# **NOTICE**

**NOTICE** is hereby given that the Twenty Sixth Annual General Meeting of the Members of the Medicamen Biotech Limited will be held on Wednesday, the 25th day of September, 2019 at 11.00 a.m. at ISKCON Auditorium, Hare Krishna Hill, Sant Nagar Main Road, East of Kailash, New Delhi-110065 to transact the following business:

#### **ORDINARY BUSINESS:-**

- 1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon; and
- 2. To declare Final Dividend on equity shares for the financial year 2018-19.
- 3. To appoint a Director in place of Mr. Rahul Bishnoi (DIN: 00317960) who retires by rotation as Director and being eligible offer himself for re-appointment.
- 4. To appoint a Director in place of Mr. Ashwani Kumar Sharma (DIN: 00325634) who retires by rotation as Director and being eligible offer himself for re-appointment.

#### **SPECIAL BUSINESS**

5. CONSENT OF MEMBERS FOR INCREASE IN THE LIMITS APPLICABLE FOR MAKING INVESTMENTS / EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS / BODIES CORPORATE

To consider and if thought fit, to convey assent or dissent to the following Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any quarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of ₹200 crores (Rupees Two Hundred crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

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

6. APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013:

To Consider and, if thought fit, to pass the following resolution, with or without modifications as a "Special Resolution".

"RESOLVED THAT pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company, (in which any director is deemed to be interested) upto an aggregate sum of `100 crores (Rupees Hundred crores Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company."





# **NOTICE (Contd.)**

### APPOINTMENT OF MR. RAJESH KUMAR CHAUHAN (DIN:08340413) AS A WHOLE-TIME DIRECTOR:

To appoint Mr. Rajesh Kumar Chauhan (DIN: 08340413) as a Whole-time Director and in this regard, pass the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to appoint Mr. Rajesh Kumar Chauhan (DIN: 08340413) as a Whole-time Director, designated as Executive Director of the Company, for a period of 5 (five) years that is with effect from January 24, 2019 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Human Resources, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

### 8. APPOINTMENT OF DR. VIMAL KUMAR SHRAWAT (DIN:08274190) AS A DIRECTOR:

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Dr. Vimal Kumar Shrawat (DIN:08274190), who was appointed as an Additional Director by the Board on February 11, 2019 of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying its intention to propose Dr. Vimal Kumar Shrawat (DIN:08274190) as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

# 9. APPOINTMENT OF MRS. SUMITA DWIVEDI (DIN:08218640) AS AN INDEPENDENT DIRECTOR:

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

"RESOLVED THAT Mrs. Sumita Dwivedi (DIN 08218640), who was appointed by the Board of Directors as an Additional Director of the Company with effect from November 13, 2018 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of Mrs. Sumita Dwivedi (DIN 08218640), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing November 13, 2018 to November 12, 2023, be and is hereby approved."

# 10. APPOINTMENT OF MRS. SANGEETA BISHNOI (DIN: 08288998) AS AN INDEPENDENT DIRECTOR:

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

"RESOLVED THAT Mrs. Sangeeta Bishnoi (DIN 08288998), who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 11, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company."

# **NOTICE (Contd.)**

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of Mrs. Sangeeta Bishnoi (DIN 08288998), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing February 11, 2019 to February 10, 2024, be and is hereby approved."

### 11. APPOINTMENT OF DR. RAVI KUMAR BANSAL (DIN: 08462513) AS AN INDEPENDENT DIRECTOR:

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

"RESOLVED THAT Dr. Ravi Kumar Bansal (DIN 08462513), who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 30, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of Dr. Ravi Kumar Bansal (DIN 08462513), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing May 30, 2019 to May 29, 2024, be and is hereby approved."

#### 12. TO RATIFY THE REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR ENDING MARCH 31, 2020:

To consider and, if thought fit, to pass 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 read with the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s SPB & Co., Cost Accountants (Registration No. 102586), 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 on March 31, 2020 be paid the remuneration `1,00,000/- respectively for the aforesaid financial years, plus out of pocket expenses that may be incurred during the course of audit and the said remuneration paid to M/s SPB & Co. be and is hereby approved and ratified.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this Resolution."

