



## POSTAL BALLOT NOTICE

Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Member(s),

**NOTICE** is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (“Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) and other applicable provisions of the Act and Rules, along with the General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”) and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD- PoD2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities and Exchange Board of India (collectively referred to as “**SEBI Circulars**”) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations that the resolution appended below is proposed to the Members of Medicamen Organics Limited (“the **Company**”) to be passed by way of postal ballot, only through remote voting by electronic means (“**remote e-voting**”).

The proposed resolution along with the Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions, if any, of the Act read with rules framed thereunder, setting out the material facts and reasons thereof are annexed to this Notice.

In compliance with the provisions of Section 108 and 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI LODR Regulations, and SS-2 and Pursuant to the above said various circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

The Company has engaged the services of KFin Technologies Limited (“Kfintech”), Registrars and Transfer Agents (“RTA”) for facilitating e-Voting.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-Voting facility will be available during the following period:

Cut-off date for eligibility to vote	Friday, January 03, 2024
Commencement of e-Voting period	09:00 A.M. (IST) on Thursday, January 09, 2025
Conclusion of e-Voting period	05:00 P.M. (IST) on Friday, February 07, 2025

The e-Voting facility will be disabled by KFin Technologies Limited (“Kfintech”), Registrars and Transfer Agents (“RTA”) immediately thereafter.

## **Works:**

**Unit-1** : Plot No. 60, Sector 6-A, I.I.E. SIDCUL, Haridwar- 249403 (U.K.) | **GSTIN:** 05AABCM4302P1ZJ

**Unit-2** : Plot No. 61, Sector 6-A, I.I.E. SIDCUL, Haridwar- 249403 (U.K.) | **GSTIN:** 05AABCM4302P3ZH



# MEDICAMEN Organics Limited

Regd. & Corporate Office: 10, Community Centre No.2, Ashok Vihar Phase-II, Delhi-110052 (India)

Tel: 011-27430249, 27138171

E-mail: info@mediorganics.in | CIN No: L74899DL1995PLC066416 | GSTIN:07AABCM4302P1ZF

The Board of Directors (the "Board") has appointed Mrs. Anu Malhotra, Proprietor of M/s. Anu Malhotra & Associates, (COP No: - 16221), Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot/ e-Voting process in a fair and transparent manner.

After collation of the votes downloaded from the e-voting system, the Scrutinizer will submit her report to the Chairman of the Company. The result of the Postal Ballot would be announced by Chairman or Executive Director or any person as may be authorized by her not later than two working days from the conclusion of the e-Voting period and the same shall be communicated to the Stock Exchanges, where shares of the Company are listed i.e. [www.nseindia.com](http://www.nseindia.com) and displayed along with the Scrutinizer's Report on the Company's Website i.e. [www.medicamenorganics.com](http://www.medicamenorganics.com) and on the website of the KFin Technologies Limited ("Kfintech") at [evoting@kfintech.com](mailto:evoting@kfintech.com).

The last date of e-Voting, i.e. Friday, February 07, 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

## **SPECIAL BUSINESS:**

### **1. PREFERENTIAL ISSUANCE OF UP TO 4,65,910 (FOUR LAKHS SIXTY FIVE THOUSAND NINE HUNDRED AND TEN ONLY) FULLY CONVERTIBLE WARRANTS ("WARRANTS") ON PREFERENTIAL BASIS TO THE PERSON BELONGING TO "PROMOTER CATEGORY".**

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 Sections 23, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force} (hereinafter referred to as the "Act"), and in accordance with the provisions of Memorandum and Articles of Association of the Company, Uniform Listing Agreements entered into by the Company with the stock exchanges where the shares of the Company are listed ("Stock Exchanges"), the Rules, Regulations and Guidelines issued by the Securities and Exchange Board of India ("SEBI") including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("Takeover Regulations") as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India ("RBI"), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, up to 4,65,910 (Four Lakhs Sixty Five Thousand Nine Hundred and Ten Only) Fully Convertible Warrants ("Warrants"), to the person belonging to "Promoter Category", at an issue price of Rs. 64.39/- (Sixty-Four Rupees and Thirty-Nine Paise Only) per warrant higher than the floor price determined in accordance with the Regulation 164 of Chapter V of SEBI ICDR Regulations, payable in cash for aggregating amount of up to Rs. 2,99,99,945/- (Rupees Two Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred

