

**MOREPEN LABORATORIES LIMITED**

**Regd. Off:** Morepen Village, Nalagarh Road, Near Baddi, Distt. Solan, H.P.– 173 205

**CIN:** L24231HP1984PLC006028; **Website:** www.morepen.com;

**E-mail id:** investors@morepen.com; **Tel No.:** +91-01795-276201-03; **Fax No.:** +91-01795-276204

**NOTICE**

NOTICE is hereby given that the **36<sup>th</sup> Annual General Meeting ('AGM')** of the members of Morepen Laboratories Limited ('the Company') will be held on **Tuesday, 28<sup>th</sup> September, 2021** at 11.00 A.M. through Video Conferencing/Other Audio-Visual Means ('VC'/OAVM'), to transact the following business:

**Ordinary Business****Item No. 1 - Adoption of financial statements**

To receive, consider and adopt the audited financial statement, including consolidated financial statements, of the Company for the financial year ended 31<sup>st</sup> March, 2021 together with the reports of the Directors' and Auditors' thereon.

**Item No. 2 - Appointment of Mr. Sanjay Suri as a Director liable to retire by rotation**

To appoint a director in place of Mr. Sanjay Suri (DIN: 00041590), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

**Special Business****Item No. 3 - Ratification of remuneration of M/s. Vijender Sharma & Co., Cost Accountants, as Cost Auditors of the Company**

To consider and if thought fit, to pass, with or without modification(s), 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 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force and as per the recommendation of the Audit Committee, the Company hereby ratifies the remuneration of M/s. Vijender Sharma & Co., Cost Accountants, (FRN: 000180), appointed as Cost Auditors of the Company by the Board of Directors of the Company, to audit the cost records relating to manufacturing of Bulk Drugs and Formulations for the financial year 2021-2022, at a remuneration of ₹2,00,000/- (Rupees Two Lakhs only) excluding applicable taxes and out of pocket expenses.

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

**Item no. 4 – Approval for Transfer of Medical Devices Business of the Company to a Wholly Owned Subsidiary Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the relevant rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), and provisions of the Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**"), and all other provisions of all other applicable laws, and subject to such approvals, sanctions, consents, registrations and permissions, as may be required, the consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "**Board**") which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its

powers including the power conferred by this resolution) to enter into a Business Transfer Agreement (and all ancillary agreements in connection herewith) with a wholly owned subsidiary of the company, which is under process of incorporation, (hereinafter referred as 'Buyer'), for transfer, sale, assignment and delivery, hive off or otherwise dispose of whole of the undertaking of Medical Devices Business of the Company along with the respective assets and liabilities, embedded goodwill and includes immovable assets, movable assets, inventory, brands and intangible assets, certain licensed trademarks, contracts, licenses and permissions, business records, transferring employees along with employee benefit funds, insurance policies, other assets and assumed liabilities (“Undertaking”), as a going concern on a “slump sale” basis as defined under section 2(42C) of Income Tax Act, 1961 ('Slump Sale') on an going concern basis, without values being assigned to the individual assets and liabilities, along with the goodwill associated with it by executing the Business Transfer Agreement ('BTA') and other Ancillary Agreements with effect from such date and on such terms and conditions and with such modifications as may be required, as the Board may deem fit and appropriate in the interest of the Company on a lumpsum consideration of INR 55,00,00,000/- (Rupees Fifty Five Crore Only), a fair value arrived at as per Rule 11 UAE of Income Tax Rules, 1962 in the form of issue of Equity Shares to be issued to the company by the Buyer.

**RESOLVED FURTHER THAT** pursuant to the Section 186 of the Companies Act, 2013 and other applicable provisions of the Act read with the applicable Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), provisions of Regulation 23 and other applicable provisions of the SEBI LODR as amended from time to time, the Company's policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions, all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary and pursuant to the consent of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to enter into material related party contracts/arrangements/ transactions with the Buyer as may be approved by the Board in this regard, for subscribing to the Equity Shares of the Buyer, being 'Related Party' within the meaning of the Companies Act, 2013 and the SEBI LODR, on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorized Committee thereof), as may be agreed between the Company and the Buyer as may be approved by the Board, more particularly enumerated in the explanatory statement.

