place: Delhi  
Date: 14.08.2014**

**Sd/-  
Bal Kishan Gupta  
Managing Director  
(DIN: 00032772)**

Registered Office:  
10, Community Centre No. II,  
Ashok Vihar, Phase-II,  
Delhi-110052.  
CIN: L74899DL1993PLC056594  
Ph: 011-47589500, Fax: 011-27138171  
e-mail: cs@medicamen.com

**NOTES:**

1. 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 SHAREHOLDER.

2. As per clause 49 of the listing agreement(s), information regarding appointment / re-appointment of directors and Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business to be transacted are annexed hereto.
3. The Register of Member and Share Transfer Books of the Company will remain closed from 24<sup>th</sup> September 2014 to 30<sup>th</sup> September 2014 (both days inclusive).
4. Members holding shares in physical form may obtain the Nomination forms from the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form may obtain the Nomination forms from their respective Depository Participants.
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, 2<sup>nd</sup> 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 documents referred to in the accompanying notice and explanatory statement are open for inspection at the registered office of the Company on all working days, except Saturdays between 11:00 a.m. to 01:00 p.m. prior to date of Annual General Meeting.
7. Members desirous of getting any information in respect of the contents of the Annual Report are requested to forward the queries to the Company at least ten days prior to the Meeting so that the required information can be made available at the Meeting.

**8. Voting through electronic means:**

The Company is pleased to offer e-voting facility for all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement (including any statutory modification or re-enactment thereof for the time being in force).



Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions.

**The instructions for members for voting electronically are as under:-**

**Section A - E-Voting Process**

**In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "Medicamen Biotech Limited" from the drop down menu and click "SUBMIT"
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li><li>• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li></ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details#	Enter the Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"><li>• Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or company please enter <b>the number of shares held by you as on the cut off date</b> in the <b>Bank details field</b>.</li></ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
  - (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (xi) Click on the EVSN along with the Company Name i.e. **Medicamen Biotech Limited** on which you choose to vote.
  - (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
  - (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
  - (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
  - (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
  - (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:** Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

**Section B - Commencement of E-Voting Period and Other E-Voting Instructions**

- i. The e-Voting period commences on 24<sup>th</sup> September, 2014 (10.00 a.m.) and ends on 26<sup>th</sup> September, 2014 (6.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cutoff date (record date) of 29<sup>th</sup> August, 2014 may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii. The voting rights of shareholders shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company as on 29<sup>th</sup> August, 2014.
- iii. CS Jitesh Gupta, Practising Company Secretary (Membership No.: FCS 3978; CP No: 2448) (Address: 256-257, Vardhman City Centre-2, Near Shakti Nagar Railway under Bridge, New Delhi-110052) has been appointed as the Scrutinizer to scrutinize the e-Voting process.
- iv. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and submit forthwith to the Chairman of the Company.
- v. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Jitesh Gupta, Practising Company Secretary (Membership No. FCS 3978), at the office of Company's Registrar & Transfer Agent not later than Friday, 26<sup>th</sup> September, 2014 (6.00 p.m. IST). Members have the option to request for physical copy of the Ballot Form by sending an e-mail to [cs@medicamen.com](mailto:cs@medicamen.com) by mentioning their



Folio/ DP ID and Client ID No. However, the duly completed Ballot Form should reach the Company's Registrar & Transfer Agent not later than Friday, 26<sup>th</sup> September , 2014 (6.00 p.m. IST).

Ballot Form received after this date will be treated as invalid.

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

- vi. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.
- vii. The Results shall be declared on the date of AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.medicamen.com](http://www.medicamen.com) and on the website of CDSL <https://www.evotingindia.co.in>. within two days of the passing of the resolutions at the AGM of the Company and communicated to the BSE Limited, where the shares of the Company are listed.
- viii. 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 communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- ix. In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### Contact Details

<b>Company : Medicamen Biotech Limited</b> Regd. Office: 10, Community Centre No.II, Ashok Vihar, Phase-II, Delhi-110052 CIN: L74899DL1993PLC056594 E-mail ID: <a href="mailto:cs@medicamen.com">cs@medicamen.com</a>	<b>Registrar and Transfer Agent : Link Intime India Pvt. Ltd.</b> 44, Community Centre, 2 <sup>nd</sup> Floor, Naraina Industrial Area, Phase-I, Near PVR, Narania, Delhi-110028 Ph: 011-41410592/3/4
<b>Scrutinizer : CS Jitesh Gupta,</b> Practising Company Secretary E-mail ID: <a href="mailto:jitesh@jk Gupta.com">jitesh@jk Gupta.com</a>	<b>e-Voting Agency : Central Depository Services (India) Limited</b> E-mail ID: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>



