



**NICHENESS** THAT DRIVES **VALUE.**

**MEDICAMEN BIOTECH LIMITED**

**26<sup>th</sup> ANNUAL REPORT 2018-19**

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## Investor information

Market Capitalisation as : Rs. 567.33 Crore  
at 31 March, 2019

CIN	: L74899DL1993PLC056594
BSE Code	: 531146
Bloomberg Code	: MDCB:IN
Dividend Declared	: 10%
AGM Date	: Wednesday, 25 September, 2019
AGM Venue	: ISKCON Auditorium, Hare Krishna Hill, Sant Nagar Main Road, East of Kailash, New Delhi-110065

### Disclaimer

This document contains statements about expected future events and financials of Medicamen Biotech Limited, which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis of this Annual Report.

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**Our focus on R&D and innovation is the core foundation of our success. It drives our vision to ideate and deliver niche products that have the potential to deliver long-term value.**

The rise in incidence of various cancers, increase in use of advance therapies and surge in life expectancy, leading to large elderly population worldwide, are the key factors responsible for the growth of the global oncology drugs market. Furthermore, upswing in cancer awareness and availability of cancer drugs are expected to enhance the growth of this market.

Our plant at Haridwar, Uttarakhand will be operational from December 2019, which will exclusively manufacture oncology therapeutics. We hope to build on this investment by increasing the availability of this range in current and new markets.

Furthermore, we aim at producing 5 out of the top 10 oncology drugs. Also, our objective is to market them in the International Markets such as European Union, Latin America and Rest of the World (ROW).

Revenue grew by

**9.85%**

**Rs. 12,260.44 Lakhs**

EBIDTA\* grew by

**12.56%**

**Rs. 2,067.45 Lakhs**

PAT\*\* grew by

**18.92%**

**Rs. 1,202.57 Lakhs**

\* Earnings before Interest, Depreciation, Tax and Amortisation

\*\* Profit after Tax



# A Brief Introduction to Medicamen Biotech Limited

Medicamen Biotech Limited (referred as 'MBL' or 'the Company'), incorporated in 1993, having its headquarter at New Delhi, is into manufacturing and marketing of pharmaceutical formulations. The Company has a joint venture and an equity participation with PharmaDanica A/S, Denmark. It is engaged in the manufacturing of wide range of products such as tablets, capsules, liquid syrup and dry syrup (beta lactum and non-beta lactum) ointment and Oral Rehydration Solution (ORS). It has marked its strong presence in International Markets having strong hold in ROW market.

The Company's core focus on R&D along with its commitment towards quality has enabled it to offer the best-in-class products, at competitive prices. It has two world-class formulations plants at Bhiwadi (Rajasthan) and Haridwar (Uttarakhand). Both the facilities are equipped with modern-day production systems and are integrated with the cutting-edge technology. Further, it has a perfect blend of technically skilled personnel and hardworking employees.

## VISION

- Increase product registrations in new countries across both, Latin America and ROW
- Focus on private generic and branded market for better revenue and margins enhancement
- Emerge as a preferred pharmaceutical company with leadership in quality, market share and profit by inculcating a high-performance culture

## MISSION

- To build a world-class pharmaceutical company by developing and delivering solutions that help patients mitigate diseases
- To enhance global reach though our commitment to customer satisfaction, quality and comprehensive product range
- To establish mutually beneficial business relationships for the betterment of human life and society





**48**

**Qualified  
industrial  
pharmacists**

**19**

**Quality  
assurance  
pharmacists**

**242,000**  
sq. ft.

**Bhiwadi Plant**

**100+**

**Technicians**



**ANTIBIOTIC  
ANTIMALARIAL  
ANTIDIARRHEAL  
ANTITUBERCULOSIS**

**GENERAL PAIN MANAGEMENT**

**LIFE-STYLE DISEASES– CARDIAC DRUGS,  
ANTIDIABETIC, ANTILIPID DRUGS  
(CHOLESTEROL) PAIN MANAGEMENT  
PRODUCTS FOR OLD AGE GROUP**



# Chairman's Message



**Our ability to offer quality pharmaceutical products with the evolving requirements of the patients makes us the preferred choice in our space. This further adds to the momentum, allowing us to maintain an impeccable track record.**



## Dear Shareholders,

It gives me a great satisfaction to communicate with you through the Annual Report for 2018-19. During the year under review, we have strengthened our foundation and subsequently continued building on it for a further growth. The nicheness of our offerings is precisely our core strength, driving value for us.

Our ability to offer quality pharmaceutical products with the evolving requirements of the patients makes us the preferred choice in our space. This further adds to the momentum, allowing us to maintain an impeccable track record.

During financial year 2018-19, our revenue increased 9.85% from Rs. 11,160.96 Lakhs in 2017-18 to Rs. 12,260.44 Lakhs in 2018-19. EBITDA increased 12.56% from Rs. 1,836.61 Lakhs in 2017-18 to Rs. 2,067.45 Lakhs in 2018-19. Further, the PAT grew 18.92% from Rs. 1,011.27 Lakhs in 2017-18 to Rs. 1,202.57 Lakhs in 2018-19.

### The Nicheness due to Oncology Segment:

Oncology has become one of the most crucial segments in the healthcare industry. Research suggests that for people aged between 25 and 69 years, cancer is the fourth leading cause of death after cardiovascular, respiratory and tuberculosis diseases.

With even large number of cancer incidences being reported world over, Medicamen is strongly gearing up itself to serve the emerging needs of this niche segment.

**Our plant for manufacturing oncology formulations will commence from December 2019. It is equipped with state-of-the-art technology and it will soon be the US-compliant. That will be the future growth driver for MBL.**

Oncology is expected to remain the largest therapeutic segment in 2022 with forecasted CAGR of 15% till that time.

We are establishing a value-additive plant at Haridwar, Uttarakhand, which will strongly cater to the oncology segment. We have also made high-value investments for establishing best practices, deploying leading-edge technologies and employing specialists and professionals to deliver the desired niche solutions.

Our plant for manufacturing oncology formulations will commence from December 2019. It is equipped with state-of-the-art technology and it will soon be the US-compliant. That will be the future growth driver for MBL.

Our non-oncology focus will be on new generics which will go off-patent for better pricing. This will be one of the areas of R&D focus.

MBL can see a sustainable growth only through continuous investment in product development and manufacturing capabilities. We remain completely focused on compliance and regulatory norms. We have integrated our human resources management processes to drive the culture of integrity. Our efforts are encouraged and nurtured by steady production of high-quality products and a proactive marketing team that leverages opportunities to reach more consumer patients across geographies.

To sum up, I firmly believe that the strength of our business by foraying into oncology segment makes the Company well-positioned to cater to growth opportunities and deliver stakeholders' value. I am confident of continuing in our strategic direction and delivering sustainable value. We are more resilient and competitive, delivering solid returns and we see good opportunity for the Company, going ahead.

**Best wishes,**

**Rahul Bishnoi**





# Creating Value through our Plants



Being successful as a pharmaceutical company requires a pronounced innovation and thrust on R&D. It has to work as a breeding ground for new ideas and facilitate their translation into successful products. MBL is all set to have it all in it.

## LOCATION

Bhiwadi, Rajasthan, India

## BLOCK 1:

### Beta lactum

(Capsules, Tablets and Dry syrups)

**1 million/day**

Capsules

**1 million/day**

Tablets

**50,000 bottles/day**

Dry syrups

## BLOCK 2:

### Non-beta lactum

(Capsules, Tablets and Dry syrups)

**10 million/day**

Tablets

**1 million/day**

Capsules

## BLOCK 3:

### ORS & Liquid orals

**2,00,000 sachets/day**

ORS

**4,000 litres/day liquid**

Orals

## BLOCK 4:

Warehouse and quality assurance / quality control

## BLOCK 5:

Formulation development, analytical and chemical research development

## BLOCK 6:

Finished goods store







# Discovering Potential. Delivering Values

Medicamen extensively focuses on research and innovation as core areas to shape the growth and thus, improving client satisfaction. The Company has robust infrastructure to meet growing requirements of the clients and to offer time bound delivery of quality products.



## LOCATION

Haridwar, Uttarakhand, India (Unit I)

## SPECIALITY

**Two-storied manufacturing unit for producing:**

- Non-beta lactum tablets
- Non-beta lactum capsules
- Liquid orals
- External ointments

## LOCATION

Haridwar, Uttarakhand, India (Unit II)

## SPECIALITY

**Oncology formulation facility producing:**

- Tablets
- Capsules
- Injectable
- Lyophilized









# Management Team

## **RAHUL BISHNOI, CHAIRMAN**

Rahul Bishnoi is having 25 years of rich experience in managing agrochemical, bulk drug and pharmaceutical formulation plants. Currently, he is the Chairman of Shivalik Rasayan Limited. His core area of function includes strategic business planning, financial analysis, regulatory compliances and developing new business model with strong processes.

He has spearheaded the initiatives of acquisition of sick Shivalik Rasayan Limited (SRL) in the year 2002 and debt-ridden Medicamen Biotech Limited in 2016 and transformed these companies into profit making companies.

Mr. Bishnoi is a first generation entrepreneur. He has earned his Commerce degree from Punjab University, Chandigarh in 1983 and completed Chartered Accountant programme in 1986.

## **RAJESH MADAN, CHIEF EXECUTIVE OFFICER**

Mr. Rajesh Madan is a Gold Medallist from University of Delhi. He possesses over 34 years of experience in the Pharmaceutical manufacturing and exports. He is involved with the Company since its inception and is responsible for completing the projects at both, Bhiwadi and Haridwar. With his sheer acumen and able leadership, the Company is emerging ahead from strength to strength.

## **DR. VIMAL KUMAR SHRAWAT, DIRECTOR**

Dr. Shrawat holds a Doctorate degree in Organic Chemistry from Centre of Advance Studies, Department of Chemistry, University of Delhi, India. He previously held position of Chief Operating Officer (COO) for Shilpa Medicare Limited. Apart from this, he has over 30 years of vast experience working with large Pharma industries like Fresenius Kabi Oncology Limited (Formerly Dabur Pharma Ltd), Ranbaxy Laboratories Ltd and VAM Organics Ltd., spanning across activities of R&D, pilot and plant productions, QA/QC, administration, CRAMS,

project management among others. His keen interest and consistent efforts for R&D have led him to become one of key contributor in large number of patents/ applications. He is a very well-known name in the pharma scientist fraternity.

He is overall in-charge of activities of Shivalik Rasayan Limited. Under his dynamic leadership, SRL is developing its niche oncology and non-oncology molecules. He is the guiding force for organic synthesis/ intermediates/ bulk drugs / formulation development. His vision of teamwork and time bound approach always guides and motivates the team at all operational sites.

## **ASHWANI KUMAR SHARMA, DIRECTOR**

Mr. Ashwani Kumar Sharma is a graduate, possessing rich experience in holding the administrative affairs of Shivalik Rasayan Limited. Mr. Sharma has been appointed as Director of Shivalik Rasayan Limited in 2003. He is well-versed with maintaining effective marketing and public relations strategy to promote the products, services and brand of the Company in the wider community.

## **SURESH KUMAR SINGH, DIRECTOR**

Mr. S. K. Singh is a Chemical Engineer with 30 years rich experience of running a chemical unit. He has served as a Production Controller at M/s Synthetics and Chemicals Limited for approximately 12 years. He is responsible for running agrochemical unit of Shivalik Rasayan at Dehradun.

## **HARISH PANDE, INDEPENDENT DIRECTOR**

Mr. Harish Pande is a graduate with a rich experience of 30 years in the field of marketing of agrochemicals, technical formulations and industrial chemicals. He has served M/s Ficom Organics Limited for almost 20 years and is currently the Director of Shivalik Rasayan Limited.

**SANJAY BANSAL, DIRECTOR**

Mr. Sanjay Bansal, B.Com., F.C.A. and a qualified Chartered Accountant has rich experience of over 28 years in the field of finance, investments, taxation and international trade. He has extensively travelled across the globe and has attained exposure to various industries, including pharma. He has been the Director of Medicamen Biotech Limited, since inception and has been sharing his valuable insights for the betterment of the Company.

**SUMITA DWIVEDI, INDEPENDENT WOMAN DIRECTOR**

Ms. Sumita Dwivedi a post graduate in Economics and M.Ed having profession of teaching.

**SANGEETA BISHNOI, INDEPENDENT WOMAN DIRECTOR**

Ms. Sangeeta Bishnoi is a Commerce graduate with more than 10 years of experience in the field of finance and accounting. Ms. Sangeeta Bishnoi is an expert in her field and her experience and valuable guidance will be beneficial for the Company.

**DR. RAVI KUMAR BANSAL, INDEPENDENT DIRECTOR**

Dr. Ravi Kumar Bansal holds degree of MBBS. He is renowned consulting physician. He keeps on providing inputs on the patients requirements.

**ARUN KUMAR, INDEPENDENT DIRECTOR**

Mr. Arun Kumar, a Chemical Engineer by profession, possesses over 45 years' experience of establishing new industries right from construction to production. He has been appointed as a Director of Shivalik Rasayan Limited since 2015.

**PRATAP SINGH RAWAT, CHIEF FINANCIAL OFFICER**

Mr. Pratap Singh Rawat, Chief Financial Officer, is MBA (Finance), B.Com graduate having more than 20 years of experience and has served M/s Shivam Autotech Limited, for almost 10 years.

**PARUL CHOUDHARY, COMPANY SECRETARY**

Ms. Parul Choudhary, Company Secretary, B.Com (H) and LLB and pursuing Post Graduate Diploma in Intellectual Property Right from NLSIU, Bengaluru was appointed on 12.02.2018 as a Key Managerial Personnel and Company Secretary of the Company.



# DIRECTOR'S REPORT

## Dear Shareholders,

Your Directors have pleasure in presenting their Twenty Sixth Annual Report of the Company together with the Audited Financial Statement for the financial year ended March 31, 2019.

### 1. FINANCIAL HIGHLIGHTS

(₹ in Lakhs)		
Particulars	2018-19	2017-18
Turnover	12260.44	11160.97
Other Income	365.87	188.78
Expenditure	10558.87	9513.15
Profit before Interest, Depreciation & Preliminary Expenditure written off	2067.44	1836.60
Interest	93.78	240.81
Depreciation	221.40	205.79
Profit/(Loss) before Tax	1752.26	1390.00
Less : Provision for Current Tax	549.62	401.78
Provision for Deferred Tax	0.07	(23.05)
Profit/(Loss) after Tax	1202.57	1011.27

### 2. PERFORMANCE REVIEW:

The Company has continued to grow despite a challenging environment. Gross turnover of your Company has increased by 9.85% during the year 2018-19. The Company was able to achieve increase in profit of 18.92% during the year as per compared last year profit.

### 3. DIVIDEND:

Your Directors are pleased to recommend a Dividend of ₹1 per Equity Share for the year under review. The Dividend for the year ended March 31, 2019 is subject to the approval of members at the ensuing Annual General Meeting to be held on September 25, 2019 and will be paid on or after September 25, 2019. If approved by the members at the Annual General Meeting, the Dividend will absorb ₹147.04 lacs inclusive of the Dividend Distribution Tax of ₹24.87 lacs borne by the Company.

### 4. RESERVES:

The closing balance of the Reserve & Surplus of the Company for FY 2019, after all appropriation and adjustments was 7493.36 lakh.

### 5. CAPITAL:

The paid-up equity Share Capital of the Company as on March 31, 2019 was ₹1170.00 lakhs. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

### 6. DEPOSITS:

During the year ended March 31, 2019, the Company has not accepted any deposits from the public falling within the ambit of Section 73 of the Act and the Rules framed thereunder. Hence the Company does not have any unclaimed deposits as on date.

### 7. CHANGE IN THE NATURE OF THE BUSINESS, IF ANY

There is no change in the nature of the business of the Company during the year under review.

### 8. MATERIAL CHANGES AFFECTING THE COMPANY

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and date of this report. There have been no changes in the nature of business of the Company.





## DIRECTOR'S REPORT (Contd.)

### 9. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Various business aspects including market conditions, business opportunities, challenges etc. have been discussed at length in the Management's Discussion and Analysis Report (MD&A), which forms part of this Annual Report.

### 10. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company has no Subsidiaries, Joint Venture and Associate Companies during the period under review.

### 11. SECRETARIAL STANDARDS

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

### 12. DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to Section 134 (5) of the Companies Act, 2013, the Directors confirm that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures,
- ii) The Company have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year March 31, 2019 and of the profit or loss of the Company for the year under review.
- iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) they have prepared the annual accounts/financial statements on a going concern basis.
- v) The internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

### 13. CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by the Securities and Exchange Board of India (SEBI). The Company has also implemented several best governance practices. The report on Corporate Governance as stipulated under the Listing Regulations forms an integral part of this Report.

### 14. PERFORMANCE EVALUATION

The Company has devised a Policy for performance evaluation of the Board, Committees and other individual Directors (including Independent Directors) which include criteria for performance evaluation of Non-Executive Directors and Executive Directors. The evaluation process inter alia considers attendance of Directors at Board and Committee Meetings, acquaintance with business, communicating inter se board members, effective participation, domain knowledge, compliance with code of conduct, vision and strategy.

The Board carried out an annual performance evaluation of the Board, Committees, Individual directors and the chairperson. The Chairman of the respective Committees shared the report on evaluation with the respective Committee members. The performance of each Committee was evaluated by the Board, based on report on evaluation received from respective Committees.

The report on performance evaluation of the individual Directors was reviewed by the Chairman of the Board and feedback was given to Directors.

### 15. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The detail of programme for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put on the website of the Company at the [www.medicamen.com](http://www.medicamen.com).



## DIRECTOR'S REPORT (Contd.)

### 16. AUDITORS:

#### a) Statutory Auditors

M/s Rai Qimat & Associates, Chartered Accountants was appointed as Auditor of the Company, for a term of 5 consecutive years, at the Annual General Meeting held on 13th day of September, 2017. They have confirmed that they are not disqualified from continuing as Auditors of the Company.

The requirement under the proviso to Sec.139 (1) that "the Company shall place the matter relating to such appointment (of auditors) for ratification by members at every annual general meeting" has been omitted from the Companies Act, 2013. Therefore, the Company does not propose ratification of appointment of statutory auditors for the approval of the members.

#### b) Secretarial Audit

Pursuant to provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Board has appointed M/s AMJ & Associates, a firm of Company Secretaries in practice to undertake the Secretarial Audit of the Company. The Secretarial Audit report for the financial year ended March 31, 2019 is annexed herewith as "**Annexure A**". The Secretarial Auditor report does not contain any qualification, reservation, adverse remark or disclaimer.

#### c) Cost Auditor

The Company is required under Section 148(1) of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Amendments Rules, 2014, the Company is required to maintain the cost records in respect of its business and accordingly such accounts and records are made and maintained.

Pursuant to provision of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditor) Rules, 2014. M/s SPB & Co., Cost Auditors of the Company had appointed by the Board for the Financial Year 2018-19.

#### d) Internal Auditor

Pursuant to provision of Section 138 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014. The Board of Directors based on the recommendation of the Audit Committee has re-appointed M/s Cheena & Associates, H-28, Street No.9, New Mahavir Nagar, New Delhi-110018, as the Internal Auditors of your Company.

### 17. AUDITORS' QUALIFICATIONS/RESERVATIONS/ADVERSE REMARKS/FRAUDS REPORTED:

There are no Auditor's Qualifications or reservations or adverse remarks on the financial statements of the Company. The Auditors have not reported any frauds to the Audit Committee as prescribed under Section 143 (12) of the Companies Act, 2013.

### 18. BUSINESS RISK MANAGEMENT

The Company has elaborate Risk Management Frameworks, which is designated to enable risk to be identified, assessed and mitigated appropriately. The Audit Committee of the Company has been entrusted with the responsibility to assist to board in (a) Overseeing and approving the Company's enterprise wide risk management framework; and (b) Overseeing that all the risks that the organization faces such as strategic and commercial, safety and operations, Compliance and control and financial risk have been identified and assessed and there is an adequate risk management infrastructure in place, capable of addressing those risks.

More details on Risk Management indicating development and implementation of Risk Management policy including identification of elements of risk and their mitigation are covered in Management's Discussion and Analysis section.

### 19. RELATED PARTY TRANSACTIONS

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the financial year were in the ordinary course of business and on arm's length basis.

All the Related Party Transactions are presented to the Audit Committee and the Board. A statement of all related party transactions is presented before the Audit Committee and Board of Directors on a quarterly



## DIRECTOR'S REPORT (Contd.)

basis specifying the nature, value and terms and conditions of the transactions. Particulars of contracts or arrangements with related parties referred to in sub-section (1) of Section 188 have been given in the prescribed form AOC -2 as **"Annexure B"**. Web link for the policy in the website is <https://www.medicamen.com>.

### 20. EXTRACT OF ANNUAL RETURN:

As required pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of Annual Return in Form No. MGT-9 forming part of this Annual Report as **"Annexure C"**.

### 21. DIRECTORS/KEY MANAGERIAL PERSONNEL (KMP'S) APPOINTMENT/RE-APPOINTMENT OR RESIGNATION

The Board of Directors is duly constituted during the year under review. All Independent Directors have given declaration that they meet the criteria of Independent as laid down under Section 149(6) of the Companies Act, 2013 (The Act) and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015. Based upon the disclosures provided by the Directors, none of them are disqualified from being appointed as Directors of the Company under Section 164 of the Act.

#### a) Appointment/ Resignations:

Mr. Himanshu Bansal, Chief Financial Officer (CFO) of the Company has resigned from the post of CFO w.e.f. May 28, 2018 and at his place Mr. Pratap Singh Rawat was appointed as Chief Financial Officer of the Company w.e.f. July 25, 2018.

Mrs. Sumita Dwivedi (DIN: 08218640), Mrs. Sangeeta Bishnoi (DIN: 08288998) and Dr. Ravi Kumar Bansal (DIN: 08462513) appointed as Independent Director of the Company w.e.f. November 13, 2018, February 11, 2019 and May 30, 2019 respectively.

Mrs. Usha Pande (DIN: 07091890), Independent Director and Mr. Shri Prakash (DIN: 07778644), Whole Time Director of the Company has resigned from the directorship w.e.f. November 13, 2018.

