



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

NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting (01/ 2025-2026) of the Members of Medicamen Organics Limited ("the Company") will be held on Thursday, April 09, 2026, at 03:00 PM (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

SPECIAL BUSINESS:

1. APPROVAL FOR INCREASE OF AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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

"RESOLVED THAT pursuant to the section 13, 61 & 64 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable provisions of law, if any, and pursuant to the provisions of Articles of Association of the Company, the consent of Members of the Company be and is hereby accorded to increase in authorised share capital of the Company from Rs. 14,00,00,000 (Rupees Fourteen Crore Only) divided into 1,40,00,000 (One Crore Forty Lakhs Only) Equity Shares of Face value of Rs. 10 (Rupees Ten) each to Rs. 20,00,00,000 (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore Only) Equity shares of Face value of Rs. 10 (Rupees Ten) each by creation of additional capital of Rs. 6,00,00,000 (Rupees Six Crore Only) divided into 60,00,000 (Sixty Lakhs Only) equity shares of the face value of Rs. 10 (Rupees Ten) each ranking pari-passu, in all respect, with the existing equity shares of the Company.

RESOLVED FURTHER THAT upon consequent increase in authorised share capital, the Consent of Members of the Company be and is hereby accorded to Substitute existing Clause V of the Memorandum of Association ("MOA") of the Company by inserting the new clause as:

V. The Authorised Share Capital of the Company is Rs. 20,00,00,000 (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore Only) Equity shares of Face value of Rs. 10 each.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and is hereby severally authorised to file, sign, verify and execute all such e-forms, papers or documents as may be required and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.

2. APPROVAL FOR THE APPOINTMENT OF MR. PANKAJ TIWARI (DIN: 11565750) AS AN EXECUTIVE DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 152 , 160 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), based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, the consent of Members of the Company be and is accorded for appointment of Mr. Pankaj Tiwari (DIN: 11565750), who

Works:

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



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has submitted a notice in writing proposing his own candidature for the office of Director, as an Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Directors and / or Company Secretary of the Company, be and are hereby severally authorised to do all acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”.

3. Preferential Issuance of upto 20,00,000 (Twenty Lakhs Only) equity shares to the person belonging to Non-Promoter, Public Category.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory amendment(s) or modification(s) thereto or re-enactment(s) thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered with National Stock Exchange of India Limited (“NSE”) (the “**Stock Exchanges**”), where the shares of the Company are listed and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India, as amended (“SEBI”), including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 as amended (“**SEBI Takeover Regulations**”) and 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, Stock Exchanges 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 by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereinafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the 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 20,00,000 (Twenty Lakh) Equity Shares of the Company having face value of Rs. 10/- (Rupees Ten only) each, at an issue price of Rs. 35/- (Rupees Thirty Five Only) per Equity Share, which is higher than the floor price determined in accordance with the Regulation 164 of Chapter V of SEBI ICDR Regulations, payable in cash for an aggregate amount of Rs. 7,00,00,000/- (Rupees Seven Crore Only) on such terms and conditions as agreed by the parties or as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws, to the below mentioned allottee belonging to the “Non-Promoter, Public Category” category (“Proposed Allottee”) in the manner as follows:

Sr. No	Name of the Proposed Allottee	Category	No. of Equity Shares to be issued (up to)
01	Mr. Pradeep Kumar Jain	Non-Promoter, Public Category	20,00,000

Works:

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TOTAL	20,00,000
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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 price of the Equity Shares proposed to be allotted to the above mentioned allottee is Tuesday, March 10, 2026 i.e., being the working day immediately preceding the date which is 30 days prior to the date of the Extraordinary General Meeting of the shareholders of the Company scheduled to be held on Thursday, April 09, 2026.

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

a) The Equity shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

b) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members’ approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any Regulatory Authority (including, but not limited to NSE, BSE and/or SEBI) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

c) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time.

d) The entire pre-preferential equity shareholding of the Proposed Allottee, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.

e) The Equity Shares to be allotted shall be subject to locked-in for such period as specified in the provisions of Chapter V of the ICDR Regulations and any other applicable law for the time being in force.

f) The Equity Shares to be issued & allotted to the Proposed Allottees pursuant to the Preferential Issue shall be listed and traded on the stock exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.

g) The Equity shares to be offered/issued and allotted shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.

h) The Proposed Allottee shall, on or before the date of allotment of equity shares, pay an amount equivalent to 100% of the consideration for the Equity Shares to be allotted in line with the requirements of Regulation 169(1) of the SEBI ICDR Regulations.

i) The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Allottee.