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and Forty-Five Only), on such further terms and conditions as detailed herein below, to the below mentioned person ("Proposed Allottee"):

Sr. No.	Name of the Proposed Allottees	Category	Maximum no. of Warrants to be allotted
1	Bal Kishan Gupta	Promoter	4,65,910
		<b>Total</b>	<b>4,65,910</b>

**RESOLVED FURTHER THAT** preferential allotment to Proposed Allottees shall be made at an issue price of Rs. 64.39/- (Sixty-Four Rupees and Thirty-Nine Paise Only) per Warrant, being a price more than the price determined in accordance with the Regulation 164 of Chapter V of ICDR Regulations.

**RESOLVED FURTHER THAT** the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue / exercise price of Warrants / Equity Shares to be allotted on conversion of Warrants, shall be Wednesday, January 08, 2025 (being the date which is 30 days prior to the date of Closing of E-Voting i.e. Friday, February 07, 2025, the last date of remote e-voting conducted via postal ballot).

**RESOLVED FURTHER THAT** Warrants shall be convertible into equivalent number of fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten Only) each ("Equity Shares") at the option of Proposed Allottees, in one or more tranches, within 18 (eighteen) months from the date of allotment of such Warrants, on such further terms and conditions as may be finalized by the Board.

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

**RESOLVED FURTHER THAT** issue of Warrants and Equity Shares to be allotted on exercise of Warrants shall be subject to the following terms and conditions:

- Each Warrant held by Proposed Allottees shall entitle them to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment of Warrants ("Warrant Exercise Period").
- The Proposed Allottee shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- The pre-preferential shareholding, if any, of Proposed Allottees along with Warrants, being allotted and Equity Shares proposed to be allotted to Proposed Allottees pursuant to the conversion of Warrants, shall be under lock-in for such period as may be prescribed under Chapter V of ICDR Regulations.
- Warrants being allotted to Proposed Allottees shall not be sold, transferred, hypothecated or encumbered in any manner during the lock-in period provided under Chapter V of ICDR Regulations except to the extent and in the manner permitted there under.
- Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said warrants is pending on account of pendency of any

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approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.

- f) Warrants and Equity Shares to be issued and allotted by the Company upon exercise of Warrants shall, in each case, be in dematerialized form.
- g) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee.
- h) Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants.
- i) In the event the Warrant Holder do not exercise Warrants within the Warrant Exercise Period of 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- j) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- k) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants. However, warrants holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into Equity Shares.

**RESOLVED FURTHER THAT** subject to any applicable statutory approval(s) or permission(s), if required, the aforesaid approval accorded by the members of the Company, shall not become infructuous in its entirety for the mere reason that if any of the above Proposed Allottee is/are held either ineligible or disqualified or otherwise failed to comply with any of the statutory requirement including the terms of this approval by members; and the Board/Committee(s) of the Board may, in the best interest of the Company, give effect to this resolution after eliminating the name of such Proposed Allottee.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or any Committee constituted by the Board for this purpose and/or Executive Director and/or KMP of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, signing and execution of various deeds, documents and agreements and also to modify, accept and give effect to any modifications therein and the terms and conditions of the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

**RESOLVED FURTHER THAT** in connection with any of the foregoing resolutions, the Board of Directors/Committee(s) of the Board and/or Executive Director and/or KMP of the Company be and

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are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors/ Committee(s) of the Board be and is hereby authorized severally to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any Executive Director or any other Key Managerial Personnel or any other officer(s) of the Company.”

