



POSTAL BALLOT NOTICE

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

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (“Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) and other applicable provisions of the Act and Rules, along with the Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022, 09/2023 and 09/2024 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, 28th December, 2022, September 25, 2023, and September 19, 2024 respectively issued by the Ministry of Corporate Affairs (‘MCA’) (collectively referred to as ‘MCA Circulars’) and Circular Nos. SEBI/HO/CFD/ CMD1/CIR/ P/2020/79, SEBI/HO/CFD/CMD2/ CIR/P/2021/11, SEBI/HODDHS/P/ CIR/2022/0063, SEBI/HO/CFD/PoD-2/P/CIR/2023/4, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167, SEBI/ HO/ CFD/CFD-PoD-2/P/CIR/2024/133 dated May 12, 2020, January 15, 2021, May 13,2022 , SEBI/HO/CFD/CFD-PoD2/P/ CIR/2023/167 and SEBI/ HO/CFD/CFD-PoD-2/P/ CIR/2024/133 January 5, 2023, October 07, 2023 and October 03, 2024 issued by the Securities and Exchange Board of India (collectively referred to as “**SEBI Circulars**”) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations that the resolution appended below is proposed to the Members of Medicamen Organics Limited (“the **Company**”) to be passed by way of postal ballot, only through remote voting by electronic means (“**remote e-voting**”).

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

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

The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) Registrars and Transfer Agents (“RTA”) for facilitating e-Voting.

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

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

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

Cut-off date for eligibility to vote	Friday, January 23, 2026
Commencement of e-Voting period	09:00 A.M. (IST) on Wednesday, January 28, 2026
Conclusion of e-Voting period	05:00 P.M. (IST) on Thursday, February 26, 2026

The e-Voting facility will be disabled by Central Depository Services (India) Limited (“CDSL”), immediately thereafter.

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

After collation of the votes downloaded from the e-voting system, the Scrutinizer will submit her report to the Chairman of the Company. The result of the Postal Ballot would be announced by Chairman or Executive Director or any person as may be authorized by her not later than two working days from the conclusion of the e-Voting period and the same shall be communicated to the Stock Exchanges, where shares of the Company are listed i.e. www.nseindia.com and displayed along with the Scrutinizer's Report on the Company's Website i.e. www.medicamenorganics.com

The last date of e-Voting, i.e. Thursday February 26, 2026, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

ITEM No. 1: TO CONSIDER AND APPROVE VARIATION IN THE OBJECTS OF THE ISSUE RELATING TO INITIAL PUBLIC OFFERING (IPO) FOR WHICH AMOUNT WAS RAISED THROUGH PROSPECTUS:

To consider and, if thought fit, to give assent or dissent to the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 27 read with Section 13 (8) of the Companies Act, 2013, Rule 7 of The Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modifications or re-enactments thereof) and other applicable provisions of Companies Act, 2013, Regulation 59 read with Schedule XX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Regulation 32(1) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, if any, and such other approvals, permissions and sanctions, as may be necessary, the consent of members of the Company be and is hereby accorded to the variation/deviation/alteration in spending of IPO proceeds within the objects of issue mentioned in the prospectus dated June 26, 2024 filed with the Registrar of Companies, NCT of Delhi and Haryana (the ‘Prospectus’) in the manner as mentioned in the explanatory statement annexed to this Notice.

The proceeds from the Issue were Rs. 1054.00 (In lakhs) (hereinafter referred to as "IPO Proceeds") which are as follows:

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(In lakhs)

S.no.	Particulars of Object	Proposed Utilisation of Proceeds as per Prospectus Dated June 26,2024	Amount Actually Utilised by the Company till date	Balance Amount Available for Utilisation
1.	Funding of expenses proposed to be incurred towards Product registration in the international markets;	300.00	137.56	162.44
2.	Plant updation and increase in production capacity	225.00	225.00	-
3.	Funding working capital requirements of our Company	400.00	400.00	-
4.	General corporate purposes	39.00	39.00	-
5.	Issue Related Expenses	90.00	90.00	-
Total		1054.00	891.56	162.44

RESOLVED FURTHER THAT in terms of the Prospectus dated June 26, 2024 (“Prospectus”), the Company had proposed to utilize Rs. 1054.00 (In lakhs) (representing 100% of the IPO proceeds) towards meeting the working expenses proposed to be incurred towards Product registration in the international markets, Plant updation and increase in production capacity, working capital requirements of our Company, general corporate purposes and Issue Related Expenses of the Company.