RESOLVED FURTHER THAT subject to the receipt of such other approvals as may be required under applicable laws, the Board of Directors including any committee of the Board of Directors formed for this purpose, be and is hereby authorised to record the name and details of the Proposed Allottee in **Form PAS-5** and make an offer to the Proposed Allottee through Letter of Offer/ Private Placement Offer Letter cum

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application letter in **Form PAS-4** or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions ("**Offer Document**") after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the Board of Directors including any committee of the Board of Directors formed for this purpose, be and is hereby authorized to accept any modification(s) in the terms of the issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchanges for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to delegate any or all of the powers conferred upon it by this resolution to any committee of directors of the Company, any other director(s) and/ or officer(s) of the Company.

RESOLVED FURTHER THAT all actions taken by the Board or committee duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified, and confirmed in all respects."

4. ISSUANCE OF 11,85,715 FULLY CONVERTIBLE WARRANTS ("WARRANTS") TO THE PERSONS BELONGING TO "PROMOTER" AND "NON-PROMOTER (PUBLIC CATEGORY)" CATEGORY ON PREFERENTIAL BASIS.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory amendment(s) or modification(s) thereto or re-enactment(s) thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered with National Stock Exchange of India Limited ("**NSE**") (the "**Stock**

Works:

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Exchanges”), where the shares of the Company are listed and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India, as amended (“**SEBI**”), including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 as amended (“**SEBI Takeover Regulations**”) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, and 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, Stock Exchanges 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 by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereinafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the 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 11,85,715 (Eleven Lakhs Eighty Five Thousand Seven Hundred Fifteen Only) (“**Warrants**”), at an issue price of Rs. 35 (Rupees Thirty Five Only) per warrants determined in accordance with the Regulation 164 of Chapter V of SEBI ICDR Regulations, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (eighteen) months from its allotment date into equivalent number of fully paid-up Equity Shares of face value of Rs. 10/- each, for cash for an aggregate amount of Rs. 4,15,00,025/- (Rupees Four Crore Fifteen Lakh Twenty Five Only) and to issue fresh Equity Shares on the conversion of Warrants on such further terms and conditions as may be finalized by the Board of Directors, to the below-mentioned persons belonging to the “Promoter” and “Non-Promoter” category (“Proposed Allottees”), in the manner as follows:

Sr. No	Name of the Proposed Allottees	Category	No. of Equity Shares to be issued (up to)
01	Mr. Pradeep Kumar Jain	Non-Promoter	10,00,000
02	Mr. Bal Kishan Gupta	Promoter	1,85,715
TOTAL			11,85,715

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 price of the Warrants proposed to be allotted to the above mentioned allottee is Tuesday, March 10, 2026 i.e., being the working day immediately preceding the date which is 30 days prior to the date of the Extraordinary General Meeting of the shareholders of the Company scheduled to be held on Thursday, April 09, 2026.

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

a) The conversion of warrants into equity shares shall happen at any time, in one or more tranches, within a period of eighteen (18) months from the date of allotment of warrants in terms of SEBI ICDR Regulations.

b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant, in terms of the SEBI ICDR Regulations, 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.

Works:

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c) Warrants, being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI ICDR Regulations.

d) Warrants so allotted under this resolution and Equity Shares arising on conversion thereof shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.

e) Warrants shall be issued and allotted by the Company only in dematerialized form 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 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) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).

g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse, and the amount paid shall stand forfeited by the Company.

h) The 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.

i) The Resulting Equity Shares will be listed and traded on the stock exchange(s), where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be Convertible Warrants shall not be listed.

j) The entire pre-preferential equity shareholding of the Proposed Allottee, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.

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

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or the Committee of the Board of Directors and/or Key Managerial Personnel of the Company be and are hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things 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, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.”

Works:

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



5. APPROVAL FOR CONVERSION OF LOAN INTO 7,14,285 EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO PROMOTER CATEGORY.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(3) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory amendment(s) or modification(s) thereto or re-enactment(s) thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered with National Stock Exchange of India Limited (“NSE”) (the “**Stock Exchanges**”), where the shares of the Company are listed and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India, as amended (“SEBI”), including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 as amended (“SEBI Takeover Regulations”) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and/or any other competent authorities, and subject to the approvals, consents, permissions and/or sanctions, as may be required from the Government of India, SEBI, Stock Exchanges 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 by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereinafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the 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 7,14,285 (Seven Lakhs Fourteen Thousand Two Hundred Eighty Five Only) Equity Shares of the Company having face value of Rs. 10/- (Rupees Ten only) each, at an issue price of Rs. 35/- (Rupees Thirty Five Only) per Equity Share determined in accordance with the Regulation 164 of Chapter V of SEBI ICDR Regulations, for an aggregate amount of Rs. 2,49,99,975/- (Rupees Two Crore Forty Nine Lakh Ninety Nine Thousand Nine Hundred Seventy Five Only) by conversion of existing unsecured Loan into equity shares to the below-mentioned persons belonging to the “Promoter category” (“Proposed Allottees”), in the manner as follows:

Sr. No	Name of the Proposed Allottees	Category	No. of Equity Shares to be issued (up to)
01	Mr. Bal Kishan Gupta	Promoter	7,14,285
TOTAL			7,14,285

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 price of the Warrants proposed to be allotted to the above mentioned allottee is Tuesday, March 10, 2026 i.e., being the working day immediately preceding the date which is 30 days prior to the date of the Extraordinary General Meeting of the shareholders of the Company scheduled to be held on Thursday, April 09, 2026.

RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari-passu with the existing equity shares of the Company in all respects and be listed on NSE where the equity share of the Company are currently listed

Works:

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and the same shall be subject to lock-in for such period that may be prescribed under the SEBI ICDR Regulations, 2018.

RESOLVED FURTHER THAT the Shares so allotted to the proposed allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under and that the Allotment of Shares shall only be made in dematerialized form.

RESOLVED FURTHER THAT pursuant to the provisions of the SEBI ICDR Regulations, 2018 the equity shares shall be allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment of equity shares is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations, 2018.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any of the Director or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may, at its discretion deem necessary, desirable, incidental for such purpose, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned statutory and regulatory authorities appointment of consultants, solicitors, or any other agencies as may be required, and entering into arrangements for listing, trading, depository services and such other arrangements and / or agreements as the case may be and also to seek listing of the equity shares with the stock exchanges where the equity shares of the Company are presently listed, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard to any such issue, offer or allotment of equity shares and in complying with any regulations, and to execute all such deeds, documents, writings, agreements, applications, forms, in connection with the proposed issue as they may in their absolute discretion deem fit.”

By Order of the Board of Directors
Medicamen Organics Limited

Bal Kishan Gupta
Chairman & Managing Director
DIN: 00032772

Date : March 17, 2026
Place : New Delhi

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

NOTES:

1. The Ministry of Corporate Affairs ('MCA'), vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021, 21/2021 dated 14th December, 2021, 10/2022 dated 28th December, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and the latest being 03/2025 dated September 22, 2025 ("MCA Circulars") has permitted holding of the General Meetings ("GM") through VC / OAVM, without the physical presence of the members at a common venue. In accordance with the said MCA Circulars and applicable provisions of the Act, the Extraordinary General Meeting (EGM) of the Company shall be conducted through VC/OAVM.
 2. As the EGM shall be conducted through VC/OAVM, the facility for appointment of proxy by the members is not available for this EGM and hence the Proxy Form and Attendance Slip, including the Route map are not annexed to this Notice.
 3. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 4. In the case of joint holders, the member whose name appears as the first holder in the order of names as per the register of members of the Company will be entitled to vote at the EGM.
 5. In compliance with the MCA Circulars and SEBI Circulars, Notice of the EGM is being sent only through electronic mode to those members whose email addresses are registered with the Company or Depository Participant(s). Shareholders are also requested to visit the website of the Company www.medicamenorganics.com or the website of the Registrar and Transfer Agent www.kfintech.com or the website of the stock exchanges, NSE to download the Notice of the EGM.
 6. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with M/s. KFin Technologies Limited in case the shares are held by them in physical form.
 7. Members are requested to intimate changes, if any, about their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as the name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants in case the shares are held by them in electronic form and to M/s. KFin Technologies Limited in case the shares are held by them in physical form to avoid freezing of the folios.
 8. Members seeking any information about the items set out in the notice of the EGM are requested to write to the Company before 5.00 pm on April 08, 2026 through email on cs@mediorganics.in. The same will be replied to by the Company suitably.
9. Procedure of E-Voting and attending EGM:
- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to the E-voting facility provided by the listed entities, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by M/s KFin Technologies Limited (KFinTech), on all the resolutions outlined in this Notice. The instructions for e-voting are given below.

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



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- ii. However, under SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-voting facility provided by Listed Companies”, the e-voting process has been enabled to all individual Demat account holders, by way of a single login credential, through their Demat accounts/websites of Depositories / DPs to increase the efficiency of the voting process.
- iii. Individual Demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access the e-voting facility.
- iv. The remote e-voting period commences from 9:00 a.m. (IST) on Monday, April 06, 2026 and ends at 5:00 p.m. (IST) on Wednesday, April 08, 2026.
- v. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as of the cut-off date, i.e. Wednesday, April 1, 2026.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and become members of the Company after sending the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he/she is already registered with KFintech for remote e-Voting, he/she can use his/her existing User ID and password to cast the vote.
- vii. In case of Individual Shareholders holding securities in Demat mode and who acquire shares of the Company and become a member of the Company after sending the Notice and holding shares as of the cut-off date, may follow the steps mentioned below under “Login method for remote e-Voting and joining the virtual meeting for Individual shareholders holding securities in Demat mode.”
- viii. The details of the process and manner for remote e-voting and e-EGM are explained below:
 - Step 1:** Access to the Depositories e-Voting system in case of individual shareholders holding shares in Demat mode.
 - Step 2:** Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in Demat mode.
 - Step:3:** Access to join virtual meetings(e-EGM) of the Company on the KFintech system to participate in e-EGM and vote at the EGM.

