

MEDICAMEN Biotech Limited



Regd. Office :
1506, Chiranjiv Tower,
43, Nehru Place, New Delhi-110019
CIN No. : L74899DL1993PLC056594

Tel. : 011 - 47589500, 41608929
Tel. : 011 - 21800032
Fax : 011 - 26213081
Web : www.medicamen.com

Ref: STEX/EGM /NOTICE/2016

Date: 4th February, 2016

To

The Stock Exchange,
Mumbai
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001.

To

National Securities
Depository Limited
4th Floor, 'A' Wing, Trade
World, Kamala Mills
Compound, Senapati Bapat
Road, Lower Parel,
Mumbai – 400001

To

Central Depository Services
(India) Limited
17th Floor, P J Towers
Dalal Street, Fort
Mumbai-400001

Company No: 531146

K/A: Mr. Robert A.Y., DCS- CRD

Sub: Notice of Extra-Ordinary General Meeting dated 27th February, 2016.

Sir,

With reference to be subject cited above it is hereby informed that the Extra-Ordinary General Meeting of the Shareholders of Medicamen Biotech Limited will be held on Saturday, 27th February, 2016 at 10.00 a.m., at SP-1192, A & B, Phase-IV, Industrial Area, Bhiwadi-301019, Distt. Alwar (Rajasthan).

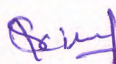
Please find enclosed copies of the Notice of Extra-Ordinary General Meeting to be held on 27th February, 2016, being dispatched to Shareholders.

This is for your information and records

Kindly acknowledge the receipt.

Thanking You

Yours truly,
For MEDICAMEN Biotech Ltd.


Kiran
(Company Secretary)



CC: 1. Central Depository Services (India) Limited
2. National Securities Depository Limited
3. Link Intime India (Pvt.) Limited



MEDICAMEN BIOTECH LIMITED

Registered Office: 1506, Chiranjiv Tower, 43, Nehru Place, New Delhi - 110019.
Ph: 011-26221811, Fax: 011-26213081, CIN: L74899DL1993PLC056595
www.medicamen.com, e-mail: cs@medicamen.com

NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting ('EGM') of the Members of Medicamen Biotech Limited (the Company) will be held on Saturday, the 27th day of February, 2016 at SP-1192 A & B Phase-IV, Industrial Area, Bhiwadi-301019 Dist. Alwar (Rajasthan) at 10.00 A.M. to transact the following business:

SPECIAL BUSINESSES:

1. **To consider and if thought fit, to pass with or without modification (s) the following resolution as a Special Resolution: - Reclassification of promoter to public category**

“RESOLVED THAT pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members of the Company be and is hereby approves the reclassification of the following persons belonging to the Promoter group to public category:-

S. No.	Name of the erstwhile promoter	Number of Shares held	Percentage (%)
1.	Mr. Abhishek Bansal	92,606	0.93
2.	Mrs. Manju Bansal	110,387	1.10
3.	Mr. Sanjay Bansal	102,300	1.02
	Total	305,293	3.05

RESOLVED FURTHER THAT the directors of the Company be and is hereby further authorised and directed to take necessary steps in this regard, including but not limited to informing SEBI, filings with stock exchanges, etc.”

2. **To consider and if thought fit, to pass with or without modification (s) the following resolution as a Ordinary Resolution: - Regularization of Mr. Rahul Bishnoi**

“RESOLVED THAT Mr. Rahul Bishnoi (DIN: 00317960) who was appointed as an Additional Director by the Board of Directors with effect from 31.12.2015 in terms of Section 161(1) of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014, being eligible for appointment and in respect of whom the Company has received notice in writing pursuant to the provisions of Section 160 of the Act from the Member of the Company proposing his candidature for the office of Director be and is hereby appointed a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.”

3. **To consider and if thought fit, to pass with or without modification (s) the following resolution as a Ordinary Resolution: - Regularization of Mr. Ashwani Kumar Sharma**

“RESOLVED THAT Mr. Ashwani Kumar Sharma (DIN: 00325634) who was appointed as an Additional Director by the Board of Directors with effect from 31.12.2015 in terms of Section 161(1) of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014, being eligible for appointment and in respect of whom the Company has received notice in writing pursuant to the provisions of Section 160 of the Act from the Member of the Company proposing his candidature for the office of Director be and is hereby appointed a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.”