Dr. Vimal Kumar Sharawat (DIN: 08274190) appointed as Non-Executive-Non Independent Director and Mr. Klaus Snej Jensen (DIN: 07554059) resigned from the post of Independent Director w.e.f. February 11, 2019.

#### b) Retirement by rotation:

In term of Section 152 of the Companies Act, 2013 Mr. Rahul Bishnoi (DIN:00317960) and Mr. Ashwani Kumar Sharma (DIN:00325634) retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. The Board recommend their re-appointment for approval of members.

### 22. COMPOSITION OF AUDIT COMMITTEE

The composition of the Audit committee comprises of three Directors Mr. Harish Pande (Chairman), Mr. Arun Kumar, Mrs. Sumita Dwivedi.

Mrs. Usha Pande who was Non-Executive- Non Independent Director of the Company and member of the Audit Committee has resigned from the respective post w.e.f. November 13, 2018 and at her place Mrs. Sumita Dwivedi has been appointed as member of the Committee.

All the recommendations made by the Audit Committee were accepted by the Board. Further details on the committee are given in the Corporate Governance Report.

### 23. NOMINATION AND REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The detailed policy has uploaded on website of the Company i.e. [www.medicamen.com](http://www.medicamen.com).

### 24. MEETINGS

During the year Six Board Meetings and Four Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report.

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. The particulars of meeting held and attended by each Director are detailed in the Corporate Governance Report, which form part of this Report.





## **DIRECTOR'S REPORT (Contd.)**

### **25. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

Internal Financial controls are an integrated part of the risk management process, addressing financial and financial reporting risk. The internal financial controls have been documented, digitized and embedded in the business processes.

A detailed note has been provided under Management Discussion and Analysis Report.

### **26. PARTICULARS OF EMPLOYEES**

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided as per "Annexure D".

### **27. PARTICULARS OF LOANS GIVEN, GUARANTEES GIVEN, INVESTMENTS MADE AND SECURITIES PROVIDED**

The particulars of loans given, Investment made, guarantees given and securities are provided in the Financial Statements for the period under review.

### **28. VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

The Company has adopted a Whistle Blower Policy, to provide a formal vigil mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairperson of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

### **29. UNCLAIMED DIVIDEND**

#### **(a) Transfer to Investor Education and Protection Fund**

Members are hereby informed that under the Act, the Company is obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the Unpaid Dividend Account, to the credit of the Investor Education and Protection Fund ('the Fund') established by the Central Government.

As per the above provisions, all unclaimed dividend for ₹ 2,87,303.25 which was declared in financial year 2009-10 has been transferred by the Company to the IEPF Fund.

Further, 1,34,393 shares in respect of which dividend remained unclaimed for seven consecutive years or more have also been transferred to the IEPF Demat Account.

Members/ claimants whose shares, unclaimed dividend, sale proceeds of fractional shares etc. have been transferred to the IEPF Demat Account or the Fund, as the case may be, may claim the shares or apply for refund by making an application to the IEPF Authority in Form IEPF- 5 (available on [iepf.gov.in](http://iepf.gov.in)) along with requisite fee as decided by the IEPF Authority from time to time. The Member/ Claimant can file only one consolidated claim in a financial year as per the IEPF Rules.

#### **(b) Unclaimed Interim Dividend**

Members are hereby further informed that in the year 2017-18 your Board of Directors declared interim dividend of ₹ 1/- (10%) per equity share of ₹10/- each. Members who have not yet encashed their dividend warrant(s) for the financial year ended March 31, 2018 are requested to make their claims to the Company without any delay, to avoid transfer of their dividend/shares to the Fund/ IEPF Demat Account.

It may be noted that interim dividend for the financial year 2017-18 declared on August 2, 2017 and can be claimed by the Members by August 01, 2024.

#### **(c) Details of Unclaimed Dividend on Website**

In order to help Members to ascertain the status of unclaimed dividends declared in financial year 2009-10 & 2017-18 the Company has uploaded the information in respect of unclaimed dividends on the website of Investor Education and Protection Fund, [www.iepf.gov.in](http://www.iepf.gov.in) and under "Investor Relations" Section and on the website of the Company, [www.medicamen.com](http://www.medicamen.com).



## DIRECTOR'S REPORT (Contd.)

### 30. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant, material orders passed by the Regulators or Courts, which would impact the going concern status of the Company and its future operations.

### 31. RATING

CRISIL has reaffirmed its rating of BBB- with a stable outlook on the long term bank facilities of the Company and A3 on the short term bank facilities of the Company.

### 32. PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

### 33. CORPORATE SOCIAL RESPONSIBILITY

As part of the Corporate Social Responsibility initiative the Company has spent an amount of ₹ 18, 92,100/- (Rupees Eighteen lacs Ninety Two Thousand One Hundred Only) towards the various CSR activities in the financial year 2018-19. A report on CSR Activities as required under Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014 is enclosed herewith as **"Annexure - E"**. The Company has adopted Corporate Social Responsibility Policy containing the activities to be undertaken by the Company as part of its CSR programs. The CSR Policy is disclosed on the website of the Company [www.medicamen.com](http://www.medicamen.com).

Composition of Corporate Social Responsibility Policy:

1. Mr. Harish Pande (Chairman)
2. Mr. Rajesh Madan (Member)
3. Mr. Sanjay Bansal (Member)
4. Mr. S.K. Singh (Member)

### 34. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

There were no incidences of sexual harassment reported during the year under review, in terms of the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

### 35. LISTING ON STOCK EXCHANGES

The Equity Shares of your Company are listed with BSE Limited. We confirm that, your Company has paid the listing fees for the financial year 2019-2020 as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### 36. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pursuant to Section 134(m) of the Companies Act, 2013 read together with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 is annexed hereto and forms part of this Report as **"Annexure F"**.

### ACKNOWLEDGEMENT

The Board of Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. The Board of Directors also wish to place on record its deep sense of appreciation for the committed services by the Company's executives, staff and workers.

**By order of the Board**

**Place: New Delhi**  
**Date: 14.08.2019**

**Sd/-**  
**Rahul Bishnoi**  
**Chairman**  
**(DIN: 00317960)**



# ANNEXURE –‘A’ SECRETARIAL AUDIT REPORT

## Form No. MR - 3

### For The Financial Year Ended on 31st March, 2019

(Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014)

To,  
The Members,  
**Medicamen Biotech Limited**  
1506, Chiranjiv Tower,  
43, Nehru Place,  
New Delhi-110019

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **MEDICAMEN BIOTECH LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **MEDICAMEN BIOTECH LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **MEDICAMEN BIOTECH LIMITED** ("the Company") for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not Applicable to the Company during the Audit Period)
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable to the Company during the Audit Period)
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not Applicable to the Company during the Audit Period) and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not Applicable to the Company during the Audit Period)





## ANNEXURE –‘A’ (Contd.)

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meeting.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further report that, having regard to the compliance system prevailing in the company and on examination of the relevant documents and records in pursuance thereof, on the test check basis, Company has complied with the following laws as identified by the management applicable specifically to the Company:

- The Drug and Cosmetic Act, 1940, and The Drug and Cosmetic Rules, 1945 (as amended from time to time)

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- ***A Notice under section 233B of the Companies Act, 1956 was received to the Company and its whole time directors from the Ministry of Corporate Affairs for non-filing of Cost Audit Report for the Financial Year 2014-2015. As explained to us the Cost Audit Report for the Financial Year 2014-2015 has already been filed with MCA vide SRN No. G11417086 dated 15.09.2016 and now the Company is in process of compounding the same.***
- ***Stamp Duty is still pending on Equity Shares issued by the Company.***

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting Members' views are captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A-1' and forms an integral part of this report.

**For AMJ & Associates  
(Company Secretaries)**

**Sd/-  
Manoj Kumar Jain  
(Proprietor)  
C.P. No. : 5629  
FCS No. : 5832**

**Place: New Delhi  
Date: 14.08.2019**



## “Annexure- A-1”

To,  
The Members,  
**Medicamen Biotech Limited**  
1506, Chiranjiv Tower,  
43, Nehru Place,  
New Delhi-110019.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have relied on the Statutory Auditors Report for the period under review; hence we have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For AMJ & Associates  
(Company Secretaries)**

**Sd/-  
Manoj Kumar Jain  
(Proprietor)  
C.P. No. : 5629  
FCS No. : 5832**

**Place: New Delhi  
Date: 14.08.2019**



## ANNEXURE 'B'

### FORM NO AOC-2

[Pursuant to clause(h) of sub-section 3 of Section 134 of the Act and rule 8(2) of the Companies (Accounts) Rule, 2014]

Disclosure of particulars of contracts/arrangements/ entered into by the Company with related parties referred to in Sub-section 188 of the Companies Act, 2013 including arm's length transaction under third proviso thereto.

#### 1. DETAILS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS NOT AT ARM'S LENGTH BASIS:

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transaction	Date(s) of approval by the Board, if any	Amount paid as advances, if any	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
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NIL

#### 2. DETAILS OF MATERIAL CONTRACTS OR ARRANGEMENT OR TRANSACTION AT ARM'S LENGTH BASIS:

(₹ in Lakhs)

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions	Salient terms of the contracts or arrangements or transaction including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
M/s Shivalik Rasayan Limited	Sale of Good/ Services	01.04.2018 to 31.03.2019	Sale of Machinery	1.64		Nil
M/s Shivalik Rasayan Limited	Rent received	01.04.2018 to 31.03.2019	Premises let out	14.16		Nil
M/s Shivalik Rasayan Limited	Expenses Reimbursement	01.04.2018 to 31.03.2019	Expenses Reimbursement	36.06		Nil
M/s Shivalik Rasayan Limited	Purchase of Goods/Services	01.04.2018 to 31.03.2019	Purchase	0.33		Nil
M/s Growel Remedies Limited (Formally Known as GROWEL WELLNESS INNOVATIONS LTD.	Purchase of Goods/Services	01.04.2018 to 31.03.2019	Purchase	34.59		Nil
Mrs. Kanchan Sharma	Rent paid	01.04.2018 to 31.03.2019	Premises let out	3.57		Nil
M/s Chem Pharma Health Care Pvt Ltd	Professional charges paid	01.04.2018 to 31.03.2019	Professional Charges	9.44		Nil
M/s Growel Remedies Limited (Formally Known as GROWEL WELLNESS INNOVATIONS LTD.	Advance paid against supply	01.04.2018 to 31.03.2019	Advance paid	121.04		Nil
KMPs	Remuneration	01.04.2018 to 31.03.2019	Remuneration	62.75		Nil



# ANNEXURE-‘C’ EXTRACT OF ANNUAL RETURN

Form No. MGT-9

as on the financial year ended on March 31, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

## I. REGISTRATION AND OTHER DETAILS:

- i. **CIN:** L74899DL1993PLC056594
- ii. **Registration Date:** 22/12/1993
- iii. **Name of the Company:** Medicamen Biotech Limited
- iv. **Category / Sub-Category of the Company:** Company Limited by Shares
- v. **Address of the registered office and contact details:**  
1506, Chiranjiv Tower,  
43, Nehru Place,  
New Delhi -110019  
Tel: 011 47589500,  
Email: cs@medicamen.com  
Website: www.medicamen.com
- vi. **Whether listed Company:** Yes
- vii. **Name, Address and Contact details of Registrar and Transfer Agent:**  
M/s Link Intime India Pvt. Ltd.,  
Noble Heights, 1st Floor, Plot NH 2, C-1 Block LSC,  
Near Savitri Market, Janakpuri, New Delhi - 110058  
Telephone No. 011- 49411000,  
Fax No.011- 4141 05911, E-mail: delhi@linkintime.co.in

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:-

Sr. No	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1.	Manufacturing Pharmaceutical Formulations	210	100%

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associates	% of shares held	Applicable Sections
1.	N.A.	N.A.	N.A.	N.A.	N.A.

## IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKINGS PERCENTAGE OF TOTAL EQUITY)

### i. Category -wise Share Holding

Category of Shareholder	No. of shares held at the beginning of the year i.e. 01.04.2018				No. of shares held at the end of the year i.e. 31.03.2019				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A Promoters									
(I) Indian									
a) Individuals/HUF	0	0	0	0	0	0	0	0	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt.	0	0	0	0	0	0	0	0	0



**ANNEXURE - 'C' (Contd.)**

Category of Shareholder		No. of shares held at the beginning of the year i.e. 01.04.2018				No. of shares held at the end of the year i.e. 31.03.2019				% Change during the Year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
d)	Banks/FI	0	0	0	0	0	0	0	0	0
e)	Any Others (Specify) Bodies Corporate									
		5308489	0	5308489	45.37	5209489	0	5209489	44.53	-0.84
<b>Sub Total(A)(1)-</b>		<b>5308489</b>	<b>0</b>	<b>5308489</b>	<b>45.37</b>	<b>5209489</b>	<b>0</b>	<b>5209489</b>	<b>44.53</b>	<b>-0.84</b>
(2)	Foreign									
a)	NRLs- Individuals	0	0	0	0	0	0	0	0	0
b)	Other Individuals	0	0	0	0	0	0	0	0	0
c)	Bodies Corporate	0	0	0	0	0	0	0	0	0
d)	Banks/FI	0	0	0	0	0	0	0	0	0
e)	Any Others (Specify)	0	0	0	0	0	0	0	0	0
<b>Sub Total(A)(2):-</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total shareholding of Promoter (A)=(A)(1)+(A) (2)</b>		<b>5308489</b>	<b>0</b>	<b>5308489</b>	<b>45.37</b>	<b>5209489</b>	<b>0</b>	<b>5209489</b>	<b>44.53</b>	<b>-0.84</b>
(B)	Public Shareholding									
1.	Institutions									
a)	Mutual Funds	0	0	0	0	0	0	0	0	0
b)	Venture Capital Funds	0	0	0	0	0	0	0	0	0
c)	Alternate Investment Funds	0	0	0	0	0	0	0	0	0
d)	Foreign Venture Capital Investors									
e)	Foreign Portfolio Investor	57230	0	57230	0.48	57230	0	57230	0.48	0.00
f)	Banks/FI									
g)	Insurance Companies	0	0	0	0	0	0	0	0	0
h)	Provident Funds/ Pension Funds	0	0	0	0	0	0	0	0	0
i)	Other (Specify)	0	0	0	0	0	0	0	0	0
<b>Sub Total (B)(1)</b>		<b>57230</b>	<b>0</b>	<b>57230</b>	<b>0.48</b>	<b>57230</b>	<b>0</b>	<b>57230</b>	<b>0.48</b>	<b>0.00</b>
2.	Central Government / State Government(s)/ President of India	0	0	0	0	0	0	0	0	0
<b>Sub Total (B)(2)</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
3.	Non-Institutions									
a)	Individuals									
(i)	Individual shareholders holding nominal share capital up to ₹ 1 lakh	1449453	148685	1598138	13.66	1520560	103981	1624541	13.89	0.22
(ii)	Individual shareholders holding nominal share capital in excess of ₹ 1 lakh.	2124473	338000	2462473	21.05	2222408	14000	2236408	19.11	-1.93

## ANNEXURE –‘C’ (Contd.)

Category of Shareholder	No. of shares held at the beginning of the year i.e. 01.04.2018				No. of shares held at the end of the year i.e. 31.03.2019				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(b) NBFCs registered with RBI	0	0	0	0	7500	0	7500	0.06	0.06
(c) Employee Trusts	0	0	0	0	0	0	0	0	0
(d) Overseas Depositories(holding DRs)(balancing figure)	0	0	0	0	0	0	0	0	0
(e) Any Other (specify)									
(i) Hindu Undivided Families	273856	0	273856	2.34	366774	0	366774	3.14	0.79
(ii) Overseas Bodies Corporate	1350000	0	1350000	11.54	1400000	0	1400000	11.96	0.42
(iii) Non Resident Indians	64543	100	64643	0.56	60269	100	60369	0.52	-0.03
(iv) Clearing Member	77309	0	77309	0.66	14431	0	14431	0.12	-0.53
(v) Indian Bodies Corp.	354269	19200	373469	3.19	574965	13900	588865	5.04	1.84
(vi) IEPF	134393	0	134393	1.15	134393	0	134393	1.15	0.00
<b>Sub Total (B)(3)</b>	<b>5828296</b>	<b>505985</b>	<b>6334281</b>	<b>54.13</b>	<b>6301300</b>	<b>131981</b>	<b>6433281</b>	<b>54.98</b>	<b>0.84</b>
<b>Total Public Shareholding (B)-(B)(1)-(B)(2)-(B)(3)</b>	<b>5885526</b>	<b>505985</b>	<b>6391511</b>	<b>54.63</b>	<b>6358530</b>	<b>131981</b>	<b>6490511</b>	<b>55.47</b>	<b>0.84</b>
(C) Custodians /DR Holder	0	0	0	0	0	0	0	0	0
Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>11194015</b>	<b>505985</b>	<b>11700000</b>	<b>100</b>	<b>11568019</b>	<b>131981</b>	<b>11700000</b>	<b>100</b>	<b>0</b>

**Note:** - During the year M/s NIAM International Private Limited holds 1, 75,000 Equity Shares of the Company reclassified as public shareholder from Promoter as the approval has been received for reclassification of Shareholders as per Regulation 31A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 on December 26, 2018 vide letter received LIST/COMP/1043/2018-19 hence M/s NIAM International Private Limited classified as public shareholder.

### ii) Shareholding of Promoters

Sl. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total Shares	
1.	Shivalik Rasayan Limited	4492095	38.39	1661200	4568095	39.04	0	0.64
2.	Growel Remedies Limited (Formerly known as Growel Wellness Innovations Limited)	641394	5.48	200000	641394	5.48	0	0.00
3.	NIAM International Pvt. Ltd.	175000	1.49	0	0	0	0	-1.49

**Note:** - During the year M/s NIAM International Private Limited holds 1, 75,000 Equity Shares of the Company reclassified as public shareholder from Promoter as the approval has been received for reclassification of Shareholders as per Regulation 31A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 on December 26, 2018 vide letter received LIST/COMP/1043/2018-19 hence M/s NIAM International Private Limited classified as public shareholder.W

## ANNEXURE –‘C’ (Contd.)

### iii) Change in Promoter Shareholding

Sl. No.	Name	Shareholding at the beginning of the year - 2018		Date	Increase / Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2018 to 31-03-2019)	
		No. of Shares at the beginning (01-04-2018) / end of the year (31-03-2019)	% of total shares of the Co.				No. of Shares	% of total shares of the Co.
1.	Shivalik Rasayan Limited	4492095	38.39	01.04.2018	-	Beginning of year	4492095	38.39
		-	-	-	76000	Transfer (20.04.2018)	4568095	39.04
		-	-	-	-	End of the Year	4568095	39.04
2.	Growel Remedies Limited (formerly known as Growel Wellness Innovations Limited)	641394	5.48	01.04.2018	-	Beginning of year	641394	5.48
		-	-	-	-	End of the Year	641394	5.48
3.	NIAM International Pvt. Ltd.	175000	1.49	01.04.2018	-	Beginning of year	175000	1.49
		-	-	-	-	End of the Year	-	-

**Note:** During the year M/s NIAM International Private Limited holds 1,75,000 Equity Shares of the Company reclassified as public shareholder from Promoter as the approval has been received for reclassification of Shareholders as per Regulation 31A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 on December 26, 2018 vide letter received LIST/COMP/1043/2018-19 hence M/s NIAM International Private Limited classified as public shareholder.

### iv) Shareholding Pattern of top ten Shareholders (other than Directors Promoters and Holders of GDRs and ADRs)

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the End of the year	
		No. of shares	% of total shares of the Co.	No. of shares	% of total shares of the Co.
1.	Pharmadanica A/s	1340000	11.45	1340000	11.45
2.	Niam International Private Limited	175000	1.49	175000	1.49
3.	Rajesh Madan	154000	1.32	154000	1.32
4.	Om Prakash Chugh	145938	-	145938	1.24
5.	Investor Education And Protection Fund Authority Ministry Of Corporate Affairs	134393	1.15	134393	1.15
6.	Kedar Nath Bansal	75000	0.64	125000	1.06
7.	Manju Bansal	110387	0.94	110387	0.94
8.	A.Vimal Chand	110054	0.94	110344	0.94
9.	Sanjay Bansal	102813	0.87	102813	0.87
10.	S S Seema	78625	0.67	81870	0.69

The shares of the Company are traded on daily basis and hence the date wise increase/decrease in shareholding is not indicated. Shareholding is consolidated based on permanent account number (PAN) of the shareholder.

