

NOTICE

NOTICE is hereby given that the Sixteenth Annual General Meeting of the Members of Gennova Biopharmaceuticals Limited will be held on Tuesday, 8th August, 2017 at 9.00 a.m. at the Registered Office of the Company at 'Emcure House', T-184 MIDC, Bhosari, Pune - 411 026 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2017 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Samit Mehta (DIN: 00332562), who retires by rotation, and being eligible, offers himself for re-appointment as per Section 152(6) of the Companies Act, 2013.
3. 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ('the 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), M/s BSR & Co. LLP, Chartered Accountants (FRN - 101248W/W-100022) be and are hereby appointed as Statutory Auditors of the Company in place of the retiring auditors M/s Price Waterhouse, Chartered Accountants (FRN 301112E), to hold office for a period of five(5) years i.e. from the conclusion of this 16th Annual General Meeting until the conclusion of the 21st Annual General Meeting of the Company, subject to ratification of the appointment by the members at every Annual General Meeting, at such remuneration plus service tax and out of pocket expenses as may be decided by the Board of Directors in consultation with the Auditors."

Gennova Biopharmaceuticals Limited

SPECIAL BUSINESS:

4. Ratification of remuneration payable to Cost Auditors for the Financial Year 2017-18:

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(3) and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Rs. 2,50,000/- (Rupees Two lakhs fifty thousand only) excluding applicable taxes and reimbursement of actual travel and out-of pocket expenses for the Financial Year ending 31st March, 2018 as approved by the Board of Directors of the Company to be paid to M/s B.M Sharma & Co., Cost Accountants for the conduct of the cost audit of cost records of the Company, be and is hereby ratified and confirmed.”

Registered Office:

Emcure House, T-184,
M.I.D.C, Bhosari,
Pune- 411026(Maharashtra)
Place: Pune
Date: 5th July, 2017

By Order of the Board
For Gennova Biopharmaceuticals Limited


Rutuja Gohad
Company Secretary

Gennova Biopharmaceuticals Limited

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN THE FORMAT ENCLOSED WITH THIS NOTICE DULY COMPLETED MUST REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE TIME APPOINTED FOR HOLDING THE MEETING.
2. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UP TO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.

A proxy may not vote except on a poll.
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 authorizing their representative to attend and vote on their behalf at the meeting.
4. 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.
5. Members are requested to inform the Company of any changes in their address quoting their Folio Numbers.
6. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.

Gennova Biopharmaceuticals Limited

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7. 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.

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**By Order of the Board
For Gennova Biopharmaceuticals Limited**


**Rutuja Gohad
Company Secretary**

Gennova Biopharmaceuticals Limited

Plot No. P-1, I. T. - B.T. Park, Phase - II, M.I.D.C., Hinjwadi, Pune 411 057 (India) Phone Nos. : +91 20 - 39821300 FAX : +91 20 - 39821441
Registered Office : Emcure House, T-184, M.I.D.C., Bhosari, Pune 411 026 (India) Phone Nos. : +91 20 - 30610000 / 27120084, FAX : +91 20 - 30610111
E-mail : corporate@emcure.co.in,, www.emcure.co.in CIN-U24231PN2001PLC016253

Item No. 3

The statutory Auditors, M/s Price Waterhouse, Chartered Accountants (FRN 301112E), have expressed their unwillingness to be re-appointed as the Statutory Auditors of the Company. A special notice has been received under Section 140(4) (i) read with Section 115 of the Companies Act, 2013 from a member proposing the appointment of M/s BSR & Co. LLP, Chartered Accountants (FRN - 101248W/W-100022), as the statutory auditors in place of the retiring auditors.

Based on the recommendation of the Audit Committee, the Board of Directors recommends the passing of the Special Resolution appointing M/s BSR & Co. LLP, Chartered Accountants (FRN - 101248W/W-100022), as the statutory auditors in place of the retiring auditors M/s Price Waterhouse, Chartered Accountants (FRN 301112E).

Written consent of the proposed auditors together with a certificate that the appointment, if made, shall be in accordance with the conditions specified in Rule 4 of the Companies (Audit and Auditors) Rules, 2014 has been received.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

Item no. 4

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual who is a Cost Accountant in practice or a Firm of Cost Accountants in practice as a Cost Auditor on the recommendation of the Audit Committee, which shall also recommend remuneration for such Cost Auditor. The remuneration recommended by Audit Committee shall be considered and approved by the Board of Directors and ratified by the shareholders of the Company.