4. **To consider and if thought fit, to pass with or without modification (s) the following resolution as a Ordinary Resolution: - Regularization of Mr. Suresh Kumar Singh**

“RESOLVED THAT Mr. Suresh Kumar Singh (DIN: 00318015) who was appointed as an Additional Director by the Board of Directors with effect from 31.12.2015 in terms of Section 161(1) of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014, being eligible for appointment and in respect of whom the Company has received notice in writing pursuant to the provisions of Section 160 of the Act from the Member of the Company proposing his candidature for the office of Director be and is hereby appointed a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.”

5. **To consider and if thought fit, to pass with or without modification (s) the following resolution as a Ordinary Resolution: - Appointment of Mr. Harish Pande as Independent Director**

“RESOLVED THAT Mr. Harish Pande (DIN: 01575625) who was appointed as an Additional Director in the capacity of the Independent Director by the Board of Directors with effect from 31.12.2015 in terms of Section 161(1) and 149 of the Companies Act, 2013 has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, and in respect of whom the Company has received notice in writing pursuant to the provisions of Section 160 of the Act from the Member of the Company proposing his candidature for the office of Director pursuant to the provision of 149, 152 and other applicable provision of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, be and is hereby appointed as an Independent Director of the Company for a period of five year with effective from 31.12.2015, not being eligible to retire by rotation.”

6. **To consider and if thought fit, to pass with or without modification (s) the following resolution as a Ordinary Resolution: - Appointment of Ms. Usha Pande as Independent Director**

“**RESOLVED THAT** Ms. Usha Pande (DIN: 07091890) who was appointed as an Additional Director in the capacity of the Independent Director by the Board of Directors with effect from 31.12.2015 in terms of Section 161(1) and 149 of the Companies Act, 2013 has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, and in respect of whom the Company has received notice in writing pursuant to the provisions of Section 160 of the Act from the Member of the Company proposing her candidature for the office of Director pursuant to the provision of 149, 152 and other applicable provision of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, be and is hereby appointed as an Independent Woman Director of the Company for a period of five year with effective from 31.12.2015, not being eligible to retire by rotation.”

6. **To consider and if thought fit, to pass with or without modification (s) the following resolution as a Ordinary Resolution: - Appointment of Mr. Arun Kumar as Independent Director**

“**RESOLVED THAT** pursuant to the provision of 149, 152 and other applicable provision of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Mr. Arun Kumar (DIN: 07031730) who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, and in respect of whom the Company has received notice in writing pursuant to the provisions of Section 160 of the Act from the Member of the Company proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company for a period of five year with effective from 27.02.2016, not being eligible to retire by rotation.”

7. **To consider and if thought fit, to pass with or without modification (s) the following resolution as a Ordinary Resolution: - Appointment of Mr. Sanjay Bansal**

“**RESOLVED THAT** pursuant to the provision of 152 and other applicable provision of the Companies Act, 2013 (Act) and read with Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for time being in force), Mr. Sanjay Bansal (DIN: 00121667), who has submitted a consent to act as Director and is eligible for appointment, and in respect of whom the Company has received notice in writing pursuant to the provisions of Section 160 of the Act from the Member of the Company proposing his candidature for the office of Director be and is hereby appointed a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.”

**By Order of the Board of Directors
For MEDICAMEN Biotech Limited**

Place : Delhi
Date : 04-01-2016

**Rahul Bishnoi
Director
DIN No- 00317960
Address: A-1/245, 2nd Floor
Safdarjung Enclave
New Delhi-110029**

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the meeting, is annexed hereto
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED AND SIGNED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE MEETING.
A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. In respect of the matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name/addressetc., the members are requested to approach:
 - (a) the Company's Registrar and Share Transfer Agent i.e. M/s Link Intime India Pvt. Ltd., 44, Community Centre, 2nd Floor, Naraina Industrial Area-I, New Delhi- 110028, quoting their Folio numbers, in case of shares held in physical form and
 - (b) the respective Depository Participants, in case of shares held in electronic form.

6. All relevant documents referred in the Notice and the Explanatory Statements shall be open for inspection by the members at the Registered Office of the Company during the normal business hours (10.A.M to 1P.M) on all working days (except Saturdays) upto the date of Extra Ordinary General Meeting of the Company.