**RESOLVED FURTHER THAT** the Board of Directors, Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorised to do and perform or cause to be done all such acts, deeds, matters and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, (i) to effect the sale and transfer of the Medical Devices Business (ii) to finalize, vary and settle the terms and conditions of the sale and transfer of the transactions mentioned above; (iii) to settle and finalise all issues that may arise in this regard, without further referring to the members of the Company; (iv) to negotiate and finalize the business transfer agreement, transition services agreement, escrow agreement, conveyance deeds, and/ or any other transaction documents (including providing such representations, warranties, indemnities and covenants and agreeing to price adjustments as may be agreed); (v) to execute, deliver and perform such business transfer agreement, transition services agreement, escrow agreement, conveyance deeds, other contracts, deeds, undertakings and other documents and subsequent modifications thereto; (vi) to file applications and make representations to seek the requisite approvals in respect thereof from the relevant government authorities and third parties, including lenders, lessors and customers of the Company; and (vii) to take all necessary steps in the matter as it may in its absolute discretion and in the best interests of the Company deem necessary, desirable or expedient, to give effect to the above resolution.”

**By order of the Board of Directors  
For Morepen Laboratories Limited**

**Date : 1<sup>st</sup> September, 2021  
Place : New Delhi**

**Sushil Suri  
(Chairman & Managing Director)  
DIN: 00012028**

**NOTES:**

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and its rules framed thereunder (hereinafter referred to as the 'Act') relating to businesses to be transacted at the AGM, as set out in item no. 3 & 4 and relevant details as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred to as the 'Listing Regulations') and Secretarial Standard -2 of General Meeting issued by the Institute of Company Secretaries of India ('ICSI'), is annexed thereto.
2. The Board of Directors have considered and decided that item no. 3 & 4 as set out in the notice are Special Businesses and are unavoidable in nature.
3. In view of outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has, vide General Circular no. 14/2020 dated 8<sup>th</sup> April, 2020, General Circular no. 17/2020 dated 13<sup>th</sup> April, 2020, General Circular no. 20/2020 dated 5<sup>th</sup> May, 2020 and General Circular no. 02/2021 dated 13<sup>th</sup> January, 2021, in relation to extension of the framework provided in the aforementioned circulars up to 31<sup>st</sup> December, 2021 (collectively 'MCA Circulars'), permitted companies to conduct General Meeting through video conferencing ('VC') or Other Audio Visual Means ('OAVM') and relevant circular issued by the Securities and Exchange Board of India ('SEBI') on holding of meeting through VC or OAVM. In compliance with the MCA and SEBI Circulars and applicable provisions of the Act and Listing Regulations, the AGM of the Company is being convened and conducted through VC/ OAVM. The Notice is being sent to all the members to their email ids as registered with the Company/RTA. The deemed venue for the AGM shall be the Registered Office of the Company.
4. In terms of the provisions of Section 152 of the Act, Mr. Sanjay Suri, Director of the Company, retire by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company recommend for his re-appointment in their respective meetings. Mr. Sanjay Suri and Mr. Sushil Suri, Chairman & Managing Director, are interested in the Ordinary Resolution set out at Item No. 2, respectively, of the Notice. The other relatives of Mr. Sanjay Suri may be deemed to be interested in the resolution set out at Item No. 2 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 to 2 of the Notice. The relevant details of Mr. Sanjay Suri, Director retiring by rotation and seeking appointment / re-appointment at this Meeting is provided in the "Annexure" to this Notice.
5. The Company has enabled the members to participate at the AGM through the VC/ OAVM facility provided by National Depository Services Limited ('NSDL'). The instructions for participation by Members are given in the subsequent paragraphs. Participation at the AGM through VC/ OAVM shall be allowed on a first-come- first-served basis.
6. Pursuant to the provisions of the Act, members are entitled to attend and vote at the AGM, are entitled to appoint a proxy to attend and vote on his/her behalf. Since the AGM is being held through VC/ OAVM, therefore physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be made available for the AGM and hence the Proxy Form and Attendance Slip and route map are not annexed to this Notice.
7. Corporate members are required to send a certified copy of the board resolution authorizing their representative to attend the AGM through VC/ OAVM and vote on their behalf at e-mail i.d. of the Company at 'investors@morepen.com' and email id of scrutinizer at 'csduapraveen@gmail.com' with a copy marked to 'evoting@nsdl.co.in' and institutional investors are encouraged to attend and vote at the meeting through VC/OAVM.
8. The Company has provided the facility to members to exercise their right to vote by electronic means both through remote e-Voting and e-Voting during the AGM. The process of e-Voting with necessary user i.d. and password is given in the subsequent paragraphs.