## ANNEXURE –‘C’ (Contd.)

### (v) Shareholding of Directors and Key Managerial Personnel:

Sl. No	For Each of the Directors and KMP	Date and reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	Name of the Shareholder		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Sanjay Bansal (Director)	At the beginning of the year i.e. 01.04.2018	102813	0.87	102813	0.87
		At the end of the year i.e. 31.03.2019	102813	0.87	102813	0.87
2.	Rajesh Madan (CEO)	At the beginning of the year i.e. 01.04.2018	154000	1.32	154000	1.32
		At the end of the year i.e. 31.03.2019	154000	1.32	154000	1.32

### V. INDEBTEDNES

#### Indebtedness of the Company including interest outstanding/accrued but not due for payment

Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i) Principal Amount C.C.A/c	1,42,445,090.00	-	-	1,42,445,090.00
Car Loan	25,21,645.50	-	-	2,521,645.50
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	<b>14,49,66,735.5</b>	<b>-</b>	<b>-</b>	<b>14,49,66,735.5</b>
<b>Change in Indebtedness during the financial year</b>				
Addition -Corporate Loan	-	-	-	-
Reduction -Corporate Loan	-	-	-	-
Reduction -Car Loan	(11,04,115.5)	-	-	(11,04,115.5)
Addition -Car Loan	-	-	-	-
Addition/Reduction- Cash credit A/c (Net Changes)	(2,63,11,999)	-	-	(2,63,11,999)
Net Change-Reduction/ Addition	<b>(2,74,16,114.5)</b>	<b>-</b>	<b>-</b>	<b>(2,74,16,114.5)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount C.C.A/c	11,61,33,091	-	-	11,61,33,091
Car Loan	14,17,530	-	-	14,17,530
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	<b>11,75,50,621</b>	<b>-</b>	<b>-</b>	<b>11,75,50,621</b>



## ANNEXURE - 'C' (Contd.)

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(Amount in ₹)

Sl. No	Particulars of Remuneration	Name of WTD		Total Amount
		*Mr. Shri Prakash	**Mr. Rajesh Kumar Chauhan	
1	Gross Salary	6,48,000	1,79,208	8,27,208
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total (A)	-	-	-
	Ceiling as per the Act	-	-	-

\* Resigned w.e.f 13.11.2018

\*\* Appointed w.e.f 24.01.2019

## B. Remuneration to other Directors: (Amount in ₹)

(Amount in ₹)

Sl. No.	Particulars of Remuneration	Name of Directors	Total Amount
Independent Directors			
	Fee for attending Board /committee meetings	-	-
	Commission	-	-
	Others, please specify	-	-
	<b>Total (1)</b>	-	-
Other Non-Executive Directors			
	Fee for attending Board/ committee meetings	-	-
	Commission	-	-
	Others, please specify	-	-
	<b>Total (2)</b>	-	-
	<b>Total (B)=(1+2)</b>	-	-
	<b>Total Managerial Remuneration</b>	-	-



## ANNEXURE - 'C' (Contd.)

### C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTB

(Amount in ₹)

Sl. No.	Particulars of Remuneration	CEO	Company Secretary	CFD	Total
		Mr. Rajesh Madan	Ms. Parul Choudhary	Mr. Pratap Singh Rawat	
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	49,85,760	3,32,929	7,77,354	60,96,043
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission				
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5.	Others, please specify	-	-	-	-
	<b>Total</b>	<b>49,85,760</b>	<b>3,32,929</b>	<b>7,77,354</b>	<b>60,96,043</b>

\*Appointed w.e.f 25.07.2018

### VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any(give Details)
Penalty			NIL		
Punishment					
Compounding					
Other Officers in Default					
Penalty					
Punishment					
Compounding					



## ANNEXURE 'D'

### PARTICULARS OF EMPLOYEE

The information required under Section 197 of the act and the Rules made there-under, in respect of employees of the Company, is follows:-

**(a) The ratio of the Remuneration of each Director to the Median Remuneration of the Employees of the Company for the financial year;**

Non-Executive Directors	Ratio to Median Remuneration
All Non-Executive Directors	Nil
Executive Directors	
* Mr. Shri Prakash (WTD)	2.41
** Mr. Rajesh Kumar Chauhan	0.95
* Resigned w.e.f 13.11.2018	
** Appointed w.e.f 24.01.2019	

**(b) The percentage increase in Remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year;**

Name of Person	% Increase in remuneration
All Non-Executive Directors	Nil
Executive Directors	
* Mr. Shri Prakash (WTD)	8.92%
** Mr. Rajesh Kumar Chauhan (WTD)	Nil
KMP	
Mr. Rajesh Madan (CEO)	6%
*** Mr. Pratap Singh Rawat (CFO)	Nil
Ms. Parul Choudhary (CS)	Nil
* Resigned w.e.f 13.11.2018	
** Appointed w.e.f 24.01.2019	
*** Appointed w.e.f. 25.07.2018	

**(c) The percentage increase in the Median Remuneration of Employees in the financial year : 5%**

**(d) The number of Permanent Employees on the Rolls of Company:** Permanent Employees are 238 as on 31.03.2019.

**(e) Average percentile increase already made in the salaries of employees other than managerial personnel in the last financial year and its comparison with percentile increase in the Managerial Remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the Managerial Remuneration.**

The average increase in salaries of employees in 2018-19 was 5%. Percentage increase in the Managerial Remuneration for the year was 8.92%.

**(f) The key parameters for any variable component of Remuneration availed by the Directors:** The Remuneration & Perquisites of Whole-Time Director was approved by the Board.

**(g) Affirmation that the Remuneration is as per the Remuneration Policy of the Company**

The Company's Remuneration Policy is driven by the success and performance of the individual employees and the Company. Through its compensation package, the Company endeavors to attract, retain, develop and motivate a high performance staff. The Company follows a compensation mix of fixed pay, benefits and performance base variable pay. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process. The Company affirms Remuneration is as per the Remuneration Policy of the Company.

**For and on behalf of the Board**

Place: New Delhi  
Date: 14.08.2019

Sd/-  
Rahul Bishnoi  
Chairman  
(DIN 00317960)

## ANNEXURE 'E'

### ANNUAL REPORT ON CSR ACTIVITIES

**1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web link to the CSR Policy and projects and programs:**

The guiding principal of MBL CSR programs is "Impact through Empowerment" results in enabling people to lead a better life. The Company's focus areas are Education and skill development, Health and Wellness and Environmental Sustainability. In addition, the Company has been donating to Prime Ministers National Relief fund.

The projects undertaken are within the broad framework of schedule VII of the Companies Act, 2013. Details of the CSR Policy and projects and programs undertaken by the Company are available [www.medicamen.com](http://www.medicamen.com)

**1. The composition of CSR committee:** - The Company has a CSR Committee of directors comprising Mr. Harish Pande, Chairman of the Committee, Mr. Rajesh Madan, Mr. Sanjay Bansal and Mr. S K Singh as member of the committee.

**2. Average net profit of the Company for last three financial year for the purpose of the computation of CSR:** ₹ 699.02 lacs (For the F.Y. 2018-19) and ₹ 239.71 lacs (For the F.Y. 2017-18)

**3. Prescribed CSR Expenditure (two per cent of the amount as in Item 2 above):** ₹ 13.98 lacs (For F.Y 2018-19) and ₹ 4.79 lacs (For F.Y 2017-18)

**4. Details of CSR spent during the financial year:**

a. Total amount to be spent for the financial year:- ₹18.77 lacs

b. Amount unspent:- Nil

c. Manner in which amount spent during the Financial year is detailed below:

(₹ in Lakhs)

Sl.No	CSR Project or activities identified	Sector in which project is located	Project(or) Programs(1) Local Area or other(2) Specify the State and District where projects or programs was undertaken	Amount outlay (Budget) Project or program wise	Amount spent on the projects or program Subheads: 1.Direct 2.Expenditure Overheads	Cumulative Expenditure up to the reporting period	Amount spent: Direct or through Implementing agency
1.	Contribution towards maintenance of School	Promoting Education Clause(ii)	Local Area: Bhiwadi Distt: Alwar	1.76	1.76	1.76	Direct
2.	All India Society for Health Aid education & Research	Promoting health care including preventive health care Clause(i)	Delhi (Local Area)	16.00	16.00	16.00	Direct
3.	Earth Recovery India Foundation	Ensuring environmental Sustainability Clause(iv)	Delhi (Local Area)	0.05	0.05	0.05	Direct
4.	Prime Minister National Relief Fund	NA	PAN India	1.11	1.11	1.11	Direct

**5. In case the Company had failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report:**

NIL

**6. A responsibility statement of the CSR committee that the implementation and monitoring of CSR policy, is in compliance with CSR objective and policy of the Company:**

We hereby declare that implementation and monitoring of the CSR policy are in compliance with CSR objectives and CSR policy of the Company.

**For and on behalf of the Board of Directors**

**Place: New Delhi**  
**Date: 14.08.2019**

**Sd/-**  
**Harish Pande**  
**Chairman CSR Committee**





## ANNEXURE "F" TO BOARDS REPORT

INFORMATION AS PER SECTION 134 (M) OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988 AND FORMING PART OF DIRECTORS' REPORT FOR THE YEAR ENDED MARCH 31, 2019

### (A) CONSERVATION OF ENERGY

- a) Power factor is being monitored continuously as a part of energy conservation measures;
- b) Additional investment: no additional investment is made during the year;
- c) Savings in energy: Savings due to
  - (i) Power factor improvement
  - (ii) Maintenance of proper voltage, proper load distribution:
  - (iii) Periodical servicing & checking the equipment's to avoid damage/burning.

### POWER & FUEL CONSUMPTION:

(₹ in Lakhs)

Electricity Purchased	2018-19	2017-18
(i) Units (in Lakhs)	19.06	23.48
(ii) Total Amount (₹ in Lakhs)	162.40	184.61
(iii) Rate/unit (₹)	8.52	7.86

### Own Generation (D.G. Sets)

(₹ in Lakhs)

Own Generation (D.G. Sets)	2018-19	2017-18
(i) Units (in Lakhs)	1.03	1.37
(ii) Diesel oil (litres in Lakhs)	0.35	0.45
(iii) Cost / Units (₹)	22.88	18.99

### (B) TECHNOLOGY ABSORPTION

The Company has devised a fully computerized quality control division monitoring the production process and R&D activities.

### (C) FOREIGN EXCHANGE EARNING & OUTGO

(₹ in Lakhs)

	2018-19	2017-18
(i) Total foreign exchange through exports	5056.33	6635.39
(ii) Total foreign exchange used:		
(a) For import of Raw Material	652.12	1220.40
(b) Other including expenditure on travelling	60.17	12.86

For and on behalf of the Board of Directors

Place: New Delhi  
Date: 14.08.2019

Sd/-  
Rahul Bishnoi  
Chairman  
(DIN: 00317960)

Sd/-  
Ashwani Kumar Sharma  
Director  
(DIN: 00325634)

# CORPORATE GOVERNANCE ALONGWITH REPORT ON MANAGEMENT DISCUSSION AND ANALYSIS

## 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

MBL works towards improving health outcomes for patients around the world through the manufacture of high-quality medicines. Our Corporate Governance policies and procedures set the standard for how we engage with our stakeholders. We prioritize the long-term over the short-term to drive sustainable growth and create lasting value. With empowerment and accountability as its two pillars, our Corporate Governance code guides all our actions. We aim for total transparency and meet our societal commitments by being a responsible corporate citizen.

Strong leadership and effective corporate governance practices have been the Company's hallmark inherited from the Company's culture and ethos.

The Company has adopted a Code of Conduct for its employees including the Managing Director and the Executive Directors. In addition, the Company has adopted a Code of Conduct for its non-executive directors which includes Code of Conduct for Independent Directors which suitably incorporates the duties of independent directors as laid down in the Companies Act, 2013 ("the Act").

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable, with regard to corporate governance.

A detailed Management Discussion and Analysis report forms part of this Annual Report.

## 2. BOARD OF DIRECTORS

### a) Composition of the Board (As on March 31, 2019)

The Board comprised Ten Directors of whom, One Executive Director, Five Non-Executive Non-Independent Director, Four Independent Directors which is in compliance with Regulation 17 of the Listing Regulations and the provisions of Section 149 of the Companies Act, 2013 ('Act') and the Rules made thereunder. Regulation 17 of the Listing Regulations mandates that the Board shall have at least one woman director; the Company has already one women director. The profiles of Directors can be found on [www.medicamen.com](http://www.medicamen.com). The requisite particulars are given below:

The names of the Directors on the Board, their attendance at Board Meetings held during the year and at the last Annual General Meeting (AGM) and the number of Directorships and Committee Chairmanships/Memberships held by them in other public limited companies as on March 31, 2019 are given herein below. Other directorships do not include directorships of private limited companies, foreign companies and companies under Section 8 of the Act. For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders' Relationship Committee has been considered as per Regulation 26(1)(b) of SEBI Listing Regulations.

Name of Director	Designation	Category	Number of Directorship	Number of Committees position held	
			Director	Chairman	Member
Shri Rahul Bishnoi	Chairman	Promoter/ Non-Executive Chairman	2	-	-
Dr. Vimal Kumar Shrawat	Director	Non-Executive, Non-Independent	1	-	-
Shri Ashwani Kumar Sharma	Director	Non-Executive, Non-Independent	2	-	-
Shri Suresh Kumar Singh	Director	Non-Executive, Non-Independent	2	-	1
Shri Sanjay Bansal	Director	Non-Executive, Non-Independent	1	-	-
Shri Harish Pande	Director	Non-Executive, Independent	1	2	-
Smt.Sumita Dwivedi	Woman Director	Non-Executive, Independent	1	-	-

## CORPORATE GOVERNANCE ALONGWITH REPORT ON MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

Name of Director	Designation	Category	Number of	Number of Committees position	
			Directorship	held	
			Director	Chairman	Member
Smt Sangeeta Bishnoi	Director	Non-Executive, Independent	1	-	-
Shri Arun Kumar	Director	Non-Executive, Independent	1	-	2
Shri Rajesh Kumar Chauhan	Whole Time Director	Executive Director	-	-	-

\* Excludes Directorship in Medicamen Biotech Limited., alternate Directorships and Directorships in Private Companies, Foreign companies and companies under Section 8 of the Companies Act 2013.

\*\*Represents Chairmanships/Memberships of Audit Committee and Stakeholders Relationship Committee in Indian Public Limited Companies (excluding MBL.).

### Notes:

- There are no inter-se relationships between the Board Members.
- None of the Directors on the Board is a member on more than 10 committees and Chairman of more than 5 committees (as prescribed in Listing Regulations) across all the companies in which he/she is a Director. Only Audit Committee and Stakeholder Relationship committee has been taken into consideration for the purpose of ascertaining limit. The necessary disclosures regarding Committee position have been made by the Directors.
- None of the Directors held Directorship in more than 20 Indian companies including 10 public limited companies.
- None of the Directors of the Company were related to any Director or member of an extended family.
- None of the Independent Directors of the Company served as Independent Director in more than 7 listed companies. None of the Independent Director is a Whole Time Director in any other company. In the opinion of the Board, the Independent Directors fulfil the conditions specified in these regulations and are independent of the management.
- All Independent Directors of the Company have been appointed as per the provisions of the Companies, Act 2013 (the Act). Formal letters of appointment have been issued to the Independent Directors. The terms and conditions of their appointment are disclosed on the Company's website: [www.medicamen.com](http://www.medicamen.com)
- None of Non-Executive Director held any shares of the Company.

The names and category of directorship in other listed entities as on March 31, 2019:

Directors	Listed Entities	Category of Directorship
Mr. Rahul Bishnoi	Shivalik Rasayan Limited	Non-Executive Director
Mr. S.K. Singh	Shivalik Rasayan Limited	Executive Director
Mr. Ashwani Kumar Sharma	Shivalik Rasayan Limited	Executive Director
Mr. Sanjay Bansal	Shivalik Rasayan Limited	Non-Executive Director
Dr. Vimal Kumar Shrawat	Shivalik Rasayan Limited	Managing Director
Mr. Harish Pande	Shivalik Rasayan Limited	Independent Director
Mrs. Usha Pande	Shivalik Rasayan Limited	Independent Director
Mrs.Sangeeta Bishnoi	Shivalik Rasayan Limited	Independent Director

### Term of Board membership

The Nomination and Remuneration Committee (NRC) determines the appropriate characteristics, skills and experience required for the Board as a whole and for individual members. Board members are expected to possess the required qualifications, integrity, expertise and experience for the position. They also possess expertise and insights in sectors/areas relevant to the Company and have ability to contribute to the Company's growth.

## CORPORATE GOVERNANCE ALONGWITH REPORT ON MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

For effectively functioning of Company's Businesses the Board has identified the following core skills/expertise/competencies which are also available with the Board. Sales & marketing, finance & treasury, human resources, banking, customer support, operations & profit centre management, project management, projects appraisals & policy Initiatives, corporate strategy, organizational development, new business, expansion, business collaborations and excellence, product management and developing new market in India and abroad.

### b) Board Meetings and attendance record of each Director

The Board of Directors evaluates the effectiveness of the Company's management policies, asset optimization, risks and opportunities, financial performance and provides strategic direction. The Board has constituted various Committees required under the Acts and Rules. The Board and its Committees play a pivotal role in overseeing that the management serves long-term objectives and enhances stakeholder value. Board Meeting dates are finalized in consultation with all the Directors. In compliance with the Secretarial Standards, agenda together with notes thereon for meetings of the Board and Committees are circulated at least seven days in advance. Material information is incorporated in the agenda notes which facilitate meaningful and focused discussions at meetings of Directors. The Board Members are free to express their views and bring up matters for discussions at meetings. Directors keep the Company informed of the Board/Committee positions held by them and their shareholdings in other companies as also notify promptly any changes therein. The Minutes of Board meetings are circulated to all Directors within 30 days of the meeting and are confirmed at the following meeting in compliance with the Secretarial Standards. Actions taken/Status report on decisions taken or recommendations made by Directors at meetings are placed at the following subsequent meeting. The Company arranges for video conferencing in case a Director wishes to attend any meeting through that mode.

Pursuant to the provisions of Section 173(1) of the Act and Regulation 17(2) of the Listing Regulations, Board meetings shall be held at least four times in a year and the time-gap between two consecutive meetings shall not be more than 120 days.

In compliance with the provisions, during the year, Six Board Meetings are held during the financial year 2018-19. The dates on which the meetings were held are 30.05.2018, 25.07.2018, 13.11.2018, 26.12.2018, 24.01.2019 and 11.02.2019 and the gap between the two meetings were not more than four months.

Attendance of Directors at the aforesaid Meetings:

Directors	Category	Number of Board Meeting attended during the FY 2019	Whether attended Last AGM held on September 26, 2018
Shri Rahul Bishnoi	Non-Executive Chairman	6	Yes
*Dr. Vimal Kumar Shrawat	Non-Executive, Non-Independent	1	No
Shri Ashwani Kumar Sharma	Non-Executive, Non-Independent	6	Yes
Shri Suresh Kumar Singh	Non-Executive, Non-Independent	1	No
Shri Sanjay Bansal	Non-Executive, Non-Independent	6	Yes
Shri Harish Pande	Non-Executive, Independent	6	Yes
**Smt.Sumita Dwivedi	Non-Executive, Independent	4	No
***Smt Sangeeta Bishnoi	Non-Executive, Independent	1	No
Shri Arun Kumar	Non-Executive, Independent	6	No
****Shri Rajesh Kumar Chauhan	Executive Director	1	No

\*Appointed as an Additional Director w.e.f February 11, 2019.



## CORPORATE GOVERNANCE ALONGWITH REPORT ON MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

\*\* Appointed as an Additional Director w.e.f November 13, 2018.

\*\*\* Appointed as an Additional Director w.e.f February 11, 2019.

\*\*\*\* Appointed as an Whole time Director w.e.f January 24, 2019.

During FY 2019, information as mentioned in Part A of Schedule II of the SEBI Listing Regulations, has been placed before the Board for its consideration.

### c) Post meeting follow up mechanism

The important decisions taken at Board / Committee meetings are communicated to the concerned departments / divisions promptly. An action taken/status report on the decisions of the previous meeting(s) is placed at the next meeting of the Board for information and further recommended action(s), if any.

### d) Meetings of Independent Directors

In compliance with requirement of Schedule IV of the Companies Act, 2013 One Meeting of Independent Directors was held on 11.02.2019. This meeting is conducted informally to enable Independent Directors to discuss matters pertaining to the role and responsibilities of Independent Directors and other matters relating to Company's affairs. The Lead Independent Director takes appropriate steps to Present Independent Directors' views to the Chairman of the Company.

### e) Familiarisation Programme/Training to Independent Directors

To familiarize the new Independent Directors with the strategy, operations and functions of our Company, the Executive Directors/Senior Managerial Personnel make presentations to the Directors about the Company's strategy, operations, service offerings, markets, organization structure, and finance and risk management.

Further at the time of appointment of an Independent Director, the Company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities as a Director. The same is provided on the website of the Company at the [www.medicamen.com](http://www.medicamen.com).

### f) Code of Conduct for Board Members and Independent Directors

The Company has in place a comprehensive Code of Conduct (the Code) applicable to all the Directors including Independent Directors and all the Members of executive Management. The Code is applicable to Non-executive Directors including Independent Directors to such extent as may be applicable to them depending on their roles and responsibilities. The Code gives guidance and support needed for ethical conduct of business and compliance of law. The Code reflects the values of the Company viz. - Customer Value, Ownership Mind-set, Respect, Integrity, One Team and Excellence.

The Company has adopted the revised code of conduct as per the Regulation 17(5) of SEBI (Listing Obligations and Discourse Requirements) Regulations 2015. A copy of the Code has been put on the Company's website ([www.medicamen.com](http://www.medicamen.com)). The Code has been circulated to Directors and Management Personnel, and its compliance is affirmed by them annually.

A declaration signed by the Company's Chairman is published in this Report.

### g) Re-appointment of Directors

Mr. Rahul Bishnoi and Mr. Ashwani Kumar Sharma will hold office until conclusion of the ensuing Annual General Meeting, however, being eligible for re-appointment.

## 3. COMMITTEES OF THE BOARD

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority. Each committee of the Board functions according to its role and defined scope:

The Mandatory committees under the Act and the listing regulations are:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholder Relationship Committee
- Corporate Social Responsibility Committee

### a. Audit Committee

The Audit committee reviews reports of the internal auditor, meets statutory auditors as and when required and discusses their findings, suggestions, observations and other related matters. It also reviews major accounting policies followed by the Company. The Audit Committee, all Members of which possess vast experience in and knowledge of corporate affairs and finance.

## CORPORATE GOVERNANCE ALONGWITH REPORT ON MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

### Composition:

Composition of the Committee and meetings attended by the Directors during the financial year 2018-19:

Directors	Category	Number of meetings attended
Mr. Harish Pande	Non-Executive Independent Director (Chairman of the Committee)	4
Mr. Arun Kumar	Non-Executive Independent Director	4
*Mrs. Usha Pande	Non-Executive Independent Director	2
**Mrs. Sumita Dwivedi	Non-Executive Independent Director	2

\*Resigned w.e.f November 13, 2018

\*\*Appointed w.e.f November 13, 2018

All members are financially literate and bring in expertise in the field of finance, accounting, development, strategy and management.

The Audit Committee met 4 times during the financial year 2018-19 on the following dates: May 30, 2018; July 25, 2018; November 13, 2018 and February 11, 2019.

The terms of reference, role and scope of the Audit Committee are in line with those prescribed by Listing Regulations. The Company also complies with the provisions of Section 177 of the Companies Act, 2013 (the Act) pertaining to Audit Committee and its functioning: The Board has inter alia, delegated the following powers to the Audit Committee:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

The role and responsibilities of the Audit Committee inter alia, include the following:

- Oversight of the Company's Financial Reporting Processes and Financial Statements of the Company audit's material subsidiary.
- Recommend to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees and terms of appointment.
- Recommend to the Board, the appointment, re-appointment and, if required, the replacement or removal of the internal auditor and the fixation of audit fees and terms of appointment.
- Appointment of Cost Auditor.
- Evaluate on a regular basis the adequacy of risk management systems.
- Review with the management, external and internal auditors and outsourced internal audit firms, the quality, adequacy and effectiveness of internal control systems and any significant deficiencies or material weakness in the internal controls.
- Review the effectiveness of the system for monitoring compliance with applicable laws and regulations.
- To review the functioning of the Whistle Blower mechanism.
- To approve all related party transactions in accordance with the Act.
- Subsidiary company oversight.