9. Information pursuant to Clause 49 of Listing Agreement for re-appointment of directors:

<b>Name of the Director</b>	<b>Date of Birth</b>	<b>No. of Shares Held</b>	<b>Qualification/Nature of Expertise</b>	<b>Name of Companies in which hold Directorship as on 14/08/2014</b>	<b>Name of Committees of companies of which he holds membership/ chairmanship as on 14/08/2014</b>
Mr. Sanjay Bansal	12/02/1964	252300	B Com, FCA having more than 16 years of experience in the field of Accounts, Finance and Banking activities.	Medicamen Biotech Limited	Medicamen Biotech Limited <ul style="list-style-type: none"> <li>• Audit Committee</li> </ul>
Mr. Rajinder Kumar Gupta	10/11/1949	7100	M.Com, CAIIB (Distn.), AIB (IB,London), A retired Banker having more than 30 years experience in the area of corporate credit, now involved in corporate financial consultancy.	Medicamen Biotech Limited	Medicamen Biotech Limited <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Nomination and Remuneration Committee</li> <li>• Stakeholders Relationship Committee</li> </ul>
Dr. Munishwar Lal Parnami	18/08/1955	Nil	MD, a practicing orthopedic surgeon of repute with more than two decades of association in medical & healthcare activities	Medicamen Biotech Limited	Medicamen Biotech Limited <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Nomination and Remuneration Committee</li> </ul>
Ms. Harshita	10/08/1988	Nil	B.Pharma, pursuing M.Pharma, young, energetic & brilliant professional	Medicamen Biotech Limited	Medicamen Biotech Limited <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Nomination and Remuneration Committee</li> </ul>

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

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

**ITEM NO. 4**

On account of social responsibility board at its meeting held on 14<sup>th</sup> August, 2014, decided subject to the approval of the members at the general meeting to donate in financial year 2014-15 the excess/odd lots of medicines left in stock after completion of the order. Generally your Company manufactures the medicines as per specific requirement of the purchasers. It happens sometimes that after completion of the order some stock is left with the Company whose cost has already been covered in the part of the order. For such specific stocks buyers are generally not available. So it was decided to use such medicines for the noble cause. And, as such donation is in excess of five per cent, of its average net profits of preceding three years, approval of general body by way of ordinary resolution is required pursuant to Sec 181 of the Companies Act, 2013 and hence this resolution is proposed and recommended to be passed in the best interest of the Company.

None of the Directors or Key Managerial Personnel or their relatives is concerned or interested in the resolution proposed under item no-4.

**ITEM NO. 5**

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot except with the consent of the Company in General Meeting, borrow moneys apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital and free reserves of the Company, that is to say reserves not set apart for any specific purpose. Keeping in view the present financial crises the company needs to approach the company's bankers for financial assistance which may exceed the limit. Hence, the Board recommended to increase the borrowing limits from 30 Crore to 50 Crore and put the resolution for the kind approval of shareholders by way of special resolution, in the best interest of the Company.

None of the Directors or Key Managerial Personnel or their relatives is concerned or interested in the resolution proposed under item no-5.

**ITEM NO. 6, 7 & 8**

The concept of appointment of independent directors has been introduced for the first time under the Companies Act, 2013 and the same had been made effective from 1<sup>st</sup> April, 2014. Your company being a listed company had appointed requisite number of independent directors by virtue of Clause 49 of the listing agreement. Mr. Rajinder Kumar Gupta, Dr. Munishwar Lal Parnami and Ms. Harshita, directors of the company whose appointment had already been approved by the board and the members of the company are acting as Independent Directors in compliance of the requirements of the listing agreement at the commencement of the Companies Act, 2013. However, their terms of appointment is liable to retire by rotation as per the erstwhile Companies Act, 1956.

Section 149 of the Companies Act, 2013 provides that every listed company shall have at least one-third of the total number of directors as Independent Directors and that every company existing on or before the date of commencement of this Act shall comply with the provisions within one year of notification of the relevant provisions.

Further Section 149 of the Companies Act, 2013, provides that an independent directors shall hold

office for a term up to five consecutive years on the board of a company and their office shall not be liable to retire by rotation. It is further clarified that any tenure of an independent director on the date of commencement of this Act shall not be counted as per term of appointment of independent director.

Based on the declaration received from Mr. Rajinder Kumar Gupta, Dr. Munishwar Lal Parnami and Ms. Harshita, directors of the company in terms of Section 149 (7) of the Companies Act, 2013, the board is of the opinion that Mr. Rajinder Kumar Gupta, Dr. Munishwar Lal Parnami and Ms. Harshita fulfills the criteria of being as independent directors as stipulated in Section 149 (6) of the Companies Act, 2013 and Rules made there under and are also independent of the management.