RESOLVED FURTHER THAT out of the above amount, ₹162.44 (In lakhs) (representing 15.41% of the IPO proceeds) remains unutilized as on date (the “Unutilized Amount”). The said amount was initially allocated for Funding of expenses proposed to be incurred towards Product registration in the international markets; however, the Company no longer requires these funds for such purpose.

“**RESOLVED FURTHER THAT** The unutilized IPO proceeds of ₹162.44 (In lakhs) i.e. 15.41% of IPO proceeds, is intended to be utilized towards the following purposes.

(In lakhs)

S.no	Original Object of the Issue as per the DRHP	Proposed Utilisation of Proceeds as per Prospectus	Amount Actually Utilised by the Company	Balance Amount Available for Utilisation	Revised Object	Amount to be funded from the IPO Proceeds
1.	Funding of expenses proposed to be incurred towards Product registration in the international markets	300.00	137.56	162.44	To meet out the working capital requirements of our company	162.44

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RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised on behalf of the Company to do all such acts, deeds matters and things, as it may, in its absolute discretion, deem necessary or desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval and ratification thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorized to delegate all or any of the powers conferred on it by or under these resolutions to any Directors or to the Managing Director or any other Officer(s) of the Company as it may consider appropriate in order to give effect to these resolutions.”

ITEM No. 2: APPROVAL FOR THE PAYMENT OF REMUNERATION TO DIRECTORS EXCEEDING THE OVERALL MANAGERIAL REMUNERATION LIMIT AS PER THE PROVISIONS OF SECTION 197 OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT, pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable provisions of law, if any, the consent and approval of the members of the Company be and is hereby accorded for the payment of remuneration to the Directors of the Company, including managing director(s), whole-time director(s) and manager, exceeding 11% of Net Profit of the Company calculated as per the provision of Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT, the consent and approval of the members of the Company be and is hereby accorded for the remuneration payable to any one managing director or whole-time director or manager for exceeding 5% of the net profits of the Company and, where there is more than one such director, the total remuneration payable to all such directors and the manager taken together for exceeding 10% of the net profits of the Company calculated as per the provision of Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company, (including its committees thereof), be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.

RESOLVED FURTHER THAT the Directors of the Company be and is hereby severally authorized to issue a certified true copy of the above-mentioned resolution to anyone concerned or interested in the matter.”

ORDINARY BUSINESS

ITEM No. 3: RE- APPOINTMENT OF MR. ASHUTOSH GUPTA (DIN: 00039995) AS WHOLE TIME DIRECTOR OF THE COMPANY:

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

Works:

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“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI Listing Regulations”] and other applicable provisions, if any, [including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force], and in line with the Memorandum & Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for the reappointment of Mr. Ashutosh Gupta (Din: 00039995) as Whole-time Director of the Company for a period of Five (5) years w.e.f. April 30,2026 who is liable to retire by rotation, on the terms and conditions including remuneration as set out in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT the Board and Key Managerial Personnel [except for Mr. Ashutosh Gupta] be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the resolution.”

By Order of the Board of Directors
Medicamen Organics Limited

Sd/-
Bal Kishan Gupta
Chairman & Managing Director
DIN: 00032772

Date : January 27, 2026

Place : New Delhi

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rule 22 of the Rules setting out the material facts and reasons for the proposed Resolution of the Postal Ballot Notice is appended herein below for your consideration.
2. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules and the MCA Circulars, has permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-Voting only. Therefore, those Members who have not yet registered their email address are requested to get their email addresses registered with Central Depository Services (India) Limited (“CDSL”) on Email Id: www.evotingindia.com or to company at cs@mediorganics.in.

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3. In compliance with the MCA Circulars, this Postal Ballot notice (“Notice”) is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose name appear in the Register of Members/ Record of Depositories as on cut-off date i.e. Friday, January 23, 2026.

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

4. The Company hereby requests all its members to register their e-mail IDs if not yet registered, to promote green initiative and to enable the Company to provide all communications to the members through e-mail.
5. The Postal Ballot Notice is also available on the Company’s website at www.medicamenorganics.com, website of the Stock Exchange i.e. National Stock Exchange of India Limited (NSE EMERGE) at www.nseindia.com, respectively and on the website of Central Depository Services (India) Limited (“CDSL”) at www.evotingindia.com
6. Members are requested to send their assent or dissent through electronic means within a period of thirty days from the date of commencement of e-voting.