Details on Step 1 are mentioned below:

- I) Login method for remote e-Voting for Individual shareholders holding securities in Demat mode.

Type of shareholders	Login Method
<u>Individual Shareholders holding</u>	1. User already registered for IDeAS facility: <ul style="list-style-type: none"> i). Visit URL: https://eservices.nsdl.com ii). Click on the “Beneficial Owner” icon under “Login” under the ‘IDeAS’ section.

Works:

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



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<p>securities in Demat mode with NSDL</p>	<p>iii). On the new page, enter the User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>iv). Click on the company name or e-Voting service provider and you will be redirected to the e-Voting service provider’s website for casting the vote during the remote e-Voting period.</p> <p>2. User not registered for IDeAS e-Services</p> <p>i). To register, click on the link: https://eservices.nsd.com</p> <p>ii). Select “Register Online for IDeAS” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>iii). Proceed with completing the required fields.</p> <p>iv). Follow the steps given in points 1</p> <p>.</p> <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <p>Open URL: https://www.evoting.nsd.com/</p> <p>i). Click on the icon “Login” which is available under the ‘Shareholder/Member’ section.</p> <p>ii). A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit Demat account number held with NSDL), Password / OTP, and a Verification Code as shown on the screen.</p> <p>iii). Post successful authentication, you will request to select the name of the company and the e-Voting Service Provider name, i.e. fintech.</p> <p>On successful selection, you will be redirected to the KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>1. Existing users who have opted for Easi / Easiest</p> <p>i). URL to login to Easi/Easiest: www.cdslindia.com and click on login icon and select New System Myeasi.</p> <p>ii). Login with your registered user id and password.</p> <p>iii). The user will see the e-voting Menu. The Menu will have links to ESP i.e. KFintech e-Voting portal.</p> <p>iv). Click on the e-voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>The option to register for Easi / Easiest is available at www.cdslindia.com proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>i). Visit URL: www.cdslindia.com</p> <p>ii). Provide your Demat Account Number and PAN No.</p> <p>iii). System will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account.</p> <p>iv). After successful authentication, the user will be provided links for the respective ESP, i.e KFintech where the e-Voting is in progress.</p>
<p>Individual Shareholder login through their Demat accounts / Website of</p>	<p>i). You can also log in using the login credentials of your Demat account through your DP registered with NSDL /CDSL for the e-Voting facility.</p> <p>ii). Once logged in, you will be able to see the e-Voting option. Once you click on the e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see the e-Voting feature.</p>

Works:

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Depository Participant	iii). Click on options available against the Company name or e-Voting service provider – KFintech and you will be redirected to the e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.
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Important note: Members who are unable to retrieve their User ID / Password are advised to use the Forgot user ID and Forgot Password options available at their respective websites.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to logging in through the Depository, i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact the NSDL helpdesk by sending a request to evoting@nsdl.co.in or call at toll-free no: 022-4886 7000 and 022-2499 7000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request to helpdesk.evoting@cdslindia.com or contacting at 1800 22 55 33

Details on Step 2 are mentioned below:

- II) Login method for e-Voting for shareholders other than Individual shareholders holding securities in Demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (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 the internet browser by typing the URL: <https://emeetings.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In the case of the physical folio, the User ID will be EVEN (E-Voting Event Number) XXXX, followed by the folio number.-In the case of the Demat account, the User ID will be your DP ID and Client ID. However, if you are already registered with 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 “Log in”.
- iv. You will now reach the 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 the 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 log in again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVEN” i.e., ‘Medicamen Organics Limited- EGM’ 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 you may partially enter any number in “FOR” and partially

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“AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned hereinabove. 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 head.

viii. Members 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 clicking 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 log in any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send a scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer’s email id csanumalhotra0403@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name_Even No.”

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Notice of EGM and e-voting instructions cannot be serviced, will have to follow the following process:

i. Members who have not registered their email address and in consequence the Notice of EGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided by KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, a member may write to einward.ris@kfintech.com.

ii Alternatively, a member may send an e-mail request at the email id einward.ris@kfintech.com along with a scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of the electronic folio and a copy of share certificate in case of physical folio for sending Notice of EGM and the e-voting instructions.

iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including individuals, other than Individual and Physical, for attending the EGM of the Company through VC/OAVM and e-Voting during the meeting.

i. Member will be provided with a facility to attend the EGM through the VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/Fintech. After logging in, click on the Video Conference tab and select the EVEN of the Company.