7. Voting through electronic means:

In compliance with provisions of Section 108 of the Company Act, 2013 read with and Rules framed thereunder and clause 35B of Listing Agreement, the Members are provided with facility to cast their vote electronically, through the e-voting services provided by CDSL, the facility of casting votes by Members using an electronic voting system and the items of business as detailed in this Notice may be transacted through e-voting.

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

Section A - E-Voting Process

In case of members receiving e-mail:

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

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details#	Enter the Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Bank Details in order to login. If both the details are not recorded with the depository or Company please enter the member id/ folio number in the Bank details field

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

- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

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

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

- The e-Voting period commences on 23rd February, 2016 (10 a.m.) and ends on 25th February, 2016 (5 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cutoff date (record date) of 20th February, 2016 may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Shareholders who have already voted prior to the Meeting date would not be entitled to vote at the Meeting venue.
- The voting rights of shareholders shall be in proportion to their shares of the Paid up Equity Share Capital of the Company as on 20th February, 2016.
- In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions (“FAQs”) and e-Voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com
- CS Manoj Kumar Jain, Practicing Company Secretary (Membership No.: FCS-5832; CP No: 5629) (Address: 207, Shree Ganesh Complex, 32-B, Veer Savarkar Block, Shakarpur, Delhi-110092) has been appointed as the Scrutinizer to scrutinize the e-Voting process.
- The Scrutinizer shall, immediately after conclusion of Extra Ordinary General Meeting, first count the vote, thereafter unblock the votes cast through e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than three (3) days from the conclusion of Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit forthwith to the Chairman or person authorised by him in writing who shall countersign the same and declare the result of voting forthwith.
- The facility for voting through ballot paper shall also be made available at the EGM and the Members attending the meeting who have not cast their vote earlier.
A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid
- The resolutions shall be deemed to be passed on the date of the Extra Ordinary General Meeting, subject to receipt of sufficient votes.
- The Results shall be declared on the date of EGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.medicamen.com and on the website of CDSL <https://www.evotingindia.co.in>. and shall be communicated to the BSE Limited, immediately.
- You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- any person who became a Member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 20th February, 2016, may obtain the User ID and Password from the R & T Agents of the Company i.e. Link Intime India Pvt. Ltd. send e-mail at shamwant.kushwah@linkintime.co.in.

Contact Details

<p>Company : Medicamen Biotech Limited Regd. Office: 1506, Chiranjiv Tower, 43, Nehru Place, New Delhi-110019 CIN: L74899DL1993PLC056594 E-mail ID: cs@medicamen.com</p>	<p>Registrar and Transfer Agent: Link Intime India Pvt. Ltd. 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, Near PVR, Naraina, Delhi-110028 Ph: 011-41410592/3/4</p>
<p>Scrutinizer : CS Manoj Kumar Jain, Practicing Company Secretary E-mail ID: manojfcs@gmail.com</p>	<p>e-Voting Agency : Central Depository Services (India) Limited E-mail ID: helpdesk.evoting@cdslindia.com</p>

8. Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 Information about Directors Proposed to be appointed / Reappointed is furnished below:

Name of the Director	Designation	Date of Birth & Share holding	Qualification/ Nature of Expertise	Disclosure of relationship between Director	Directorship held in other Companies	Membership/ Chairmanship of Committees of other Companies
Rahul Bishnoi	Director	13.08.1964 NIL	Chartered Accountant having experience of more than 28 years	Non Executive (Not related with independent Directors)	Shivalik Rasayan Limited	-
Ashwani Kumar Sharma	Director	14.07.1959 NIL	Graduate in commerce having experience of 28 years	Non executive (Not related with independent Directors)	Shivalik Rasayan Limited	-
Suresh Kumar Singh	Director	01.03.1945 NIL	Graduate in Chemical having work experience of than 29 years	Non executive (Not related with independent Directors)	Shivalik Rasayan Limited	-
Harish Pande	Independent Director	22.09.1954 NIL	Graduate having experience of 27 years	Independent (Not related with other executive & non-Executive Directors)	Shivalik Rasayan Limited	Shivalik Rasayan Limited: Member of Audit Committee
Usha Pande	Independent Director	27.05.1956 NIL	Post graduate in Economics having work experience of 15 years	Independent (Not related with other executive & non-Executive Directors)	Shivalik Rasayan Limited	-
Sanjay Bansal	Director	12.02.1964 102,300	Chartered Accountant having experience of 27 years	Non Executive (Not related with independent Directors)	-	-
Arun Kumar	Independent Director	06.07.1940 NIL	Chemical Engineer having work experience more than 45 years in the field of Chemical	Independent (Not related to other Executive and non Executive Directors)	-	-

