

## NOTICE

NOTICE is hereby given that the Nineteenth Annual General Meeting of the Members of Gennova Biopharmaceuticals Limited will be held on Tuesday, August 18, 2020 at 9.00 a.m. 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 March 31, 2020 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sunil Mehta (DIN: 00118469), 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. **Ratification of remuneration payable to Cost Auditors for the Financial Year 2020-21:**

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. 3,00,000/- (Rupees Three Lakh Only) excluding applicable taxes and reimbursement of actual travel and out of pocket expenses

## Gennova Biopharmaceuticals Limited

for the Financial Year ending March 31, 2021 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.”

4. **Re-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 a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“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, Dr. G. C. Mishra (DIN - 07961334), who was appointed as an Independent Director at the Annual General meeting of the Company held on August 28, 2018 and holds office up to August 27, 2020 and who is eligible for re-appointment 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 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 Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 3 (three) years consecutive years commencing with effect from August 28, 2020 up to August 27, 2023.”

5. Appointment of Mr. Samit Mehta (DIN: 00332562) as Whole-time Director of the Company and as President & Chief Operating Officer 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 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), the consent of the Shareholders be and is hereby accorded for the appointment of Mr. Samit Mehta (DIN: 00332562) as Whole-time Director of the Company for a period of 5 (five) years and as President & Chief Operating Officer of the Company with effect from July 21, 2020, at a remuneration of Rs. 6,00,000/- per annum.

**RESOLVED FURTHER THAT** the consent of the shareholders be accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to vary, alter, increase, enhance or widen the terms and conditions of appointment and the remuneration payable to the appointee, from time to time, as they may in their discretion deem fit within the limits laid down in Section 197 and all other applicable provisions of the Act including any statutory modification or re-enactment thereof for the time being in force, and the rules framed thereunder read with Schedule V of the Act and subject to the requisite approvals, if necessary, being obtained.

**RESOLVED FURTHER THAT** where in any financial year during the tenure of the appointee, the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals, if any, pay to the appointee, the remuneration being

## Gennova Biopharmaceuticals Limited

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paid as the minimum remuneration by way of salary, perquisites and other allowances and benefits and that the perquisites pertaining to contribution to provident fund, superannuation fund or annuity fund, gratuity and leave encashment shall not be included in the computation of the ceiling on remuneration specified in Section II and Section III of Part II of Schedule V of the Act.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

**Registered Office:**

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

Place: Pune

Date : July 21, 2020

**BY ORDER OF THE BOARD  
FOR GENNOVA BIOPHARMACEUTICALS LIMITED**



A handwritten signature in blue ink, appearing to read "Rutuja Gohad".

**RUTUJA GOHAD  
COMPANY SECRETARY  
MEMBERSHIP NO. A35340**

**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

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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 any changes in their address to their respective depository participants.
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 (SS-2) 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.
8. Members may note that the Notice of the Annual General Meeting is available on the Company's website [www.gennova.bio](http://www.gennova.bio).

**Registered Office:**

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

Place: Pune

Date: July 21, 2020

**BY ORDER OF THE BOARD  
FOR GENNOVA BIOPHARMACEUTICALS LIMITED**



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**RUTUJA GOHAD  
COMPANY SECRETARY  
MEMBERSHIP NO. A35340**

## Gennova Biopharmaceuticals Limited

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## **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

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### **Item No. 3**

#### **Ratification of remuneration payable to Cost Auditors for the Financial Year 2020-21:**

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 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 July 21, 2020, 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. 3,00,000/- (Rupees Three Lakh only) excluding applicable taxes and reimbursement of actual travel and out-of pocket expenses for the Financial Year ending March 31, 2021.

The resolution at Item No. 3 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. 3 of this Notice.

## **Gennova Biopharmaceuticals Limited**

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## Item No. 4:

### Re-appointment of Dr. G. C. Mishra (DIN: 07961334) as an Independent Director of the Company:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors proposes and recommends the re-appointment of Dr. G. C. Mishra (DIN: 07961334) as an Independent Director for a second term of 3 (three) years i.e. from August 28, 2020 upto August 27, 2023. He shall not be liable to retire by rotation.