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On recommendation of the Audit Committee at its meeting held on 5th July, 2017, the Board has considered and approved the appointment of M/s B.M. Sharma & Co., Cost Accountants for the conduct of the cost audit of the cost records of the Company at a remuneration of Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) excluding applicable taxes and reimbursement of actual travel and out-of pocket expenses for the Financial Year ending 31st March, 2018.

The resolution at Item No. 4 of the Notice is set out as an Ordinary Resolution for approval and ratification by the members in terms of Section 148 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Registered Office:
Emcure House, T-184,
M.I.D.C, Bhosari,
Pune- 411026(Maharashtra)
Place: Pune
Date: 5th July, 2017

**By Order of the Board
For Gennova Biopharmaceuticals Limited**


**Rutuja Gohad
Company Secretary**

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DETAILS OF DIRECTORS UNDER SS 2 - SECRETARIAL STANDARDS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (AGM):

Name of the Director	Mr. Samit Mehta
Age (Yrs.)	37 years
Nationality	Indian
Date of first Appointment on the Board	09.09.2011
Relationship with other Directors of the Company	Mr. Satish Ramanlal Mehta (Father)
Area of Expertise	Research and Development
Qualifications	B.Com, M. Com., MBA (Wharton School, University of Pennsylvania)
Experience	Worked as a management consultant (strategy) at Ernst & Young and advised companies in different sectors including education, mining and health-care.
Directorships held in other Companies*	Uth Beverage Factory Pvt Ltd; Marcan Pharmaceuticals Inc.
Chairman/ Member in the Committees of the Boards of Companies in which he is Director*	Nil
No. of Board Meetings attended during FY 2016-17	4 out of 5
No. of Shares held in the Company as on 31/03/17 and % of Paid-up Share Capital	230 (0.004%)

*Directorships includes Directorship of other Companies/ Body Corporates and Committee memberships includes Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee and Investor Grievance committee of Public Limited Company (whether Listed or not).

Registered Office:

Emcure House, T-184,
M.I.D.C, Bhosari,
Pune- 411026 (Maharashtra)
Place: Pune
Date: 5th July, 2017

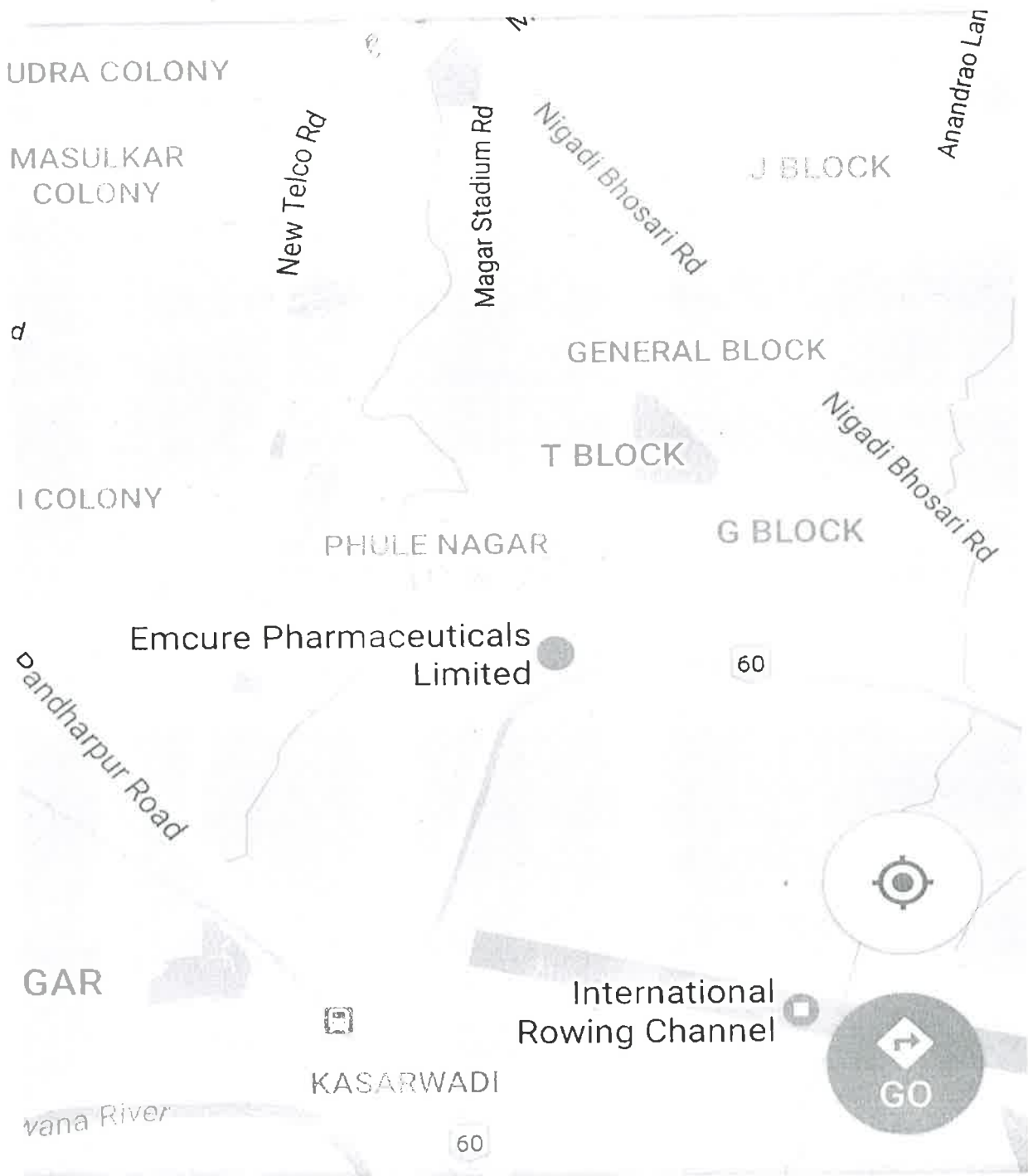
By Order of the Board
For Gennova Biopharmaceuticals Limited