9. Members joining the meeting through VC/ OAVM, who have not already cast their vote by means of remote e-Voting, shall be able to exercise their right to vote through e-Voting during/ at the AGM. The members who have cast their vote by remote e-Voting prior to the AGM may also join the AGM through VC/ OAVM but shall not be entitled to cast their vote again.
10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. The Company has appointed Mr. Praveen Dua (FCS: 3573, CP: 2139), Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the e-Voting process in a fair and transparent manner.
12. The Register of Members and Share Transfer books will remain closed from Wednesday, 22<sup>nd</sup> September, 2021 to Tuesday, 28<sup>th</sup> September, 2021 (both days inclusive).
13. All documents referred to in the Notice and accompanying Explanatory Statement, as well as the Annual Report, are open for inspection at the Corporate Office of the Company on all working days, excluding Saturday between 11.00 A.M to 1.00 P.M. up-to the date of the AGM.
14. The following documents will be available for inspection by the Members electronically during the AGM. Members seeking inspect to such documents may send an email to company at [investors@morepen.com](mailto:investors@morepen.com), at least 5 days in advance.
  - Register of Directors and Key Managerial Personnel and their shareholding; and
  - Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013.
  - Any other documents information which are required as per the preceding paragraph of this notice and annual report.
15. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The prescribed nomination form can be obtained from the website of the Registrar and Share Transfer Agent of the Company i.e., [www.masserv.com](http://www.masserv.com)
16. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registration of nomination, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and write to the Registrar & Transfer Agent at their office address at Mas Services Limited, T-34, 2<sup>nd</sup> Floor, Okhla Industrial Area,, Phase-II, New Delhi-110020, in case the shares are held in physical form, quoting their folio number. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
17. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or its RTA i.e., Mas Services Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
18. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
19. In case of any queries regarding the Annual Report, the Members may write to '[investors@morepen.com](mailto:investors@morepen.com)' or '[info@masserv.com](mailto:info@masserv.com)' to receive an email response.

**Process for dispatch of Annual Report and registration of email id for obtaining copy of Annual Report-**

20. In line with the MCA and SEBI Circulars, the notice of the AGM along with the Annual Report 2020-21 is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may please note that this Notice and Annual Report 2020-21 will also be available on the Company's website at [www.morepen.com](http://www.morepen.com), websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited viz., [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
21. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, Mas Services Limited, T-34, 2<sup>nd</sup> Floor, Okhla Industrial Area, Phase-II, New Delhi 110020 or email at [info@masserv.com](mailto:info@masserv.com) with folio no. and name.
22. Members seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company through an email at [investors@morepen.com](mailto:investors@morepen.com), till Tuesday, 21<sup>st</sup> September, 2021.