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Click on the video symbol and accept the meeting etiquette to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

- ii. Facility for joining EGM through VC/ OAVM shall open at least 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge and Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspots may experience Audio/Video loss due to fluctuations in their respective networks. Therefore, it is recommended to use a Stable Wi-Fi or LAN Connection to mitigate any kind of aforementioned glitches.
- v. As the EGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the EGM, members are encouraged to express their views / send their queries in advance mentioning their name, Demat account number/folio number, email ID, mobile number at cs@mediorganics.in Questions /queries received by the Company till April 08, 2026 (5.00 p.m. IST) shall only be considered and responded to during the EGM.
- vi. The members who have not cast their vote through remote e-voting shall be eligible to cast their vote through the e-voting system available during the EGM. E-voting during the EGM is integrated with the VC / OAVM platform. The members may click on the voting icon displayed on the screen to cast their votes.
- vii. A member can opt for only a single mode of voting i.e., through remote e-voting or voting at the EGM.
- viii. The facility of joining the EGM through VC / OAVM shall be available for members on a first-come-first-served basis.
- ix. Institutional members are encouraged to attend and vote at the EGM through VC / OAVM.
 - x. The members who wish to speak during the meeting may register themselves as speakers for the EGM to express their views. They can visit <https://emeetings.kfintech.com> and log in through the user ID and password provided in the email received from KFintech. On successful login, select 'Speaker Registration' which will be opened during the period starting from April 6, 2026 (9.00 a.m. IST) up to April 7, 2026 (5.00 p.m. IST). The Company reserves the right to restrict the speakers at the EGM to only those members who have registered themselves, depending on the availability of time for the EGM.
- xi. The members who wish to post their questions before the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please log in through the user ID and password provided in the email received from KFintech. On successful login, select the 'Post Your Question' option, which will open from April 6, 2026 (9.00 a.m. IST) up to April 7th, 2026 (5.00 p.m. IST).

Works:

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xii. In case of any query and/or grievance, in respect of voting by electronic means, members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or call KFintech's toll-free No. 1-800-309-4001 for any further clarifications.

xiii. The Members, whose names appear in the Register of Members/list of Beneficial Owners as of Wednesday, April 1, 2026, being the cut-off date, are entitled to vote on the resolutions outlined in this Notice. A person who is not a member as of the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change it subsequently.

xiv. In case a person has become a member of the Company after dispatching the EGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

- i. 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:
 2. MYEPWD <SPACE> IN12345612345678
 3. Example for CDSL:
 4. MYEPWD <SPACE> 1402345612345678
 5. Example for Physical:
 6. MYEPWD <SPACE> XXXX1234567890
- ii. If the 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.
- iii. Members who may require any technical assistance or support before or during the EGM are requested to contact KFintech at the toll-free number 1-800-309-4001 or write to them at evoting@kfintech.com.

10. The Company has appointed M/s Anu Malhotra & Associates, Practicing Company Secretaries, through Ms. Anu Malhotra, Practicing Company Secretary, as the Scrutinizer to scrutinize the entire voting process in a fair and transparent manner.

11. The electronic voting results, along with the Scrutinizer's Report, will be placed on the website of the Company and the Stock Exchanges within two working days from the conclusion of the EGM.

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EXPLANATORY STATEMENT

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS:

Resolution No. 1

TO CONSIDER AND APPROVE THE INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND THE CONSEQUENTIAL ALTERATION IN THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The present Authorized Share Capital of the Company Rs. 14,00,00,000 (Rupees Fourteen Crore Only) divided into 1,40,00,000 (One Crore Forty Lakhs) Equity Shares of Rs. 10/- each.

The Board of Directors in its meeting held on Friday, 13th March 2026, has considered and accorded their approval for increasing the Authorized Share Capital from Rs. 14,00,00,000 (Rupees Fourteen Crore Only) divided into 1,40,00,000 (One Crore Forty Lakhs) Equity Shares of Rs. 10/- each to Rs. 20,00,00,000 (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- each by creation of additional Rs. 6,00,00,000 (Rupees Six Crore Only) divided into 60,00,000 (Sixty Lakhs) Equity Shares of Rs. 10/- each, which shall rank pari-passu in all respects with the existing equity shares of the Company.

Therefore, it would be necessary to substitute the existing Clause V of the Memorandum of Association of the Company with a new Clause V. in accordance with the provisions of Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed there under.

The existing and the proposed Memorandum of Association of the Company are available for inspection by any Member at the Registered Office of the Company.

Pursuant to the provisions of Section 13, 14 and 61 of the Companies Act, 2013, approval of the Members is sought for increasing the Authorized Share Capital of the Company and consequential alteration in the Memorandum & Articles of Association of the Company by way of passing Ordinary Resolution.

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

Accordingly, the Board of Directors of the Company recommends **Resolution No. 01** of this notice for your approval as an **Ordinary Resolution**.

Resolution No. 2

TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. PANKAJ TIWARI (DIN: 11565750) AS AN EXECUTIVE DIRECTOR OF THE COMPANY

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Pankaj Tiwari (DIN: 11565750) for appointment as an Executive Director of the Company.

