

NOTICE

NOTICE is hereby given that the Eighteenth Annual General Meeting of the Members of Gennova Biopharmaceuticals Limited will be held on Monday, 19th August, 2019 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, 2019 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Satish Mehta (DIN: 00118691), 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 Mr. Hitesh Jain (DIN: 00130023) 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**:

Gennova Biopharmaceuticals Limited

“RESOLVED THAT Mr. Hitesh Jain (DIN - 00130023) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 11th September, 2018 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“the Act”) and 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 his candidature for the office of a Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act, Mr. Hitesh Jain, a Non-Executive Director of the Company who is eligible for appointment as an Independent Director and who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 4 (four) consecutive years commencing with effect from 11th September, 2018 up to 10th September, 2022.”

4. Ratification of remuneration payable to Cost Auditors for the Financial Year 2019-20:

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.3,50,000/- (Rupees Three Lakhs Fifty thousand Only) excluding applicable taxes and reimbursement of actual travel and out-of

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pocket expenses for the Financial Year ending 31st March, 2020 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.”

5. **Approval of Maximum Remuneration Payable To Dr. Sanjay Singh, Wholetime Director of the Company:**

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

“**RESOLVED THAT** further to the approval granted by the members for the maximum remuneration payable to Dr. Sanjay Singh, Wholetime Director effective from 19th April, 2016, at the Company’s Annual General Meeting held on 3rd August, 2016 and pursuant to the provisions of section 196, 197, 198, 200, Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force or as may be amended from time to time), the consent of the members be and is hereby accorded to the payment of remuneration (including increments from time to time) to Dr. Sanjay Singh of an amount not exceeding Rs.6,00,00,000/- (Rupees Six Crores Only) per annum/- with effect from 1st April, 2019 upto the end of his tenure i.e. 18th April, 2021 (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year).

RESOLVED FURTHER THAT all other terms and conditions of appointment and remuneration shall remain unchanged until otherwise modified by the Board of Directors of the Company.

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RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized to do all acts, deeds, matters and things as may be necessary including approvals required, if any, and to execute, submit, file all such documents, instruments and writing as may be required in this connection and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other Officer(s) of the Company.”

Registered Office:

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

Place: Pune

Date: 17th July, 2019

By Order of the Board

For Gennova Biopharmaceuticals Limited



Rutuja Gohad
Company Secretary

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.

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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 and to their respective depository participants, in case shares are held in electronic mode.
6. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto. The relevant details/disclosures as required under the secretarial Standards on general meetings issued by Institute of Company Secretaries of India (ICSI) are also annexed.
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.

Registered Office:

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Place: Pune

Date: 17th July, 2019

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


**Rutuja Gohad
Company Secretary**

Gennova Biopharmaceuticals Limited

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

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure in accordance with the Secretarial Standard on General Meetings (SS-2) of ICSI

Item No. 3:

Appointment of Mr. Hitesh Jain as an Independent Director of the Company:

Based on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of the Companies Act, 2013 ("the Act") read with the relevant rules thereunder, the Board of Directors appointed Mr. Hitesh Jain (DIN: 00130023) as an Additional Director of the Company with effect from 11th September, 2018 in the category of Non-Executive Independent Director. Pursuant to the provisions of Section 161(1) of the Act, Mr. Hitesh Jain holds office only upto the date of this Annual General Meeting (AGM). Pursuant to Section 160 of the Act, the Company has received a notice in writing from a member proposing his candidature for the office of a Director in the category of Independent Director under the provisions of Section 149 of the Act.

Based on the recommendation of the Nomination and Remuneration Committee (NRCM) the Board proposes to recommend the appointment of Mr. Hitesh Jain as an Independent Director, not liable to retire by rotation, for a term of 4(four) years i.e. from 11th September, 2018 to 10th September, 2022.

Mr. Hitesh Jain was enrolled as an advocate of the Bar Council of Maharashtra and Goa in 1995 after completing his LLB from Symbiosis Law College in Pune. In 1996, he attained his LLM in international commercial and corporate laws from the London School of Economics in the UK. He is a litigation Lawyer with several years of experience in all branches of litigation - civil, criminal, commercial and constitutional matters. He is a partner and heads the Dispute Resolution, Real Estate and Entertainment law practices at Parinam Law Associates.