ANNEXURE TO THE NOTICE

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

ITEM NO. 1

On September 16, 2015, M/s. Shivalik Rasayan Limited ("Acquirer") has entered into two Share Purchase Agreements ("SPAs") with the promoters of the Company – SPA 1 with Mr. Bal Kishan Gupta, Mr. Ashutosh Gupta, Ms. Ritu Gupta, Ms. Suchita Gupta and SPA 2 with Mr. Abhishek Bansal, Ms. Manju Bansal, Mr. Sanjay Bansal and Ms. Ayushi Bansal for the acquisition of 44,12,095 (Forty Four Lacs Twelve Thousand and Ninety Five Only) fully paid-up Equity Shares of Rs.10/- (Rupees Ten) each representing 44.15% of the paid up equity share capital of the Company at a negotiated price of Rs. 40.00/- (Rupee Forty Only) per fully paid-up equity shares pursuant to which Acquirer made a Takeover Open Offer to acquire 26% of the paid up capital of the Company. The Takeover Open Offer has been completed on December 29, 2015 and the Acquirer has become the new promoter of the Company. Few of the erstwhile promoters namely Mr. Abhishek Bansal, Mrs. Manju Bansal and Mr. Sanjay Bansal (Hereinafter collectively referred to as "Bansal Family") holding 296,293 Equity Shares representing 3.05% of the paid-up equity share capital of the Company need to be reclassified into the public category in compliance with SEBI (LODR) Regulations, 2015 and a resolution of shareholders is required to be passed as a Special Resolution in this regard. Bansal family will not hold any special right in the control and management of the Company.

ITEM NO. 2, 3 and 4

Mr. Rahul Bishnoi, Mr. Ashwani Kumar Sharma and Mr. Suresh Kumar Singh were appointed as additional Directors by the board with effect from 31.12.2015 pursuant to Section 161 of the Companies Act, 2013. The company has received the notice in writing

under the provision of section 160 of the Companies Act, 2013 from member's alongwith requisite deposit proposing the candidature of Mr. Rahul Bishnoi, Mr. Ashwani Kumar Sharma and Mr. Suresh Kumar Singh for the office of the Directors of the Company.

Mr. Bishnoi is Promoter of M/s Shivalik Rasayan Limited (SRL), a company engaged in manufacturing of chemicals. A Chartered Accountant by qualification, Mr. Bishnoi, apart from being a taxation & financial expert, has an experience of running industry. His core area of function includes strategic business planning, financial analysis, regulatory compliances and developing new business model with strong processes. A widely networked, Mr. Bishnoi believes that manufacturing is the key for development of any country.

Mr. Rahul Bishnoi firmly believes in "hard work is the key to success in life". With the initiative and thrust of new Government on Make-in-India, his endeavour is to contribute maximum to this cause. His vision is to visualise India a manufacturing hub.

Mr. Ashwani Sharma is a graduate who is having enriched experience in holding the administrative affairs of M/s Shivalik Rasayan Limited. Mr. Sharma has been appointed as Director of SRL on 18.07.2003. Mr. Sharma is well versed in maintaining effective marketing and public relations strategy to promote the products, services and image of the Company in the wider community.

Mr. S. K. Singh is a Chemical Graduate. Mr. Singh has vast experience of running an industry. Mr. Singh has served as Production Controller of heavy chemical of M/s Synthetics and Chemicals Limited for approximately 12 years. Now Mr. Singh is the overall in-Charge of the manufacturing activities of M/s Shivalik Rasayan Limited. He has been working with SRL for the past 29 years and appointed as Managing Director in the year 1997. Mr. Singh has developed Quality Management systems throughout the Company to ensure that the best possible products and services are provided to customers.

The resolutions seek the approval of Members for the appointment of Mr. Rahul Bishnoi, Mr. Ashwani Kumar Sharma and Mr. Suresh Kumar Singh as Director of the Company whose office will be liable to retire by rotation.

No Director except the above appointed, Key managerial personnel or their relatives is interested or connected in the resolution.

The Board recommends the resolution set forth in Item No.2, 3 and 4 for the approval of the Members.