The details in respect of the aforesaid three directors are furnished in the Corporate Governance Report. Your board considers that their continued association with the company would be of immense benefit to the company. In view thereof, the board recommends for approval of the shareholders the re-appointment of Mr. Rajinder Kumar Gupta, Dr. Munishwar Lal Parnami and Ms. Harshita directors of the company as Independent Directors of the company pursuant to the provisions of the Companies Act, 2013 for a term of five (5) consecutive years w.e.f. 30<sup>th</sup> September, 2014 and their term of office shall not be liable to retire by rotation.

Copy of the draft appointment letters of the aforesaid directors setting out terms and conditions are available for inspection without any fee by the members at the company's registered office on all working days, except Saturdays between 11:00 a.m. to 01:00 p.m.

Concern directors are interested in their respective resolutions being related to their own appointments. Other than the aforesaid directors, none of the Directors and Key Managerial Personnel and their relatives are concerned or interested in the resolutions as set out under item no. 6, 7 and 8.

#### **ITEM NO. 9, 10 and 11**

Mr. Bal Kishan Gupta, Managing Director of the Company was re-appointed pursuant to the provisions of Sections 269 and other applicable provisions, if any, of the erstwhile Companies Act, 1956, by the shareholders at the 20<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> September, 2013 for a period of 3 years with effect from 7<sup>th</sup> November, 2013.

Mr. Ashutosh Gupta, Whole Time Director of the Company was re-appointed pursuant to the provisions of Sections 269 and other applicable provisions, if any, of the erstwhile Companies Act, 1956, by the shareholders at the 20<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> September, 2013 for a period of 3 years with effect from 1<sup>st</sup> August, 2013.

Mr. Jitendra Nath Ojha, Whole Time Director of the Company was re-appointed pursuant to the provisions of Sections 269 and other applicable provisions, if any, of the erstwhile Companies Act, 1956, by the shareholders at the 20<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> September, 2013 for a period of 3 years with effect from 30<sup>th</sup> May, 2013.

The period of office of Mr. Bal Kishan Gupta being the Managing Director, Mr. Ashutosh Gupta and Mr. Jitendra Nath Ojha being the Whole Time Directors was not liable to determination by retirement of directors by rotation in terms of the erstwhile provisions of the Companies Act, 1956.

The Board of Directors of your Company at present consists of seven (7) members, with whom three of them being Independent Directors, one being Non-Executive and remaining three being Executive Directors.



The provisions of Section 152 of the Companies Act, 2013 provide that not less than two-thirds of the total number of directors of a public Company shall be persons whose period of office is liable to determination by retirement of directors by rotation, where the term "total number of directors" does not include Independent Directors whether appointed under the Companies Act, 2013 or any other law for the time being in force. In the light of above-referred provisions of the Companies Act, 2013, it is desirable that the period of office of Mr. Bal Kishan Gupta, Managing Director, Mr. Ashutosh Gupta and Mr. Jitendra Nath Ojha Whole Time Directors is made liable to retire by rotation.

The Board of Directors recommends the above resolution for your approval.

Except Mr. Bal Kishan Gupta, Mr. Ashutosh Gupta and Mr. Jitendra Nath Ojha, none of the other Directors or any key managerial personnel or their relatives are concerned or interested in the resolutions as set out under item no. 9, 10 and 11.

#### **ITEM NO. -12**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s HVMN & Associates, Cost Accountants as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2014-15, at a fee of Rs. 1,10,000 plus applicable taxes and reimbursement of out of pocket expenses, as remuneration for cost audit services for the FY 2014-15.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 12 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2015.

The Board of Directors recommends the above resolution for your approval.

None of the Directors or Key Managerial Personnel or their relatives is concerned or interested in the resolution proposed under item no- 12.

**By the Order of the Board**

**Place: Delhi**  
**Date: 14.08.2014**

**Sd/-**  
**Bal Kishan Gupta**  
**Managing Director**  
(DIN: 00032772)

Registered Office:  
10, Community Centre No. II,  
Ashok Vihar, Phase-II,  
Delhi-110052.  
CIN: L74899DL1993PLC056594  
Ph: 011-47589500, Fax: 011-27138171  
e-mail: cs@medicamen.com

**MEDICAMEN BIOTECH LIMITED**

Registered Office: 10, Community Centre No. II, Ashok Vihar, Phase-II, Delhi-110052.