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The Company has received a declaration from him to the effect that he meets the criteria of Independence as provided in Section 149(6) of the Act and Rules framed thereunder.

In opinion of the Board, he fulfills the conditions specified in the Act, for appointment as Independent Director and is independent of the management of the Company. The terms and conditions of the appointment shall be open for inspection by the members at the registered office of the Company during the normal business hours on any working day (except Saturday) and also at the venue of the Annual General Meeting till the conclusion of the Annual General Meeting.

In compliance with the provisions of Section 149 of the Act read with Schedule IV and other applicable regulations, the appointment of Mr. Jain is being placed before the members for their approval by the way of an Ordinary Resolution. The Board recommends the Ordinary Resolution as laid out at Item No. 3 of the notice of Annual General Meeting for the approval of members.

Except Mr. Jain, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of the Annual General Meeting.

Mr. Jain is not related to any Director of the Company.

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

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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 the 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, 2019, 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. 3,50,000/- (Rupees Three Lakh Fifty Thousand only) excluding applicable taxes and reimbursement of actual travel and out-of pocket expenses for the Financial Year ending 31st March, 2020.

The resolution at Item No. 4 of the Notice is set out as an Ordinary Resolution and is recommended by the Board 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 respective relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Item No. 5:

The Company had inadequate profits and it has paid remuneration in excess of the limits as prescribed under part II Section II of Schedule V read with Section 197 of the Companies Act, 2013 to its Wholetime Director. The Company can pay remuneration in excess of the said limits provided it obtains the shareholders' approval for the same. The Company had obtained shareholders' approval at the Annual General Meeting held on 3rd August, 2016 for payment of remuneration with effect from 19th April, 2016 to Dr. Sanjay Singh, Wholetime Director of an amount not exceeding Rs. 4 Crores, for a period of three years.

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The said period of three years has expired on 19th April, 2019 and since the company still has inadequate profits, it will be required to obtain shareholders' approval again. The Company proposes to increase the maximum limit for payment of remuneration to the Wholetime Director from present limit of Rs. 4 Crores to Rs. 6 Crores.

As per the provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company can pay remuneration in excess of the limits as prescribed under part II Section II of Schedule V of the act provided the remuneration is approved by the members by way of a Special resolution and a statement containing the required information as per Schedule V of Companies Act, 2013 (Act) is set out in the explanatory statement forming part of the notice seeking the approval of the members.

The Board recommends the Special Resolution as laid out at Item No. 5 of the notice of Annual General Meeting for the approval of the members.

Except Dr. Sanjay Singh, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

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STATEMENT CONTAINING INFORMATION REQUIRED TO BE GIVEN UNDER SCHEDULE V OF THE COMPANIES ACT, 2013:

I. General Information:

1. Nature of the Industry - Biopharmaceuticals.
2. Date or expected date of commencement of commercial production – Existing Company.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – Existing Company.
4. Financial Performance - (Based on the audited Accounts for the year ended 31-03- 2019)

Particulars	Amount (Rs. in millions)
Turnover	1815.20
Net Profit After Tax	179.66

5. Foreign Investments or Collaborations: N.A

II. Information about the Appointee

Information about Dr. Sanjay Singh, Whole time Director:

1. Background details, Recognition or Awards

Dr. Sanjay Singh, holds the position of the Whole time Director in the company. He is a graduate in Science from the Lucknow University and a post graduate in Science (Biochemistry) from the Lucknow University and holds a Ph.D. in Biochemistry from the Central Drug Research Institute, Lucknow. Prior to joining the Company in 2006, he was associated with NIH/NIAID, USA and ICGB, India as detailed hereunder:

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2003 - 2006	Head, Antigen Research Section at National Institutes of Health (NIH) / National Institute of Allergy and Infectious Diseases (NIAID), Bethesda, MD, USA.
2000 - 2003	Senior Staff Scientist at National Institutes of Health (NIH) / National Institute of Allergy and Infectious Diseases (NIAID), Bethesda, MD, USA.
1996 - 2000	Research Scientist at International Center for Genetic Engineering and Biotechnology (ICGEB), New Delhi, India

He has received Honors and Awards as under:

- US Department of Human and Health Services
2005-Special Act or Service Award
- 2004-Staff Recognition Award, NIAID/NIH

His other achievements are as under;

