

NOTICE

NOTICE is hereby given that the Seventeenth Annual General Meeting of the Members of Gennova Biopharmaceuticals Limited will be held on Tuesday, 28th August, 2018 at 9.00 a.m. at the Corporate Office of the Company at Plot No. P2, IT-BT Park, Phase II, M.I.D.C., Hinjawadi, Pune - 411 057 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, 2018 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Dr. Sanjay Singh (DIN: 01693705), who retires by rotation, and being eligible, offers himself for re-appointment as per Section 152(6) of the Companies Act, 2013.

SPECIAL BUSINESS

3. Appointment of Prof. N. K. Ganguly (DIN:03406994) as an Independent Director 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 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Prof. N. K. Ganguly (DIN - 03406994), a non-executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company for a term of 2 years with effect from 28th August, 2018 up to 27th August, 2020.”

Gennova Biopharmaceuticals Limited

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4. **Appointment of Dr. G. C. Mishra (DIN: 07961334) as an Independent Director 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 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Dr. G. C. Mishra (DIN - 07961334), a Non-executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company for a term of 2 years with effect from 28th August, 2018 up to 27th August, 2020."

5. **Ratification of remuneration payable to Cost Auditors for the Financial Year 2018-19:**

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 Lakh Fifty Thousand only) excluding applicable taxes and reimbursement of actual travel and out-of pocket expenses for the Financial Year ending 31st March, 2019 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: 17th July, 2018

**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

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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. At the 16th Annual General Meeting of the Company held on 8th August, 2017, the members approved appointment of M/s BSR & Co. LLP, Chartered Accountants (FRN 101248-W/W-100022) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that Annual General Meeting till the conclusion of the 21st Annual General Meeting, subject to ratification of their appointment by members at every Annual General Meeting. Vide notification dated 7th May, 2018, the Ministry of Corporate Affairs has done away with the requirement of seeking ratification of members for appointment of auditors at every Annual General Meeting. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 17th Annual General Meeting.
4. 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.
5. 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.
6. Members are requested to inform the Company of any changes in their address quoting their Folio Numbers.
7. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.

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8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address.

Registered Office:

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M.I.D.C, Bhosari,
Pune- 411026(Maharashtra)

Place: Pune

Date: 17th July, 2018

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For Gennova Biopharmaceuticals Limited**



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 3 and 4:

Appointment of Independent Directors:

The Company had, pursuant to the provisions of Section 161(1) and Section 149 of the Companies Act, 2013 (The Act) read with the relevant rules thereunder, appointed Prof. N. K. Ganguly and Dr. G. C. Mishra as Non-executive Independent Director at a Board Meeting held on 30th October, 2017.

The Nomination and Remuneration Committee has recommended the appointment of these Directors as Independent Directors for a term of 2 years with effect from 28th August, 2018 up to 27th August, 2020.

Prof. N. K. Ganguly and Dr. G. C. Mishra, Non-executive Directors of the Company have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, each of these Directors fulfill the conditions specified in the Act & the Rules framed thereunder for appointment of Independent Directors & they are independent of the management.

In compliance with the provisions of Section 149, read with Schedule IV of the Act, the appointment of these Directors as Independent Directors is now being placed before the members for their approval.

In terms of the provisions of Section 160 of the companies Act, 2013, the company has received a notice form a member proposing the candidature of Prof. N. K. Ganguly and Dr. G. C. Mishra as an Independent Director.

In terms and conditions of appointment of the above Directors shall be open for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

A brief Profile of the Independent Directors to be appointed is given below:

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Prof N. K. Ganguly

Prof. N. K. Ganguly is the recipient of the prestigious 'Padma Bhushan Award' by his Excellency, the President of India in the year 2008 for his contribution in the field of "Medicine".

Prof. Ganguly was formerly Director General of Indian Council of Medical Research (ICMR). Earlier he was also associated as President of the Jawaharlal Institute of Postgraduate Medical Education and Research (JIPMER), as well as of the Asian Institute of Public Health, Bhubaneswar, Odisha. He was also a Director of PGIMER (Chandigarh) and Director of National Institute of Biologicals (Noida).

He has published more than 775 research papers and has supervised 130 Ph.D theses as Supervisor/Co-Supervisor. His major areas of research were Tropical Diseases, Cardiovascular Diseases and Diarrhoeal Diseases. He has received 7 International and 112 National Awards.