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**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 Twenty First Annual General Meeting (AGM) of the Company to be held on Tuesday, September, 30, 2014, 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.	Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2014.			
2	Re-Appointment of retiring Director Mr. Sanjay Bansal			
3	Appointment of M/s Ashok Sharma & Associates, Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration.			
4	Approval of contribution to charitable institutions as per Sec 181 of Companies Act, 2013			
5	Approval of Increase in Borrowing Limites as per Sec 180 (1)(c) of the Companies Act, 2013			
6	Re-Appointment of Mr. Rajinder Kumar Gupta as an Independent Director of the Company.			
7	Re-Appointment of Dr. Munishwar Lal Parnami as an Independent Director of the Company.			
8	Re-Appointment of Ms. Harshita as an Independent Director of the Company.			
9	Revision of the period of office of Mr. Bal Kishan Gupta liable to retire by rotation			
10	Revision of the period of office of Mr. Ashutosh Gupta liable to retire by rotation			
11	Revision of the period of office of Mr. Jitendra Nath Ojha liable to retire by rotation			
12	Ratify the remuneration of Cost Auditor			

Place :

Date :

---

(Signature of the Shareholder)



Note: Please read the instructions 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 AGM.
4. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part of the Notice of the AGM.

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

1. Please complete and sign the Ballot Form (no other form or photocopy of the ballot form is permitted) and send it so as to reach the scrutinizer appointed by the Board of Directors of the Company, Mr. Jitesh Gupta, Practicing Company Secretary (Membership No. FCS 3978) at the office of Company's Registrar & Transfer Agent .
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. The voting rights of shareholders shall be in proportion of the share held by them in the paid up equity share capital of the company as on August 29, 2014 and as per the Register of Members of the Company.
6. Duly completed Ballot Form should reach the Scrutinizer not later than Thursday, September 26, 2014 (6 p.m. IST). Ballot Form received after September 26, 2014 will be strictly treated as if the reply from the members has not been received.
7. 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. 6 above.
8. 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.
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](http://www.medicamen.com) and on the website of the Central Depository Services (India) Limited within two days of the passing of the Resolutions at the AGM of the Company on September 30, 2014, and communicated to the BSE Limited, where the shares of the Company are listed.



MEDICAMEN Biotech Ltd.

21<sup>st</sup> Annual Report 2013-2014

**MEDICAMEN BIOTECH LIMITED**

Registered Office: 10, Community Centre No. II, Ashok Vihar, Phase-II, Delhi-110052.

Ph: 011-47589500, Fax: 011-27138171, CIN: L74899DL1993PLC056594

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

**ATTENDANCE SLIP**

I certify that I am the member/ proxy for the member of the Company. I hereby record my presence at the 21<sup>st</sup> Annual General Meeting of the Company to be held at shree shah Auditorium, Gujrati Samaj, 2, Rajnivas Marg, Civil Lines, Delhi-110054 Tuesday, September 30 2014 at 3.30 p.m.

DP ID No. \_\_\_\_\_ Client ID No. \_\_\_\_\_

Ledger Folio No. \_\_\_\_\_ No. of Shares \_\_\_\_\_

Name \_\_\_\_\_ Signature \_\_\_\_\_

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**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 Registered Member(s) \_\_\_\_\_

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 Twenty First Annual General Meeting of the company, to be held on Tuesday, September 30, 2014 at 3.30 p.m at Shree Shah Auditorium, Gujrati Samaj, 2, Rajnivas Marg, Civil Lines, Delhi-110054 and at any adjournment thereof in respect of such resolutions as is indicated below:

Item No.	Resolution
1.	Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2014.
2	Re-Appointment of retiring Director Mr. Sanjay Bansal
3	Appointment of M/s Ashok Sharma & Associates, Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration.
4	Approval of contribution to charitable institutions as per Sec 181 of Companies Act, 2013
5	Approval of Increase in Borrowing Limites as per Sec 180 (1)(c) of the Companies Act, 2013
6	Re-Appointment of Mr. Rajinder Kumar Gupta as an Independent Director of the Company.
7	Re-Appointment of Dr. Munishwar Lal Parnami as an Independent Director of the Company.
8	Re-Appointment of Ms. Harshita as an Independent Director of the Company.
9	Revision of the period of office of Mr. Bal Kishan Gupta liable to retire by rotation
10	Revision of the period of office of Mr. Ashutosh Gupta liable to retire by rotation
11	Revision of the period of office of Mr. Jitendra Nath Ojha liable to retire by rotation
12	Ratify the remuneration of Cost Auditor

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014

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 21<sup>st</sup> Annual 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  
Stamp