- During his tenure at the NIH, Dr. Singh was successful in taking four recombinant vaccine candidates from gene to Phase I human clinical trials.
- At Gennova, Dr. Singh's leadership has facilitated the launch of Elaxim™ (TNK-tPA for AMI); Tenectase™ (TNK-tPA for AIS); Vintor™ (Erythropoietin); Emgrast™ (Sargramostim); Exgrast™ (Filgrastim); PEGEX™ (Pegylated filgrastim) and Hamsyl®(Pegaspargase) in the market.
- Key role in development of transmission blocking vaccine for Malaria under REDMAL - Seventh Framework Program (FP7) for Research and Technological Development of the European Committee for elimination and eventual eradication of Malaria.
- His scientific acumen lead to the approval of Tenecteplase for Acute Ischemic Stroke (AIS), - First time in the World.
 - This innovation was recognized by the Department of Biotechnology (DBT), Govt. of India for the 'Biotech product, process development and commercialization award 2019'.

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Additionally, this 'Make in India' product has found its way in the list of drugs for emergency care for stroke management in the guideline –'Prevention and Management of Stroke', issued by the Ministry of Health and Family Welfare, Govt. of India.

He is also associated with the following Institutes/ programmes as under:

- Governing body of the Institute of Life Sciences (ILS) - Bhubaneswar, an autonomous institute of Department of Biotechnology (DBT), Govt. of India. Member of the advisory board of ILS –Ahmedabad.
- Working group for Gene Therapy constituted jointly by the Department of Health Research (DHR) and Department of Biotechnology (DBT), Govt. of India.
- Indo-US Vaccine Action Programme (VAP), Invited Member.

2. Past remuneration (FY 2018-19):

(Rs. in Millions)

Sr. No.	Particulars	Amount (Per Annum)
1	Salary	17.58
2	Perquisites & Allowance	17.83
3	Commission	3.06
	TOTAL	38.47

3. Job profile and his suitability:

Dr. Singh has about 27 years of experience in the Biopharmaceutical Industry. The Company is largely dependent on the managerial skills and technical expertise of Dr. Singh who is associated with the Company since 2006 in the capacity of Wholetime Director of the Company.

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4. Remuneration proposed: Maximum Rs.6,00,00,000/- per annum.

5. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and the person:

The remuneration proposed has been benchmarked with the remuneration of Managing Director/ Wholetime Director in other multinational pharmaceutical companies operating in India.

6. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel if any:

Dr. Sanjay Singh does not have any pecuniary transactions with the Company or any other managerial personnel except by way of (i) his shareholding (Percentage of shareholding - 12%) in the Company, which he holds in his individual capacity, and (ii) his contract of employment with the Company.

III. Other information:

1. Reasons of loss or inadequate profit:

The Company has been making nominal profits for the last few years by sale of the existing products/ new launches. However, the profits are inadequate owing to the large amount being spent on Research & Development of new products and other related expenses for launch of the new products.

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2. Steps taken or proposed to be taken for improvement:

The launch of new products in the last few years have started generating revenues and profits. It is expected that the products launched coupled with the launch of the products in the research pipeline, on launch, will be able to provide exceptional growth in revenue so as to achieve the desired profits in the near future.

3. Expected increase in productivity and profits in measurable terms:

As stated in point no. 2 above, the Company expects exponential growth in revenue so as to achieve the desired profits in the future.

IV. Other Parameters under Section 200 of the Act read with Rule 6 of the Companies (Appointment and Remuneration of Management Personnel) Rules, 2014.

1) The Financial and Operating performance of the Company during the three preceding financial years

(Rs. in Millions)

Particulars	2018-19	2017-18	2016-17
Turnover	1815.20	1734.47	1639.21
Net Profit After Tax	179.66	150.43	84.26

2) Remuneration or Commission drawn in any other capacity from the Company: Not applicable.

3) Remuneration or commission drawn by him from any other Company: Not applicable.

4) Profession, Qualification and experience: As indicated in II (1) above.

5) The relationship between remuneration and performance:

The remuneration is being paid in accordance with the remuneration and compensation policy of the Company and also based on performance evaluation.

Gennova Biopharmaceuticals Limited

6) The principle of proportionality of remuneration within the Company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the Board who receives remuneration and employee or executives of the Company.