The Audit Committee invites such Executives as it considers appropriate (and particularly the head of the finance function) to be present at its meetings. The Chairman, CEO and Chief Financial Officer attend the meetings.

The Internal and Statutory Auditors discuss their audit findings and updates the Committee and submit their views directly to the Committee. Separate discussions are held with the internal auditors to focus on compliance issues and to conduct detailed reviews of the processes and internal controls in the Company. The permissible non-audit related services undertaken by the statutory auditors are also approved by the Committee.

## CORPORATE GOVERNANCE ALONGWITH REPORT ON MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

### Internal Controls and Risk Management

The Company has robust systems for internal audit and corporate risk assessment and mitigation. The risk-based audit plan is prepared and approved by the Audit Committee at the beginning of every year. The Audit Committee is presented with key control issues and actions taken on past issues. These procedures provide the Management an assurance on the internal processes and systems. Business Risk Assessment procedures have been set in place for self-assessment of business risks, operating controls and compliance with Corporate Policies. There is an ongoing process to track the evolution of the risks and delivery of mitigating action plans. Risks and their mitigation plans are reviewed by the Audit Committee.

### b. Nomination and remuneration committee: (NRC)

Composition of the NRC and meetings attended by the Directors during the financial year 2018-19.

Name of the Director	Category of Directorship	No. of meetings attended
Mr. Harish Pande	Non-Executive Independent Director (Chairman of the Committee)	3
Mr. Arun Kumar	Non-Executive Independent Director	3
*Mrs. Usha Pande	Non-Executive Independent Director	1
**Mrs. Sumita Dwivedi	Non-Executive Independent Director	3

\*Resigned w.e.f November 13, 2018

\*\*Appointed w.e.f November 13, 2018

The NRC met three times during the financial year 2018-19 on November 13, 2018, January 24, 2019 and February 11, 2019.

The Board has delegated inter alia, the following powers to the NRC:

- Investigate any matter within the scope of its Charter or as referred to it by the Board.
- Seek any information or explanation from any employee or director of the Company.
- Ask for any records or documents of the Company.
- In the context of any of the above, it may also engage independent consultants and other advisors and seek their advice.

The role and responsibilities of the NRC inter alia, include the following:

- Board Composition and succession related
- Evaluation related
- Remuneration related
- Board Development related
- Review of HR Strategy, Philosophy and Practices
- Other functions

In terms of the provisions of Section 178(3) of the Act and Part D of Schedule II of Listing Regulations the NRC is responsible for formulating the criteria for determining qualification, positive attributes and independence of a Director. The NRC is also responsible for recommending to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees. In line with this requirement, the Board has adopted the Policy on Board Diversity and Director Attributes.



## CORPORATE GOVERNANCE ALONGWITH REPORT ON MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

### Board Evaluation

The Board carries out an annual evaluation of its own performance, as well as the working of its Committees. The Board works with the Committee to lay down the criteria for the performance evaluation. The contribution and impact of individual Directors is reviewed through a peer evaluation on parameters such as level of engagement and participation, flow of information, independence of judgment, conflicts resolution and their contribution in enhancing the Board's overall effectiveness. Feedback-cum-assessment of individual Directors, the Board as a whole and its Committees is conducted. The feedback obtained from the interaction is discussed in detail and, where required, independent and collective action points for improvement are put in place.

### c. Stakeholders Relationship Committee (SRC)

Composition of the SRC and meetings attended by the Directors during the financial year 2018-19.

Name of the Director	Category of Directorship
Mr. Harish Pande	Non-Executive Independent Director (Chairman of the Committee)
Mr. Arun Kumar	Non-Executive Independent Director
*Mrs. Usha Pande	Non-Executive Independent Director
**Mrs. Sumita Dwivedi	Non-Executive Independent Director

\*Resigned w.e.f November 13, 2018

\*\*Appointed w.e.f November 13, 2018

The SRC met twenty six times during the financial year 2018-19 on April 16, 2018; May 01, 2018; June 19, 2018; June 30, 2018; July 10, 2018; July 28, 2018; August 16, 2018; September 20, 2019; October 26, 2018; November 13, 2018; November 27, 2018; December 8, 2018; December 15, 2018; December 17, 2018; December 28, 2018; January 07, 2019; January 16, 2019; February 01, 2019; February 04, 2019; February 25, 2019; March 01, 2019; March 06, 2019; March 08, 2019; March 13, 2019; March 14, 2019 and March 30, 2019.

In accordance with Regulation 6 of Listing Regulations, the Board has appointed Ms. Parul Choudhary, Company Secretary as the Compliance Officer and she attends all SRC Meetings as an invitee. She is authorized to severally approve share transfers/transmissions, in addition to the powers with the members of SRC. Share Transfer formalities are regularly attended to at least once a fortnight.

The responsibilities of SRC inter alia include review of statutory compliance relating to all security holders, resolving the grievances of all security holders of the Company, overseeing and reviewing of all matters related to the transfer of securities and movement in shareholding and ownership of the Company.

### d. Quality Assurance Committee

The committee comprises of:-

#### (i) Constitution of the Committee

Mr. Rajendra Kumar Rawat	General Manager ( QA)
Mr. D P Gosh	Quality Control Astt. Manager
Mr. Yogender Singh	Production Planning (Inventory Control (Bhiwadi)
Mr. Rajesh Kumar Chauhan	Production Head (Haridwar)

#### (ii) Functions of Quality Assurance Committee

1. The Members to ensure that the activities of their respective divisions are carried out strictly as per the prescribed quality norms and standard operating procedures of the Company.
2. The Members to exercise due diligence so as to prevent the commission of any offence under the Drugs and Cosmetics Act and other allied laws and rules.
3. The Members of the Quality Assurance Committee to issue Compliance Certificate in the specified formats on monthly basis; however, the same would be placed before the Committee on quarterly basis in its meetings.
4. The Members will be in overall in charge of and responsible to the Company for the conduct of its manufacturing (production, testing, packing and storage) activities being carried out at its two plants situated at Bhiwadi and Haridwar, Uttarakhand

## CORPORATE GOVERNANCE ALONGWITH REPORT ON MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

5. The Chairman of the Committee to represent the Company in various administrative, judicial and quasi-judicial activities before the concerned authorities, including the drugs departments.

### (ii) Meetings

The Members of the Quality Assurance Committee meet on quarterly basis to discuss their functioning and other matters

## 4. DIRECTORS REMUNERATION

The remuneration being paid to Directors is fixed and paid as per the agreement and are within the limits of Schedule V of the Companies Act, 2013.

No sitting fees were paid to the non-executive Directors for attending the Board Meetings. The remuneration paid to Directors for the period from April 01, 2018 to March 31, 2019:

Name of Director	Consolidated Salary	Perquisites and other benefits	P.F. Contribution	Commission/ Others	Total
Mr. Rahul Bishnoi	—	—	—	—	—
*Dr. Vimal Kumar Shrawat	—	—	—	—	—
Mr. Ashwani Kumar Sharma	—	—	—	—	—
Mr. Harish Pande	—	—	—	—	—
Mr. Suresh Kumar Singh	—	—	—	—	—
Mr. Sanjay Bansal	—	—	—	—	—
**Mrs. Usha Pande	—	—	—	—	—
Mr. Arun Kumar	—	—	—	—	—
***Mr. Klaus Snej Jensen	—	—	—	—	—
#Mrs. Sumita Dwivedi	—	—	—	—	—
##Mrs. Sangeeta Bishnoi	—	—	—	—	—

\*Appointed as an Additional Director w.e.f February 11, 2019

\*\*Resigned w.e.f November 13, 2018

\*\*\* Resigned w.e.f February 11, 2019

# Appointed as an Additional Director w.e.f November 13, 2018

##Appointed as an Additional Director w.e.f February 11, 2019

## 5. DISCLOSURES

During the year under review, the Company had not entered into any material transaction with any of its related parties. All the transactions were in the ordinary course of business and on arm length price basis, duly approved by the Audit Committee.

### Disclosure of Accounting Treatment

There is no deviation in following the treatment prescribed in any Accounting Standards in preparation of financial statement for the year 2018-19.

### Board Disclosure-Risk Management

At present the Company has not identified any element of risk which may threaten the existence of the Company. A report on risk Management included elsewhere in this Annual Report.

### The Management Discussion and Analysis report is included elsewhere in the Annual Report.

Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI, or any statutory authority, on any matter related to capital markets, during the last three years: Nil



## CORPORATE GOVERNANCE ALONGWITH REPORT ON MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

### Whistle Blower policy

The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and Directors to report concern about unethical behaviour. The employees are free to report violations of applicable laws and regulations and the Code of Conduct.

Complaint by or against Senior Management (as defined in the Company's Code of Conduct) should be made to the Chairman of the Company with a copy to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

### Compliance Certificate

Certificate from Chartered Accountant, M/s. Rai Qimat & Associates, confirming compliance with conditions of Corporate Governance as stipulated under schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, is attached to this Report.

### Compliance of Mandatory Requirements

The Company has complied with all mandatory requirements of the Code of Corporate Governance stipulated under Regulation 17 to 27 and clauses (b) to (i) of the Listing Regulation 2015.

### Reporting of Internal Auditor

The Internal Auditor of the Company periodically directly reports to the Audit Committee

### CEO and CFO Certification

The Chief Executive Officer and the Chief Financial Officer of the Company give annual certification on Financial Reporting and Internal Controls to the Board in terms of the Regulation 17(8) of the SEBI (Listing Obligation and Requirements) Regulations, 2015. The annual certificate given by the Chief Executive Officer and the Chief Financial Officer is published in this report.

## 6. GENERAL BODY MEETINGS

The details of last three Annual General Meeting are provided below. All resolutions at these meetings were passed by postal ballot/E-voting.

Date	Year	Venue	Time
22-09-2016	2015-16	Airforce Auditorium, Subroto Park, DhaulaKuan, New Delhi-21	10.00 A.M.
13.09.2017	2016-17	ISKCON Auditorium, Hare Krishna Hill, Sant Nagar Main Road, East of Kailash, New Delhi-110065	10.00 A.M.
26.09.2018	2017-18	ISKCON Auditorium, Hare Krishna Hill, Sant Nagar Main Road, East of Kailash, New Delhi-110065	11.00 A.M.

## 7. MEANS OF COMMUNICATION

- **Quarterly and half yearly Results** are published in the Financial Express (English) and Jansatta (Hindi) newspapers and displayed on the Company's website [www.medicamen.com](http://www.medicamen.com)
- **Annual Reports:** The Annual Reports were emailed, posted/couriered to members and others entitled to receive them.
- **SEBI Complaints Redress System (SCORES):** A centralized web-based complaints redressal system which serves as a centralized database of all complaints received, enables uploading of Action Taken Reports (ATRs) by the concerned companies and online viewing by the investors of actions taken on the complaint and its current status.
- **Website:** Comprehensive information about the Company, its business and operations, and Investor information can be viewed at the Company's website [www.medicamen.com](http://www.medicamen.com). The 'Investor Relations' section serves to inform the investors by providing key and timely information like Financial Results, Annual Reports, Shareholding Pattern, etc.



## CORPORATE GOVERNANCE ALONGWITH REPORT ON MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

### 8. GENERAL SHAREHOLDER INFORMATION

#### i. Annual General Meeting for FY 2019

Date	: September 25, 2019
Time	: 11.00 a.m.
Venue	: ISKCON Auditorium, Hare Krishna Hill, Sant Nagar Main Road, East of Kailash, New Delhi-110065

As required under Regulation 36 (3) of the SEBI Listing Regulations and Secretarial Standard 2, particulars of Directors seeking appointment/re-appointment at this AGM are given in the Annexure to the Notice of this AGM.

#### ii. Financial Calendar

Year ending	: March 31, 2019
AGM in	: September, 2019
Dividend payment	: The final dividend, if approved, shall be paid within 30 days of AGM

iii. **Date of Book Closure / Record Date** : As mentioned in the Notice of this AGM

iv. **Listing on Stock Exchanges** : BSE Limited  
25th Floor, P. J. Towers, Dalal Street, Mumbai- 400 001

v. **Stock Codes/Symbol** : 531146/INE646B01010

vi. **Corporate Identity Number (CIN) of the Company** : L74899DL1993PLC056594

#### vii. Market Price Data

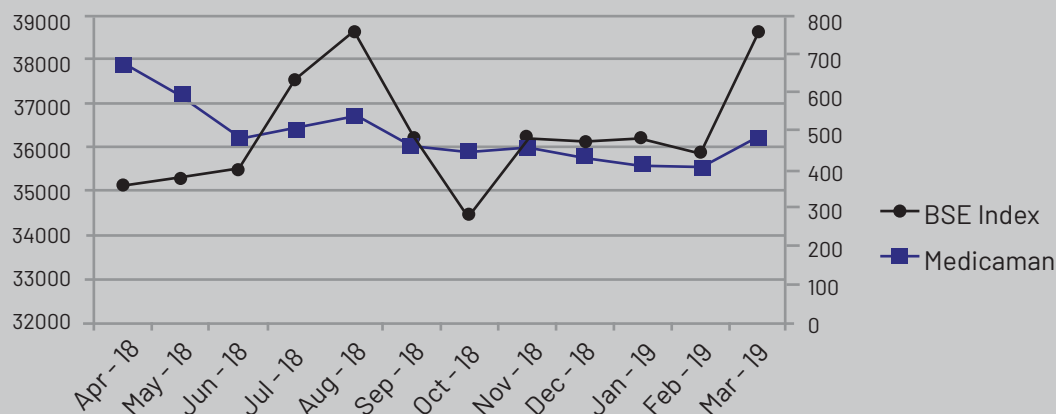
- a. Market Price Data: High, Low during each month and trading volumes of the Company's Equity Shares during the period April 01, 2018 to March 31, 2019 at the BSE Limited (BSE) are given below:-

Month	High		Low		Close Price
	Share Price	SENSEX	Share Price	SENSEX	
April 2018	702	35213.3	595	32972.56	675.85
May 2018	709	35993.53	575	34302.89	596.75
June 2018	598	35877.41	440	34784.68	477.4
July 2018	538	37644.59	460	35106.57	507.4
August 2018	545.15	38989.65	476.05	37128.99	536.1
September 2018	586.95	38934.35	447	35985.63	461.95
October 2018	480	36616.64	406	33291.58	448.05
November 2018	530	36389.22	413	34303.38	459.6
December 2018	473	36554.99	389.9	34426.29	433.4
January 2019	455	36701.03	400.05	35375.51	412.35
February 2019	448.95	37172.18	395.5	35287.16	405.25
March 2019	502.9	38748.54	403	35926.94	484.9



## CORPORATE GOVERNANCE ALONGWITH REPORT ON MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

### b. Performance of the Company's Share Price in comparison to BSE and Nifty Sensex



	Apr-18	May-18	Jun-18	Jul-18	Aug-18	Sep-18	Oct-18	Nov-18	Dec-18	Jan-19	Feb-19	Mar-19
BSE Index	35160	35322	35423	37607	38645	36227	34442	36194	36068	36257	35867	38673
Medicamen	675.9	596.8	477.4	707.4	536.1	462	448.1	459.6	433.4	412.4	405.3	484.9

### viii. Registrars and Transfer Agents:

Name and Address	: Link Intime India Private Limited Noble Heights, 1st Floor, Plot NH 2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi - 110058
Telephone	: +91 11 49411000
Fax	: +91 11 4141 0591
Email	: delhi@linkintime.co.in
Website	: <a href="https://linkintime.co.in/">https://linkintime.co.in/</a>

### ix. Places for acceptance of documents:

Documents will be accepted at the above address between 10.00 a.m. and 3.30 p.m. (Monday to Friday except bank holidays).

### x. Share Transfer System:

Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. The Directors and certain Company officials (including Chief Financial Officer and Company Secretary) are authorized by the Board severally to approve transfers, which are noted at subsequent Board Meetings.

### xi. Shareholding as on March 31, 2019:

#### a. Distribution of equity shareholding as on March 31, 2019:

Shares Range	Number of Shareholders	% to total Shareholders	Total Shares for the range	% of issued capital
Up to - 500	4054	82.68	459300	3.93
501 - 1000	345	7.04	273622	2.34
1001 - 2000	183	3.73	269017	2.30
2001 - 3000	88	1.79	224212	1.92
3001 - 4000	46	0.94	162492	1.39
4001 - 5000	42	0.86	194174	1.66
5001 - 10000	53	1.08	406390	3.47

## CORPORATE GOVERNANCE ALONGWITH REPORT ON MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

Shares Range	Number of Shareholders	% to total Shareholders	Total Shares for the range	% of issued capital
10001 & above	92	1.88	9710793	82.99
<b>Total</b>	<b>4903</b>	<b>100</b>	<b>117000000</b>	<b>100.00</b>
Pending GDRs, ADRs etc.	Nil			
Correspondence Address	Medicamen Biotech Ltd. 1506, Chiranjiv Tower, 43, Nehru place, New Delhi-110019.			
Investor Grievance E-Mail	cs@medicamen.com			

### b. Categories of equity shareholding as on March 31, 2019:

Category	No of Equity Shares Held	Percentage of holding
Clearing Members	15918	0.1361
Corporate Bodies (Promoter Co)	5209489	44.5255
Foreign Company	1340000	11.4530
Foreign Portfolio Investors (Corporate)	57230	0.4891
Hindu Undivided Family	366624	3.1335
Investor Education and Protection Fund	134393	1.1487
NBFCs Registered With RBI	7500	0.0641
Non Resident (Non Repatriable)	23026	0.1968
Non Resident Indians	37108	0.3172
Other Bodies Corporate	585808	5.0069
Overseas Corporate Bodies	60000	0.5128
Public	3862904	33.0163
<b>Total</b>	<b>11700000</b>	<b>100.000</b>

### xii. Dematerialization of shares and liquidity:

The Company's shares are compulsorily traded in dematerialized form on BSE. Equity shares of the Company representing 98.87 percent of the Company's equity share capital are dematerialized as on March 31, 2019. Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE646B01010.

### xiii. Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity:

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments in the past and hence, as on March 31, 2019, the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments.

### xiv. Commodity price risk or foreign exchange risk and hedging activities:

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated November 15, 2018 is not required to be given.

## **CERTIFICATE OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER UNDER REGULATION 17(8) OF THE SEBI (LISTING OBLIGATION AND REQUIREMENTS) REGULATIONS, 2015**

### **THE BOARD OF DIRECTORS,**

#### **Medicamen Biotech Limited**

We, confirm that:

- A) We have reviewed financial statement and the cash flow statement for the year ended March 31, 2019 and to the best of our knowledge and belief:
- i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading
  - ii. These statements together present a true and fair view of the Company's affairs, and are in compliance with existing accounting standards, applicable laws and regulations.
- B) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year were fraudulent, illegal or violative of the Company's code of conduct.
- C) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company, and have disclosed to the auditors and the Audit committee, deficiencies in the design of operation of internal controls, if any, of which we are aware and have taken steps we have taken or proposes to take to rectify these deficiencies.
- D) We have indicated to the auditors and the Audit Committee:
- a) significant changes in internal control over financial reporting during the year;
  - b) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - c) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**For and on behalf of the Board of Directors**

**Place: New Delhi**  
**Date: 14.08.2019**

**Sd/-**  
**(Rajesh Madan)**  
**Chief Executive Officer**

**Sd/-**  
**(Pratap Singh Rawat)**  
**Chief Financial Officer**

## **DECLARATION REGARDING AFFIRMATION OF CODE OF CONDUCT**

I, Rajesh Madan, Chief Executive Officer of Medicamen biotech Limited hereby confirm that all the Members of the Board and the Senior Management personnel have affirmed Compliance with the Code of Conduct for the year ended March 31, 2019 in accordance with the Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**For Medicamen Biotech Limited**

**Place: New Delhi**  
**Date: 14.08.2019**

**Sd/-**  
**(Rajesh Madan)**  
**Chief Executive Officer**





## INDEPENDENT AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE FOR THE YEAR ENDED ON MARCH 31, 2019 UNDER SCHEDULE V OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

### To the Members of

#### Medicamen Biotech Limited

We have examined the compliance of conditions of Corporate Governance by Medicamen Biotech Limited (the Company) for the year ended on March 31, 2019 as stipulated in Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us we certify that Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the Stakeholder Relationship Committee.

We further state that such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For AMJ & Associates  
(Company Secretaries)**

**Sd/-**

**Manoj Kumar Jain  
(Proprietor)**

**C.P. No. : 5629**

**FCS No. : 5832**

**Place: New Delhi**

**Date: 14.08.2019**



# CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(As per clause C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with regulation 34(3) of the said Listing Regulations.

To,

The Members of

**M/s Medicamen Biotech Limited**

1506, Chiranjiv Tower, 43

Nehru Place, New Delhi-110019

I have examined the relevant registers, records, forms, returns and disclosures received from the directors of **Medicamen Biotech Limited** having CIN **L74899DL1993PLC056594** and having registered office at **1506, Chiranjiv Tower, 43, Nehru Place, New Delhi - 110019**, India (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Clause 10(i) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the board of the Company as stated below for the financial year ending on 31 March, 2019, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of the Directors	Director Identification Number	Date of appointment in the Company	DIN Status
1.	Rahul Bishnoi	00317960	31/12/2015	Approved
2.	Dr Vimal Kumar Shrawat	08274190	11/02/2019	Approved
3.	Suresh Kumar Singh	00318015	31/12/2015	Approved
4.	Ashwani Kumar Sharma	00325634	31/12/2015	Approved
5.	Sanjay Bansal	00121667	27/02/2016	Approved
6.	Harish Pande	01575625	31/12/2015	Approved
7.	Rajesh Kumar Chauhan	08340413	24/01/2019	Approved
8.	Arun Kumar	07031730	27/02/2016	Approved
9.	Sumita Dwivedi	08218640	13/11/2018	Approved
10.	Sangeeta Bishnoi	08288998	11/02/2019	Approved

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these, based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.