## **2. TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. BRIJESH KUMAR CHAUBEY (DIN: 10846247) AS EXECUTIVE DIRECTOR.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161, 179(3) and other applicable provisions of the Companies Act, 2013 (the "Act"), including the rules framed thereunder, and other applicable provisions of the SEBI Listing Regulations (including any amendment(s), modification(s), variation(s), or re-enactment(s) thereof for the time being in force), Mr. Brijesh Kumar Chaubey (DIN: 10846247), who was appointed by the Board of Directors (hereinafter referred to as the "Board," which term shall be deemed to include any Committee constituted or to be constituted by the Board or any person(s) authorized by the Board in this regard), based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director under Section 161(1) of the Act and the Articles of Association of the Company, be and is hereby appointed as an Executive Director of the Company, shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to file the necessary e-form with the Registrar of Companies and to do all such acts, deeds, and things in connection with the aforesaid matters or any other matter incidental or ancillary thereto, for giving effect to the above resolution. ”

By Order of the Board of Directors  
**Medicamen Organics Limited**

Sd/-  
**Ashutosh Gupta**  
Whole-time Director  
DIN: 00039995

Date : January 08, 2025  
Place : Delhi

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## Notes:

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rule 22 of the Rules setting out the material facts and reasons for the proposed Resolution of the Postal Ballot Notice is appended herein below for your consideration.
2. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, has permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-Voting only. Therefore, those Members who have not yet registered their email address are requested to get their email addresses registered with RTA (KFin Technologies Limited) on Email Id: [evoting@kfintech.com](mailto:evoting@kfintech.com) or to company at [cs@mediorganics.in](mailto:cs@mediorganics.in).
3. In compliance with the MCA Circulars, this Postal Ballot notice (“Notice”) is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose name appear in the Register of Members/ Record of Depositories as on cut-off date i.e. Friday, January 03, 2024.

It is however, clarified that all Members of the Company as on the Cut-off date (including those members who may not have received this Notice due to non-registration of their e-mail IDs with the Company or the Depositories) shall be entitled to vote in relation to the resolution specified in this Notice and are requested to promptly register their e-mail addresses with their respective Depository Participant (DP). Members holding shares in physical mode are requested to update their email addresses with the Company’s RTA KFin Technologies Limited.

4. The Company hereby requests all its members to register their e-mail IDs if not yet registered, to promote green initiative and to enable the Company to provide all communications to the members through e-mail.
5. The Postal Ballot Notice is also available on the Company’s website at [www.medicamenorganics.com](http://www.medicamenorganics.com), website of the Stock Exchange i.e. National Stock Exchange of India Limited (NSE EMERGE) at [www.nseindia.com](http://www.nseindia.com), respectively and on the website of KFin Technologies Limited (Kfintech) at <https://evoting.kfintech.com>.
6. Members are requested to send their assent or dissent through electronic means within a period of thirty days from the date of commencement of e-voting.

The e-Voting facility will be available during the following period:

Cut-off date for eligibility to vote	Friday, January 03, 2024
Commencement of e-Voting period	09:00 A.M. (IST) on Thursday, January 09, 2025
Conclusion of e-Voting period	05:00 P.M. (IST) on Friday, February 07, 2025

7. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members as on Friday, January 03, 2025. Provided that once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again.
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure

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Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-Voting service facility arranged by KFin Technologies Limited. Please refer to the instructions for e-Voting given along with this Notice for the process and manner in which e-Voting can be carried out.

9. The Board of Directors of the Company has appointed Mrs. Anu Malhotra, Proprietor of M/s. Anu Malhotra & Associates, (COP No.: 16221), Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot process in accordance with law in a fair and transparent manner.
10. After collation of the votes downloaded from the e-voting system, the Scrutinizer will submit her report to the Chairman of the Company of the Company. The result of the Postal Ballot would be announced by Chairman or Executive Director or any person as may be authorized by her not later than two working days from the conclusion of the e-Voting period and the same shall be communicated to the Stock Exchanges, where shares of the Company are listed i.e. [www.nseindia.com](http://www.nseindia.com) and displayed along with the Scrutinizer's Report on the Company's Website i.e. [www.medicamenorganics.com](http://www.medicamenorganics.com) and on the website of the KFin Technologies Limited at the website address <https://evoting.kfintech.com>.
11. The resolution, where assented to by the requisite majority of the shareholders by means of postal ballot will be deemed to have been duly passed on Friday, February 07, 2025 i.e. the last date of e-Voting. Further, resolution passed by the members through postal ballot is deemed to have been passed as if they it is passed at a general meeting of the members.
12. All documents proposed for approval, if any, in the above Notice and documents specifically stated to be open for inspection in the Explanatory Statement will be posted on the website of the Company [www.medicamenorganics.com](http://www.medicamenorganics.com) to facilitate online inspection of relevant documents until the date of announcement of the results of this Postal Ballot.
13. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