**Procedure for joining the AGM through VC / OAVM:**

23. Members may note the VC/OAVM facility will provided by NSDL, allows participation of 1,000 members on first come first serve basis. However, this number does not include the large Shareholders i.e., Shareholding 2% or more, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
24. Members will be able to attend the AGM through VC / OAVM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-Voting login credentials and selecting the link available against the EVEN for Company's AGM. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned below in the Notice.
25. Facility of joining the AGM through VC/ OAVM shall open 30 minutes before the time scheduled for the AGM and will be available on first come first serve basis.
26. Members who need assistance before or during the AGM, can contact Mr. Deepanshu Rastogi, Assistant Manager, Mas Services Limited at '[info@masserv.com](mailto:info@masserv.com)' / 26387281/82/83 or Ms. Pallavi Mhatre, Manager, NSDL at '[evoting@nsdl.com](mailto:evoting@nsdl.com)' / 1800-222-990. The copy of notice of AGM is also available at website of the company i.e., '[www.morepen.com](http://www.morepen.com)'
27. As per the provisions under the MCA Circulars, members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

**Procedure for remote e-Voting and e-Voting during the AGM**

28. All the members of the Company including retail individual investors, institutional investors, etc. are encouraged to attend and vote in the AGM to be held through VC/OAVM.
29. In compliance with the provisions of Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations and re-enactment(s) thereof for the time being in force, members are provided e-Voting facility to cast their votes, by electronic means for voting through remote e-Voting, for participation in the AGM through VC/OAVM facility and e-Voting during the AGM. The necessary instructions for e-Voting are given in this notice.
30. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09<sup>th</sup> December, 2020, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is very negligible in remote e-Voting facility offered by listed entities. Currently, there are multiple e-Voting service providers (ESPs)

providing e-Voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. To increase the efficiency of the voting process and pursuant to a public consultation, SEBI mandated that to enable e-Voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process. The facility to avail single login credential is being implemented through phased wise manner. The shareholders/ members can register directly with their depositories or through their demat account with depository participants.

31. The remote e-Voting period will commence on Friday, 24<sup>th</sup> September, 2021 at 9:00 A.M. and ends on Monday, 27<sup>th</sup> September, 2021 at 5:00 P.M. The remote e-Voting module will be disabled by NSDL for voting thereafter. Members holding shares either in physical form or in dematerialized form, as on Tuesday, 21<sup>st</sup> September, 2021 i.e., cut-off date, may cast their vote electronically.
32. The voting rights of Members shall be in proportion to their shares in the paid-up share capital of the Company as on the cut-off date
33. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at 'evoting@nsdl.co.in'. However, if he/she is already registered with NSDL for remote e-Voting then he/she can use his/her existing User ID and password for casting the vote.

**Procedure to raise question/ seek clarifications with respect to Annual Report at the AGM:**

34. The Members will be allowed to ask question(s) during the course of the Meeting. The question(s) shall also be given in advance at-least 5 days before the meeting. The Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number & number of shares held, at 'investors@morepen.com'.
35. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
36. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

**INSTRUCTIONS AND INFORMATION RELATING TO E-VOTING ARE AS FOLLOWS:**

The Company has availed the services of e-Voting system offered by National Securities Depositories Limited ('NSDL'). The instructions of e-Voting are provided in FAQ manner.

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

- A. Login method for e-Voting and joining virtual meetings for individual shareholders holding securities in demat mode in terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders/ members holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "<b>Beneficial Owner</b>" icon under "Login" which is available under "<b>IDeAS</b>" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS</b>" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders/ members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi/ Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e., NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> </ol>

	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., <b>NSDL</b> where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders/ members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders/ members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL/CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your User ID is 12**** *****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example if Folio Number is 001*** and EVEN is 101456, then User ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting". Select "EVEN" of 'MOREPEN LABORATORIES LIMITED'.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**The instructions for e-Voting during the AGM are as under:**

- (i) The procedure for remote e-Voting during the AGM is same as the instructions mentioned above for remote e-Voting since the Meeting is being held through VC/OAVM.
- (ii) Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM.

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please send signed request with Folio No., Name of shareholder, scanned copy of the any one share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@masserv.com with subject line email registration of Morepen Laboratories Limited folio number (mention folio number)
2. In case shares are held in demat mode, please update your email id with your depository. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e., Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**General Guidelines for Members**

For the votes to be considered valid, the Institutional shareholders (other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution /Authority Letter etc. to the Scrutinizer through e-mail at 'csduapraveen@gmail.com' with a copy marked to 'evoting@nsdl.co.in'.