# MANAGEMENT DISCUSSION AND ANALYSIS REPORT

## INDUSTRY STRUCTURE & DEVELOPMENT

The pharmaceutical industry is in the midst of major discontinuities. While growth in developed markets will slow down, emerging markets will become increasingly important in the coming decade. The Indian pharmaceuticals market, along with the markets of China, Brazil and Russia, will spearhead growth within these markets.

The Indian pharmaceuticals market has characteristics that make it unique. First, branded generics dominate, making up for 70 to 80 per cent of the retail market. Second, local players have enjoyed a dominant position driven by formulation development capabilities and early investments. Third, price levels are low, driven by intense competition. While India ranks tenth globally in terms of value, it is ranked third in volumes. These characteristics present their own opportunities and challenges.

India is the largest provider of generic drugs globally. The Indian pharma industry supplies over half of the global demand for vaccines, one third of the demand for generics in the US and one fourth per cent of all medicines in the UK. The nation enjoys an important position in the global pharma sector. Therefore, the future of Indian pharma industry is quite bright and MBL is ready to seize these opportunities.

## DISCUSSION ON FINANCIAL PERFORMANCE W.R.T. OPERATIONAL PERFORMANCE

The Company's revenue from operations during FY 2018-19 amounted to ₹ 12260.44 lacs against ₹ 11160.96 lacs in the previous year, recording a growth of 9.85%. EBITDA for the year stood at ₹ 2067.45 lacs against ₹ 1836.61 lacs in previous year. Profit after tax for the year stood at ₹ 1202.57 lacs against ₹ 1011.27 lacs in the previous year, with growth of 18.92%.

## OUTLOOK

MBL is trying to explore opportunities in export market. We are constantly filing dossier for product registration in Philippine, Uganda and Latin America. We are establishing a value-additive plant at Haridwar, which will strongly cater to the Oncology segment. Our plant at Haridwar will be operational from December 2019, which will exclusively manufacture Oncology Therapeutics.

As our company is export oriented company there are lot of opportunities to grow in the ROW market. MBL is in the process to look forward regulated markets. The beginning of Oncology Plant shall have its first opportunity to enter in EU & US markets. The Company is developing novel and innovative technologies for the manufacture of the life saving Oncology and non-oncology drug substances, validated and commercialised the same and made available at an affordable prices. This strength provides us with tremendous opportunities to enhance competitiveness, to improve our position in the market place.

The MBL environment reflects its commitment to be a leader in the Oncology generics space. Our generics business helps to reduce drug costs worldwide by bringing generics drugs to market as early as possible. The Company is investing in containment technologies for manufacture of Oncology drug products and made our manufacturing process sustainable.

## INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

MBL has adequate internal control systems and procedures, covering all financial and operating functions commensurate to its size and nature of operations. A strong internal control framework is among the important pillars of corporate governance and the Company strives to enhance it consistently. It is designed to provide reasonable assurance regarding maintenance of accounting controls and assets from unauthorised use or losses. The Audit Committee considers all internal aspects and advises corrective actions as and when required.

## HUMAN RESOURCES

The Company's workforce represents its foundation. The Company continued its policy of continuous training and motivation to enhance efficiencies and competencies. Progress made by the Company was made possible in no small measure by the efforts of the entire team. The total number of permanent employees was 238.

Industrial relations remained harmonious. Safety, welfare and training at all levels of our employees continue to be areas of major focus for the Company.

## CAUTIONARY STATEMENT

Certain statements in this Report describing the Company's objectives, projections, estimates, expectations or predictions may be forward-looking statements within the meaning of applicable securities laws and regulations. Although the expectations are based on reasonable assumptions, actual results could materially differ from those expressed or implied.



# Independent Auditor's Report

## To the Members of Medicamen Biotech Limited

### REPORT ON THE IND AS FINANCIAL STATEMENTS

We have audited the accompanying Ind AS financial statements of Medicamen Biotech Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019 the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

### MANAGEMENT RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act., read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the

provisions of the Act and the Rules made thereunder. We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

### OPINION

In our opinion and to the best of our information and according to the explanations given to us, the Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### REPORT ON THE LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure-1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:



## Independent Auditor's Report (Contd.)

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The Balance Sheet, Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, Companies (Indian Accounting Standards) Rules, 2015, as amended;
- (e) On the basis of written representations received from the directors as on March 31, 2019, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure 2**" to this report;
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- The Company does not have any pending litigation which would impact its financial position;
  - The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
  - There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For Rai Qimat & Associates**  
**Chartered Accountants**

Firm Registration number: 013152C

Sd/-

**CA Qimat Rai Garg**

Partner

M.No.080857

**Place : Gurugram**

**Date : 30.05.2019**





## Annexure 1

### REFERRED TO IN PARAGRAPH 1 OF THE SECTION ON "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE

**Report on Companies (Auditor's Report) order, 2016 (the order) issued by the central government in terms of Section 143(11) of Medicamen Biotech Limited (the company)**

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
  
(b) The Company has a planned program of verifying all the fixed assets once in three years, according to which all the fixed assets were physically verified by the management. We understand that no material discrepancies were noticed on such verification. In our opinion, such physical verification program is reasonable having regard to the size of the Company and the nature of its assets.
- (ii) The inventories have been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. No material discrepancies were noticed on such physical verification.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees and securities given in respect of which provisions of section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon.
- (v) The Company has not accepted any deposits from the public.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148 (1) of the Companies Act, 2013, related to the manufacture of Company's products and generation of electrical energy and are of the

opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

- (vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, Goods and Service Tax (GST) and other statutory dues have generally been regularly deposited with appropriate authorities.  
  
(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income- tax, Goods and Service Tax (GST) and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (viii) In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowing to banks and debenture holders. The Company did not have any outstanding dues in respect of a financial institution or to Government, during the year.
- (xi) No money raised by way of any Initial public offer and Further public offer. Hence the clause is not applicable to the Company.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no material fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.
- (xi) According to the information and explanations given by the management, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3 (xii) of the order are not applicable to the Company and hence not commented upon.



## Annexure 1 (Contd.)

(xiii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) Company has not made any preferential allotment of convertible warrants into Equity shares to Promoter group and Non-Promoter group during the year under review for which all the requirements of Section 42 of Companies Act, 2013 have been complied with and the amount raised has been used for the purpose for which the funds were raised.

(xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.

(xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

**For Rai Qimat & Associates**  
**Chartered Accountants**

Firm Registration number: 013152C

Sd/-

**CA Qimat Rai Garg**

Partner

M.No.080857

**Place : Gurugram**

**Date : 30.05.2019**



## Annexure 2

### TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE IND AS FINANCIAL STATEMENTS OF MEDICAMEN BIOTECH LIMITED.

#### **Report on the Internal financial controls under clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Medicamen Biotech Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting

was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

#### **MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



## Annexure 2 (Contd.)

### INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over

financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Rai Qimat & Associates**

**Chartered Accountants**

Firm Registration number: 013152C

Sd/-

**CA Qimat Rai Garg**

Partner

M.No.080857

**Place : Gurugram**

**Date : 30.05.2019**



## Balance Sheet

PARTICULARS	Note No.	31.03.2019 (Amount Rs.)	31.03.2018 (Amount Rs.)
<b>I. ASSETS</b>			
<b>1. Non-current assets</b>			
(a) Property, plant and Equipment	3	240,467,443	250,186,746
(b) Other Intangible Assets	4	3,342,605	3,168,847
(c) Capital work-in-progress	5	147,583,191	2,785,736
(d) Investment Property		-	-
(e) Goodwill		-	-
(f) Intangible assets under development		-	-
(g) Biological Assets other than bearer plants		-	-
(h) Financial Assets		-	-
(i) Investments		-	-
(ii) Trade Receivables		-	-
(iii) Loans	6	5,802,586	5,680,804
(iv) Others (to be specified)		-	-
(i) Deferred Tax Assets (net)		-	-
(j) Other non-current assets	7	7,045,323	3,826,056
<b>Total Non Current Assets</b>		<b>404,241,148</b>	<b>265,648,189</b>
<b>2. Current assets</b>			
(a) Inventories	8	152,602,620	142,341,747
(b) Financial Assets		-	-
(i) Investments	9	-	700,000
(ii) Trade Receivables	10	433,708,569	384,238,387
(iii) Cash and cash equivalents	11	85,193,074	226,648,244
(iv) Bank balances other than (iii) above		-	-
(v) Loans	12	105,404,554	13,062,509
(vi) Others (to be specified)		-	-
(c) Current Tax Assets (Net)		-	-
(d) Other Current Assets	13	184,775,854	142,866,338
<b>Total Current Assets</b>		<b>961,684,671</b>	<b>909,857,225</b>
<b>TOTAL ASSETS</b>		<b>1,365,925,819</b>	<b>1,175,505,414</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>1. Equity</b>			
(a) Share Capital	14	117,000,000	117,000,000
(b) Other Equity	15	749,336,023	629,079,093
(c) Money received against share warrants		-	-
<b>Total Equity</b>		<b>866,336,023</b>	<b>746,079,093</b>
<b>2. Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	16	209,398	1,417,529
(ii) Trade payables		-	-
(iii) Other financial liabilities (other than those specified in item (b), to be specified)		-	-
(b) Provisions	17	9,801,713	11,792,931
(c) Deferred Tax Liabilities (net)	18	4,142,778	4,135,633
<b>Total Non Current Liabilities</b>		<b>14,153,889</b>	<b>17,346,093</b>
<b>3. Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	19	116,133,091	142,445,090
(ii) Trade payables	20	305,698,448	217,999,779
(iii) Other financial liabilities (other than those specified in item (c))		-	-
(b) Other Current liabilities	21	7,771,603	8,659,655
(c) Provisions	22	55,832,765	42,975,704
<b>Total Current Liabilities</b>		<b>485,435,907</b>	<b>412,080,228</b>
<b>TOTAL EQUITY &amp; LIABILITIES</b>		<b>1,365,925,819</b>	<b>1,175,505,414</b>

Significant Accounting Policies

1 &amp; 2

**For Rai Qimat & Associates**  
Chartered Accountants

**For & on behalf of the Board of Directors**  
Medicamen Biotech Limited

Sd/-  
**CA Qimat Rai Garg**  
Partner  
Membership No.: 080857  
FRN: 013152C

Sd/-  
**Parul Choudhary**  
Company Secretary  
(ACS : 44157)

Sd/-  
**Pratap Singh Rawat**  
Chief Financial Officer  
(PAN: AGIPR9421J)

Sd/-  
**Ashwani Kumar Sharma**  
Director  
(DIN: 00325634)

Sd/-  
**Rahul Bishnoi**  
Chairman  
(DIN: 00317960)

Place : Gurugram  
Date: 30.05.2019





# STATEMENT OF PROFIT & LOSS

PARTICULARS	Note No.	2018-19 (Amount Rs.)	2017-18 (Amount Rs.)
<b>I. Revenue from operations:</b>			
Sale of Products	23	1,212,311,611	1,097,460,671
Other Operating Revenues		13,733,056	17,611,252
Add: Excise Duty		-	1,024,845
<b>Total</b>		<b>1,226,044,667</b>	<b>1,116,096,768</b>
<b>II. Other Income</b>	24	<b>36,587,307</b>	<b>18,879,138</b>
<b>III. Total Revenue (I + II)</b>		<b>1,262,631,974</b>	<b>1,134,975,906</b>
<b>IV. Expenditure</b>			
Cost of Materials Consumed	25	797,447,261	687,824,498
Purchase of Goods Traded		22,072,718	4,855
Changes in inventories of finished goods, work in progress and Stock-in-trade	26	13,908,457	(11,306,519)
Excise Duty		-	1,024,845
Employee benefits expense	27	80,854,628	90,530,155
Finance Costs	28	9,377,462	24,081,446
Depreciation and amortization expense	29	22,140,341	20,578,751
Other expense	30	139,712,244	183,237,444
Corporate Social Responsibilities (CSR) Expenses	31	1,892,100	-
<b>Total Expense</b>		<b>1,087,405,211</b>	<b>995,975,475</b>
<b>V. Profit before exceptional items and tax (III-IV)</b>		<b>175,226,763</b>	<b>139,000,431</b>
<b>VI. Exceptional Items</b>		<b>-</b>	<b>-</b>
<b>VII. Profit/(loss) before tax (V-VI)</b>		<b>175,226,763</b>	<b>139,000,431</b>
<b>VIII. Tax expense:</b>			
(1) Current tax		54,962,688	40,177,801
(2) Deferred tax		7,145	(2,304,805)
<b>IX. Profit (Loss) for the period from continuing Operations (VII-VIII)</b>		<b>120,256,930</b>	<b>101,127,435</b>
<b>X. Profit (Loss) from discontinued operations</b>		<b>-</b>	<b>-</b>
<b>XI. Tax expense of discontinued operations</b>		<b>-</b>	<b>-</b>
<b>XII. Profit/(loss) from Discontinued operations (after tax) (X-XI)</b>		<b>-</b>	<b>-</b>
<b>XIII. Profit/(loss) for the period (IX+XII)</b>		<b>120,256,930</b>	<b>101,127,435</b>
<b>XIV. Other Comprehensive Income</b>			
A (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be classified to profit or loss		-	-
<b>XV. Total Comprehensive Income for the period (XIII+XIV)</b>		<b>120,256,930</b>	<b>101,127,435</b>
(Comprising Profit (Loss) and Other Comprehensive Income for the period)			
<b>XVI. Earnings per equity share (for continuing operation):</b>		<b>10.28</b>	<b>9.03</b>
(1) Basic		10.28	9.03
(2) Diluted		-	-
<b>XVII. Earnings per equity share (for discontinued operation):</b>			
(1) Basic		-	-
(2) Diluted		-	-
<b>XVIII. Earnings per equity share (for discontinued &amp; continuing operations):</b>			
(1) Basic		10.28	9.03
(2) Diluted		10.28	9.03

**For Rai Qimat & Associates**  
Chartered Accountants

**For & on behalf of the Board of Directors**  
**Medicamen Biotech Limited**

**Sd/-**  
**CA Qimat Rai Garg**  
Partner  
Membership No.: 080857  
FRN: 013152C

**Sd/-**  
**Parul Choudhary**  
Company Secretary  
(ACS : 44157)

**Sd/-**  
**Pratap Singh Rawat**  
Chief Financial Officer  
(PAN: AGIPR9421J)

**Sd/-**  
**Ashwani Kumar Sharma**  
Director  
(DIN: 00325634)

**Sd/-**  
**Rahul Bishnoi**  
Chairman  
(DIN: 00317960)

**Place : Gurugram**  
**Date : 30.05.2019**



## Cash Flow Statement

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/(Loss) after tax from continuing operations	120,256,930	101,127,435
<b>Non-cash adjustment to reconcile profit before tax to net cash flows</b>		
Provision for Taxation	53,265,678	40,177,802
Depreciation/amortization on continuing operation	22,140,341	20,578,751
Loss/(profit) on sale of fixed assets	121,414	139,907
Interest expense	9,377,462	24,081,446
Interest income	(9,247,506)	(1,954,477)
Adjustment for deferred Tax	7,145	(2,304,805)
<b>Operating profit before working capital changes</b>	<b>195,921,464</b>	<b>181,846,059</b>
<b>MOVEMENTS IN WORKING CAPITAL:</b>		
Increase/(decrease) in trade payables	87,698,669	(5,065,547)
Increase / (decrease) in long-term provisions	(1,991,218)	3,341,311
Increase / (decrease) in short-term provisions	(40,408,617)	(11,796,255)
Increase/(decrease) in other current liabilities	(888,052)	(39,463,157)
Decrease/(increase) in trade receivables	(49,470,182)	(127,372,925)
Decrease/(increase) in inventories	(10,260,873)	(4,442,639)
Decrease / (increase) in long-term loans and advances	(121,782)	(478,292)
Decrease / (increase) in short-term loans and advances	(92,342,045)	(41,081,758)
Decrease/(increase) in other current assets	(1,909,516)	(1,197,852)
Decrease/(increase) in other Non-current assets	(3,219,267)	(3,826,056)
Direct taxes paid (net of refunds)	(40,000,000)	(5,000,000)
<b>Net cash flow from/ (used in) operating activities (A)</b>	<b>43,008,581</b>	<b>(54,537,111)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets, including intangible assets and CWIP	(156,813,665)	(81,859,901)
Purchase of non-current investments	-	-
Interest received	9,247,506	1,954,477
<b>Net cash flow from/(used in) investing activities (B)</b>	<b>(147,566,159)</b>	<b>(79,905,424)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES :</b>		
Proceeds from issuance of share capital	-	11,813,940
Proceeds from Securities Premium	-	378,652,608
Shares Warrants	-	-
Long-term borrowings net of repayment / Repayment of Long Term Borrowings	(1,208,131)	(23,221,616)
Proceeds from short-term borrowings	(26,311,999)	1,561,776
Interest paid	(9,377,462)	(24,081,446)
Dividends paid on equity shares	-	(11,070,000)
Tax on equity dividend paid	-	(2,253,852)
<b>Net cash flow from/(used in) in financing activities (C)</b>	<b>(36,897,592)</b>	<b>331,401,410</b>
Net increase/(decrease) in cash and cash equivalents (A + B + C)	(141,455,170)	196,958,875
Cash and cash equivalents at the beginning of the year	226,648,244	29,689,369
<b>Cash and cash equivalents at the end of the year</b>	<b>85,193,074</b>	<b>226,648,244</b>

**For Rai Qimat & Associates**  
Chartered Accountants

**For & on behalf of the Board of Directors**  
Medicamen Biotech Limited

Sd/-  
**CA Qimat Rai Garg**  
Partner  
Membership No.: 080857  
FRN: 013152C

Sd/-  
**Parul Choudhary**  
Company Secretary  
(ACS : 44157)

Sd/-  
**Pratap Singh Rawat**  
Chief Financial Officer  
(PAN: AGIPR9421J)

Sd/-  
**Ashwani Kumar Sharma**  
Director  
(DIN: 00325634)

Sd/-  
**Rahul Bishnoi**  
Chairman  
(DIN: 00317960)

Place : Gurugram  
Date: 30.05.2019



# Notes to the Financial Statements

## Note 1: Corporate Information

Medicamen Biotech Limited was registered with ROC, New Delhi, under Registration No. 056594 dated 22<sup>nd</sup> December' 1993. Old registration number has been converted into new corporate identification number (CIN) L74899DL1993PLC056594. Registered office of the Company is 1506, Chiranjiv Tower, 43, Nehru Place New Delhi-110019. The Company is manufacture of Pharmaceuticals formulations products.

## Note 2: Significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are of Medicamen Biotech Limited (the 'Company').

### (a) Basis of preparation

#### (i) Compliance with Ind AS

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The financial statements up to year ended March 31, 2019 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act.

#### (ii) Historical cost convention

The financial statements have been prepared on a historical cost basis.

### (b) Foreign currency translation

#### (i) Functional and presentation currency

Items included in the financial statements of each of the entity are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Indian rupee (INR), which is Medicamen Biotech Limited functional and presentation currency.

#### (ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions.

### (c) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade allowances, rebates, value added taxes, GST and amounts collected on behalf of third parties.

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Company's activities as described below. The Company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

### (d) Income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.



## Notes to the Financial Statements (Contd.)

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

### (e) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

### (f) Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

### (g) Inventories

#### *Raw materials and stores, work in progress, traded and finished goods*

Raw materials and stores, work in progress, traded and finished goods are stated at the lower of cost and net realisable value.

### (h) Investments and other financial assets

#### (i) Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

## Notes to the Financial Statements (Contd.)

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

### (ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

**Debt instruments:** Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

**Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

**Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in other income using the effective interest rate method.

**Fair value through profit or loss:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

**Equity instruments:** The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain/(losses) in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

### (iii) De-recognition of financial assets

A financial asset is derecognised only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.





## Notes to the Financial Statements (Contd.)

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

### **(iv) Income recognition**

#### **Interest income**

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

#### **Dividends**

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

### **(i) Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

### **(j) Property, plant and equipment**

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

### **(k) Intangible assets**

#### **Computer software**

Costs associated with maintaining software programmes are recognised as an expense as incurred.

### **(l) Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.



## Notes to the Financial Statements (Contd.)

### (m) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred.

### (n) Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

### (o) Provisions

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

### (p) Employee benefits

#### (i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

#### (ii) Other long-term employee benefit obligations

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

#### (iii) Post-employment obligations

The Company operates the following post-employment scheme:

- (a) defined benefit plans such as gratuity; and
- (b) defined contribution plans such as provident fund.

#### (iv) Bonus plans

The Company recognises a liability and an expense for bonuses. The Company recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.



## Notes to the Financial Statements (Contd.)

### (q) Contributed equity

Equity shares are classified as equity.

### (r) Earnings per share

#### Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

### (s) Contingent Liabilities

In the opinion of the Board of Directors, adequate provisions have been made in the accounts for all known liabilities. The value of current assets, loans and advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the balance sheet, unless otherwise stated.