Prof. N. K. Ganguly was a Director of the Company from May '2008 till August '2013.

Dr. G. C. Mishra

Dr. G. C. Mishra, is the recipient of the prestigious 'PADMASHREE' award by Hon'ble President of India.

He has more than three decades of research experience in cellular immunology and several allied areas of cell biology. His research has culminated not only into several outstanding research papers in prestigious journals but has also opened new avenues for addressing some of the fundamental questions in immunology. His findings have major implications in the control of infectious diseases such as tuberculosis, kala azar, malaria, etc.

During his tenure as a Director, Dr. Mishra guided National Centre for Cell Science, Pune, from a state of anonymity to one of the premier scientific institutes in the area of biological sciences. He has also Guided Several Organizations as Member of Scientific Advisory Committees. Since September 2013, Dr. Mishra is associated with NCCS, Pune as NASI Senior Scientist.

Your Board of Directors recommend the resolutions at item nos. 3 and 4 for the approval of the members.

None of the Directors and the Key Managerial Personnel (KMP) of the Company or their relatives are in any way concerned or interested in above except for Prof. N. K. Ganguly and Dr. G. C. Mishra relating to their own appointment.

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Item No. 5

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.

On recommendation of the Audit Committee at its meeting held on 17th July, 2018, 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 Lakh Fifty Thousand only) excluding applicable taxes and reimbursement of actual travel and out-of pocket expenses for the Financial Year ending 31st March, 2019.

The resolution at Item No. 5 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. 5 of the Notice.

Registered Office:

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

Place: Pune

Date: 17th July, 2018

**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	Dr. Sanjay Singh	Prof. N. K. Ganguly	Dr. G. C. Mishra
Age (Yrs.)	51 years	76 years	71 years
Nationality	Indian	Indian	Indian
Date of first Appointment on the Board	19.04.2007	30.10.2017	30.10.2017
Relationship with other Directors of the Company	-	-	-
Area of Expertise	Research and Development	Research and Development	Research and Development
Qualifications	Graduate in Science and post graduate degree in Science (Biochemistry). Ph.D. in Biochemistry.	Graduate of R. G. Kar Medical College, then affiliated with the University of Calcutta. He did his MD in Microbiology.	Graduated (BSc) in biology from Gorakhpur University from where he secured his master's degree (MSc), too. He did his PHD from University of Udaipur.
Experience	Prior to joining the Company, he was working with National Institute of Health, USA.	Earlier he was associated as President of the Jawaharlal Institute of Postgraduate Medical Education and Research (JIPMER), as well as of the Asian Institute of Public Health, Bhubaneswar, Odisha.	Since September 2013, He is associated with NCCS, Pune as NASI Senior Scientist.
Directorships held in other Companies*	Nil	1	Nil
Chairman/ Member in the Committees of the Boards of Companies in which he is Director*	Nil	Nil	Nil
No. of Board Meetings attended during FY 2017-18	5	2	2
No. of Shares held in the Company as on 31/03/18 and % of Paid-up Share Capital	6,61,365 (12.00%)	Nil	Nil

*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:

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Pune- 411026 (Maharashtra)
Place: Pune
Date: 17th July, 2018

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For Gennova Biopharmaceuticals Limited