Rutuja D. Gohad
Company Secretary

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E-mail : corporate@emcure.co.in., www.emcure.co.in CIN-U24231PN2001PLC016253

ROUTE MAP FOR THE VENUE OF THE ANNUAL GENERAL MEETING



Annual General Meeting Venue:

Gennova Biopharmaceuticals Limited

Emcure House, T-184, M.I.D.C, Bhosari, Pune -411026 (Maharashtra).

Gennova Biopharmaceuticals Limited

ATTENDANCE SLIP

GENNOVA BIOPHARMACEUTICALS LIMITED

CIN: U24231PN2001PLC016253

Registered Office: Emcure House, T-184, M.I.D.C., Bhosari, Pune- 411026
Phone: 020-30610000, 40700000, E-mail id: company.secretary@emcure.co.in,

16TH ANNUAL GENERAL MEETING - 8TH AUGUST, 2017

Name of the Beneficial Owner: _____

Registered Folio No.: _____

No. of Shares held: _____

I / We certify that I/ We am/are a member/proxy for the member of the Company.

I/We hereby record my / our presence at the 16th Annual General Meeting of the Company on
Tuesday, 8th August, 2017 at 'Emcure House', T-184 MIDC, Bhosari, Pune - 411 026 at 9 A.M.

.....
Name of attending Member/Proxy

.....
Member's/Proxy's Signature
(To be signed at the time of handing over this slip)

Note:

1. Sign this attendance slip and hand it over at the Annual General Meeting venue.
2. Bodies corporate, whether a Company or not, who are members, may attend through their authorized representatives appointed under Section 113 of the Companies Act, 2013. A copy of authorization should be deposited with the Company.
3. The map to reach the AGM venue is given overleaf.

Gennova Biopharmaceuticals Limited

GENNOVA BIOPHARMACEUTICALS LIMITED

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]

CIN:

Name of the Company:

Registered office:

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

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

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:....., or failing him

3. Name:

Address:

E-mail Id:

Signature:.....

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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 16th Annual General Meeting of the Company, to be held on the 8th day of August at 9 a.m. at Emcure House, T-184, M.I.D.C, Pune-411026 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.

1. _____

2. _____

3. _____

4. _____

Signed this day of20.....

Signature of shareholder

Affix
Revenue
Stamp

Signature of proxy holder(s)

Gennova Biopharmaceuticals Limited