

ANU MALHOTRA & ASSOCIATES

PRACTICING COMPANY SECRETARIES

COMPLIANCE CERTIFICATE

(Pursuant to Regulation 163(2), Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 including any amendment/modification thereof)

To

The Board of Directors

Medicamen Organics Limited

10 Community Centre No 2,

Ashok Vihar Phase II,

New Delhi, 110052, Delhi, India.

I, Anu Malhotra, Proprietor of Anu Malhotra & Associates, (COP: 16221) Practicing Company Secretaries, has been appointed by Medicamen Organics Limited (hereinafter referred to as “**Company**”), having CIN: L74899DL1995PLC066416 and its Registered Office at 10 Community Centre No 2, Ashok Vihar Phase II, New Delhi, 110052, Delhi, India, to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time, (hereinafter referred to as “**Regulations**”).

In accordance with the Regulations, the Company has proposed to issue and allot 4,65,910 (Four Lakhs Sixty Five Thousand Nine Hundred and Ten only) Fully Convertible Warrants each convertible into Fully paid up Equity Share of face value of Rs. 10/- each and, on a preferential basis to the persons belonging to ‘Promoter Category’ with an issue price of Rs. 64.39/- (Sixty Four Rupees and Thirty Nine Paise only) each (“**Proposed Preferential issue**”). The proposed preferential issue was approved at the Meeting of Board of Directors of the Company held on Wednesday, January 08, 2025.

On the basis of the relevant management inquiries, necessary representations and information received from/ furnished by the management of the Company, as required under the aforesaid Regulations, I have verified that the issue is being made in accordance with the requirements of these Regulations as applicable to the preferential issue, more specifically, the following:

- i. Memorandum of Association and Articles of Association of the Company;
- ii. The Present capital structure including the details of the Authorised, Subscribed, Issued and Paid up share capital of the Company along with the shareholding pattern;
- iii. Resolutions passed at the meeting of the Board of Directors;
- iv. List of Proposed Allottees;
- v. The relevant date in accordance with Regulation 161 of the Regulations. The relevant date for the purpose of said minimum issue price is Wednesday, January 08, 2025;
- vi. The statutory registers of the Company and List of shareholders issued by RTA:
 - a. to note that the equity shares are fully paid up.
 - b. all equity shares held by the proposed allottees in the Company are in dematerialised form.

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- vii. Disclosures under the SEBI (Prohibition of Insider Trading) Regulations, 2015 & the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, if any, made by proposed allottees during the 90 trading days preceding the relevant date;
 - viii. Details of buying, selling and dealing in the Equity Shares of the Company by the proposed allottees, Promoter or Promoter Group during the 90 trading days preceding the relevant date;
 - ix. Permanent Account Numbers of the proposed allottees, except those allottees who are exempt from specifying their Permanent Account Number for transacting in the securities market by the Board;
 - x. Draft notice of Postal ballot, Explanatory Statement:
 - a. to verify the disclosure in Explanatory Statement as required under Companies Act, 2013 & the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163(1) of the Regulations.
 - b. to verify the tenure of the convertible securities of the company that it shall not exceed eighteen months from the date of their allotment.
 - c. to verify the lock-in period as required under Regulation 167 of the Regulations.
 - d. to verify the terms for payment of consideration and allotment as required under Regulation 169 of the Regulations.
 - xi. Computation of the minimum price of the warrants to be allotted in preferential issue in accordance with the Regulations. The minimum issue price for the proposed preferential issue of the Company, based on the pricing formula prescribed under these Regulations has been worked out at Rs. 64.39/-.
 - xii. Verified the relevant statutory records of the company to confirm that:
 - a. it has no outstanding dues to the SEBI, the stock exchanges or the depositories except those whose are the subject matter of a pending appeal or proceeding(s), which has been admitted by the relevant Court, Tribunal or Authority.
 - b. it is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder.

It is the responsibility of the Management to comply with the requirements of the Regulations, including the preparation and maintenance of all accounting and other relevant supporting records, designing, implementing and maintaining internal control relevant to preparation of Notice and explanatory statement, determination of relevant date & minimum price of shares and making estimates that are reasonable in the circumstances.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.
2. My responsibility is to certify based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I am not expressing any opinion on the price computed / calculated and/or the price at which the shares are being issued by the Company.
4. This certificate is solely for the intended purpose of compliance in terms of aforesaid Regulations and for your information and it is not to be used, circulated, quoted or

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otherwise referred to for any other purpose other than compliance with the aforesaid Regulations.

Certification

Based on my examination of such information/documents and explanation furnished to me by the management and employees of the Company and to the best of my knowledge and belief, I hereby certify that proposed preferential issue is being made in accordance with the requirements of the Regulations.

For **Anu Malhotra & Associates**
Practicing Company Secretaries
(Peer Reviewed Unit)

Anu Malhotra
Proprietor
Membership No.: A39971
COP NO.: 16221

Peer Review No.: 3819/2023

UDIN: A039971F003623397

Date : January 08, 2025
Place : Ghaziabad

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Minimum Price Calculation Sheet of Medicamen Organics Limited as per Regulation 164(1) of SEBI ICDR Regulations, 2018