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

Cut-off date for eligibility to vote	Friday, January 23, 2026
Commencement of e-Voting period	09:00 A.M. (IST) on Wednesday, January 28, 2026
Conclusion of e-Voting period	05:00 P.M. (IST) on Thursday, February 26, 2026

7. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members as on Friday, January 23, 2026. Provided that once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again.
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-Voting service facility arranged by Central Depository Services (India) Limited (“CDSL”). Please refer to the instructions for e-Voting given along with this Notice for the process and manner in which e-Voting can be carried out.
9. The Board of Directors of the Company has appointed Mrs. Anu Malhotra, Proprietor of M/s. Anu Malhotra & Associates, (COP No.: 16221), Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot process in accordance with law in a fair and transparent manner.

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10. After collation of the votes downloaded from the e-voting system, the Scrutinizer will submit her report to the Chairman of the Company of the Company. The result of the Postal Ballot would be announced by Chairman or Executive Director or any person as may be authorized by her not later than two working days from the conclusion of the e-Voting period and the same shall be communicated to the Stock Exchanges, where shares of the Company are listed i.e. www.nseindia.com and displayed along with the Scrutinizer's Report on the Company's Website i.e. www.medicamenorganics.com and on the website of the Central Depository Services (India) Limited ("CDSL") at the website address www.evotingindia.com
11. The resolution, where assented to by the requisite majority of the shareholders by means of postal ballot will be deemed to have been duly passed on Thursday, February 26, 2026 i.e. the last date of e-Voting. Further, resolution passed by the members through postal ballot is deemed to have been passed as if they it is passed at a general meeting of the members.
12. All documents proposed for approval, if any, in the above Notice and documents specifically stated to be open for inspection in the Explanatory Statement will be posted on the website of the Company www.medicamenorganics.com to facilitate online inspection of relevant documents until the date of announcement of the results of this Postal Ballot.
13. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

CDSL e-Voting System – For Remote e-voting

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**
- Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**
- (i) The voting period begins on Wednesday, January 28, 2026 and ends on Thursday, February 26, 2026. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, January 23, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available

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	<p>on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service

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	provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID

Works:

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



MEDICAMEN Organics Limited

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

Tel: 011-27430249, 27138171

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

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Medicamen Organics limited on which you choose to vote.
- (x) 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.

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- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@mediorganics.in , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@mediorganics.in .
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

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EXPLANATORY STATEMENT

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

As required under Section 102 of the Companies Act, 2013, (including any re-enactment(s) made thereunder, if any, for the time being in force), the following explanatory statement sets out the matter in relation to the Special Business mentioned in the accompanying notice:

ITEM NO. 1

To Consider and approve variation in the objects of the issue relating to initial public offering (IPO) for which amount was raised through Prospectus.

The Company filed its prospectus dated June 26, 2024 (“Prospectus”) with the Registrar of Companies, NCT of Delhi and Haryana, in connection with its initial public offering (“Offer”) of its equity shares of ₹ 10/- each (“Equity Shares”) and the Equity Shares are presently listed on National Stock Exchange of India Limited viz., NSE EMERGE Platform under SME category.

The Company had, in terms of Prospectus, proposed to utilize the IPO Proceeds towards (i) Funding of expenses proposed to be incurred towards Product registration in the international markets; (ii) Plant updation and increase in production capacity; (iii) Funding working capital requirements of our Company, (iv) General corporate purposes (v) Issue Related Expenses. Which the Company has been able to utilize the IPO Proceeds as per the terms of the Issue except the amount raised towards Funding of expenses proposed to be incurred towards Product registration in the international markets and the Company does not foresee spending the unutilized amount in the near future and, therefore intends to vary the terms of Objects of the Issue as referred to in the Prospectus.

The details required under the Rule 3 (3) of the Companies (Prospectus and Allotment of Securities) Rules and Rule 7(1) 2014 are as follows:

1.	The Original purpose/objects of issue	The objects for which the amount was raised as stated in the Prospectus dated 26-06-2024 were: 1. Funding of expenses proposed to be incurred towards Product registration in the international markets:- Rs.300.00 (In Lakhs) 2. Plant updation and increase in production capacity:- Rs.225 (In Lakhs) 3. Funding working capital requirements of our Company:- Rs.400 (In Lakhs) 4. General corporate purposes:- Rs.39.00 (In Lakhs) 5. Issue Related Expenses:- 90.00 (In Lakhs)
2.	Total money raised	Rs. 1054.00 (In lakhs)
3.	Total money utilized for the objects of the Company stated in the prospectus and extent of achievement of the proposed objects	The company has utilized the entire amount raised through IPO as per objects stated in prospectus except Rs. 162.44 (In Lakhs) raised for Funding of expenses proposed to be incurred towards Product registration in the international markets.