ITEM NO. 5 and 6

Mr. Harish Pande and Ms. Usha Pande (Woman Director) were appointed as Additional Director in the capacity of Independent Director of the Company by the Board with effective from 31.12.2015 pursuant to section 161 and 149 of the Companies Act, 2013.

The Company has received the notice in writing under the provision of section 160 of the Companies Act, 2013 from member's along with requisite deposit proposing the candidature of Mr. Harish Pande and Ms. Usha Pande to hold the office of Independent Director up to 5 years from the date of appointment as per section 149 of the Companies Act, 2013.

In the opinion of the Board of Directors of the Company, Mr. Pande & Mrs. Pande proposed to be appointed as Independent Director fulfils the conditions specified in Section 149(6) of the Companies, 2013 and clause 49 of the Listing Agreement.

Mr. Harish Pande is a graduate with enrich experience of 30 years in the Marketing of Agro Chemical, Technical, Formulations and industrial chemical. Mr. Pande has served for M/s Ficom Organics Limited, for almost 20 years and now Director of SRL.

Mrs. Usha Pande is a Post Graduate in Economics and having 30 years of Industry Experience in the field of Administration and Marketing. Mrs. Usha Pande has been appointed as Women Director in Shivalik Rasayan Limited on 14.02.2015.

The resolutions seek the approval of members for the appointment of Mr. Pande as independent Director and Mrs. Pande as Independent Woman Director of the Company for a term of five years and not liable to retire by rotation.

No Director except the above appointed, Key managerial personnel or their relatives is interested or connected in the resolution.

The Board recommends the resolution set forth in Item No.5 and 6 for the approval of the Members.

ITEM NO. 7 and 8

M/s Shivalik Rasayan Limited, being Member of the Company has proposed the candidature along with requisite deposit for appointment of Mr. Arun Kumar as Independent Director and Mr. Sanjay Bansal as Director of the Company. Mr. Kumar and Mr. Bansal have also filed their consents in DIR- 2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 to act as Director of the Company.

Mr. Kumar proposed to be appointed as Independent Director fulfils the conditions specified in Section 149(6) of the Companies, 2013 and clause 49 of the Listing Agreement.

Mr. Arun Kumar is a Chemical Engineer by profession having 45 years' experience of establishing new industries right from construction to production. Mr. Kumar has been appointed a Director in Shivalik Rasayan Limited on 14.02.2015

Mr. Sanjay Bansal, B.Com, F.C.A., a qualified Chartered Accountant having an experience of more than 27 years in the field of finance, investments, taxation and international trade. He is a widely travelled person having an exposure across various fields including pharma. He has been the Director of Medicamen Biotech Limited.

The resolutions seek the approval of members for the appointment of Mr. Arun Kumar as independent Director of the Company for a term of five years and not liable to retire by rotation and Mr. Sanjay Bansal as Director of the Company whose office liable to retire by rotation.

No Director except the above appointed, Key managerial personnel or their relatives is interested or connected in the resolution.

The Board recommends the resolution set forth in Item No.5 and 6 for the approval of the Members.



MEDICAMEN BIOTECH LIMITED

Registered Office: 1506, Chiranjiv Tower, 43, Nehru Place, New Delhi - 110019.
Ph: 011-26221811, Fax: 011-26213081, CIN: L74899DL1993PLC056595
www.medicamen.com, e-mail: cs@medicamen.com

FORM No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s)

Registered Address

E-mail ID

Folio No. / Client ID No.

I/We, being the member(s) of _____ shares of the above named company, hereby appoint

1. Name : _____ Email id: _____

Address : _____

Signature : _____, or failing him/her

2. Name : _____ Email id: _____

Address : _____

Signature : _____, or failing him/her

3. Name : _____ Email id: _____

Address : _____

Signature : _____, or failing him/her

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Saturday, February 27th, 2016 at 10.00 A.M. at SP-1192 A & B Phase-IV, Industrial Area, Bhiwadi-301019 Distt. Alwar (Rajasthan) and at any adjournment thereof in respect of such resolutions as is indicated below:

Item No	Resolution
1.	Classification of M/s Shivalik Rasayan limited as Promoter of the Company
2	Regularisation of Mr. Rahul Bishnoi as Director of the Company
3	Regularisation of Mr. Ashwani Kumar Sharma as Director of the Company
4	Regularisation of Mr. Suresh Kumar Singh as Director of the Company
5	Appointment of Mr. Harish Pande as Independent Director of the Company
6	Appointment of Mrs. Usha Pande as Independent Director of the Company
7	Appointment of Mr. Arun Kumar as Independent Director of the Company
8	Appointment of Mr. Sanjay Bansal as Director of the Company

Signed this _____ day of _____ 2016

Signature of shareholder: _____ Signature of Proxy holder(s): _____

Affix
Revenue
Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of Extra Ordinary General Meeting.
3. The Company reserves its right to ask for identification of the proxy.
4. The proxy form should be signed across the Revenue Stamp as per specimen signature(s) registered with the Company /depository participant.