Mr. Pankaj Tiwari has furnished his consent to act as a Director and has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

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 Nomination and Remuneration Committee, at its meeting held on Friday, March 13, 2026, after taking into consideration the knowledge, acumen, expertise and experience of Mr. Pankaj Tiwari, recommended his appointment to the Board as an Executive Director, as it would be in the best interest of the Company.

Based on the recommendation of the Nomination and Remuneration Committee and after considering his qualifications, experience and expertise, the Board of Directors, at its meeting held on Friday, March 13, 2026, approved and recommended the appointment of Mr. Pankaj Tiwari (DIN: 11565750) as an Executive Director of the Company, subject to the approval of the shareholders at the Extraordinary General Meeting.

Accordingly, approval of the Members is sought for the appointment of Mr. Pankaj Tiwari as an Executive Director of the Company pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with 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 re-enactment(s) thereof for the time being in force.

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

Accordingly, the Board of Directors of the Company recommends **Resolution No. 02** of this notice for your approval as an **Ordinary Resolution**.

Details of Director seeking reappointment at the Extra Ordinary General Meeting (Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards (SS-2)

Sr. No	Particulars	Details
01	Name of the Director & DIN	Mr. Pankaj Tiwari (DIN: 11565750)
02	Date of Birth & Age	41 Year
03	Date of Appointment	09 th April, 2026
04	Qualifications	Diploma in Pharmacy
05	Nature of expertise in specific functional areas	Mr. Pankaj Tiwari is a pharmaceutical Quality Assurance professional with over 8 years of experience in QA systems, validation, and regulatory compliance. He is currently working as Head – QA at Medicamen Organics Limited, Haridwar. He has strong expertise in quality documentation, validation activities, deviation investigation, change control, vendor qualification, and regulatory audits. He has also handled audits from international regulators and leading pharmaceutical companies.
06	Disclosure of relationships with other Directors and KMPs	NA
07	Directorship held in other listed entities and the membership of Committees of the Board	NA
08	Listed entities from which resigned in the past three year	NA
09	No. of Equity Shares held in the Company	NIL

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Resolution No. 3, 4 & 5

TO CONSIDER AND APPROVE THE ISSUANCE OF 27,14,285 EQUITY SHARES TO PERSONS BELONGING TO THE “PROMOTER” AND “NON-PROMOTER PUBLIC CATEGORY” ON A PREFERENTIAL BASIS, AND THE ISSUANCE OF 11,85,715 FULLY CONVERTIBLE WARRANTS (“WARRANTS”) TO PERSONS BELONGING TO THE “PROMOTER” AND “NON-PROMOTER PUBLIC CATEGORY” ON A PREFERENTIAL BASIS.

The Special Resolution contained under Item No. 3,4 & 5 of this Notice, has been proposed pursuant to the provisions of Sections 23(1)(b), 42, and 62 of the Companies Act, 2013, read with the applicable rules made thereunder to issue and allot, the following securities on a preferential basis:

1. The Preferential Issue of up to 20,00,000 (Twenty Lakh) Equity Shares of Face Value of Rs. 10/- each, for cash, at an issue price of Rs. 35/- determined in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), for cash, for an aggregate amount of up to Rs. 7,00,00,000/- (Rupees Seven Crore), to below-mentioned persons/entities belonging to “Non-Promoter” category.

2. Preferential Issue of up to 11,85,715 (Eleven Lakh Eighty Five Thousand Seven Hundred Fifteen Only) Fully Convertible Warrants (“Warrants”), at an issue price of Rs. 35/- per Warrant, determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, convertible at the option of the Warrant Holder(s) in one or more tranches, within 18 (eighteen) months from the date of allotment into equivalent number of fully paid-up equity shares, for cash, for an aggregate amount of up to Rs. 4,15,00,025/- (Rupees Four Crore Fifteen Lakh Twenty Five Only), to below-mentioned persons/entities belonging to “Promoter & Promoter Group” and “Non-Promoter” category.

3. Preferential Issue of up to 7,14,285 (Seven Lakhs Fourteen Thousand Two Hundred Eighty Five) Equity Shares of face value of Rs. 10/- each to the members of the promoter category at an issue price of Rs. 35/- per Equity Share aggregating upto Rs. 2,49,99,975/- (Rupees Two Crore Forty Nine Lakh Ninety Nine Thousand Nine Hundred Seventy Five Only) by way of conversion of unsecured loan and the balance amount if any, less than one Equity shares at the aforesaid conversion price will be added with their outstanding balance.

The proposed Preferential Issue shall be made in terms of provisions of Chapter V of the SEBI (ICDR) Regulations, 2018, and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on Friday, 13th March, 2026.