90 Trading days			
Sr. No.	Date	No. of Shares	Total Turnover (Rs.)
1.	07-Jan-25	30,000	14,95,700.00
2.	06-Jan-25	10,000	5,18,200.00
3.	03-Jan-25	10,000	5,18,000.00
4.	02-Jan-25	4,000	2,11,400.00
5.	27-Dec-24	4,000	2,15,600.00
6.	26-Dec-24	4,000	2,20,000.00
7.	24-Dec-24	2,000	1,10,400.00
8.	23-Dec-24	2,000	1,10,400.00
9.	19-Dec-24	12,000	6,79,800.00
10.	18-Dec-24	2,000	1,14,900.00
11.	16-Dec-24	6,000	3,51,600.00
12.	12-Dec-24	2,000	1,19,600.00
13.	11-Dec-24	16,000	9,86,500.00
14.	10-Dec-24	6,000	3,63,300.00
15.	06-Dec-24	18,000	10,60,600.00
16.	05-Dec-24	28,000	16,04,700.00
17.	04-Dec-24	8,000	4,52,300.00
18.	03-Dec-24	32,000	16,90,100.00
19.	02-Dec-24	28,000	14,52,900.00
20.	29-Nov-24	18,000	8,82,100.00
21.	28-Nov-24	8,000	3,76,200.00
22.	27-Nov-24	6,000	2,82,000.00
23.	26-Nov-24	30,000	14,51,000.00
24.	25-Nov-24	10,000	5,10,800.00
25.	22-Nov-24	12,000	6,12,700.00
26.	21-Nov-24	10,000	5,29,900.00
27.	19-Nov-24	8,000	4,23,700.00
28.	18-Nov-24	4,000	2,11,800.00
29.	14-Nov-24	28,000	14,42,900.00
30.	13-Nov-24	6,000	3,22,600.00
31.	12-Nov-24	10,000	5,35,800.00
32.	11-Nov-24	6,000	3,16,500.00
33.	08-Nov-24	8,000	4,26,000.00
34.	07-Nov-24	6,000	3,14,800.00
35.	06-Nov-24	44,000	22,89,000.00

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36.	05-Nov-24	16,000	8,70,000.00
37.	04-Nov-24	6,000	3,22,800.00
38.	01-Nov-24	14,000	7,62,200.00
39.	31-Oct-24	16,000	8,56,800.00
40.	30-Oct-24	20,000	10,73,000.00
41.	28-Oct-24	20,000	11,16,000.00
42.	25-Oct-24	20,000	11,30,800.00
43.	24-Oct-24	28,000	14,68,800.00
44.	23-Oct-24	24,000	13,12,600.00
45.	22-Oct-24	8,000	4,22,000.00
46.	21-Oct-24	12,000	6,53,600.00
47.	16-Oct-24	4,000	2,22,600.00
48.	15-Oct-24	24,000	12,98,600.00
49.	14-Oct-24	16,000	8,80,800.00
50.	11-Oct-24	28,000	16,23,800.00
51.	09-Oct-24	20,000	11,83,200.00
52.	08-Oct-24	56,000	33,54,200.00
53.	07-Oct-24	68,000	42,84,200.00
54.	04-Oct-24	32,000	20,23,600.00
55.	03-Oct-24	8,000	5,13,400.00
56.	01-Oct-24	16,000	10,21,600.00
57.	30-Sep-24	20,000	12,87,600.00
58.	27-Sep-24	24,000	15,12,000.00
59.	26-Sep-24	36,000	23,60,600.00
60.	25-Sep-24	24,000	16,44,800.00
61.	24-Sep-24	1,44,000	99,08,400.00
62.	20-Sep-24	8,000	5,20,000.00
63.	19-Sep-24	8,000	5,33,000.00
64.	18-Sep-24	28,000	18,53,200.00
65.	17-Sep-24	16,000	10,14,800.00
66.	16-Sep-24	16,000	10,45,600.00
67.	13-Sep-24	16,000	10,64,400.00
68.	11-Sep-24	8,000	5,11,800.00
69.	10-Sep-24	32,000	20,78,000.00
70.	09-Sep-24	4,000	2,50,000.00
71.	06-Sep-24	16,000	10,20,000.00
72.	05-Sep-24	40,000	25,27,000.00
73.	04-Sep-24	88,000	55,39,600.00
74.	03-Sep-24	40,000	25,53,800.00
75.	02-Sep-24	20,000	12,98,000.00
76.	30-Aug-24	36,000	23,37,600.00
77.	29-Aug-24	1,04,000	67,01,400.00

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78.	28-Aug-24	16,000	10,90,000.00
79.	27-Aug-24	48,000	32,23,800.00
80.	26-Aug-24	44,000	30,57,000.00
81.	23-Aug-24	48,000	33,15,600.00
82.	22-Aug-24	36,000	23,83,200.00
83.	21-Aug-24	76,000	50,62,400.00
84.	20-Aug-24	92,000	62,48,800.00
85.	19-Aug-24	28,000	20,37,800.00
86.	16-Aug-24	68,000	49,05,800.00
87.	14-Aug-24	40,000	29,70,800.00
88.	13-Aug-24	24,000	18,23,000.00
89.	12-Aug-24	1,12,000	88,36,600.00
90.	09-Aug-24	1,44,000	1,22,88,200.00
90 Trading days Price			64.39

10 Trading days			
Sr. No.	Date	No. of Shares	Total Turnover (Rs.)
1	07-Jan-25	30,000	14,95,700.00
2	06-Jan-25	10,000	5,18,200.00
3	03-Jan-25	10,000	5,18,000.00
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5	27-Dec-24	4,000	2,15,600.00
6	26-Dec-24	4,000	2,20,000.00
7	24-Dec-24	2,000	1,10,400.00
8	23-Dec-24	2,000	1,10,400.00
9	19-Dec-24	12,000	6,79,800.00
10	18-Dec-24	2,000	1,14,900.00
10 Trading days Price			52.43

Calculation of Fair price as Regulation 164(1) of SEBI ICDR, Regulations, 2018	
90 Trading days price in Rs.	64.39
10 Trading days price in Rs.	52.43
Final Price (Whichever is Higher)	64.39

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