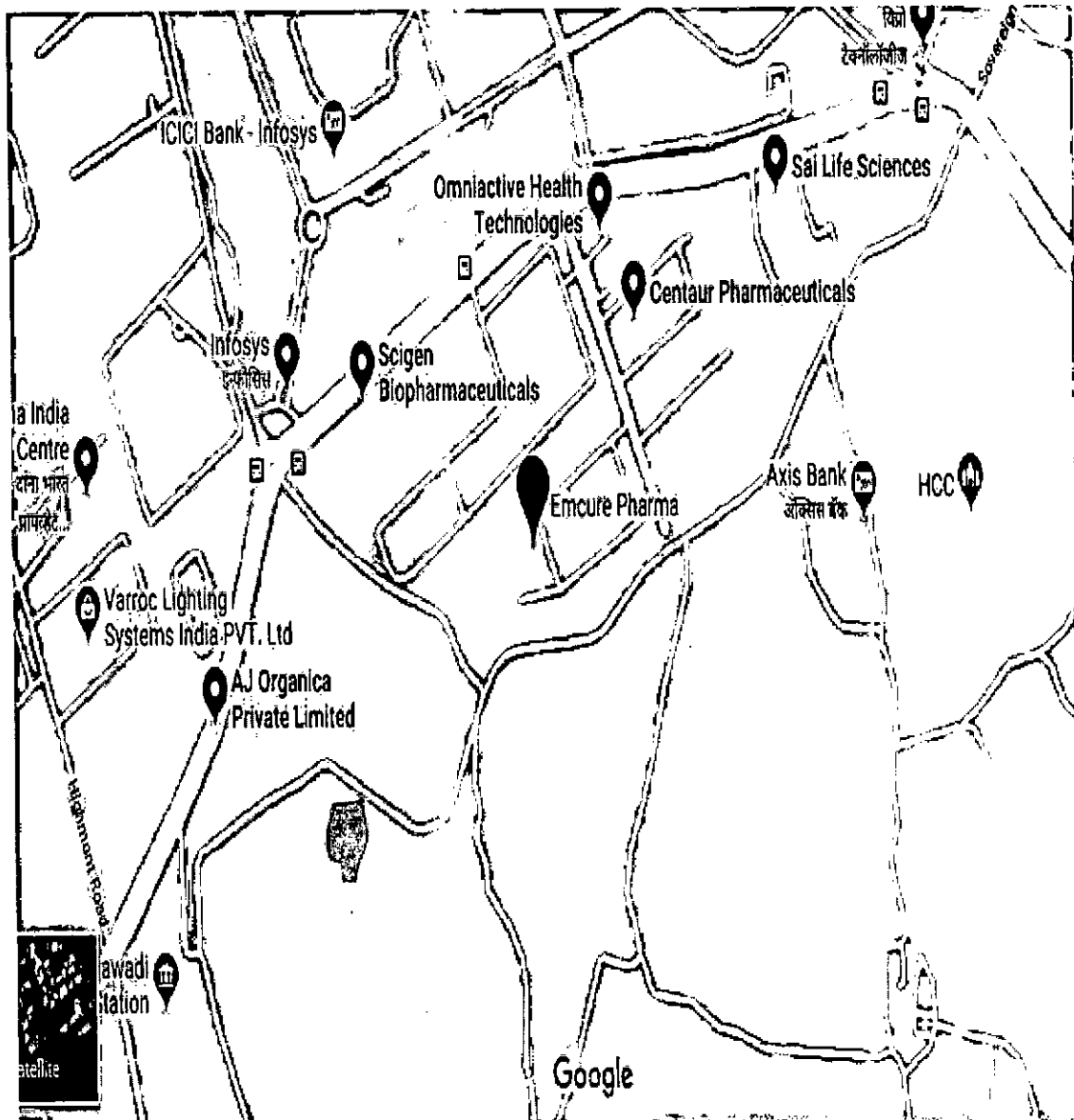

Rutuja Gohad
Company Secretary

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ROUTE MAP FOR THE VENUE OF THE ANNUAL GENERAL MEETING



Annual General Meeting Venue:

Gennova Biopharmaceuticals Limited

Plot No. P2, IT-BT Park, Phase II, M.I.D.C., Hinjawadi, Pune - 411 057.

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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

17TH ANNUAL GENERAL MEETING - 28TH AUGUST, 2018

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 17th Annual General Meeting of the Company held on **Tuesday, 28th August, 2018** at Corporate Office of the Company at Plot No. P2, IT-BT Park, Phase II, M.I.D.C., Hinjawadi, Pune - 411 057 at **9.00 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.

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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: U24231PN2001PLC016253

Name of the Company: Gennova Biopharmaceuticals Ltd.

Registered office: Emcure House, T-184, MIDC, Bhosari, Pune-411026

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:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17th Annual General Meeting of the Company, to be held on 28th day of August 2018 at 9.00 a.m. at the Corporate office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Gennova Biopharmaceuticals Limited

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Resolution No.	Particulars	For	Against	Abstain
1	Approval of financial Statements			
3	Appointment of Prof. N. K. Ganguly (DIN: 03406994) as an Independent Director of the Company.			
4	Appointment of Dr. G. C. Mishra (DIN: 07961334) as an Independent Director of the Company.			
5	Ratification of remuneration payable to Cost Auditors for the Financial Year 2018-19.			

(Please indicate the manner in which you want the proxy to vote on your behalf by putting a tick mark against your choice in respect of each resolution)

Signed this day of 2018

Signature of shareholder

Affix
Revenue
Stamp

Signature of proxy holder(s)

Gennova Biopharmaceuticals Limited

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