The approval of the members of the Company is accordingly being sought by way of a ‘Special Resolution’ under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI (ICDR), Regulations, 2018.

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

The information pertaining to the proposed allotment of equity share is stated below:

1. Objects of the Preferential Issue of Equity Shares

Objects of the proposed Fund Raising under separate head:

Works:

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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.

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 November, 2027. 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.

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. Monitoring of Utilization of Funds

Given that the issue size shall not exceeds Rs. 100 Crore (Rupees One Hundred Crore Only), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company will not appoint any Monitoring Agency to monitor the use of the proceeds of this Preferential Issue.

3. Particulars of the offer including date of passing of board resolution, kind of securities offered, maximum number of specified securities to be issued:

The Board of Directors of the Company at their meeting held on Friday, March 13, 2026, had, subject to approval of the members of the Company ("members") and such other approvals as may be required, approved the issue of up to 27,14,285 (Twenty Seven Lakh Fourteen Thousand Two Hundred Eighty Five) Equity Shares having Face Value of Rs.10/- each of the Company to certain persons belonging to Promoter & Promoter Group" & "Non-Promoter" category and up to 11,85,715 (Eleven Lakh Eighty Five Thousand Seven Hundred Fifteen) Fully Convertible Warrants, each carrying a right exercisable by the warrant holder to subscribe to Equity shares of Face Value of Rs.10/- each, to the certain persons belonging to the "Promoter & Promoter Group" & "Non-Promoter" category, at an issue price of Rs. 35/- (Rupees Thirty-five Only) each, determined in terms of Chapter V of SEBI ICDR Regulations.

In respect of the 20,00,000 Equity Shares proposed to be allotted, an amount equivalent to 100% of the consideration for the Equity shares shall be payable at the time of allotment of Equity Shares.

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In respect of the 7,14,285 Equity Shares proposed to be allotted towards conversion of outstanding loan amounting to Rs. 2,49,99,975/- (Rupees Two Crore Forty Nine Lakh Ninety Nine Thousand Nine Hundred Seventy Five Only), the allotment shall be made at an issue price of Rs. 35/- per Equity Share and the said loan amount shall be adjusted against the subscription amount payable for the Equity Shares at the time of allotment.

In respect of the Warrants proposed to be allotted, an amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the options attached to Warrant(s) to subscribe to Equity Share(s).

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

None of the Promoters, Directors, Key Management Personnel (“KMP”) or Senior Management of the Issuer intent to subscribe to the offer under Item No. 3, 4& 5 except mentioned below:

Sr. No	Name of the Proposed Allottees	Category	No. of Warrants/Equity Shares to be issued (up to)
01	Mr. Bal Kishan Gupta	Promoter	1,85,715 Warrants
01	Mr. Bal Kishan Gupta	Promoter	7,14,285 Equity Shares
TOTAL			9,00,000

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

Category	Pre preferential issue		Post preferential issue*	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Promoters & Promoter Group (A)	#74,53,810	61.27%	83,53,810	51.99%
Public (B)	47,12,100	38.73%	77,12,100	48.01%
Total (A) + (B)	1,21,65,910	100%	1,60,65,910	100%

* Subject to full payment and conversion of 11,85,715 Warrants into Equity Shares.

This is subject to listing approval granted from the stock exchange for 465,910 equity shares issued pursuant to the conversion of warrants.

6. Proposed time frame within which the Preferential Issue shall be completed:

As required under the SEBI ICDR Regulations, preferential allotment of said Equity Shares and Warrants shall be completed within a period of 15 (Fifteen) days from the date of passing of special resolution under Item No. 3,4 & 5.

Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions. Further, the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of Equity Shares in dematerialized form.

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

Not Applicable since the Company has not made preferential issue of any Security during the year.

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

Sr. No	Name of the Proposed Allottees	Category	Name of the Ultimate Beneficial Owner
01	Mr. Pradeep Kumar Jain	Non-Promoter	Not Applicable as Allottee is a Natural Person.
02	Mr. Bal Kishan Gupta	Promoter	Not Applicable as Allottee is a Natural Person.

9. The percentage of post-preferential issue capital that may be held by the allottee(s) pursuant to the preferential issue.

a. Preferential Issue to Non-Promoter Category (Equity Shares for Cash)

Name of the Proposed Allottee	Pre-shareholding Structure		Equity Shares to be allotted	Post-Issue Shareholding Structure	
	No. of Shares	% of Holding		No. of Shares	% of Holding
Mr. Pradeep Kumar Jain	-	-	20,00,000	20,00,000	13.44*

b. Preferential Issue to Promoter Category (Conversion of Unsecured Loan)

Name of the Proposed Allottee	Pre-shareholding Structure		Equity Shares to be allotted	Post-Issue Shareholding Structure	
	No. of Shares	% of Holding		No. of Shares	% of Holding
Mr. Bal Kishan Gupta	#65,68,560	53.99	7,14,285	72,82,845	48.94*

* Subject to subscription and allotment of 27,14,285 (Twenty Seven Lakhs Fourteen Thousand Two Hundred Eighty Five) Equity Shares to Mr. Pradeep Kumar Jain and Mr. Bal Kishan Gupta.