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## INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

The manner of voting by (a) individual shareholders holding shares of the Company in demat mode, (b) Shareholders other than individuals, holding shares of the Company in demat mode and shareholders holding securities in physical mode and c) Shareholders who have not registered their e-mail address/mobile, is explained in the instructions given herein below:

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

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

### Works:

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**Unit-2** : Plot No. 61, Sector 6-A, I.I.E. SIDCUL, Haridwar- 249403 (U.K.) | **GSTIN:** 05AABCM4302P3ZH









# MEDICAMEN Organics Limited

Regd. & Corporate Office: 10, Community Centre No.2, Ashok Vihar Phase-II, Delhi-110052 (India)

Tel: 011-27430249, 27138171

E-mail: info@mediorganics.in | CIN No: L74899DL1995PLC066416 | GSTIN:07AABCM4302P1ZF

	<p>remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store       Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 -2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

## **B) Login method for e-Voting for shareholders, other than Individual shareholders, holding securities in demat mode and shareholders holding securities in physical mode.**

1. Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), User ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 8528, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with M/s. KFin Technologies Limited (Kfintech) for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it.  
**It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVEN” i.e., ‘8528 – Postal Ballot’ and click on “Submit”.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as displayed/disclosed on the screen. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either

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head.

- viii. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat account.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the Resolution(s), you will not be allowed to modify your vote.  
**During the voting period, Members can login any number of times till they have voted on the Resolution(s).**
2. Members whose email IDs are not registered with the Company/Depository Participant(s), and consequently on whom, the Postal Ballot Notice and e-voting instructions cannot be served, will have to follow the following process:
- i. Member may send an e-mail request at the email id [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Postal Ballot and the e-voting instructions.
  - ii. Any member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from Kfintech in the manner as mentioned below:

If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399.

1. Example for NSDL : MYEPWD <SPACE> IN12345612345678
2. Example for CDSL : MYEPWD <SPACE> 1402345612345678
3. Example for Physical : MYEPWD <SPACE> 1234567890

If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

Members may call K-fintech toll free number 1-800-309-4001 for all e-voting related matters. Members may send an e-mail request to [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) for all e-voting related matters.

If the member is already registered with K-fintech's e-voting platform, then he / she / it can use his / her / its existing password for logging-in.

In case of any query on e-voting, members may refer to the "Help" and "FAQs" sections / E- voting user manual available through a dropdown menu in the "Downloads" section of Kfintech's website for e-voting: <https://evoting.kfintech.com> or contact Kfintech as per the details given below.

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## **CONTACT DETAILS FOR ASSISTANCE ON E-VOTING:**

Members are requested to note the following contact details for addressing e-voting related grievances:

Mr. Praveen Chaturvedi  
(Unit: Medicamen Organics Limited)  
KFin Technologies Limited  
Selenium Tower B, Plot 31 & 32,  
Gachibowli, Financial District,  
Nanakramguda, Hyderabad, 500032, India  
Toll-free No.: 1800 309 4001  
(From 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days)  
E-mail: [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com)

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## EXPLANATORY STATEMENT

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

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

### ITEM NO. 1:

The Special Resolution contained in Item No. 1 of the notice, has been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot up to 4,65,910 (Four Lakhs Sixty Five Thousand Nine Hundred and Ten Only) Fully convertible warrants convertible into equivalent number of fully paid up equity share of the Company having face value of Rs. 10/- (Rupees Ten Only), to the person belonging to "Promoter Category", on preferential basis, at an issue price of Rs. 64.39/- (Sixty-Four Rupees and Thirty-Nine Paise Only) per warrant for aggregating amount of up to Rs. 2,99,99,945/- (Rupees Two Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Forty-Five Only), for cash on preferential basis.

The preferential issue to Proposed Allottees is subject to the receipt of necessary approvals including approval of Members, Stock Exchanges.