# 13. TO APPROVE THE CONTINUATION OF DIRECTORSHIP OF MR. ARUN KUMAR (DIN: 07031730) AS AN INDEPENDENT DIRECTOR OF THE COMPANY AND FOR THE PURPOSE, TO PASS WITH OR WITHOUT MODIFICATION THE FOLLOWING RESOLUTION, WHICH WILL BE PROPOSED AS SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) or any other applicable law and in partial modification of the resolution of the shareholders of the Company passed in the Extra- Ordinary General Meeting held on February 27, 2016, the continuation of the Directorship of Mr. Arun Kumar (DIN:07031730) for the existing term of his office, be and is hereby approved."





# **NOTES:**

- 1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, setting out material facts concerning the business under Item Nos. 5 to 13 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/reappointment at this Annual General Meeting ("AGM") are also annexed.
- 2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF IN THE MEETING AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED AND SIGNED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
  - A person can act as a proxy on behalf of members not exceeding fifty and holding in 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 the total equity share of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- 3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- 4. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 5. In respect of the matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name/address, etc., the members are requested to approach:
  - a) the Company's Registrar and Share Transfer Agent i.e. M/s Link Intime India Pvt. Ltd., Noble Heights, 1st Floor, Plot No.
     NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058, quoting their Folio numbers, in case of shares held in physical form and
  - b) the respective Depository Participants, in case of shares held in electronic form.
- 6. All relevant documents referred in the Notice and the Explanatory Statements shall be open for inspection by the members at the Registered Office of the Company during the normal business hours (10.00 A.M to 5.00 P.M) on all working days (except Saturdays) upto the date of Annual General Meeting of the Company.
- 7. The Company has fixed Wednesday, September 18, 2019 as the 'Record Date' for determining entitlement of Members to final dividend for the financial year ended March 31, 2019.
- 8. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made on or before Thursday, October 24, 2019 as under:
  - I. to all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Wednesday, September 18, 2019;
  - II. to all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Wednesday, September 18, 2019.
- 9. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Link Intime India Private Limited (LIIPL) for assistance in this regard.
- 10. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs") in case the shares are held by them in electronic form and with Link Intime India Private Limited (LIIPL) in case the shares are held by them in physical form.

# NOTES:(Contd.)

- 11. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in. The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.
- 12. The route map showing directions to reach the venue of the Twenty Sixth AGM is annexed.
- 13. 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 Annual General Meeting (AGM) 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 AGM ("remote e-voting") will be provided by Link Intime India Private Limited (LIIPL)
  - 1. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  - The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - The remote e-voting period commences on September 22, 2019 (9:00 am) and ends on September 24, 2019 (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 Wednesday, September 18, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by LIIPL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - The process and manner for remote e-voting are as under:
    - **A.** Log-in to e-voting website of Link Intime India Private Limited (LIIPL)
    - Visit the e-voting system of LIIPL. Open web browser by typing the following URL: https://instavote. linkintime.co.in.
    - 2. Click on "Login" tab, available under 'Shareholders' section.
    - 3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
    - 4. Your User ID details are given below:
      - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
      - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
      - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.
    - Your Password details are given below:
      - If you are using e-voting system of LIIPL: https://instavote.linkintime.co.in for the first time or if you are holding shares in physical form, you need to follow the steps given below:
      - Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (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).





# NOTES:(Contd.)

	For Shareholders holding shares in Demat Form or Physical Form		
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders).		
	<ul> <li>Members who have not updated their PAN with depository Participant or in the Company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.</li> </ul>		
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the Company record for the said demat account or folio number in dd/mm/yyyy format.		
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio number.		
	<ul> <li>Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv).</li> </ul>		

If you are holding shares in demat form and had registered on to e-Voting system of LIIPL: https://instavote.linkintime.co.in, and/or voted on an earlier voting of any company then you can use your existing password to login.