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4.	The unutilized amount out of the money so raised through prospectus	Rs. 162.44 (In Lakhs)
5.	The particulars/terms of the proposed alteration or change in the object	The unutilized IPO proceeds of Rs. 162.44 (In Lakhs) is intended to be utilized for working capital purpose
6.	The reason and justification for the alteration and change in objects	<p>The Funding of expenses proposed to be incurred towards Product registration in the international markets envisaged is not required to be spent at this juncture and it may take a while for the company to incur this. Considering additional contracts/projects bagged by the company, it became essential to ensure adequate working capital to execute these works in a timely and cost-effective manner which will improve both revenue and profit of the company.</p> <p>According to the prospectus dated June 26, 2024, the company initially projected a Funding of expenses proposed to be incurred towards Product registration in the international markets of ₹ Rs. 162.44 (In Lakhs) from IPO proceeds. As of today, we do not see any requirement of funds in this area. The management of Medicamen Organics Limited has evaluated and realized that Unutilized IPO proceeds is useful for working capital purpose rather than taking a huge cash outflow upfront.</p> <p>Therefore, the funds earmarked for International license in “Medicamen Organics Limited” are being proposed to be diverted to other areas where these funds can produce shareholder value.</p>
7.	The Amount proposed to be utilized for the new project	Rs. 162.44 (In Lakhs)
8.	The estimated financial impact of the proposed alteration on the earnings and cash flow of the Company	<p>Additional working capital will expedite the ongoing projects and reduce cost and improve cash flow due to advancement of completion of projects/contracts.</p> <p>This will also maximize the return on investment for members of the Company and ensuring future growth of the Company</p>
9.	The other relevant information which is necessary for the member to take an informed decision on the proposed resolution	As mentioned in the notice and explanatory statement which is available.
10.	The place from where any interested person may obtain a copy of the notice of the resolutions to be passed	Registered Office of the Company and Company's Website i.e. https://www.medicamenorganics.com/
11.	The proposed time limit within which the proposed varied objects would be	Within 12 months from the date of obtaining postal ballot.

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	Achieved	
12.	The clause-wise details as specified in sub-rule (3) of rule 3 as was required with respect to the originally proposed objects of the issue	As mentioned in the notice and explanatory statement which is available on Company`s website
13.	The risk factors pertaining to the new objects	Change in Government Policies, Adverse Market conditions, poor performance of economy, Regulatory overhaul, timely receipt of receivables due, unforeseen circumstances in spite of best efforts are the major risk factors that might affect the company despite best efforts taken by the company
14.	Other relevant information which is necessary for the members to take an informed decision on the proposed resolution	Requisite details are mentioned in the explanatory Statement.
15.	Name of the Director who voted against the proposed variation/alteration	None of the Directors present at the board meeting held on January 24, 2026 had voted against the proposed variation/alteration.

Accordingly, in terms of the provisions of Sections 27 of the Companies Act, 2013 and any other applicable provisions and the rules made thereunder, the Company seeks approval of the members by way of Special Resolution through postal ballot for variation in the Objects of the Issue as disclosed in the Prospectus, for utilization of the issue proceeds pursuant to applicable provisions of the Companies Act, 2013 and relevant rules made there under (including any amendment thereto or reenactment thereof for the time being in force) and subject to compliance of such other applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.

ITEM NO. 2: TO CONSIDER FOR REMUNERATION TO DIRECTORS EXCEEDING THE OVERALL MANAGERIAL REMUNERATION LIMIT AS PER THE PROVISIONS OF SECTION 197 OF THE COMPANIES ACT, 2013

As per the provisions of Section 197 of the Companies Act, 2013 (“the Act”), the total managerial remuneration payable to the Directors, including the Managing Director, Whole-time Directors, and the Manager, in respect of any financial year shall not exceed eleven percent (11%) of the net profits of the Company for that financial year, calculated as per the methodology laid down under Section 198 of the Act. It is to be noted that while computing the net profits, the remuneration paid to Directors shall not be deducted from the gross profits.

Where the total managerial remuneration exceeds the prescribed limit of 11%, the Company is required to obtain the prior approval of its shareholders by way of an Ordinary Resolution.

Furthermore, the remuneration payable to any one Managing Director or Whole-time Director or Manager shall not exceed five percent (5%) of the net profits of the Company. In the event that there is more than one such Director, the aggregate remuneration to all such Directors and the Manager shall not exceed ten percent (10%) of the net profits. These limits may also be exceeded with the approval of the shareholders by way of a Special Resolution.

Pursuant to the above provisions, the proposed remuneration payable to Mr. Ashutosh Gupta, Whole time Director, will exceed the individual limit of 5% applicable to a Managing Director or Whole-time Director.

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Accordingly, the Board recommends passing a Special Resolution by the members of the Company to approve the payment of such managerial remuneration in excess of the limits prescribed under Section 197 of the Act.