The remuneration is based on the performance evaluation and in accordance with the remuneration and compensation policy of the Company. In addition the NRCM evaluates the remuneration on the established criteria after considering the experience, expertise and also benchmarking against the remuneration of the CEOs/ whole time Directors of the peers in the Industry and then recommends to the Board the remuneration to be paid.

7) Whether remuneration policy for Directors differs from remuneration payable to other employees and if so, an explanation for the difference.

The Company has in place a remuneration & Compensation policy for the Directors. The employees are covered by the Company's applicable HR policies.

8) The Securities held by the Director, including options and details of the shares pledged at the end of the preceding financial year.

Dr. Sanjay Singh holds 661365 (12%) Equity shares of the Company.

The Company has no stock option scheme in place.


Registered Office:

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

Place: Pune

Date: 17th July, 2019

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



**Rutuja Gohad
Company Secretary**

Gennova Biopharmaceuticals Limited

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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. Hitesh Jain	Mr. Satish Mehta
Age (Yrs.)	46 Years	68 Years
Nationality	Indian	Indian
Date of first Appointment on the Board	11 th September, 2018	7 th June, 2013
Relationship with other Directors of the Company	None	Father of Mr. Samit Mehta, Director
Area of Expertise	Litigation Lawyer in all branches of litigation - civil, criminal, commercial and constitutional matters.	Management
Qualifications	LLB from Symbiosis Law College in Pune and LLM in international commercial and corporate laws from the London School of Economics in the UK.	M.Sc., M.B.A. (IIMA)
Experience	Mr. Hitesh Jain is a litigation Lawyer with several years of experience in all branches of litigation - civil, criminal, commercial and constitutional matters. He is a partner and heads the Dispute Resolution, Real Estate and Entertainment law practices at Parinam Law Associates.	Mr. Satish Mehta has vast experience in the pharmaceutical industry. His leadership has made Emcure group a major player in the pharmaceutical industry.
Directorships held in other Companies	<ol style="list-style-type: none"> 1. Zuventus Healthcare Limited 2. IREP Credit Capital Private Limited 3. Personiv Contact Centers India Private Limited 4. Jain International Trade Organisation 5. Bluekraft Digital Foundation 	<ol style="list-style-type: none"> 1) Emcure Pharmaceuticals Limited 2) Zuventus Healthcare Limited 3) Heritage Pharmaceuticals Inc.
Chairman/ Member in the Committees of the Boards of Companies in which he is Director	Chairman: NIL Member Zuventus Healthcare Limited Audit Committee Nomination & Remuneration Committee	Chairman: NIL Member: Zuventus Healthcare Limited Audit Committee Nomination & Remuneration Committee Emcure Pharmaceuticals Limited Investor Grievance & Share Transfer Committee

Gennova Biopharmaceuticals Limited

Block 1, Plot No. P-1 & P-2, I. T. - B.T. Park, Phase - II, M.I.D.C., Hinjawadi, 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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No. of Board Meetings attended during FY 2018-19	1 out of 2	4 out of 4
No. of Shares held in the Company as on March 31 st , 2019 and % of Paid-up Share Capital	NIL	660 (0.012%)

Registered Office:
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Pune- 411026 (Maharashtra)

Place: Pune
Date: 17th July, 2019

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



**Rutuja Gohad
Company Secretary**

Gennova Biopharmaceuticals Limited

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

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

18TH ANNUAL GENERAL MEETING - 19TH AUGUST, 2019

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 18th Annual General Meeting of the Company held on **Monday, 19th August, 2019** 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)