# If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

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

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

**NOTE:** The password is to be used by demat shareholders for voting on the resolutions placed by the Company in which they are a shareholder and eligible to vote, provided that the Company opts for e-voting platform of LIIPL. For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

# **Cast your vote electronically**

- 6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the Company, you choose to vote.
- 7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ against" for voting.
  - 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'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/against'.
- 8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
- 9. After selecting the appropriate option i.e. Favour/against as desired and you have decided to vote, 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.
- 10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- 11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

# NOTES:(Contd.)

#### **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-voting system of LIIPL: 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.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please click here or you may refer the Frequently Asked Questions ("FAQs") and Insta vote e-voting manual available at https://instavote.linkintime. co.in, under Help section or write an email to enotices@linkintime.co.in or Call us: Tel: 022 49186000.
- 1. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s)
- 2. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Wednesday, September 18, 2019.
- 3. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- 4. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- 5. Mr. Manoj Kumar Jain, Practicing Company Secretary (Membership No.: 5832; CP No: 5629) (Address: F-2, Plot No-299, Sector-4, (Near Vaishali Metro Station) Vaishali, Ghaziabad, UP-201010 has been appointed as the Scrutinizer to scrutinize for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- 6. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- 7. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- 8. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.medicamen.com and on the website of LIIPL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

# **Contact Details:**

Company: Medicamen Biotech Limited	Registrar and Transfer Agent: Link Intime India Pvt. Ltd
Regd. Office: 1506, Chiranjiv Tower, 43, Nehru Place,	Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block,
New Delhi-110019	Near Savitri Market, Janakpuri, New Delhi-110058
CIN: L74899DL1993PLC056594	Ph: 011-41410592/3/4
E-mail ID: cs@medicamen.com	E-mail ID: insta.vote@linkintime.co.in/ swapann@
Website: www.medicamen.com	linkintime.co.in Website: https://linkintime.co.in
Scrutinizer: Mr. Manoj Kumar Jain,	E-Voting Agency: Link Intime India Pvt. Ltd
AMJ & Associates, (Company Secretaries)	Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block,
F-2, Plot No-299, Sector-4, (Near Vaishali Metro	Near Savitri Market, Janakpuri, New Delhi-110058
Station) Vaishali, Ghaziabad, UP-201010	Ph: 011-41410592/3/4
E - mail ID :- amj.associates@gmail.com	E-mail ID: insta.vote@linkintime.co.in
Website: www.amjassociates.in	Website: https://linkintime.co.in





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

#### ITEM NO. 5

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no Company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a General Meeting.

As per the latest audited Balance Sheet of the Company as on March 31, 2019, sixty per cent of the paidup share capital, free reserves and securities premium account amounts to `51.98 crores while one hundred per cent of its free reserves and securities premium account amounts to 74.93 crores. Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees / securities in connection with a loan, as the case may be, is `74.93 crores.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits. Hence, the Special Resolution at Item No.5 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act. The Directors recommend the Special Resolution as set out at Item No. 5 of the accompanying Notice, for Members' approval. None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

#### ITEM 6:

The Company is expected to render support for the business requirements of other Companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to other entities in the MBL Group. In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities.

The members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities in the MBL Group. Hence, in order to enable the Company to advance loan to Subsidiaries/ Joint Ventures /associates/ other Companies/ Firms in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

The Board of Directors Recommend the Special Resolution for approval by the members. All the Directors except for the Independent Directors are concerned or interested in the aforesaid resolution, financially or otherwise.

# ITEM NO 7:

The Board of Directors of the Company ("the Board") at its meeting held on January 24, 2019 has, subject to the approval of members, appointed Mr. Rajesh Kumar Chauhan (DIN: 08340413) as a Whole time Director, designated as Executive Director, for a period of 5 (five) years, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board. It is proposed to seek members' approval for the appointment of and remuneration payable to Mr. Rajesh Kumar Chauhan as a Whole time Director, designated as Executive Director of the Company, in terms of the applicable provisions of the Act. Broad particulars of the terms of appointment of and remuneration payable to Mr. Rajesh Kumar Chauhan are as under:

#### (a) Annual Emoluments:

Components	(₹/Annum)
Basic Pay(To be paid periodically in accordance with the Company's normal payroll practices and subject to withholdings)	4,34,928
House Rent Allowance	2,17,464
Conveyance Allowance	19,200
Special Allowance	2,84,184
Total Annual Emoluments	9,55,776

- (b) The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.
- (c) Increment in salary, perquisites and allowances and remuneration by way of incentive / bonus / performance linked incentive, payable to Mr. Rajesh Kumar Chauhan, as may be determined by the Board and / or the Nomination and Remuneration Committee of the Board, shall be in addition to the remuneration under (a) above.
- (d) It is clarified that employees stock options granted / to be granted to Mr. Rajesh Kumar Chauhan, from time to time, shall not be considered as a part of perquisites under (a) above and that the perquisite value of stock options exercised shall be in addition to the remuneration under (a) above.