Members may contact to Mr. Deepanshu Rastogi, Assistant Manager, Mas Services Limited at 'info@masserv.com'; / 011-26387281/82/83 or Ms. Pallavi Mhatre, Manager, NSDL at 'evoting@nsdl.com'; / 1800-222-990 for any grievances connected with VC/OAVM/ e-Voting.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter, unblock the votes cast through remote e-Voting and make, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website 'www.morepen.com' and on the website of NSDL 'www.evoting.nsdl.com' immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited, BSE Limited where the shares of the Company are listed.

Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.

Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password' or 'Physical User Reset Password' option available on 'www.evoting.nsdl.com' to reset the password.

## Explanatory Statement

*(Pursuant to Section 102 of the Companies Act, 2013 read with rules made thereunder & SEBI (LODR) Regulations, 2015, as amended)*

As required under Section 102 of the Companies Act, 2013, the following statement sets out all material facts concerning each item of special business mentioned under Item No. 3 & 4 of the accompanying Notice:

### **Item No. 3**

As per the recommendations of the Audit Committee, the Board of Directors of the Company have appointed M/s. Vijender Sharma & Co., Cost Accountants, as Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2022 (FY 2021-22) pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force).

In accordance with the provisions of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors of the Company, has to be ratified by the members of the Company.

The Board of Directors of the Company recommends the passing of the resolution set out under item no. 3 of the Notice as an **Ordinary Resolution**.

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

### **Item no. 4**

The company is engaged in the pharmaceutical business comprising of the manufacture and sales of active pharmaceutical ingredients ('APIs'), finished formulations and point-of-care ('POC') medical devices. Over-the-Counter drugs ('OTC') business is being carried on through its wholly owned subsidiary viz., Dr. Morepen Limited. Having established itself as a preferred generic manufacturer in the international market, the company moved aggressively up the value chain in its core API business and is also finding its niche in finished dosages space. Point of Care Medical Devices Business has developed a strong trust and bond with the customers and has gained market leadership in India.

In the recent few years, POC Medical Devices business has grown exponentially and has gained very high market share, thanks to the trust imposed by the customers and trade on the company's product quality and after sale service. In house manufacturing of the key products has given further impetus to cost reduction and fuelled the growth trajectory. Given the fast scaling up of business and mainstreaming of point of care business in India, the company targets a leadership position in POC business. In light of this, the company plans to carve out the business into a separate wholly owned subsidiary both for building teams to manage scale of operations of large and fast-growing business and the unique features of POC business. Given the scale the company is looking to achieve in this point of care Medical Device business, it also plans bring in fresh capital that makes it imperative to have a separate subsidiary to undertake the fast-expanding POC business.

The nature of said POC Medical Devices business, management, sales and marketing strategies are different than that of the typical API and pharma business of the Company. The proposed segregation will give the clarity to the working teams, trade, customers and other stakeholders.

Post this spin off, the company will be able to put entire focus on its core business of active pharmaceutical ingredients ('API') and Formulations. The company has got two USFDA plants of API and is exporting the drugs to over 80 countries and that is highly specialised and technical business and needs more expertise and skills in that area. On the other hand, the medical devices business is more focused on digital and biological sciences and requires more marketing efforts to increase the reach and penetration in the Indian market.

After hiving off Medical Devices Business into wholly owned subsidiary company, which is under process of incorporation, a separate dedicated management will work for the development of Medical Devices Business in separate independent entity. In the second phase post hive off, the Medical Devices company would go for CE Certification of its manufacturing facilities to become the hub for POC manufacturing in India. The new entity plans to deploy more resources on the R&D, backwards integration of core technologies like making enzymes /proteins and also develop a data lab for connected devices.

In this regard, the wholly owned subsidiary of the company shall acquire the Medical Devices Business of the Company. In respect of which, the Board of Directors of the Company ("Board") at its meeting held on Wednesday, 1<sup>st</sup> September 2021, has approved the transfer of the Company's Medical Devices Business, on a going concern basis, by way of a 'Slump Sale' (as defined under section 2(42C) of Income Tax Act, 1961) to a wholly owned subsidiary of the company ("Buyer"), without values being assigned to individual assets and liabilities. All rights and liabilities of the company in relation to Medical Device Business of the Company shall be transferred to the buyer as part of the proposed transaction.