### (t) Value of Imports & Exports and expenditure in Foreign Currency

(Amount in Rs. Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2019	As at March 31, 2018
Value of Imports Calculated on C.I.F. basis	652.12	1220.41
Particulars	As at 31 <sup>st</sup> March, 2019	As at March 31, 2018
Value of Exports Calculated on F.O.B. basis*: (Based on shipping Bills)	5056.33	6635.40
* Excluding Domestic Sales for Export		
Particulars	As at 31 <sup>st</sup> March, 2019	As at March 31, 2018
Expenditure in Foreign Currency	60.17	12.86

### (u) During the year company incurred Rs. 18.92 lakhs under CSR activities, as prescribed under section 135 of the Companies' Act 2013, (Rs. 13.98 lakhs for Current year and Rs. 4.79 lakhs for previous year)

### (v) Related Party Disclosures

Related party disclosure as required by Ind AS-24: Related Party Disclosures' notified by the Companies (Accounting Standard) Rules, 2006 are given below:

Name and Relationships of the Related Parties:

#### (i) Associate Concern

Sr. No.	Name	Status
1)	M/s Shivalik Rasayan Limited	Holding Company
2)	M/s Growel Remedies Limited (formerly known as "Growel Wellness Innovations Limited")	Related Company
3)	Mrs. Kanchan Sharma	Related Person
4)	M/s Chem Pharma Health Care Pvt. Ltd.	Related Company



## Notes to the Financial Statements (Contd.)

### (ii) Key Management Personnel

S. No.	Name	Designation
1)	Mr. Rahul Bishnoi	Chairman
2)	Mr. Rajesh Madan	Chief Executive Officer
3)	Dr. Vimal Kumar Shrawat	Director
4)	Mr. Suresh Kumar Singh	Director
5)	Mr. Ashwani Kumar Sharma	Director
6)	Mr. Harish Pande	Director
7)	Mr. Sanjay Bansal	Director
8)	Mrs. Sumita Dwivedi	Director
9)	Mrs. Sangeeta Bishnoi	Director
10)	Mr. Arun Kumar	Director
11)	Mr. Rajesh Kumar Chauhan	Whole Time Director
12)	Mr. Pratap Singh Rawat	Chief Financial Officer
13)	Ms. Parul Choudhary	Company Secretary

### (iii) Transactions with the related parties during the year:

(Amount in Rs. Lakh)

Transactions with Related Parties	Associate Concerns / Person		Key Management Personnel	
	2018-19	2017-18	2018-19	2017-18
Sales of Goods/ Service	1.64	Nil	-	-
Rent Received	14.16	8.00	-	-
Expenses Reimbursement	36.06	Nil	-	-
Purchase of Goods / Service	34.92	38.07	-	-
Rent Paid	3.57	3.57	-	-
Interest Paid	Nil	10.13	-	-
Professional Charges Paid	9.44	Nil	-	-
Advance paid against supply	121.04	Nil	-	-
Remuneration	-	-	62.75	56.32

### (iv) Closing Balance at year end

(Amount in Rs. Lakhs)

Particulars	2018-19	2017-18
M/s Shivalik Rasayan Limited	7.17	0.28
M/s Growel Remedies Limited (formerly known Growel Wellness Innovations Limited)	121.04	11.82



## Notes to the Financial Statements (Contd.)

(w) During the year the Company has paid total managerial remuneration within limit under Section 197 read with schedule V of the Companies Act, 2013 of Rs.62.75 lakhs (Previous year Rs. 56.32 lakhs)

(x) Contingent liabilities not provided for in respect of:

(Amount in Rs. lakhs)			
S. No.	Particulars	As at 31.03.2019	As at 31.03.2018
1.	Import Letter of credit USD 2,56,425.50 (Previous Year USD 1,29,842)	178.04	83.99
2.	Import PAD Nil (Previous Year USD 2,42,600)	Nil	156.94
3.	Inland Letter of Credit	210.44	Nil
4.	Inland IUC	Nil	97.89
5.	Foreign Guarantee USD 57,792 (Previous Year USD 57,900)	40.12	37.46
6.	Inland Guarantee	89.20	73.02

**For Rai Qimat & Associates**  
Chartered Accountants

**For & on behalf of the Board of Directors**  
Medicamen Biotech Limited

Sd/-  
**CA Qimat Rai Garg**  
Partner  
Membership No.: 080857  
FRN: 013152C

Sd/-  
**Parul Choudhary**  
Company Secretary  
(ACS : 44157)

Sd/-  
**Pratap Singh Rawat**  
Chief Financial Officer  
(PAN: AGIPR9421J)

Sd/-  
**Ashwani Kumar Sharma**  
Director  
(DIN: 00325634)

Sd/-  
**Rahul Bishnoi**  
Chairman  
(DIN: 00317960)

Place : Gurugram  
Date: 30.05.2019

## Notes to the Financial Statements (Contd.)

### Note 3: PROPERTY, PLANT & EQUIPMENT

Assets Block As on 31 <sup>st</sup> March, 2019	GROSS BLOCK				DEPRECIATION BLOCK				(Amount in Rs.)	
	Gross Value as on 01/04/2018	Addition during the Year	Sale /Dis- posal during the Year	Gross Value as on 31/03/2019	Deprecia- tion as on 01/04/2018	Fixed Asset Sale/ Written off	Depreciation during the Year	Total Depre- ciation as on 31/03/2019	W.D.V. as on 31/03/2019	W.D.V. as on 31/03/2018
Land (Leasehold)& Site Development Bhiwadi	7,524,845			7,524,845	1,782,151			1,782,151	5,742,694	5,742,694
Land (Leasehold)& Site Development Haridwar	1,898,785	-	-	1,898,785	252,951	-	209,793	462,744	1,436,041	1,645,834
Building & Civil Con- struction	159,881,765	966,671	-	160,848,436	47,428,016	-	4,513,885	51,941,901	108,906,535	112,453,748
Plant & Machinery	123,702,373	2,040,451	5,046,836	120,695,988	63,177,663	4,631,277	5,032,181	63,578,567	57,117,421	60,524,709
A.C.Plant	49,986,742	1,612,712	-	51,599,454	24,402,376	-	3,237,201	27,639,577	23,959,877	25,584,367
E.T.Plant	520,222	-	-	520,222	355,923	-	138,288	494,211	26,011	164,299
Boiler	3,096,895	-	-	3,096,895	1,717,724	-	143,571	1,861,295	1,235,600	1,379,171
Die & Moulds	5,330,515	89,000	-	5,419,515	2,429,249	-	373,637	2,802,886	2,616,629	2,901,266
Generator Set	6,077,722	-	-	6,077,722	4,206,554	-	1,567,282	5,773,836	303,886	1,871,168
Water System	1,742,984	-	-	1,742,984	883,391	-	89,318	972,709	770,275	859,593
Weight Machine	1,765,078	41,500	-	1,806,578	1,024,047	-	110,833	1,134,880	671,698	741,031
Lift	463,697	-	-	463,697	294,238	-	146,274	440,512	23,185	169,459
Furniture & Fixtures	27,516,712	417,706	-	27,934,418	14,599,101	-	1,560,463	16,159,564	11,774,854	12,917,611
Cycles	10,429	-	-	10,429	9,176	-	818	9,994	435	1,254
Vehicle	10,353,085	83,036	-	10,436,121	4,415,223	-	361,914	4,777,137	5,658,984	5,937,862

Contd...





## Notes to the Financial Statements (Contd.)

Assets Block As on 31 <sup>st</sup> March, 2019	GROSS BLOCK					DEPRECIATION BLOCK				NET BLOCK	
	Gross Value as on 01/04/2018	Addition during the Year	Sale /Dis- posal during the Year	Gross Value as on 31/03/2019	Deprecia- tion as on 01/04/2018	Fixed Asset Sale/ Written off	Depreciation during the Year	Total Depre- ciation as on 31/03/2019	W.D.V. as on 31/03/2019	W.D.V. as on 31/03/2018	
Office Equipments	6,291,609	381,217	-	6,672,826	4,143,999	-	530,872	4,674,871	1,997,955	2,147,610	
Refrigerator	69,382	-	-	69,382	53,526	-	785	54,311	15,071	15,856	
Computers	8,948,327	791,588	-	9,739,914	6,125,239	-	1,339,097	7,464,336	2,275,579	2,823,088	
Quality Control Equipments	15,657,203	5,856,300	-	21,513,503	8,727,006	-	1,395,499	10,122,504	11,390,998	6,930,197	
Electric Installation	21,059,583	-	-	21,059,583	15,683,653	-	832,215	16,515,868	4,543,715	5,375,930	
<b>Total</b>	<b>451,897,952</b>	<b>12,280,180</b>	<b>5,046,836</b>	<b>459,131,296</b>	<b>201,711,206</b>	<b>4,631,277</b>	<b>21,583,925</b>	<b>218,663,854</b>	<b>240,467,443</b>	<b>250,186,746</b>	
<b>Previous Year</b>	<b>374,022,093</b>	<b>80,495,279</b>	<b>2,619,420</b>	<b>451,897,952</b>	<b>183,725,250</b>	<b>2,169,013</b>	<b>20,154,969</b>	<b>201,711,206</b>	<b>250,186,746</b>	<b>190,296,843</b>	

### NOTE 4: OTHER INTANGIBLE ASSETS

Description	GROSS BLOCK					DEPRECIATION BLOCK				NET BLOCK	
	Gross Value as on 01/04/2018	Addition during the Year	Sale /Dis- posal during the Year	Gross Value as on 31/03/2019	Deprecia- tion as on 01/04/2018	Fixed Asset Written of	Depreciation during the Year	Total as on 31/03/2019	W.D.V. as on 31/03/2019	W.D.V. as on 31/03/2018	
Intangible (soft- ware)	5,941,184	730,174	-	6,671,358	2,772,337	-	556,416	3,328,753	3,342,605	3,168,847	
<b>Total</b>	<b>5,941,184</b>	<b>730,174</b>	<b>-</b>	<b>6,671,358</b>	<b>2,772,337</b>	<b>-</b>	<b>556,416</b>	<b>3,328,753</b>	<b>3,342,605</b>	<b>3,168,847</b>	
<b>Previous Year</b>	<b>2,566,438</b>	<b>3,374,746</b>	<b>-</b>	<b>5,941,184</b>	<b>2,348,554</b>	<b>-</b>	<b>423,782</b>	<b>2,772,337</b>	<b>3,168,847</b>	<b>217,884</b>	
<b>G Total</b>	<b>457,839,136</b>	<b>13,010,354</b>	<b>5,046,836</b>	<b>465,802,654</b>	<b>204,483,543</b>	<b>4,631,277</b>	<b>22,140,341</b>	<b>221,992,607</b>	<b>243,810,048</b>	<b>253,355,593</b>	
<b>Previous Year</b>	<b>376,588,531</b>	<b>83,870,025</b>	<b>2,619,420</b>	<b>457,839,136</b>	<b>186,073,804</b>	<b>2,169,013</b>	<b>20,578,751</b>	<b>204,483,543</b>	<b>253,355,593</b>	<b>190,514,727</b>	



## Notes to the Financial Statements (Contd.)

Particulars	As at March 31, 2019	As at March 31, 2018
<b>NOTE "5" : CAPITAL WORK IN PROGRESS</b>		
Capital works in Progress - Haridwar Unit-I	3,702,100	-
Capital works in Progress - Haridwar Unit-II	83,062,126	2,785,736
Capital works in Progress - Bhiwadi	60,818,965	-
<b>TOTAL</b>	<b>147,583,191</b>	<b>2,785,736</b>

Particulars	As at March 31, 2019	As at March 31, 2018
<b>NOTE "6" : NON-CURRENT ASSETS : FINANCIAL ASSETS : LOAN</b>		
<b>Unsecured Considered Good:</b>		
Security Deposits	5,802,586	5,680,804
<b>TOTAL</b>	<b>5,802,586</b>	<b>5,680,804</b>

Particulars	As at March 31, 2019	As at March 31, 2018
<b>NOTE "7" : OTHER NON CURRENT ASSETS</b>		
Pre-Operative Expenses (Revenue Expenses of HRD Unit-II)	4,188,314	1,029,628
Product Registration /Development	2,857,009	2,796,428
<b>TOTAL</b>	<b>7,045,323</b>	<b>3,826,056</b>

Particulars	As at March 31, 2019	As at March 31, 2018
<b>NOTE "8" : INVENTORIES</b>		
Finished Goods	18,563,658	11,440,400
Work In Process	6,892,635	27,924,350
Raw Material	83,909,009	52,582,431
Packing Material	42,229,667	49,056,247
Stores and Spares	1,007,651	1,338,319
<b>TOTAL</b>	<b>152,602,620</b>	<b>142,341,747</b>

Particulars	As at March 31, 2019	As at March 31, 2018
<b>NOTE "9" : CURRENT INVESTMENT</b>		
20,000 Units of Union KBC Equity Fund @ Rs.10.000	-	200,000
33,686 Units of Union KBC Equity Fund @ Rs.14.843	-	500,000
<b>Total Current Investment</b>	<b>-</b>	<b>700,000</b>
<b>Aggregate NAV of Current Investment</b>	<b>-</b>	<b>976,011</b>
<b>TOTAL</b>	<b>-</b>	<b>976,011</b>



## Notes to the Financial Statements (Contd.)

Particulars	As at March 31, 2019	As at March 31, 2018
<b>NOTE "10" : TRADE RECEIVABLES</b>		
<b>Unsecured, Considered Good</b>		
<b>Over Six Months From Due Date</b>		
Good	76,690,980	96,256,168
Doubtful	-	-
<b>Below Six Months</b>		
Good	357,017,589	287,982,219
Doubtful	-	-
<b>Less:</b>		
Provision for Doubtful Debts	-	-
<b>TOTAL</b>	<b>433,708,569</b>	<b>384,238,387</b>

Particulars	As at March 31, 2019	As at March 31, 2018
<b>NOTE "11" : CASH AND CASH EQUIVALENTS</b>		
<b>A. BALANCES WITH BANK</b>		
- In Current Accounts	3,243,800	155,446,996
- In Fixed Deposit Accounts	69,514,069	60,000,000
- As Margin Money with Bank	9,048,419	7,544,409
- As Earnest Money Deposit	2,304,834	2,388,144
	<b>84,111,122</b>	<b>225,379,549</b>
<b>B. Other Bank Balances</b>		
- Unpaid Dividend Bank A/c	337,587	338,687
- Cash on Hand	744,365	930,008
<b>TOTAL</b>	<b>85,193,074</b>	<b>226,648,244</b>

Particulars	As at March 31, 2019	As at March 31, 2018
<b>NOTE "12" : CURRENT FINANCIAL ASSETS: LOAN</b>		
<b>Others</b>		
Advance for Capital Assets	89,806,572	1,275,866
Advances to Suppliers	4,885,026	4,319,532
Prepaid Expenses	2,582,515	3,658,626
Advances Staff and Others	2,613,393	88,779
Earnest Money Deposit	5,517,048	3,719,706
<b>TOTAL</b>	<b>105,404,554</b>	<b>13,062,509</b>

Particulars	As at March 31, 2019	As at March 31, 2018
<b>NOTE "13" : OTHER CURRENT ASSETS</b>		
Advance Income Tax Paid	40,000,000	5,000,000
Tax Deducted at Source	1,317,771	552,586
MEIS & Focus Marketing Scheme receivable	6,226,320	14,589,499
Duty Drawback Receivable	3,324,743	3,637,403
Balance with Statutory Authorities (GST Recoverable)	133,907,020	119,086,850
<b>TOTAL</b>	<b>184,775,854</b>	<b>142,866,338</b>



## Notes to the Financial Statements (Contd.)

### Note 14: Equity Share Capital

	Balance at the beginning of the reporting period	Changes in the Equity Share Capital during the year	Balance at the end of the reporting period
<b>1<sup>st</sup> April, 2017</b>			<b>March 31, 2018</b>
	105,186,060.00	11,813,940.00	117,000,000.00
<b>1<sup>st</sup> April, 2018</b>			<b>31<sup>st</sup> March, 2019</b>
	117,000,000.00	-	117,000,000.00

### Note 15: Other Equity

Particulars	Share Application money pending allotments	Equity component of compound financial instruments	Capital Reserve	Reserve and Surplus			Debt Instruments through other comprehensive income	Equity Instruments through Other Comprehensive income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements	Other items of Other Comprehensive Income (specify nature)	Money received against share warrants	Total
				Securities Premium Reserve	Other Reserves (specify nature)	Retained Earnings								
Balance at the beginning of the reporting period <b>(1<sup>st</sup> April, 2017)</b>	-	-	-	45,287,872	109,615,514	-	-	-	-	-	-	-	-	154,903,386
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total comprehensive Income for the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Contd...



## Notes to the Financial Statements (Contd.)

Particulars	Share Application money pending allotments	Equity component of compound financial instruments	Capital Reserve	Reserve and Surplus			Debt Instruments through other comprehensive income	Equity Instruments through Other Comprehensive income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements	Other items of Other Comprehensive Income (specify nature)	Money received against share warrants	Total
Dividends	-	-	-	-	(13,323,852)	-	-	-	-	-	-	-	-	(13,323,852)
Transfer to Retained Earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Addition/changes in Reserves	-	-	-	-	386,372,124	-	-	-	-	-	-	-	-	487,499,559
Balance at the end of the reporting period (31 <sup>st</sup> March, 2018)	-	-	-	-	431,659,996	197,419,097	-	-	-	-	-	-	-	629,079,093
Balance at the beginning of the reporting period (1 <sup>st</sup> April, 2018)	-	-	-	-	431,659,996	197,419,097	-	-	-	-	-	-	-	629,079,093
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total comprehensive Income for the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Contd...

## Notes to the Financial Statements (Contd.)

Particulars	Share Application money pending allotments	Equity component of compound financial instruments	Capital Reserve	Reserve and Surplus			Debt Instruments through other comprehensive income	Equity Instruments through Other Comprehensive income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements	Other items of Other Comprehensive Income (specify nature)	Money received against share warrants	Total
				Securities Premium Reserve	Other Reserves (specify nature)	Retained Earnings								
Transfer to Retained Earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Addition/changes in Reserves	-	-	-	-	120,256,930	-	-	-	-	-	-	-	-	120,256,930
Balance at the end of the reporting period (31 <sup>st</sup> March, 2019)	-	-	-	431,659,996	317,676,027	-	-	-	-	-	-	-	-	749,336,023

**For Rai Qimat & Associates**  
Chartered Accountants

Sd/-  
**CA Qimat Rai Garg**  
Partner  
Membership No.: 080857  
FRN: 013152C

Sd/-  
**Parul Choudhary**  
Company Secretary  
(ACS : 44157)

Sd/-  
**Pratap Singh Rawat**  
Chief Financial Officer  
(PAN: AGIPR9421J)

**For & on behalf of the Board of Directors**  
Medicamen Biotech Limited

Sd/-  
**Ashwani Kumar Sharma**  
Director  
(DIN: 00325634)

Sd/-  
**Rahul Bishnoi**  
Chairman  
(DIN: 00317960)

Place : Gurugram  
Date: 30.05.2019



## Notes to the Financial Statements (Contd.)

Particulars		As at March 31, 2019		As at March 31, 2018
<b>NOTE "14" : EQUITY SHARE CAPITAL</b>				
<b>- Authorised</b>				
15,000,000 Equity Shares of Rs.10/- each [Previous Year : 15,000,000 Equity Shares of Rs.10/- each]		150,000,000		150,000,000
<b>- Issued, Subscribed and Paid up</b>				
11,700,000 Equity Shares of Rs. 10/- each fully paid-up. [11,700,000 Equity Shares of Rs.10/- each]		117,000,000		117,000,000
<b>Total</b>		<b>117,000,000</b>		<b>117,000,000</b>
<b>- Reconciliation of Shares:</b>	<b>Nos</b>	<b>Amount</b>	<b>Nos</b>	<b>Amount</b>
<b>Opening Share Capital</b>	<b>11,700,000</b>	<b>117,000,000</b>	<b>10,518,606</b>	<b>105,186,060</b>
Add: 5,51,394 Shares issued on 12.04.2017 @10/- each	-	-	551,394	5,513,940
Add: 3,06,000 Shares issued on 01.11.2017 @10/- each	-	-	306,000	3,060,000
Add: 3,24,000 Shares issued on 06.03.2018 @10/- each	-	-	324,000	3,240,000
<b>Closing</b>	<b>11,700,000</b>	<b>117,000,000</b>	<b>11,700,000</b>	<b>117,000,000</b>

Particulars	As at March 31, 2019	As at March 31, 2018
<b>NOTE "15" : OTHER EQUITY</b>		
<b>(i) Share premium Reserve</b>		
As per Last Balance Sheet	<b>431,659,996</b>	<b>45,287,872</b>
Add: On allotment of 5,51,394 Shares @ 46 per share	-	25,364,124
Add: On allotment of 3,06,000 Shares @ 536 per Share	-	164,016,000
Add: On allotment of 3,24,000 Shares @ 608 per Share	-	196,992,000
<b>Total</b>	<b>431,659,996</b>	<b>431,659,996</b>
<b>(ii) PROFIT AND LOSS ACCOUNT</b>		
As per Last Balance Sheet	<b>197,419,097</b>	<b>109,615,514</b>
Add: Profit for the year	120,256,930	101,127,435
	<b>317,676,027</b>	<b>210,742,949</b>
Less: Dividend Paid	-	13,323,852
	<b>317,676,027</b>	<b>197,419,097</b>
<b>Closing Balance</b>	<b>749,336,023</b>	<b>629,079,093</b>



## Notes to the Financial Statements (Contd.)

Particulars	As at March 31, 2019	As at March 31, 2018
<b>NOTE "16" : LONG TERM BORROWINGS</b>		
<b>Secured</b>		
<b>Term Loans From Bank</b>		
<b>Term Loan from INDIAN Bank (Vehicle Loan)</b>		
[Secured by way of Hypothecation of vehicles]		
Repayable in 60 monthly Instalments started from 15/08/2015 and last instalment due on 15/07/2020 carrying rate of interest of 10.45% p.a	45,948	270,255
<b>Term Loan from ICICI Bank Limited (Vehicle Loan)</b>		
[Secured by way of Hypothecation of vehicles]		
Repayable in 36 monthly Instalments started from 01/06/2017 and last instalment due on 01/05/2020 carrying rate of interest 9% p.a. (Innova)	89,236	624,889
Repayable in 36 monthly Instalments started from 01/06/2017 and last instalment due on 01/05/2020 carrying rate of interest 8.50% p.a. (Creta)	74,214	522,385
<b>TOTAL</b>	<b>209,398</b>	<b>1,417,529</b>

Particulars	As at March 31, 2019	As at March 31, 2018
<b>NOTE "17" : LONG TERM PROVISIONS</b>		
Provision For Employee Benefits		
- Gratuity	8,548,535	8,451,948
- Leave Encashment	1,253,178	3,340,983
<b>TOTAL</b>	<b>9,801,713</b>	<b>11,792,931</b>

Particulars	As at March 31, 2019	As at March 31, 2018
<b>NOTE "18" : DEFERRED TAX LIABILITY</b>		
Opening Balance	4,135,633	6,440,438
Add: During the year	7,145	(2,304,805)
<b>TOTAL Deferred Tax Liabilities (Net)</b>	<b>4,142,778</b>	<b>4,135,633</b>