# (e) Reimbursement of Expenses:

Expenses incurred for travelling, board and lodging including for Mr. Rajesh Kumar Chauhan's spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

The overall remuneration payable every year to the Managing Director and the Whole-time Directors by way of salary, perquisites and allowances, incentive / bonus / performance linked incentive, remuneration based on net profits, etc., as the case may be, shall not exceed in the aggregate 1% (one percent) of the net profits of the Company as computed in the manner laid down in Section 198 of the Act or any statutory modification(s) or re-enactment(s) thereof.

#### (f) General:

- The Whole-time Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board / Managing Director from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board / Managing Director and the functions of the Whole time Director will be under the overall authority of the Managing Director.
- (ii) The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (iii) The Whole-time Director shall adhere to the Company's Code of Conduct.
- (iv) The office of the Whole-time Director may be terminated by the Company or by him by giving the other 6 (Six) months' prior notice in writing.

Mr. Rajesh Kumar Chauhan has attained age of Fifty Seven years on January 24, 2019 Mr. Rajesh Kumar Chauhan has rich and varied experience in the industry and has been involved in the operations of the Company. It would be in the interest of the Company to continue to avail his considerable expertise and to appoint Mr. Rajesh Kumar Chauhan as a Whole-time Director. Accordingly, approval of the members is sought for passing a Special Resolution for appointment of Mr. Rajesh Kumar Chauhan as a Whole-time Director, as set out in Part-I of Schedule V to the Act as also under subsection (3) of Section 196 of the Act.

Save and except as provided in the foregoing paragraph, Mr. Rajesh Kumar Chauhan satisfies all the other conditions set out in Part-I of Schedule-V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Rajesh Kumar Chauhan under Section 190 of the Act.

Details of Mr. Rajesh Kumar Chauhan are provided in "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Mr. Rajesh Kumar Chauhan is interested in the resolution set out at Item No. 7 of the Notice.

The relatives of Mr. Rajesh Kumar Chauhan may be deemed to be interested in the resolution set out at Item No. 7 of the Notice, to the extent of their shareholding interest, if any, in the Company.





Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

#### ITEM 8:

The Board of Directors of the Company, based on the recommendation of the Nomination & Remuneration Committee, appointed Dr. Vimal Kumar Shrawat as an Additional Director (Non-Executive) of the Company with effect from February 11, 2019. In terms of the provisions of Section 161 of the Act, Dr. Vimal Kumar Shrawat holds the office till the date of ensuing Annual General Meeting and is eligible for re-appointment. Notice under the provisions of Section 160 of the Act has been received from a member signifying its intention to propose the candidature of Dr. Vimal Kumar Shrawat as Director of the Company. The Directors recommend the resolution set out at Item No. 8 of the accompanying Notice. Dr. Vimal Kumar Shrawat is interested and concerned in the Resolution mentioned at Item No. 8 of the Notice. None of the other Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

#### ITEM NO 9, 10 & 11

Mrs. Sumita Dwivedi (DIN: 08218640) Mrs. Sangeeta Bishnoi (DIN: 08288998) and Dr. Ravi Kumar Bansal (DIN: 08462513) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement and Provisions of the SEBI (Listing Obligation and Disclosure requirements) Regulations, 2015 with the stock exchanges. They hold office as Independent Directors of the Company up to the conclusion / date of the ensuing Annual General Meeting of the Company ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination and Remuneration Committee of the Board of Directors has recommended appointment of Mrs. Sumita Dwivedi (DIN: 08218640), Mrs. Sangeeta Bishnoi (DIN: 08288998) and Dr. Ravi Kumar Bansal (DIN: 08462513) as Independent Directors for a term of 5 (five) consecutive years on the Board of the Company.

The Board as per the recommendation of the Nomination and Remuneration Committee, considers that background and experience of Mrs. Sumita Dwivedi (DIN: 08218640), Mrs. Sangeeta Bishnoi (DIN: 08288998) and Dr. Ravi Kumar Bansal (DIN: 08462513) would be beneficial to the Company and it is desirable to avail their services as Independent Directors. Accordingly, it is proposed to appoint Mrs. Sumita Dwivedi (DIN: 08218640), Mrs. Sangeeta Bishnoi (DIN: 08288998) and Dr. Ravi Kumar Bansal (DIN: 08462513) as Independent Directors of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years on the Board of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act.

Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the Company and disclosure of such appointment in its Board's report. Section 149(11) provides that an Independent Director may hold office for up to two consecutive terms.

Mrs. Sumita Dwivedi (DIN: 08218640), Mrs. Sangeeta Bishnoi (DIN: 08288998) and Dr. Ravi Kumar Bansal (DIN: 08462513) are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Sumita Dwivedi (DIN: 08218640), Mrs. Sangeeta Bishnoi (DIN: 08288998) and Dr. Ravi Kumar Bansal (DIN: 08462513) for the office of Independent Directors of the Company.

The Company has also received declarations from Mrs. Sumita Dwivedi (DIN: 08218640), Mrs. Sangeeta Bishnoi (DIN: 08288998) and Dr. Ravi Kumar Bansal (DIN: 08462513) that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

In the opinion of the Board, Mrs. Sumita Dwivedi (DIN: 08218640), Mrs. Sangeeta Bishnoi (DIN: 08288998) and Dr. Ravi Kumar Bansal (DIN: 08462513) fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations. Mrs. Sumita Dwivedi (DIN: 08218640), Mrs. Sangeeta Bishnoi (DIN: 08288998) and Dr. Ravi Kumar Bansal (DIN: 08462513) are independent of the management.

Details of Directors whose appointment as Directors is proposed at Item Nos. 9, 10, and 11 are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft letters of appointment of Mrs. Sumita Dwivedi (DIN: 08218640), Mrs. Sangeeta Bishnoi (DIN: 08288998) and Dr. Ravi Kumar Bansal (DIN: 08462513) setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

Mrs. Sumita Dwivedi (DIN: 08218640), Mrs. Sangeeta Bishnoi (DIN: 08288998) and Dr. Ravi Kumar Bansal (DIN: 08462513) are interested in the resolutions set out respectively at Item Nos. 9, 10 and 11 of the Notice with regard to their respective appointments.

The relatives of Mrs. Sumita Dwivedi (DIN: 08218640), Mrs. Sangeeta Bishnoi (DIN: 08288998) and Dr. Ravi Kumar Bansal (DIN: 08462513) may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the Ordinary Resolutions set out at Item Nos. 9, 10 and 11 of the Notice for approval by the members.

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

The Board on the recommendation of the Audit Committee has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company across various segments, for the financial year ending March 31, 2020.

In accordance with the provisions of Section 148 of the Act read with the Companies(Audit and Auditors) Rules, 2014 the remuneration payable of `1,00,000/- to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the members of the Company.

Accordingly, ratification by the member is sought to the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2020 by passing an Ordinary Resolution as set out at Item No 12 of the Notice.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary resolution set out at Item No 12 of the Notice for approval by the members.

#### **ITEM NO 13**

As per the provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure requirements) (Amendment) Regulations, 2018 notified on May 9, 2018 approval of the shareholders by way of a special resolution is required for continuation of directorship of the Non-Executive directors of the Company who have attained the age of 75 years.

Our Non-Executive Director Mr. Arun Kumar (DIN: 07031730) have attained the age of 75 years on April 1, 2019.

Mr. Arun Kumar is a Chemical Engineer by profession having 45 years' experience of establishing new industries right from construction to production.

Mr. Arun Kumar is a Chemical Engineer having 45 years experience of establishing new industries right from construction to production.

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

> > Sd/-Rahul Bishnoi Chairman (DIN-00317960)







# **ANNEXURE TO THE NOTICE**

Details of directors seeking appointment/re-appointment at the forthcoming AGM of the Company pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015: -