The said proposal has been considered and approved by the Board in its meetings held on Wednesday, January 08, 2025.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, in terms of NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 with respect to the additional disclosures for objects of the issue and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

### 1. Objects of the Preferential Issue

#### Objects of the proposed Fund Raising under separate head:

Subject to applicable laws and regulations, our Company intends to use the Net Proceeds to finance (in whole or part) one or more, or any combination of the following: (a) working capital requirements; and/or (b) general corporate purpose. However, the funds to be used for general corporate purposes shall not exceed twenty-five percent of the funds to be raised through this preferential issue.

Though, the requirement stipulated by NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 with respect to the additional disclosures for objects of the issue is not applicable as the issue size of the preferential issue is less than Rs. 100 Crores.

#### Schedule of Implementation and Deployment of Funds

Since present preferential issue is for convertible warrants, issue proceeds in respect of warrants shall be received by the Company in 18 months period from the date of allotment of warrants in terms of Chapter V of the SEBI (ICDR) Regulation, and as estimated by our management, the entire proceeds received from the issue would be utilized for the all the above-mentioned objects, in phases, as per the company's business requirements and availability of issue proceeds, latest by June, 2026. However, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

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If the Issue Proceeds are not utilized (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

### Interim Use of Proceeds

Our Company will have flexibility to deploy the Gross Proceeds. Pending utilization of the Gross Proceeds will be deposited only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934.

### 2. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price

The Board of Directors at its meeting held on Wednesday, January 08, 2025 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of up to 4,65,910 (Four Lakhs Sixty Five Thousand Nine Hundred and Ten Only) Fully convertible warrants convertible into equivalent number of fully paid up equity share of the Company having face value of Rs. 10/- (Rupees Ten Only), to the person belonging to "Promoter Category", on preferential basis, at an issue price of Rs. 64.39/- (Sixty-Four Rupees and Thirty-Nine Paise Only) per warrant for aggregating amount of up to Rs. 2,99,99,945/- (Rupees Two Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Forty-Five Only), for cash on preferential basis.

### 3. Relevant date:

In terms of the provisions of Chapter V of ICDR Regulations, 'Relevant Date' for the purpose of determining the minimum issue price of the Warrants is Wednesday, January 08, 2025 (i.e. being the date, which is 30 days prior to the date of passing of this resolution being the last date of remote e-voting i.e. Friday, February 07, 2025)

### 4. Basis on which the price has been arrived at, justification for the price (including premium, if any);

The Equity Shares of the Company are listed National Stock Exchange of India Limited (NSE). The Equity Shares are frequently traded in terms of the provisions of SEBI ICDR Regulations and floor price has been determined in accordance with the SEBI ICDR Regulations.

In case of the frequently traded shares, as per Regulation 164(1) of the SEBI (ICDR) Regulations, 2018, a minimum issue price of the Equity Shares/ Convertible Warrants in preferential issue has to be calculated as under:

- a. the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; which computes to Rs. 64.39/- or
- b. the 10 trading days volume weighted average price of the related equity shares quoted on a recognized stock exchange preceding the relevant date; which computes to Rs. 52.43/-.

**Whichever is higher**

In terms of the provisions of Regulation 164(1) of the SEBI ICDR Regulations, the minimum price at which the equity shares/warrants may be issued computes to Rs. 64.39/- each.

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Further, Method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares/ Convertible warrants issued on preferential basis.

As the proposed allotment is not more than 5% of the post issue fully diluted share capital of the company, to an allottee or to allottees acting in concert. Hence, Regulation 166A of SEBI ICDR Regulations is not applicable on the Company and accordingly, the Company is not required to obtain a valuation report from an independent registered valuer for determining the price.

After considering the above, it was decided to issue these warrants to be allotted on preferential basis to the proposed allottees at issue price of Rs. 64.39/- each.