## Notes to the Financial Statements (Contd.)

Particulars	As at March 31, 2019	As at March 31, 2018
<b>NOTE "19" : SHORT TERM BORROWINGS</b>		
<b>Loans repayable on demand</b>		
- Secured		
<b>Working Capital Loan from Indusind Bank Ltd</b>	116,133,091	142,445,090
Secured by way of :		
i) First Charge on entire Fixed Assets and Current Assets of the Company both present and future.	-	-
ii) Personal Guarantee of Three Directors		
<b>TOTAL</b>	<b>116,133,091</b>	<b>142,445,090</b>

Particulars	As at March 31, 2019	As at March 31, 2018
<b>NOTE "20" : TRADE PAYABLES</b>		
<b>Trade Payables</b>		
For Goods	241,725,972	164,727,388
For Expenses	17,867,504	36,742,929
<b>Others</b>		
Expenses Payables	6,905,982	9,518,809
Advances from Customers	39,198,990	7,010,653
<b>TOTAL</b>	<b>305,698,448</b>	<b>217,999,779</b>

Particulars	As at March 31, 2019	As at March 31, 2018
<b>NOTE "21" : OTHER CURRENT LIABILITIES</b>		
Creditors for Capital Goods	4,741,436	4,064,995
Statutory Dues	1,384,448	1,555,043
Current maturities of long term debt	1,208,132	1,104,117
Deposits- Security Deposits	100,000	900,000
Unclaimed dividends	337,587	338,687
Other Current Liability	-	696,813
<b>TOTAL</b>	<b>7,771,603</b>	<b>8,659,655</b>

Particulars	As at March 31, 2019	As at March 31, 2018
<b>NOTE "22" : SHORT TERM PROVISIONS</b>		
<b>Provision for Employee Benefits</b>		
- Leave Encashment	153,658	214,199
- Gratuity	320,019	564,887
- Bonus	2,093,410	2,018,817
Other Provisions:		
- Provision for Taxation	53,265,678	40,177,801
<b>TOTAL</b>	<b>55,832,765</b>	<b>42,975,704</b>



## Notes to the Financial Statements (Contd.)

Particulars	As at March 31, 2019	As at March 31, 2018
<b>NOTE "23" : SALE OF FINISH GOODS</b>		
Sale of Finish Goods	1,212,311,611	1,097,460,671
Excise duty	-	1,024,845
<b>Other Operating Revenues</b>		
Other Sale from Operation	13,733,056	17,611,252
<b>Total</b>	<b>1,226,044,667</b>	<b>1,116,096,768</b>

Particulars	As at March 31, 2019	As at March 31, 2018
<b>NOTE "24" : OTHER INCOME</b>		
Interest received from Fixed Deposit	9,247,506	1,954,477
Foreign Exchange Rate Difference	24,231,621	15,305,157
Rent received	1,200,000	800,000
Other non-operating income (Net of expenses-PMRPY)	411,257	188,637
Product Development Charges	1,005,500	317,504
Profit on Sale of investment	306,772	5,000
Insurance Charge Recovered	184,651	308,363
<b>TOTAL</b>	<b>36,587,307</b>	<b>18,879,138</b>

Particulars	As at March 31, 2019	As at March 31, 2018
<b>NOTE "25" : COST OF MATERIAL CONSUMED</b>		
<b>Raw Material Consumed</b>		
Opening Stock	52,582,431	47,694,975
Add: Purchases	687,987,018	506,636,366
	<b>740,569,449</b>	<b>554,331,341</b>
Less : Closing Stock	83,909,009	52,582,431
	<b>656,660,440</b>	<b>501,748,910</b>
<b>Packing Material Consumed</b>		
Opening Stock	49,056,246	60,723,900
Add: Purchases	133,487,670	174,029,945
Design and Printing on P.M.	500,050	404,539
	<b>183,043,966</b>	<b>235,158,384</b>
Less : Closing Stock	42,229,667	49,056,246
	<b>140,814,299</b>	<b>186,102,138</b>
<b>TOTAL-COST OF MATERIAL CONSUMED</b>	<b>797,474,739</b>	<b>687,851,048</b>
Less: Sample Sale	27,478	26,550
<b>NET-COST OF MATERIAL CONSUMED</b>	<b>797,447,261</b>	<b>687,824,498</b>



## Notes to the Financial Statements (Contd.)

Particulars	As at March 31, 2019	As at March 31, 2018
<b>NOTE "26" : CHANGES IN INVENTORY OF FINISHED GOODS AND WORK IN PROCESS</b>		
<b>Opening Stock</b>		
Work-in Process	27,924,350	18,587,395
Finished Goods	11,440,400	9,470,836
Stock In Trade	-	-
	<b>39,364,750</b>	<b>28,058,231</b>
<b>Less : Closing Stock</b>		
Work-in-Process	6,892,635	27,924,350
Finished Goods	18,563,658	11,440,400
Stock In Trade	-	-
	<b>25,456,293</b>	<b>39,364,750</b>
<b>Stock Decreased /( Increased ) by</b>	<b>13,908,457</b>	<b>(11,306,519)</b>

Particulars	As at March 31, 2019	As at March 31, 2018
<b>NOTE "27" : EMPLOYEE BENEFITS EXPENSES</b>		
Salaries & Allowances	65,938,892	69,217,673
Contribution to P.F and E.S.I.C.	5,637,980	5,743,727
Workmen and Staff Welfare Expenses	9,277,756	15,568,755
<b>TOTAL</b>	<b>80,854,628</b>	<b>90,530,155</b>

Particulars	As at March 31, 2019	As at March 31, 2018
<b>NOTE "28" : FINANCE COSTS</b>		
<b>Interest Expense</b>		
Interest on Working Capital	5,702,509	16,877,706
Interest on Term Loan	-	3,471,998
Interest on Car Loan	186,411	240,578
Interest Others	3,488,542	3,491,164
<b>TOTAL</b>	<b>9,377,462</b>	<b>24,081,446</b>

Particulars	As at March 31, 2019	As at March 31, 2018
<b>NOTE "29" : DEPRECIATION / AMORTIZATION</b>		
On Tangible Assets	21,583,925	20,154,969
On In-Tangible Assets	556,416	423,782
<b>TOTAL</b>	<b>22,140,341</b>	<b>20,578,751</b>



## Notes to the Financial Statements (Contd.)

Particulars	As at March 31, 2019	As at March 31, 2018
<b>NOTE "30" : OTHER EXPENSES</b>		
<b>Manufacturing Expenses</b>		
Labour Charges	30,915,302	44,052,706
Power, Fuel & Water	20,772,256	27,483,739
Consumable Stores	5,610,365	5,045,736
Freight & Cartage Inwards	4,832,365	7,759,093
Analysis & Testing Charges	3,295,128	5,423,537
Laboratories Expenses	2,994,980	5,550,173
Effluent Treatment Expenses	149,749	154,661
Repair & Maintenance		
- Building	2,817,661	7,767,781
- Machines & Electricals	3,778,090	4,773,759
- Others (Office Equipment's & Computers)	3,090,194	2,214,454
Other Manufacturing Expenses	202,070	1,074,786
<b>TOTAL "A"</b>	<b>78,458,160</b>	<b>111,300,425</b>
<b>Administrative, Selling &amp; Other Expenses</b>		
Legal & Professional Charges	4,835,198	4,025,072
Consultancy Charges	763,650	1,740,843
Security Services Charges	2,014,882	1,884,074
House Keeping Expenses	1,608,299	2,526,280
Rate & Taxes	354,140	1,500,694
Rent Paid	2,571,710	4,920,458
Registration Charges	1,377,021	553,509
Bank Charges	4,445,997	3,039,182
Travelling & Conveyance	3,524,432	6,929,931
Membership & Subcription Expenses	726,470	942,684
Filling Fee Expenses	131,710	25,845
Books & Periodicals Expenses	12,182	195,559
Diwali Expenses	919,359	542,623
Charity & Donation	158,600	-
Electricity & Water Expenses -HO	344,932	276,823
Tax Paid on Assessment	5,908,168	3,011,542
Destruction Expenses	349,643	158,257
Sales Promotion Expenses	-	1,948,200
Exhibition Expenses	1,021,635	1,149,949
Office & General Expenses	813,049	1,120,122
Software Subscription Charges	197,805	392,526
Communication Expenses	2,339,816	2,388,361
Printing & Stationery Expenses	1,777,691	2,138,210
Vehicle Running Expenses	938,743	1,004,666





## Notes to the Financial Statements (Contd.)

Particulars	As at March 31, 2019	As at March 31, 2018
Loss on Sale of Fixed Assets	121,414	139,907
Board & secretarial expenses	955,211	1,269,262
Distribution Expenses	3,453,482	6,247,712
Discount Allowed	101,910	83,404
Business Promotion Expenses	505,779	1,225,854
Commission on Sales	4,899,911	5,291,369
Guest House Expenses	44,152	-
Advertisement Expenses	67,090	87,185
Freight & Cartage Outward	12,337,485	14,054,681
Insurance		
- Vehicles	155,682	94,504
- Stocks & Building	795,829	206,767
- Others	282,825	429,264
<b>Auditors' Remuneration</b>		
Cost Audit Fee	112,320	100,000
Audit Fees	267,000	250,000
Out-of pocket expenses	18,862	41,700
<b>TOTAL "B"</b>	<b>61,254,084</b>	<b>71,937,019</b>
<b>TOTAL "A+B"</b>	<b>139,712,244</b>	<b>183,237,444</b>

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>NOTE "31" : CORPORATE SOCIAL RESPONSIBILITIES (CSR EXPENSES)</b>		
CSR Expenses	1,892,100	-
<b>TOTAL</b>	<b>1,892,100</b>	<b>-</b>

**For Rai Qimat & Associates**  
Chartered Accountants

**For & on behalf of the Board of Directors**  
Medicamen Biotech Limited

Sd/-  
**CA Qimat Rai Garg**  
Partner  
Membership No.: 080857  
FRN: 013152C

Sd/-  
**Parul Choudhary**  
Company Secretary  
(ACS : 44157)

Sd/-  
**Pratap Singh Rawat**  
Chief Financial Officer  
(PAN: AGIPR9421J)

Sd/-  
**Ashwani Kumar Sharma**  
Director  
(DIN: 00325634)

Sd/-  
**Rahul Bishnoi**  
Chairman  
(DIN: 00317960)

Place : Gurugram  
Date: 30.05.2019

# NOTICE

**NOTICE** is hereby given that the Twenty Sixth Annual General Meeting of the Members of the Medicamen Biotech Limited will be held on Wednesday, the 25th day of September, 2019 at 11.00 a.m. at ISKCON Auditorium, Hare Krishna Hill, Sant Nagar Main Road, East of Kailash, New Delhi-110065 to transact the following business:

## **ORDINARY BUSINESS:-**

1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon; and
2. To declare Final Dividend on equity shares for the financial year 2018-19.
3. To appoint a Director in place of Mr. Rahul Bishnoi (DIN: 00317960) who retires by rotation as Director and being eligible offer himself for re-appointment.
4. To appoint a Director in place of Mr. Ashwani Kumar Sharma (DIN: 00325634) who retires by rotation as Director and being eligible offer himself for re-appointment.

## **SPECIAL BUSINESS**

### **5. CONSENT OF MEMBERS FOR INCREASE IN THE LIMITS APPLICABLE FOR MAKING INVESTMENTS / EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS / BODIES CORPORATE**

To consider and if thought fit, to convey assent or dissent to the following Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of ₹ 200 crores (Rupees Two Hundred crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

### **6. APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013:**

To Consider and, if thought fit, to pass the following resolution, with or without modifications as a "Special Resolution".

**"RESOLVED THAT** pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company, (in which any director is deemed to be interested) upto an aggregate sum of ₹ 100 crores (Rupees Hundred crores Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company."



## NOTICE (Contd.)

### 7. APPOINTMENT OF MR. RAJESH KUMAR CHAUHAN (DIN:08340413) AS A WHOLE-TIME DIRECTOR:

To appoint Mr. Rajesh Kumar Chauhan (DIN: 08340413) as a Whole-time Director and in this regard, pass the following resolution as a Special Resolution:

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 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), approval of the members be and is hereby accorded to appoint Mr. Rajesh Kumar Chauhan (DIN: 08340413) as a Whole-time Director, designated as Executive Director of the Company, for a period of 5 (five) years that is with effect from January 24, 2019 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Human Resources, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

### 8. APPOINTMENT OF DR. VIMAL KUMAR SHRAWAT (DIN:08274190) AS A DIRECTOR:

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Dr. Vimal Kumar Shrawat (DIN:08274190), who was appointed as an Additional Director by the Board on February 11, 2019 of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying its intention to propose Dr. Vimal Kumar Shrawat (DIN:08274190) as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

### 9. APPOINTMENT OF MRS. SUMITA DWIVEDI (DIN:08218640) AS AN INDEPENDENT DIRECTOR:

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

**"RESOLVED THAT** Mrs. Sumita Dwivedi (DIN 08218640), who was appointed by the Board of Directors as an Additional Director of the Company with effect from November 13, 2018 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of Mrs. Sumita Dwivedi (DIN 08218640), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing November 13, 2018 to November 12, 2023, be and is hereby approved."

### 10. APPOINTMENT OF MRS. SANGEETA BISHNOI (DIN:08288998) AS AN INDEPENDENT DIRECTOR:

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

**"RESOLVED THAT** Mrs. Sangeeta Bishnoi (DIN 08288998), who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 11, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company."

## NOTICE (Contd.)

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of Mrs. Sangeeta Bishnoi (DIN 08288998), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing February 11, 2019 to February 10, 2024, be and is hereby approved."

### 11. **APPOINTMENT OF DR. RAVI KUMAR BANSAL (DIN: 08462513) AS AN INDEPENDENT DIRECTOR:**

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

**"RESOLVED THAT** Dr. Ravi Kumar Bansal (DIN 08462513), who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 30, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of Dr. Ravi Kumar Bansal (DIN 08462513), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing May 30, 2019 to May 29, 2024, be and is hereby approved."

### 12. **TO RATIFY THE REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR ENDING MARCH 31, 2020 :**

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and read with the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s SPB & Co., Cost Accountants (Registration No. 102586), Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2020 be paid the remuneration ` 1,00,000/- respectively for the aforesaid financial years, plus out of pocket expenses that may be incurred during the course of audit and the said remuneration paid to M/s SPB & Co. be and is hereby approved and ratified.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this Resolution."

### 13. **TO APPROVE THE CONTINUATION OF DIRECTORSHIP OF MR. ARUN KUMAR (DIN:07031730) AS AN INDEPENDENT DIRECTOR OF THE COMPANY AND FOR THE PURPOSE, TO PASS WITH OR WITHOUT MODIFICATION THE FOLLOWING RESOLUTION, WHICH WILL BE PROPOSED AS SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) or any other applicable law and in partial modification of the resolution of the shareholders of the Company passed in the Extra- Ordinary General Meeting held on February 27, 2016, the continuation of the Directorship of Mr. Arun Kumar (DIN:07031730) for the existing term of his office, be and is hereby approved."



## NOTES:

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, setting out material facts concerning the business under Item Nos. 5 to 13 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") are also annexed.
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 IN THE MEETING AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED AND SIGNED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**  

A person can act as a proxy on behalf of members not exceeding fifty and holding in 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 the total equity share of the Company 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/address, etc., the members are requested to approach:
  - a) the Company's Registrar and Share Transfer Agent i.e. M/s Link Intime India Pvt. Ltd., Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058, 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 (10.00 A.M to 5.00 P.M) on all working days (except Saturdays) upto the date of Annual General Meeting of the Company.
7. The Company has fixed Wednesday, September 18, 2019 as the 'Record Date' for determining entitlement of Members to final dividend for the financial year ended March 31, 2019.
8. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made on or before Thursday, October 24, 2019 as under:
  - I. to all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Wednesday, September 18, 2019;
  - II. to all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Wednesday, September 18, 2019.
9. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Link Intime India Private Limited (LIPL) for assistance in this regard.
10. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs") in case the shares are held by them in electronic form and with Link Intime India Private Limited (LIPL) in case the shares are held by them in physical form.



## NOTES:(Contd.)

11. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.

12. The route map showing directions to reach the venue of the Twenty Sixth AGM is annexed.

13. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Link Intime India Private Limited (LIPL)

1. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
2. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
3. The remote e-voting period commences on September 22, 2019 (9:00 am) and ends on September 24, 2019 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, September 18, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by LIPL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

4. The process and manner for remote e-voting are as under:

**A.** Log-in to e-voting website of Link Intime India Private Limited (LIPL)

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
  - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
  - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
  - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.

5. Your Password details are given below:

If you are using e-voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).





## NOTES:(Contd.)

	<b>For Shareholders holding shares in Demat Form or Physical Form</b>
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"> <li>Members who have not updated their PAN with depository Participant or in the Company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.</li> </ul>
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the Company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio number. <ul style="list-style-type: none"> <li>Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv).</li> </ul>

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

### **If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

**NOTE:** The password is to be used by demat shareholders for voting on the resolutions placed by the Company in which they are a shareholder and eligible to vote, provided that the Company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

### **Cast your vote electronically**

- After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the Company, you choose to vote.
- On the voting page, you will see "Resolution Description" and against the same the option "Favour/ against" for voting.  
Cast your vote by selecting appropriate option i.e. Favour/against as desired.  
Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/against'.
- If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
- After selecting the appropriate option i.e. Favour/against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
- Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

## NOTES:(Contd.)

### General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.  
They are also required to upload a scanned certified true copy of the board resolution /authority letter/ power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
  - During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
  - Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
  - In case the shareholders have any queries or issues regarding e-voting, please click here or you may refer the Frequently Asked Questions("FAQs") and Insta vote e-voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call us :- Tel : 022 - 49186000.
1. 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 future communication(s)
  2. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Wednesday, September 18, 2019.
  3. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
  4. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
  5. Mr. Manoj Kumar Jain, Practicing Company Secretary (Membership No.: 5832; CP No: 5629)(Address: F-2, Plot No-299, Sector-4,(Near Vaishali Metro Station) Vaishali, Ghaziabad, UP-201010 has been appointed as the Scrutinizer to scrutinize for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
  6. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
  7. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  8. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.medicamen.com](http://www.medicamen.com) and on the website of LIPL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

### Contact Details:

<b>Company :</b> Medicamen Biotech Limited Regd. Office: 1506, Chiranjiv Tower, 43, Nehru Place, New Delhi-110019 CIN: L74899DL1993PLC056594 E-mail ID: <a href="mailto:cs@medicamen.com">cs@medicamen.com</a> Website: <a href="http://www.medicamen.com">www.medicamen.com</a>	<b>Registrar and Transfer Agent:</b> Link Intime India Pvt. Ltd Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058 Ph: 011-41410592/3/4 E-mail ID: <a href="mailto:insta.vote@linkintime.co.in">insta.vote@linkintime.co.in</a> / <a href="mailto:swapann@linkintime.co.in">swapann@linkintime.co.in</a> Website: <a href="https://linkintime.co.in">https://linkintime.co.in</a>
<b>Scrutinizer :</b> Mr. Manoj Kumar Jain, AMJ & Associates, (Company Secretaries) F-2, Plot No-299, Sector-4, (Near Vaishali Metro Station) Vaishali, Ghaziabad, UP-201010 E - mail ID :- <a href="mailto:amj.associates@gmail.com">amj.associates@gmail.com</a> Website: <a href="http://www.amjassociates.in">www.amjassociates.in</a>	<b>E-Voting Agency:</b> Link Intime India Pvt. Ltd Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058 Ph: 011-41410592/3/4 E-mail ID: <a href="mailto:insta.vote@linkintime.co.in">insta.vote@linkintime.co.in</a> Website: <a href="https://linkintime.co.in">https://linkintime.co.in</a>



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

The following explanatory statement sets out the material facts in respect of the special business mentioned in the accompanying notice:

### ITEM NO. 5

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no Company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a General Meeting.

As per the latest audited Balance Sheet of the Company as on March 31, 2019, sixty per cent of the paid-up share capital, free reserves and securities premium account amounts to ₹ 51.98 crores while one hundred per cent of its free reserves and securities premium account amounts to ₹ 74.93 crores. Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees / securities in connection with a loan, as the case may be, is ₹ 74.93 crores.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits. Hence, the Special Resolution at Item No.5 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act. The Directors recommend the Special Resolution as set out at Item No. 5 of the accompanying Notice, for Members' approval. None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

### ITEM 6:

The Company is expected to render support for the business requirements of other Companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to other entities in the MBL Group. In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities.

The members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities in the MBL Group. Hence, in order to enable the Company to advance loan to Subsidiaries/ Joint Ventures /associates/ other Companies/ Firms in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

The Board of Directors Recommend the Special Resolution for approval by the members. All the Directors except for the Independent Directors are concerned or interested in the aforesaid resolution, financially or otherwise.

### ITEM NO 7:

The Board of Directors of the Company ("the Board") at its meeting held on January 24, 2019 has, subject to the approval of members, appointed Mr. Rajesh Kumar Chauhan (DIN: 08340413) as a Whole time Director, designated as Executive Director, for a period of 5 (five) years, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board. It is proposed to seek members' approval for the appointment of and remuneration payable to Mr. Rajesh Kumar Chauhan as a Whole time Director, designated as Executive Director of the Company, in terms of the applicable provisions of the Act. Broad particulars of the terms of appointment of and remuneration payable to Mr. Rajesh Kumar Chauhan are as under:

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

### (a) Annual Emoluments:

Components	(₹/Annum)
Basic Pay (To be paid periodically in accordance with the Company's normal payroll practices and subject to withholdings)	4,34,928
House Rent Allowance	2,17,464
Conveyance Allowance	19,200
Special Allowance	2,84,184
<b>Total Annual Emoluments</b>	<b>9,55,776</b>

(b) The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.

(c) Increment in salary, perquisites and allowances and remuneration by way of incentive / bonus / performance linked incentive, payable to Mr. Rajesh Kumar Chauhan, as may be determined by the Board and / or the Nomination and Remuneration Committee of the Board, shall be in addition to the remuneration under (a) above.

(d) It is clarified that employees stock options granted / to be granted to Mr. Rajesh Kumar Chauhan, from time to time, shall not be considered as a part of perquisites under (a) above and that the perquisite value of stock options exercised shall be in addition to the remuneration under (a) above.