Name of the Director	Rahul Bishnoi	Ashwani Kumar Sharma	Dr. Vimal Kumar Shrawat	Dr. Ravi Kumar Bansal
DIN	00317960	00325634	08274190	08462513
Date of Birth	13.08.1964	14.07.1959	05.01.1962	08.09.1963
Date of Appointment on the Board	31.12.2015	31.12.2015	11.02.2019	30.05.2019
Brief Resume and nature of expertise in functional areas	Rahul Bishnoi is having 25 years of rich experience in managing agro chemical, bulk drug and pharmaceutical formulation plants. Currently he is Chairman of Shivalik Rasayan Limited His core area of function includes strategic business planning, financial analysis, regulatory compliances and developing new business model with strong processes. He has spearheaded the initiatives of acquisition of sick Shivalik Rasayan Limited in the year 2002 & debt ridden Medicamen Biotech Limited in 2016 and transformed these companies into profit making companies. Mr. Bishnoi is a first- generation entrepreneur. He has earned his commerce degree from Punjab University, Chandigarh in 1983 and completed Chartered Accountant programme in the year 1986.	Mr. Ashwani Sharma is a Graduate, possessing rich experience in holding the administrative affairs of Shivalik Rasayan Limited. Mr. Sharma has been appointed as Director of Shivalik Rasayan Limited on 18.07.2003. He is well-versed in maintaining effective marketing and public relations strategy to promote the products, services and brand of the Company in the wider community.	Dr. Shrawat holds a Doctorate degree in Organic Chemistry from Centre of Advance Studies, Department of Chemistry, University of Delhi, India. He previously held position of Chief Operating Officer (COO) for Shilpa Medicare Limited. Apart from this, he has over 30 years of vast experience working in large Pharma industries like Fresenius Kabi Oncology Limited (Formerly Dabur Pharma Ltd), Ranbaxy Laboratories Ltd and VAM Organics Ltd., spanning across activities of R&D, Pilot and Plant Productions, QA/ QC, Administration, CRAMS, Project Management etc. His keen interest and consistent efforts for R&D has led him to become one of key contributor in large number of Patents/applications. He is a very well-known name in the pharma scientist fraternity.  He is overall in charge of activities of Shivalik Rasayan Limited. Under his dynamic leadership, SRL is developing its niche Oncology and Non-Oncology molecules. He is guiding force for Organic Synthesis/ Intermediates/Bulk Drugs / Formulation Development. His vision of team work and time bond approach always guides & motivates team at all operational sites.	Dr. Ravi Kumar Bansal holds degree of MBBS. He is renowned consulting physician. Being a Pharmaceutical company his experience in the field of Pharma will be beneficial for the Company.
Qualification	Chartered Accountant	Graduate	Doctorate	MBBS
Directorship in other Public Companies [excluding foreign and private Companies]	Shivalik Rasayan Limited	Shivalik Rasayan Limited	Shivalik Rasayan Limited	Nil
Memberships / Chairmanships of Committees of other Public Companies	Nil	Nil	Nil	Nil
No. of Shares held in the Company	NIL	NIL	NIL	NIL

Name of the Director	Rajesh Kumar Chauhan	Sumita Dwivedi	Sangeeta Bishnoi	Arun Kumar
DIN	08340413	08218640	08288998	07031730
Date of Birth	15.08.1962	01.07.1970	08.12.1970	06.07.1940
Date of Appointment on the Board	24.01.2019	13.11.2018	11.02.2019	27.02.2016
Brief Resume and nature of expertise in functional areas	Mr. Rajesh Kumar Chauhan is B. Pharma from Devi Ahilya Vishaw Vidyalaya Indore. He has 24 years' experience in pharmaceutical formulation of tablet, capsule & Ointment. He had worked with Ranbaxy laboratories Ltd Dewas, American Remedies Ltd, Drakt Pharmaceutical Pvt Ltd Vadodara, Divine Pharmaceutical Pvt Ltd.	Mrs. Sumita Dwivedi a Post Graduate in Economics and M.Ed. having profession of teaching.	Mrs. Sangeeta Bishnoi is a Commerce Graduate with more than 10 years of experience in the field of Finance and Accounting. Mrs. Sangeeta Bishnoi is an expert in her field and her experience and valuable guidance will be beneficial for the Company.	Chemical Engineer having work experience more than 45 years in the field of Chemical
Qualification	Graduate	Post Graduate	Graduate	Graduate
Directorship in other Public Companies [excluding foreign and private Companies]	Nil	Shivalik Rasayan Limited	Shivalik Rasayan Limited	Shivalik Rasayan Limited
Memberships / Chairmanships of Committees of other Public Companies	Nil	Nil	Nil	Shivalik Rasayan Limited
No. of Shares held in the Company	NIL	NIL	NIL	NIL