## 5. Amount which the company intends to raise by way of such securities;

Warrants: Aggregate amount of up to Rs. 2,99,99,945/- (Rupees Two Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Forty-Five Only)

## 6. Name and address of valuer who performed valuation:

Jhamb & Associates

Company Secretaries & Registered Valuers

Mr. Hitesh Jhamb (CS, RV (SFA), LLB, B.Com)

Regn. No.: IBBI/RV/11/2019/12355

Office Address: 270-A, FF, Patparganj, Mayur Vihar, Phase-I, Delhi - 110091, Delhi, India

Mobile No.: +91 99530 01339, +91 97172 18118

Email ID: jassociates.cs@gmail.com; valuer@valuationmart.com

## 7. Principal terms of Assets charged as securities: Not Applicable

8. Material terms of raising such securities: The same has been disclosed in the respective resolution.

9. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

10. Valuation for consideration other than cash: Not Applicable

## 11. The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Issue of Equity Shares/ Warrants is proposed to be made to the Proposed Allottees, who fall under "Promoter Category" of the Company.

## 12. Current and proposed status of the allottee post the preferential issues namely, promoter category:

Sl. No.	Name of the Proposed Allottee	Current Status	Post Status
1	Bal Kishan Gupta	Promoter	Promoter

## 13. The intent of the promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer:

Promoter of the Company are subscribing to the issue to the extent of number of warrants proposed to be issued, written against their names, as detailed in the following table:

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SI. No.	Proposed Allottees	Category	No. of Warrants
1	Bal Kishan Gupta	Promoter	4,65,910

Except these warrants, none of the other promoters are not subscribing any other securities in the proposed issue.

#### 14. Pre and Post issue shareholding pattern of the Company:

The shareholding pattern of the Company before and after the proposed preferential issue will be as under:

Category	Pre Issue Shareholding		Warrants to be allotted on Preferential basis	Post Issue (Presuming full conversion of Warrants)	
	No. of Shares	%		No. of Shares	%*
<b>A) Promoter Shareholding</b>					
1) Indian					
a) Individuals & HUF	69,83,900	59.69	4,65,910	74,49,810	61.24
b) Others	0	0.00	0	0	0.00
Sub Total (A)(1)	69,83,900	59.69	4,65,910	74,49,810	61.24
2) Foreign (A) (2)	0	0.00	0	0	0.00
<b>Total Promoter Shareholding A=A1+A2</b>	<b>69,83,900</b>	<b>59.69</b>	<b>4,65,910</b>	<b>74,49,810</b>	<b>61.24</b>
<b>B) Public Shareholding</b>					
B1) Institutions (Domestic)	4,44,000	3.79	0	4,44,000	3.65
B2) Institutions (Foreign)	16,000	0.14	0	16,000	0.13
B3) Central Govt./State Govt./POI	0	0.00	0	0	0.00
<b>B4) Others</b>					
a) Individuals	33,28,100	28.45	0	33,28,100	27.36
b) Bodies Corporate	3,92,000	3.35	0	3,92,000	3.22
c) Non-Resident Indians (NRIs)	2,24,000	1.91	0	2,24,000	1.84
d) Others (Foreign Companies, HUF, Trusts, Firms LLP etc.)	3,12,000	2.67	0	3,12,000	2.56
<b>Total Public Shareholding B=B1+B2+B3+B4</b>	<b>47,16,100</b>	<b>40.31</b>	<b>0</b>	<b>47,16,100</b>	<b>38.76</b>
C) Non-Promoter - Non-Public	0	0.00	0	0	0.00
<b>Total Shares (A+B+C)</b>	<b>1,17,00,000</b>	<b>100</b>	<b>4,65,910</b>	<b>1,21,65,910</b>	<b>100</b>

\*These percentages have been calculated on the basis of post preferential issue capital on fully diluted basis i.e. Rs. 12,16,59,100 divided into 1,21,65,910 Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each assuming full conversion of warrants.

Notes:

- (1) The pre-issue shareholding pattern is as on the latest BENPOS date i.e. January 03, 2025
- (2) Post shareholding structure may change depending upon any other corporate action in between.

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**15. The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottee and the percentage of post preferential issue capital that may be held by them:**

Name	Pre Issue Shareholding		Warrants to be allotted on Preferential basis	Post Issue (Presuming full conversion of Warrants)	
	No. of Shares	%		No. of Shares	%*
Bal Kishan Gupta	61,02,650	52.16	4,65,910	65,68,560	53.99

\* These percentages have been calculated on the basis of post preferential issue capital on fully diluted basis i.e. Rs. 12,16,59,100 divided into 1,21,65,910 Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each assuming full conversion of warrants.