MEDICAMEN BIOTECH LIMITED

Registered Office: 1506, Chiranjiv Tower, 43, Nehru Place, New Delhi - 110019.
Ph: 011-26221811, Fax: 011-26213081, CIN: L74899DL1993PLC056595
www.medicamen.com, e-mail: cs@medicamen.com

ATTENDANCE SLIP

Members or their proxies are requested to present this form for admission at the Entrance of the Meeting Hall, duly signed in accordance with their specimen signatures registered with the Company.

Client ID No.	
DP ID No.	

Regd Folio No.*	
No. of Shares	

Name of the Shareholder	
Address of the Shareholder	

I/ We hereby record my/ our presence at the EXTRA ORDINARY GENERAL MEETING of the Company held on Saturday, 27th Day of February 2016 at 10.00 a.m. at SP-1192A & B Phase-IV, Industrial Area, Bhiwadi-301019 Distt. Alwar (Rajasthan)

Please () in the box

MEMBER PROXY

Signature of the shareholder/ proxy

*Applicable for investor holding shares in physical form.



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BALLOT FORM

Sr. No.	Particulars	Details
1	Name and Registered Address of the	
2	Sole/First named Shareholder Name(s) of the Joint Holder(s) (if any)	
3	Registered folio No./ DP ID No. and Client ID No.	
4	Number of Share(s) held	

I/We hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice of the of Extra Ordinary General Meeting (EGM) of the Company to be held on Saturday, 27th February, 2016, by sending my/our assent or dissent to the said Resolutions by placing the tick () mark at the appropriate box below:

Item No.	Resolution	No. of Shares	For I/We assent to the resolution	Against I/We dissent to the resolution
1.	Classification of M/s Shivalik Rasayan limited as Promoter of the Company			
2	Regularisation of Mr. Rahul Bishnoi as Director of the Company			
3	Regularisation of Mr. Ashwani Kumar Sharma as Director of the Company			
4	Regularisation of Mr. Suresh Kumar Singh as Director of the Company			
5	Appointment of Mr. Harish Pande as Independent Director of the Company			
6	Appointment of Mrs. Usha Pande as Independent Director of the Company			
7	Appointment of Mr. Arun Kumar as Independent Director of the Company			
8	Appointment of Mr. Sanjay Bansal as Director of the Company			

Place :

Date :

(Signature of the Shareholder)

Note: Please read the instructions printed overleaf carefully before exercising your vote

Instructions

1. The Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes appended to the Notice of the EGM.
4. The Scrutinizer will collate the votes received through post and downloaded from the e-voting system to declare the final result for each of the Resolutions forming part of the Notice of the EGM.

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

1. Please complete and sign the Ballot Form (no other form or photocopy of the ballot form is permitted) and send it so as to reach the scrutinizer appointed by the Board of Directors of the Company, Mr. Manoj Kumar Jain, Practicing Company Secretary, at the self address envelope enclosed with the form.
2. The Form should be signed by the Member as per the specimen signature registered with the Company/Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballots not permitted through proxy.
3. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorization.
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick () mark in the column provided in the Ballot.
5. The voting rights of shareholders shall be in proportion of the share held by them in the paid up equity share capital of the Company as on February 20, 2016 and as per the Register of Members of the Company.
6. Duly completed Ballot Form should reach the Scrutinizer not later than February 25th, 2016 (5 p.m. IST). Ballot Form received after February 25, 2016 will be strictly treated as if the reply from the Members has not been received.
7. A Member may request for a duplicate Ballot Form, if so required. However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified in serial no. 6 above.
8. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
9. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
10. The results declared along with Scrutinizer's Report, shall be placed on the Company's website www.medicamen.com and on the website of the Central Depository Services (India) Limited within three days of the passing of the Resolutions at the EGM of the Company and communicated to the BSE Limited, immediately.