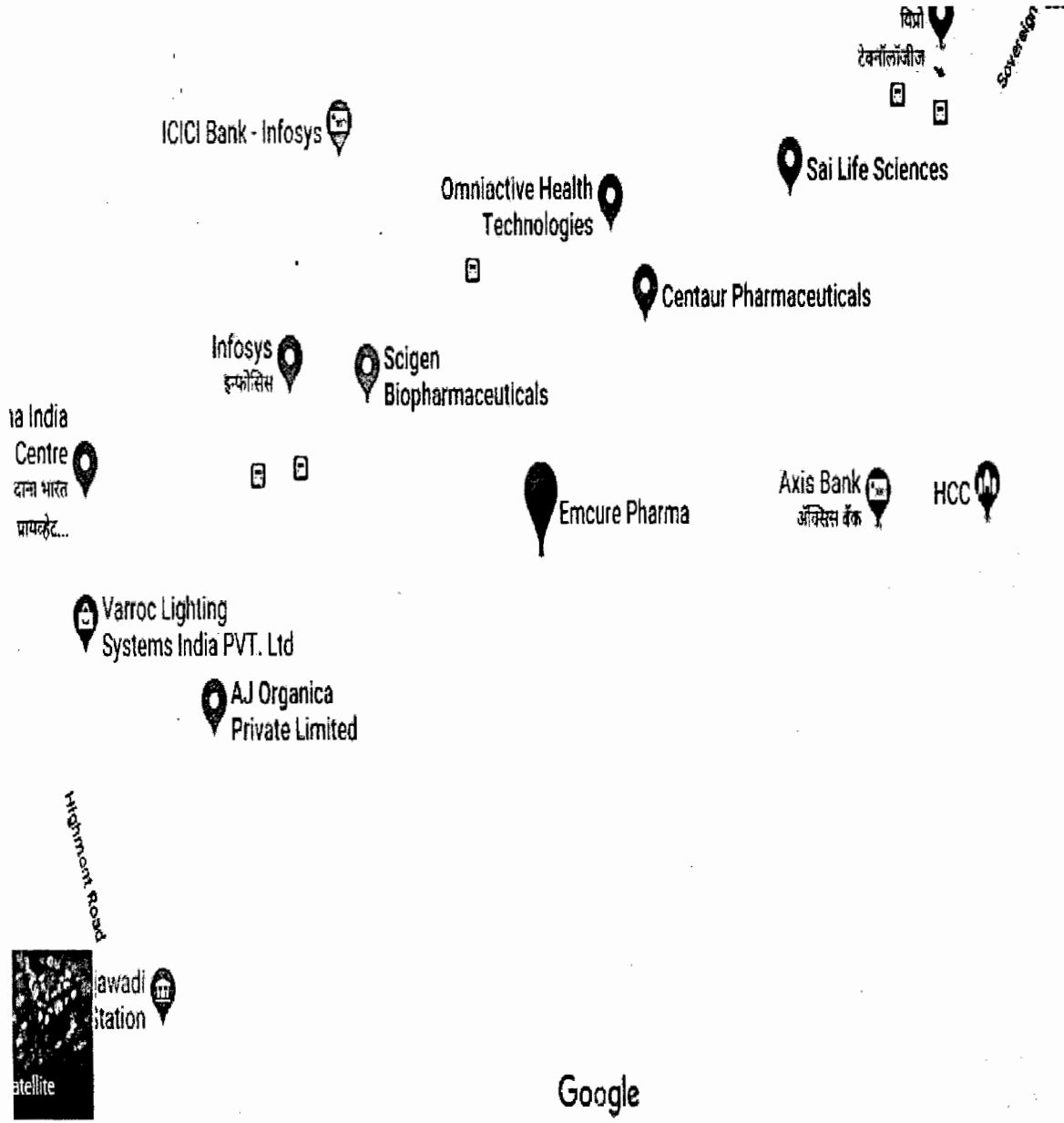
Note:

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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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.

Gennova Biopharmaceuticals Limited

Block 1, Plot No. P-1 & P-2, I. T. - B.T. Park, Phase - II, M.I.D.C., Hinjawadi, Pune 411 057 (India) Phone Nos. : +91 20 - 39821300 FAX : +91 20 - 39821441
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E-mail : corporate@emcure.co.in., www.emcure.co.in CIN-U24231PN2001PLC016253

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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:.....

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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 18th Annual General Meeting of the Company, to be held on 19th day of August, 2019 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:

Resolution No.	Particulars	For	Against	Abstain
1	Approval of financial Statements			
2	Appointment of a Director in place of Mr. Satish Mehta (DIN: 00118691), who retires by rotation, and being eligible, offers himself for re-appointment as per Section 152(6) of the Companies Act, 2013.			
3	Appointment of Mr. Hitesh Jain as an Independent Director of the Company.			
4	Ratification of remuneration payable to Cost Auditors for the Financial Year 2019-20.			
5	Approval of Maximum limit for payment of remuneration to Wholetime Director of the Company.			

(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 2019

Signature of shareholder

Affix
Revenue
Stamp

Signature of proxy holder(s)

Gennova Biopharmaceuticals Limited

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