The wholly owned subsidiary company will discharge the consideration by way of issuance of 5,50,00,000 (Five Crore Fifty Lakh) no. of Equity Shares of face value of ₹10/- (Rupees Ten Only) each at par to the Company.

Since it is a transfer of Medical Devices business to a wholly owned subsidiary, there will be no impact on the shareholding of the company after transfer of Medical Devices Business into wholly owned subsidiary company by way of transfer through slump sale.

The Company will be transferring all assets and liabilities pertaining to the Medical Devices Business, including defined undertaking assets, defined undertaking' liabilities, defined undertaking' intellectual property, defined undertaking' employees, defined undertaking' immovable assets, defined undertaking' movable assets, defined undertaking' contracts and all other rights, benefits and privileges (including goodwill) accruing to the relevant transferor and which relate to the Medical Devices Business.

In terms of Section 180(1)(a) of the Companies Act, 2013, a company shall not, except with the consent of the members by way of a Special Resolution, sell, lease, or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company in which the investment of the Company, exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or 20% of the total income of the company during the previous financial year. Since the proposed transaction involves transfer/sale of the Medical Devices Business, in which the investment of the Company, exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or 20% of the total income of the company during the previous financial year, approval of the shareholders under Section 180(1)(a) and all other applicable laws is being sought.

The Board of Directors recommends the **Special Resolution** as set out at Item No. 4 of the Notice for approval by the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the resolution set forth in the Notice.

**By order of the Board of Directors  
For Morepen Laboratories Limited**

**Date: 1<sup>st</sup> September, 2021  
Place: New Delhi**

**Sushil Suri  
(Chairman & Managing Director)  
DIN: 00012028**

**Annexure to the Notice dated 1<sup>st</sup> September, 2021**

**The Details of Director retiring by rotation and seeking appointment / re-appointment at the Annual General Meeting**

(Pursuant to Secretarial Standards - 2, Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, as amended, from time to time)

<b>Full name</b>	<b>Mr. Sanjay Suri</b>
Date of Birth (Age)	04.08.1968 (53 Years)
Date of first Appointment	13.08.2019
Qualifications	B. Sc.
Expertise in specific functional areas	He has around three decade of experience in the field of accounts, finance, banking and operations of pharmaceutical business.
Directorships in other Companies (excluding foreign companies)	Shivalik Pesticides and Chemicals Private Limited Blueheaven Marketing Private Limited Zios Medical Centre Private Limited Mid-Med Financial Services and Investments Private Limited Solitary Investments and Financial Services Private Limited Solace Investments and Financial Services Private Limited Liquid Holdings Private Limited Total Care Limited Dr. Morepen Limited Happier Life Private Limited
Memberships/Chairmanships of Board Committees in other Companies (includes only Audit Committee and Shareholders/Investor Grievance Committee)	Nil
Details of remuneration sought to be paid and last drawn (approved) remuneration	Remuneration drawn during FY 2020 - 21: ₹379.69 Lakh (For remuneration details, please refer the Corporate Governance Report) Remuneration proposed to be paid: As per existing approved terms of appointment
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Brother of Mr. Sushil Suri, Chairman and Managing Director and Brother-in-law of Mrs. Anju Suri, Director of the company. Except aforesaid, he is not related to any other Director and Key Managerial Personnel of the company.
No. of meetings of Board attended during the year (2020-2021)	1
Number of shares held in the Company	34,17,240
DIN	00041590
Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Sanjay Suri, who was appointed as a Whole-time Director at 34 <sup>th</sup> Annual General Meeting held on 13 <sup>th</sup> September, 2019, is liable to retire by rotation.

**By order of the Board of Directors  
For Morepen Laboratories Limited**

**Sushil Suri  
(Chairman & Managing Director)  
DIN: 00012028**

**Date: 1<sup>st</sup> September, 2021  
Place: New Delhi**