This is subject to listing approval granted from the stock exchange for 465,910 equity shares issued pursuant to the conversion of warrants.

c. Preferential Issue of Fully Convertible Warrants (Promoter & Non-Promoter)

Name of the Proposed Allottee	Pre-shareholding Structure		Warrants to be allotted	Post-Issue Shareholding Structure	
	No. of Shares	% of Holding		No. of Warrants	% of Holding
Mr. Pradeep Kumar Jain	-	-	10,00,000	10,00,000	6.22**
Mr. Bal Kishan Gupta	#65,68,560	53.99	1,85,715	67,54,275	42.04**

Works:

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*** Subject to subscription and allotment of 27,14,285 27,14,285 (Twenty Seven Lakhs Fourteen Thousand Two Hundred Eighty Five) Equity Shares to Mr. Pradeep Kumar Jain and Mr. Bal Kishan Gupta along conversion of Share Warrants 11,85,715 issued to Mr. Pradeep Kumar Jain and Mr. Bal Kishan Gupta.
This is subject to listing approval granted from the stock exchange for 465,910 equity shares issued pursuant to the conversion of warrants.*

10. Consequential changes in the Voting Rights, change in control, and change in the Management, if any, in the issuer consequent to the preferential issue:

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

11. Lock-in Period:

(a) Equity Shares, Warrants and the Equity Shares to be allotted upon conversion of the warrants, shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.

(b) 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.

12. Issue price and Relevant Date:

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Allotment of the Equity Shares and Warrants has been reckoned as Tuesday, 10th March, 2026.

The Equity Shares of the Company are listed on the National Stock Exchange of India Limited (“NSE”) SME Platform and (“Stock Exchanges”). The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI ICDR Regulations, 2018 and NSE being the Stock Exchange with higher trading volumes for the said period, has been considered for pricing in compliance with Regulation 164 of Chapter V of SEBI ICDR Regulations, 2018.

In terms of Regulation 164 of Chapter V of the SEBI ICDR Regulations, the minimum price at which equity shares to be issued shall not be less than higher of the following:

a) Rs. 25.79 /- each- being the Average of 90 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date; or

b) Rs. 23.52/- each- being the Average of 10 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.

c) Price as determined in accordance with the methodology prescribed in the Articles of Association of the Company: Not Applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis;

Accordingly, the minimum issue price of Equity Shares and Warrants on a preferential basis shall be at a price of Rs. 25.79/- each. However, the Board of Directors of the Company has decided on the issue of Equity Shares and Warrants at an Issue Price of Rs. 35/- each, which is higher than the above-mentioned prices.

13. Undertakings:

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

14. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower:

Not Applicable, since none of the Directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India.

15. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Sr. No	Name of the Proposed Allottees	Current Status	Post Status
01	Mr. Pradeep Kumar Jain	Non-Promoter	Non-Promoter
02	Mr. Bal Kishan Gupta	Promoter	Promoter

16. Practicing Company Secretary's Certificate:

The certificate from M/s. Anu Malhotra & Associates , Practicing Company Secretaries (C.P. No.: 16221), certifying that the preferential issue of Equity Shares and Fully Convertible Warrants is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. A copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website at the link <https://www.medicamenorganics.com/#>

17. Name and Address of the Valuer who Performed Valuation and Justification for Obtaining Valuation Report

Pursuant to Regulation 166A(1) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, any preferential issue which may result in a change in control of the issuer or where the allotment exceeds five percent (5%) of the post-issue fully diluted share capital of the Company to an allottee or to allottees acting in concert requires a valuation report from an independent registered valuer.

Since the proposed preferential allotment of equity shares and convertible warrants may result in allotment exceeding five percent (5%) of the post-issue fully diluted share capital of the Company to the proposed

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allottees, the Company has obtained a valuation report from an independent registered valuer for determining the issue price of the securities.

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

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

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out under Resolution No. 3, 4 & 5 of this Notice, except Mr. Bal Kishan Gupta, and Mr. Ashutosh Gupta (Son of Mr. Bal Kishan Gupta), who are interested in the said resolutions to the extent of the equity shares/warrants proposed to be allotted to them on a preferential basis.

The Board of Directors recommends the resolutions set out under Resolution No. 3, 4 & 5 of this Notice for the issue of Equity Shares and Warrants on a preferential basis to the proposed allottees by way of Special Resolution.

By Order of the Board of Directors
Medicamen Organics Limited

Sd/-

Bal Kishan Gupta

Chairman & Managing Director

DIN: 00032772

Date : March 17, 2026

Place : New Delhi

Works:

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