**16. Proposed time limit within which the allotment shall be completed:**

In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of said warrants will be completed within a period of 15 (fifteen) days from the date of passing of such resolution provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.

**17. Change in control, if any, in the Company consequent to the preferential issue:**

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

**18. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

During the Financial Year, the Company has not made any allotment on preferential basis till date.

**19. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: Nil**

**20. Lock-in Period:**

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

**21. Certificate from Practicing Company Secretary:**

The Certificate from Mrs. Anu Malhotra, Proprietor of M/s. Anu Malhotra & Associates, (COP No.: 16221), Practicing Company Secretaries, certifying that the preferential issue of warrants is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate may be accessed on the Company's website [www.medicamenorganics.com](http://www.medicamenorganics.com).

## Works:

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**Unit-2 :** Plot No. 61, Sector 6-A, I.I.E. SIDCUL, Haridwar- 249403 (U.K.) | **GSTIN:** 05AABCM4302P3ZH



## 22. Undertakings:

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

In terms of Sections 42 and 62 of the Act, approval of Members by way of special resolution is required for the resolution as set out in Item No. 1 this Notice. Hence, the Board recommends the resolution proposed at Item No. 1 for your approval by way of a special resolution.

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

## ITEM NO. 2:

Mr. Brijesh Kumar Chaubey, (DIN: 10846247) was appointed as Additional Executive Director of the Company, subject to the approval of shareholders at the AGM, pursuant to the provisions of the Section 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force.

The Nomination & Remuneration Committee at its Meeting held on Thursday, November 28, 2024, after taking into account the performance evaluation of Mr. Brijesh Kumar Chaubey, considering the knowledge, acumen, expertise and experience in respective fields, has recommended to the Board that would be in the interest of the Company. Based on the above and subject to the approval of shareholders, the Nomination & Remuneration Committee and the Board has recommended the appointment of Mr. Brijesh Kumar Chaubey, as Executive Director on the Board of the Company, to hold office and whose office is liable to retire by rotation.

The Nomination and Remuneration Committee at its meeting held on Thursday, November 28, 2024, recommended payment of remuneration of Rs. 1,38,200/- per month. He shall not be liable for any sitting fees or commission for attending the Board Meetings of the Board of Directors of the Company ("the Board") or committees thereof. The recommendation was approved by the Board of Directors at its meeting held on Thursday, November 28, 2024.

The above may be treated as an abstract as required under the Companies Act, 2013, setting out the terms, conditions and limits of remuneration for managerial personnel and may also be regarded as a

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# MEDICAMEN Organics Limited

Regd. & Corporate Office: 10, Community Centre No.2, Ashok Vihar Phase-II, Delhi-110052 (India)

Tel: 011-27430249, 27138171

E-mail: info@mediorganics.in | CIN No: L74899DL1995PLC066416 | GSTIN:07AABCM4302P1ZF

disclosure under Secretarial Standard on General Meetings ("SS-2") of the Institute of Companies Secretaries of India.

No Director, Key Managerial Personnel or their relatives, except Mr. Brijesh Kumar Chaubey to whom the resolution(s) relates, is interested or concerned in the resolution(s).

The Board commends the resolutions set forth in Item No. 2 for the approval of the members as Ordinary Resolution.

The disclosures prescribed under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), are annexed to the notice.

**The following additional information as required by Schedule V of the Companies Act, 2013 is given below:**

## **GENERAL INFORMATION:**

### **1. Nature of Industry:**

The Company is engaged in manufacturing of pharmaceutical dosage form such as Tablets, Capsules, Oral Liquids, and Ointments. The Company are having two WHO-GMP Certified Plant in Haridwar. The Company are associated with many domestic and international companies such as Morepen, Anglo French, Elder, Bestochem, Shreya Lifesciences, Wipro, Win Medicare, Jagsonpal, Klitch Drugs, Tablet India Limited, Mission Pharma, SH Pharmaceuticals, Knoll, Healing, May & Baker, Emami and many more for manufacturing of their goods on contract basis and on Loan License basis. The Company is also engaged in exporting to African, CIS and SARRC countries and are registered in 13 countries. The Company's Plant 1 is meant for Iron tablets, and it is WHO GMP approved. Plant 2 is having facility non-Beta lactam Tablets, Capsules and Oral Liquids and ointments, it is also WHO GMP Approved.