All Directors and their relatives may be considered as interested in this resolution. Except the aforesaid, none of the Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the aforementioned Resolution except to the extent of their shareholding in the Company.

The board of directors of the Company, therefore, recommended passing of the resolution set out as Item No.02 in the Notice above as a **Special Resolution**.

ITEM NO. 3 RE-APPOINTMENT OF MR. ASHUTOSH GUPTA (DIN: 00039995) AS WHOLE-TIME DIRECTOR OF THE COMPANY.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, have approved the re-appointment of Mr. Ashutosh Gupta (DIN: 00039995) as Whole-time Director for a further term of 5 years from April 30th, 2026, subject to the approval of shareholders.

Mr. Ashutosh Gupta has been associated with the Company for several years and has contributed significantly to its operational and strategic growth. The Board is of the opinion that his continued association will benefit the Company immensely.

Brief Profile of Mr. Ashutosh Gupta:

Mr. Ashutosh Gupta has been associated with the Board of the Company since its inception. He brings with him extensive expertise in the management and operations of businesses across diverse sectors, with a strong emphasis on strategic planning, enhancing operational efficiency, and driving organizational growth.

Key Terms of re-appointment:

• **Period:**

5 (five) years commencing from April 30th, 2026 to April 29th, 2031

• **Remuneration:**

1. Basic Salary: Rs. 2,25,000/- (Rupees Two Lakh Twenty five Thousand Only) per month payable including House rent Allowance of Rs. 60,000/- (Rupees Sixty Thousand Only), Conveyance of Rs. 30,000/- (Rupees Thirty Thousand Only) and Others of Rs. 15,000/- (Rupees Fifteen Thousand Only) . The annual increment will be decided by the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee as per the remuneration policy of the Company.

2. Overall Remuneration: The aggregate of salary, allowances, perquisites, and other benefits payable to Mr. Ashutosh Gupta shall exceed the limits prescribed under Sections 196, 197, and Schedule V of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time.

3. Sitting Fees: Ashutosh Gupta shall not be entitled to any sitting fees for attending meetings of the Board or its Committees.

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4. Perquisites: Valued as per actual expenditure incurred by the Company or as prescribed under the Income Tax Act, 1961 or relevant rules thereunder, as applicable.

The above shall be treated as a written memorandum under Section 190 of the Companies Act, 2013, setting out the terms of his re-appointment.

All other terms and conditions of his appointment including perquisites and benefits etc shall remain same. Additional information on Director(s) recommended for appointment or seeking continuation of present term as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards is annexed as **Annexure-A**. The Board recommends the passing of the Resolution at Item No. 3 as a Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Ashutosh Gupta (to the extent of his shareholding/direct interest), is concerned or interested, financially or otherwise, in the resolution.

The Board recommends passing of the resolution as an **Ordinary Resolution**.

By Order of the Board of Directors
Medicamen Organics Limited

Sd/-
Bal Kishan Gupta
Chairman & Managing Director
DIN: 00032772

Date : January 27, 2026

Place : New Delhi

Works:

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Annexure-A

Additional information on Director(s) recommended for appointment or seeking continuation of present term as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards

S.no.	Particulars	Mr. Ashutosh Gupta
1.	DIN	00039995
2.	Date of Birth / Age	November 19, 1980, 45 Years
3.	Date of first appointment on the Board	May 02, 2016
4.	Qualifications	He holds the degree of Bachelor of Business Administration from Guru Jambheshwar University, Hissar.
5.	Expertise in specific functional areas	He has experience in this field of 20 years he earlier worked with listed Company names Medicamen Biotech Limited and later joined Medicamen Organics Limited. He has been awarded with the degree of Honorary Doctorate in contribution in Export of Pharma Industry in the year 2021. He has been Chairman of Pharmexcil (Pharmaceuticals Export Promotion Council of India) from 2014-2016, a Government of India Council, specifically created for promotion of pharmaceutical exports from India
6.	Experience (in years)	20 years +
7.	Terms and conditions of appointment / reappointment	As per resolution no. 3
8.	Remuneration proposed to be paid	As per resolution no. 3
9.	Directorships held in other companies	Indian companies 1. Dreamax Healthcare Private Limited 2. Redline Health Care Private Limited 3. Easy Technosoft Private Limited 4. India Brazil Chamber of Commerce 5. Loire Cosmetics Limited
10.	Chairmanship / Membership of Committees in other companies	NA
11.	Number of Equity Shares held in the Company	5,91,400
12.	Relationship with other Directors and KMPs	Son of Bal Kishan Gupta, our Managing Director and Chairman

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