### (e) Reimbursement of Expenses:

Expenses incurred for travelling, board and lodging including for Mr. Rajesh Kumar Chauhan's spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

The overall remuneration payable every year to the Managing Director and the Whole-time Directors by way of salary, perquisites and allowances, incentive / bonus / performance linked incentive, remuneration based on net profits, etc., as the case may be, shall not exceed in the aggregate 1% (one percent) of the net profits of the Company as computed in the manner laid down in Section 198 of the Act or any statutory modification(s) or re-enactment(s) thereof.

### (f) General:

- The Whole-time Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board / Managing Director from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board / Managing Director and the functions of the Whole time Director will be under the overall authority of the Managing Director.
- The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- The Whole-time Director shall adhere to the Company's Code of Conduct.
- The office of the Whole-time Director may be terminated by the Company or by him by giving the other 6 (Six) months' prior notice in writing.

Mr. Rajesh Kumar Chauhan has attained age of Fifty Seven years on January 24, 2019. Mr. Rajesh Kumar Chauhan has rich and varied experience in the industry and has been involved in the operations of the Company. It would be in the interest of the Company to continue to avail his considerable expertise and to appoint Mr. Rajesh Kumar Chauhan as a Whole-time Director. Accordingly, approval of the members is sought for passing a Special Resolution for appointment of Mr. Rajesh Kumar Chauhan as a Whole-time Director, as set out in Part-I of Schedule V to the Act as also under sub-section (3) of Section 196 of the Act.

Save and except as provided in the foregoing paragraph, Mr. Rajesh Kumar Chauhan satisfies all the other conditions set out in Part-I of Schedule-V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Rajesh Kumar Chauhan under Section 190 of the Act.

Details of Mr. Rajesh Kumar Chauhan are provided in "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Mr. Rajesh Kumar Chauhan is interested in the resolution set out at Item No. 7 of the Notice.

The relatives of Mr. Rajesh Kumar Chauhan may be deemed to be interested in the resolution set out at Item No. 7 of the Notice, to the extent of their shareholding interest, if any, in the Company.



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

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

### ITEM 8:

The Board of Directors of the Company, based on the recommendation of the Nomination & Remuneration Committee, appointed Dr. Vimal Kumar Shrawat as an Additional Director (Non-Executive) of the Company with effect from February 11, 2019. In terms of the provisions of Section 161 of the Act, Dr. Vimal Kumar Shrawat holds the office till the date of ensuing Annual General Meeting and is eligible for re-appointment. Notice under the provisions of Section 160 of the Act has been received from a member signifying its intention to propose the candidature of Dr. Vimal Kumar Shrawat as Director of the Company. The Directors recommend the resolution set out at Item No. 8 of the accompanying Notice. Dr. Vimal Kumar Shrawat is interested and concerned in the Resolution mentioned at Item No. 8 of the Notice. None of the other Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

### ITEM NO 9, 10 & 11

Mrs. Sumita Dwivedi (DIN: 08218640) Mrs. Sangeeta Bishnoi (DIN: 08288998) and Dr. Ravi Kumar Bansal (DIN: 08462513) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement and Provisions of the SEBI (Listing Obligation and Disclosure requirements) Regulations, 2015 with the stock exchanges. They hold office as Independent Directors of the Company up to the conclusion / date of the ensuing Annual General Meeting of the Company ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination and Remuneration Committee of the Board of Directors has recommended appointment of Mrs. Sumita Dwivedi (DIN: 08218640), Mrs. Sangeeta Bishnoi (DIN: 08288998) and Dr. Ravi Kumar Bansal (DIN: 08462513) as Independent Directors for a term of 5 (five) consecutive years on the Board of the Company.

The Board as per the recommendation of the Nomination and Remuneration Committee, considers that background and experience of Mrs. Sumita Dwivedi (DIN: 08218640), Mrs. Sangeeta Bishnoi (DIN: 08288998) and Dr. Ravi Kumar Bansal (DIN: 08462513) would be beneficial to the Company and it is desirable to avail their services as Independent Directors. Accordingly, it is proposed to appoint Mrs. Sumita Dwivedi (DIN: 08218640), Mrs. Sangeeta Bishnoi (DIN: 08288998) and Dr. Ravi Kumar Bansal (DIN: 08462513) as Independent Directors of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years on the Board of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act.

Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the Company and disclosure of such appointment in its Board's report. Section 149(11) provides that an Independent Director may hold office for up to two consecutive terms.

Mrs. Sumita Dwivedi (DIN: 08218640), Mrs. Sangeeta Bishnoi (DIN: 08288998) and Dr. Ravi Kumar Bansal (DIN: 08462513) are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Sumita Dwivedi (DIN: 08218640), Mrs. Sangeeta Bishnoi (DIN: 08288998) and Dr. Ravi Kumar Bansal (DIN: 08462513) for the office of Independent Directors of the Company.

The Company has also received declarations from Mrs. Sumita Dwivedi (DIN: 08218640), Mrs. Sangeeta Bishnoi (DIN: 08288998) and Dr. Ravi Kumar Bansal (DIN: 08462513) that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

In the opinion of the Board, Mrs. Sumita Dwivedi (DIN: 08218640), Mrs. Sangeeta Bishnoi (DIN: 08288998) and Dr. Ravi Kumar Bansal (DIN: 08462513) fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations. Mrs. Sumita Dwivedi (DIN: 08218640), Mrs. Sangeeta Bishnoi (DIN: 08288998) and Dr. Ravi Kumar Bansal (DIN: 08462513) are independent of the management.



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

Details of Directors whose appointment as Directors is proposed at Item Nos. 9, 10, and 11 are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft letters of appointment of Mrs. Sumita Dwivedi (DIN: 08218640), Mrs. Sangeeta Bishnoi (DIN: 08288998) and Dr. Ravi Kumar Bansal (DIN: 08462513) setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

Mrs. Sumita Dwivedi (DIN: 08218640), Mrs. Sangeeta Bishnoi (DIN: 08288998) and Dr. Ravi Kumar Bansal (DIN: 08462513) are interested in the resolutions set out respectively at Item Nos. 9, 10 and 11 of the Notice with regard to their respective appointments.

The relatives of Mrs. Sumita Dwivedi (DIN: 08218640), Mrs. Sangeeta Bishnoi (DIN: 08288998) and Dr. Ravi Kumar Bansal (DIN: 08462513) may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the Ordinary Resolutions set out at Item Nos. 9, 10 and 11 of the Notice for approval by the members.

### ITEM NO. 12

The Board on the recommendation of the Audit Committee has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company across various segments, for the financial year ending March 31, 2020.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 the remuneration payable of ₹ 1,00,000/- to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the members of the Company.

Accordingly, ratification by the member is sought to the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2020 by passing an Ordinary Resolution as set out at Item No 12 of the Notice.

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

The Board recommends the Ordinary resolution set out at Item No 12 of the Notice for approval by the members.

### ITEM NO 13

As per the provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure requirements) (Amendment) Regulations, 2018 notified on May 9, 2018 approval of the shareholders by way of a special resolution is required for continuation of directorship of the Non-Executive directors of the Company who have attained the age of 75 years.

Our Non-Executive Director Mr. Arun Kumar (DIN: 07031730) have attained the age of 75 years on April 1, 2019.

Mr. Arun Kumar is a Chemical Engineer by profession having 45 years' experience of establishing new industries right from construction to production.

Mr. Arun Kumar is a Chemical Engineer having 45 years experience of establishing new industries right from construction to production.

**By the Order of the Board  
Medicamen Biotech Limited**

**Sd/-  
Rahul Bishnoi  
Chairman  
(DIN-00317960)**

**Place: New Delhi  
Date: 14.08.2019**





## ANNEXURE TO THE NOTICE

Details of directors seeking appointment/re-appointment at the forthcoming AGM of the Company pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015: -

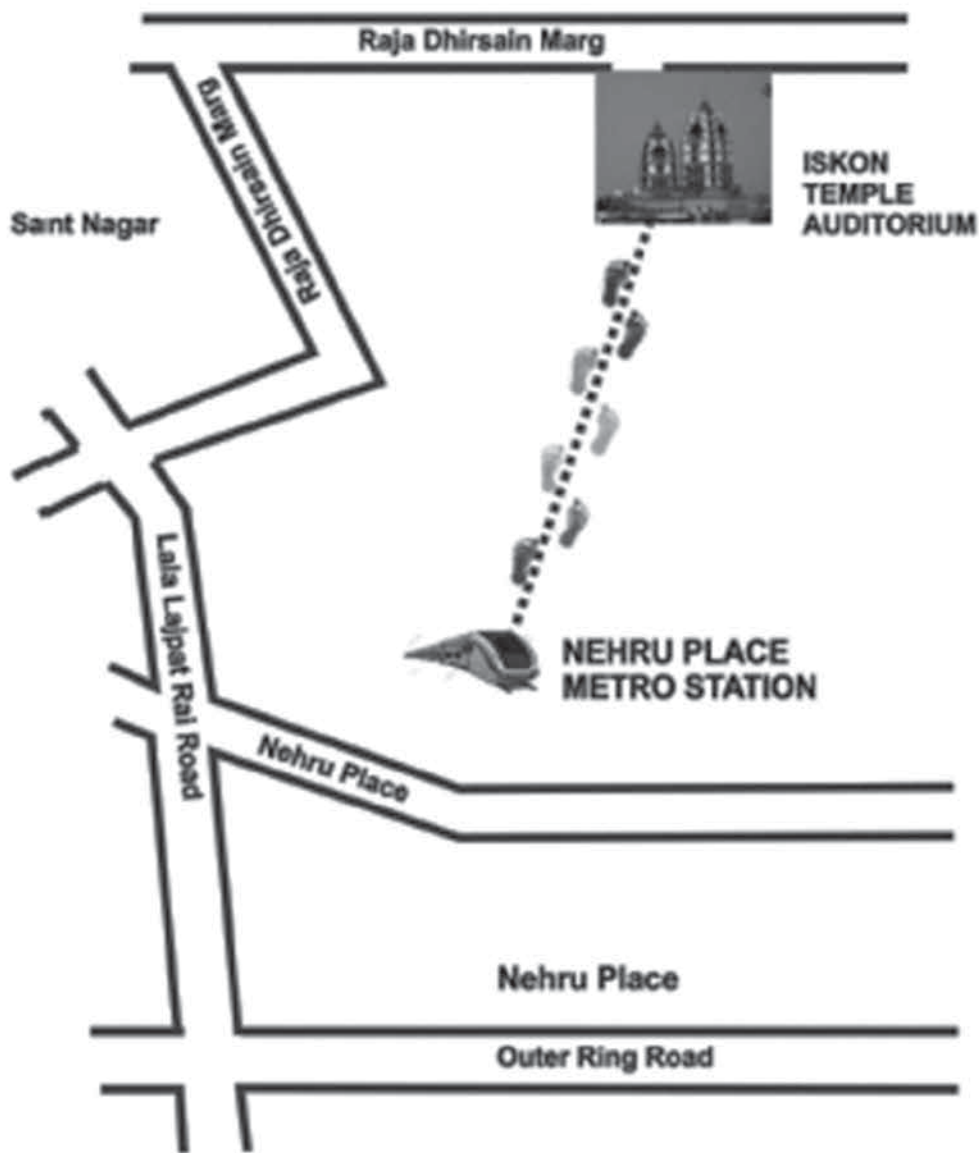
Name of the Director	Rahul Bishnoi	Ashwani Kumar Sharma	Dr. Vimal Kumar Shrawat	Dr. Ravi Kumar Bansal
DIN	00317960	00325634	08274190	08462513
Date of Birth	13.08.1964	14.07.1959	05.01.1962	08.09.1963
Date of Appointment on the Board	31.12.2015	31.12.2015	11.02.2019	30.05.2019
Brief Resume and nature of expertise in functional areas	<p>Rahul Bishnoi is having 25 years of rich experience in managing agro chemical, bulk drug and pharmaceutical formulation plants. Currently he is Chairman of Shivalik Rasayan Limited His core area of function includes strategic business planning, financial analysis, regulatory compliances and developing new business model with strong processes.</p> <p>He has spearheaded the initiatives of acquisition of sick Shivalik Rasayan Limited in the year 2002 &amp; debt ridden Medicamen Biotech Limited in 2016 and transformed these companies into profit making companies.</p> <p>Mr. Bishnoi is a first-generation entrepreneur. He has earned his commerce degree from Punjab University, Chandigarh in 1983 and completed Chartered Accountant programme in the year 1986.</p>	<p>Mr. Ashwani Sharma is a Graduate, possessing rich experience in holding the administrative affairs of Shivalik Rasayan Limited. Mr. Sharma has been appointed as Director of Shivalik Rasayan Limited on 18.07.2003. He is well-versed in maintaining effective marketing and public relations strategy to promote the products, services and brand of the Company in the wider community.</p>	<p>Dr. Shrawat holds a Doctorate degree in Organic Chemistry from Centre of Advance Studies, Department of Chemistry, University of Delhi, India. He previously held position of Chief Operating Officer (COO) for Shilpa Medicare Limited. Apart from this, he has over 30 years of vast experience working in large Pharma industries like Fresenius Kabi Oncology Limited (Formerly Dabur Pharma Ltd), Ranbaxy Laboratories Ltd and VAM Organics Ltd., spanning across activities of R&amp;D, Pilot and Plant Productions, QA/QC, Administration, CRAMS, Project Management etc. His keen interest and consistent efforts for R&amp;D has led him to become one of key contributor in large number of Patents/applications. He is a very well-known name in the pharma scientist fraternity.</p> <p>He is overall in charge of activities of Shivalik Rasayan Limited. Under his dynamic leadership, SRL is developing its niche Oncology and Non-Oncology molecules. He is guiding force for Organic Synthesis/ Intermediates/ Bulk Drugs / Formulation Development. His vision of team work and time bond approach always guides &amp; motivates team at all operational sites.</p>	<p>Dr. Ravi Kumar Bansal holds degree of MBBS. He is renowned consulting physician. Being a Pharmaceutical company his experience in the field of Pharma will be beneficial for the Company.</p>
Qualification	Chartered Accountant	Graduate	Doctorate	MBBS
Directorship in other Public Companies [excluding foreign and private Companies]	Shivalik Rasayan Limited	Shivalik Rasayan Limited	Shivalik Rasayan Limited	Nil
Memberships / Chairmanships of Committees of other Public Companies	Nil	Nil	Nil	Nil
No. of Shares held in the Company	NIL	NIL	NIL	NIL

Name of the Director	Rajesh Kumar Chauhan	Sumita Dwivedi	Sangeeta Bishnoi	Arun Kumar
DIN	08340413	08218640	08288998	07031730
Date of Birth	15.08.1962	01.07.1970	08.12.1970	06.07.1940
Date of Appointment on the Board	24.01.2019	13.11.2018	11.02.2019	27.02.2016
Brief Resume and nature of expertise in functional areas	Mr. Rajesh Kumar Chauhan is B. Pharma from Devi Ahilya Vishaw Vidyalyaya Indore. He has 24 years' experience in pharmaceutical formulation of tablet, capsule & Ointment. He had worked with Ranbaxy laboratories Ltd Dewas, American Remedies Ltd, Drakt Pharmaceutical Pvt Ltd Vadodara, Divine Pharmaceutical Pvt Ltd.	Mrs. Sumita Dwivedi a Post Graduate in Economics and M.Ed. having profession of teaching.	Mrs. Sangeeta Bishnoi is a Commerce Graduate with more than 10 years of experience in the field of Finance and Accounting. Mrs. Sangeeta Bishnoi is an expert in her field and her experience and valuable guidance will be beneficial for the Company.	Chemical Engineer having work experience more than 45 years in the field of Chemical
Qualification	Graduate	Post Graduate	Graduate	Graduate
Directorship in other Public Companies [excluding foreign and private Companies]	Nil	Shivalik Rasayan Limited	Shivalik Rasayan Limited	Shivalik Rasayan Limited
Memberships / Chairmanships of Committees of other Public Companies	Nil	Nil	Nil	Shivalik Rasayan Limited
No. of Shares held in the Company	NIL	NIL	NIL	NIL



[illegible]

# Route Map



## MEDICAMEN BIOTECH LIMITED

**Registered Office: 1506, Chiranjiv Tower, 43, Nehru Place, New Delhi - 110019.**

**Ph:011-47589500, CIN: L74899DL1993PLC056594 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.		Regd Folio No.*	
DP ID No.		No. of Shares	

Name of the Shareholder	
Address of the Shareholder	

I/ We hereby record my/ our presence at the 26th Annual General Meeting of the Company held on Wednesday, the 25th day of September, 2019 at 11.00 A.M. at ISKCON Auditorium, Hare Krishna Hill, Sant Nagar Main Road, East of Kailash, New Delhi-110065.

Please (✓) in the box

MEMBER ☐ PROXY ☐

\_\_\_\_\_  
Signature of the Shareholder/ proxy

\*Applicable for investor holding shares in physical form.



## MEDICAMEN BIOTECH LIMITED

Registered Office: 1506, Chiranjiv Tower, 43, Nehru Place, New Delhi - 110019.

Ph: 011-47589500, CIN: L74899DL1993PLC056594 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)	
Address of the Shareholder	
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 : \_\_\_\_\_ E mail id : \_\_\_\_\_  
Address : \_\_\_\_\_ Signature : \_\_\_\_\_  
\_\_\_\_\_, or failing him/her
2. Name : \_\_\_\_\_ E mail id : \_\_\_\_\_  
Address : \_\_\_\_\_ Signature : \_\_\_\_\_  
\_\_\_\_\_, or failing him/her
3. Name : \_\_\_\_\_ E mail 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 Twenty Sixth Annual General Meeting of the Company, to be held on Wednesday, the 25th day of September, 2019 at 11.00 A.M. at ISKCON Auditorium, Hare Krishna Hill, Sant Nagar Main Road, East of Kailash, New Delhi-110065 and at any adjournment thereof in respect of such resolutions as is indicated below:

Item No	Resolution
1	To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon
2	To declare a Final Dividend on equity shares for the financial year 2018-19
3	Appointment of a Director in place of Mr. Rahul Bishnoi (DIN: 00317960) who retires by rotation as Director and being eligible offer himself for re-appointment
4	Appointment of a Director in place of Mr. Ashwani Kumar Sharma (DIN: 00325634) who retires by rotation as Director and being eligible offer himself for re-appointment.
5	Consent of Members for Increase in the limits applicable for making Investments / Extending Loans and giving Guarantees or providing Securities in connection with Loans to Persons / Bodies Corporate
6	Approval of Loans, Investments, Guarantee or Security under Section 185 of Companies Act, 2013
7	Appointment of Mr. Rajesh Kumar Chauhan (DIN:08340413) as a Whole-Time Director
8	Appointment of Dr Vimal Kumar Shrawat (DIN:08274190) as a Director
9	Appointment of Mrs. Sumita Dwivedi (DIN:0821640) as an Independent Director
10	Appointment of Mrs. Sangeet Bishnoi (DIN:08288998) as an Independent Director
11	Appointment of Dr. Ravi Kumar Bansal (DIN: 08462513) as an Independent Director
12	To ratify the Remuneration of the Cost Auditors for the Financial Year ending March 31, 2020
13	To approve the continuation of directorship of Mr. Arun Kumar (DIN:07031730) as an Independent Director of the Company

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

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 26th Annual 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.





# Coporate Information

## BOARD OF DIRECTORS

**Mr. Rahul Bishnoi**

Chairman

**Dr. Vimal Kumar Shrawat**

Non-Executive Director

**Mr. Ashwani Kumar Sharma**

Non-Executive Director

**Mr. Suresh Kumar Singh**

Non-Executive Director

**Mr. Sanjay Bansal**

Non-Executive Director

**Mr. Harish Pande**

Independent Director

**Mr. Rajesh Kumar Chauhan**

Whole Time Director

**Mr. Arun Kumar**

Independent Director

**Dr. Ravi Kumar Bansal**

Independent Director

**Mrs. Sumita Dwivedi**

Independent Director

**Mrs. Sangeeta Bishnoi**

Independent Director

## SHARE TRANSFER AGENT

M/s. Link Intime India Pvt. Ltd.,  
Noble Heights, 1st Floor, Plot NH 2,  
C-1 Block LSC, Near Savitri Market,  
Janakpuri, New Delhi-110058

## KEY EXECUTIVES

**Mr. Rajesh Madan**

Chief Executive Officer

**Ms. Parul Choudhary**

Company Secretary

**Mr. Pratap Singh Rawat**

Chief Financial Officer

## STATUTORY AUDITORS

M/s. Rai Qimat & Associates,  
Chartered Accountants,  
404, 4th Floor, DLF Galleria,  
Phase-IV, Gurgaon-122009

## COST AUDITOR

SPB & Co, Cost Accountants,  
Lane No 1, HN-33, 2nd Floor, East Guru Angad  
Nagar, Near Nirman Vihar, Scope Minar,  
Laxminagar, Delhi-110092

## INTERNAL AUDITOR

M/s Cheena & Associates, Cost Accountants,  
H-28, Street No.9, New Mahavir Nagar,  
New Delhi-110018

## SECRETARIAL AUDITOR

M/s AMJ & Associates, Company Secretaries  
F-2, Plot No.299, Sector-4, Vaishali,  
Ghaziabad-201010, Uttar Pradesh

## BANKER

**IndusInd Bank**

Address:- IndusInd Bank Ltd, 11 Floor, New Tower,  
Hyatt Regency Complex, Block-A, District Centre,  
Bhikaji Cama Place, New Delhi-110066



**MEDICAMEN BIOTECH LIMITED**

**Registered Office:**

1506, Chiranjiv Tower, 43,  
Nehru Place, New Delhi-110019  
Tel: 011-47589500  
Website: [www.medicamen.com](http://www.medicamen.com)

**Bhiwadi:**

SP-1192A & B Phase-IV, Industrial Area,  
Bhiwadi-301019 Distt Alwar,  
Bhiwadi (Rajasthan)

**Haridwar:**

Unit-I : 86 & 87, Sector-6A,  
IIE Sidcul, Bhel, Ranipur,  
Haridwar-249403, Uttarakhand

Unit-II: 84 & 85, Sector-6A,  
IIE Sidcul, Bhel, Ranipur,  
Haridwar-249403, Uttarakhand