### **2. Date or expected date of commencement of commercial production:**

Existing Company in Operation since 1995.

### **3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.**

### **4. Financial performance based on given indicators: As per audited Financial Results for the year ended March 31, 2023 to March 31, 2024**

Particulars	(Amount in 'Lakh')	
	2023-24	2022-23
Total Revenue	2528.96	2296.42
Less: Total Expenditure	(2190.08)	(2168.06)
Net Profit/(Loss) before Tax (PBT)	338.88	128.36
Less: Provision for Income Tax-Current	(96.20)	(1.00)
Less: Provision for Deferred Tax	(85.06)	(2.09)
Profit/(Loss) After Tax	<b>262.43</b>	<b>125.27</b>

### **5. Foreign Investments or Collaborations, if any: N.A.**

## **Works:**

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## A. Information about Mr. Brijesh Kumar Chaubey

1. Background and details as per Schedule V of the Companies Act, 2013, Secretarial Standard 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013, as applicable and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of Directors	Mr. Brijesh Kumar Chaubey
DIN	10846247
Father's Name	Shri Abhimanyu Chaubey
Date of Birth	05/01/1980
Age	44 years 11 months
Nationality	Indian
Date of first appointment on the Board	November 28, 2024
Qualification	Mr. Brijesh Kumar Chaubey has done his B. Pharmacy with 63% from H.N.B. Garhwal University, Srinagar (UK) in 2004 and M. Pharmacy with 60% from Singhania university, Raj. Jhunjhunu in 2013
Experience & Expertise in specific functional area	With over 18 years of experience in the pharmaceutical industry, Mr. Brijesh held key roles in Quality Assurance and Technical Management, leading QA functions, ensuring GMP compliance, and overseeing plant operations. Mr. Brijesh expertise spans validation, training, regulatory audits, and QMS management, with successful audit exposures to global regulatory bodies like USFDA, MHRA, TGA, WHO, and ANVISA. Mr. Brijesh also managed QA activities, conducted vendor audits, reviewed SOPs, and driven compliance across multiple plants, including roles as GM Quality and Plant Head. Mr. Brijesh's experience also includes hands-on leadership in GMP training, documentation, and audit preparedness, ensuring continuous operational excellence.
Terms & Conditions for appointment/reappointment Details of Remuneration	As per the Companies Act, 2013 As discussed, and agreed by Board.
Details of Remuneration	Rs. 1,38,200 pm (Rupees One Lakh Thirty Eight Thousand and Two Hundred Only)
Remuneration last drawn	Nil
Shareholding in the Company (No. & %)	Nil
Relationship with Directors, Manager and other KMP of the Company	He is not related to any other Director and KMP of the Company
Number of Shares held in the Company	Nil
Directorship held in other Companies	-
Chairman/Member of the Committees of the Boards of Directors	-
Number of Board Meetings attended during the year	Nil

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## OTHER INFORMATION:

1. Reasons of loss or inadequate profits: N.A.
2. Steps taken or proposed to be taken for improvement: N.A.
3. Expected increase in productivity and profits in measurable terms: We are expecting to increase profits by the end of March 2025.

The Board of Directors, basis the recommendation of the NRC, recommends the Ordinary Resolution as set out in Item No. 2 of the Notice for the approval of Members.

Save and except the above, Mr. Brijesh Kumar Chaubey and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of the Notice.

All relevant documents and papers relating to Item No. 2 and referred to in this Notice and Explanatory Statement, shall be open for inspection electronically by the Members of the Company. Members seeking to inspect the same can send an email to [cs@mediorganics.in](mailto:cs@mediorganics.in).

The disclosures prescribed under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), are annexed to the notice.

By Order of the Board of Directors  
**Medicamen Organics Limited**

Sd/-  
**Ashutosh Gupta**  
Whole-time Director  
DIN: 00039995

Date : January 08, 2025  
Place : Delhi

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