He is a member of the Board since October 2017. He was appointed as an Independent Director by the Members of the Company in the Annual General Meeting held on August 28, 2018 to hold office for 2 consecutive years i.e. upto August 27, 2020.

The Company has in terms of provisions of Section 160(1) of the Act received a notice from a member proposing his candidature for appointment as Independent Director.

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.

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

## Gennova Biopharmaceuticals Limited

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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.

The Board based on performance evaluation and recommendation of the Nomination and Remuneration Committee considers that given his experience and contribution, his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Dr. Mishra as an Independent Director.

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 re-appointment of Dr. Mishra is being placed before the members for their approval by way of special resolution.

The Board recommends the Special Resolution as laid out at Item No. 4 of the Notice convening Annual General Meeting for the approval of the members.

Except Dr. Mishra, 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. 4 of this Notice.

## Gennova Biopharmaceuticals Limited



Dr. Mishra is not related to any Director of the Company.

## Item No. 5

### **Appointment of Mr. Samit Mehta (DIN: 00332562) as Whole-time Director of the Company and as President & Chief Operating Officer of the Company:**

The Company is planning to expand its team in view of expansion of its operations in near future which will take the Company to the next level. Mr. Samit Mehta is having good experience, qualification and knowledge in the field of research and development. He has worked with the Company since 2006 and is also on the Board of the Company since September 2011 as Non-executive Director.

He is a graduate and a post graduate in Commerce from the Pune University. He received his Masters in the Business Administration degree from the Wharton School, University of Pennsylvania. He has worked as a management consultant (strategy) at Ernst & Young and advised companies in different sectors including education, mining and healthcare.

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company ("the Board") at its meeting held on July 21, 2020 appointed Mr. Samit Mehta (DIN: 00332562) as Whole-time Director of the Company and as President & Chief Operating Officer with effect from July 21, 2020. He has been appointed as Whole-time Director for a period of 5 (five) years i.e. from July 21, 2020 to July 20, 2025, subject to the approval of the shareholders at the Annual General Meeting of the Company. He is responsible for operations, finance and strategic part of the Company.

## **Gennova Biopharmaceuticals Limited**

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Mr. Samit Mehta will be liable to retire by rotation.

Pursuant to the provisions of Section 196 (3) (a) and Schedule V Part I (c) of the Companies Act, 2013, the Company seeks consent of the members by way of ordinary resolution for the appointment of Mr. Samit Mehta as Whole-time Director for a term of 5 (five) years.

The Board recommends the Ordinary Resolution as set forth in Item No. 5 of the accompanying notice for approval of the members.

Except, Mr. Samit Mehta and Mr. Satish Mehta and their relatives, none of the other Directors, Key Managerial Personnel and their respective relatives are in any way concerned or interested, financially or otherwise, in this resolution set out at Item No. 5 of this Notice.

**Registered Office:**

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

**Place:** Pune

**Date :** July 21, 2020



**BY ORDER OF THE BOARD  
FOR GENNOVA BIOPHARMACEUTICALS LIMITED**

A handwritten signature in blue ink, appearing to read "Rutuja".

**RUTUJA GOHAD  
COMPANY SECRETARY  
MEMBERSHIP NO. A35340**

## Gennova Biopharmaceuticals Limited

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

Name of the Director	Dr. G. C. Mishra	Mr. Sunil Mehta	Mr. Samit Mehta
Age (Yrs.)	73 years	57 Years	40 years
Nationality	Indian	Indian	Indian
Date of first Appointment on the Board	October 30, 2017	June 19, 2001	September 09, 2011
Relationship with other Directors of the Company	-	-	Son of Mr. Satish Mehta
Area of Expertise	Research and Development	Business Administration	Research and Development
Qualifications	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.	He is Graduate in Commerce from Pune University.	B.Com, M. Com., MBA (Wharton School, University of Pennsylvania)
Experience	Since September 2013, He is associated with NCCS, Pune as NASI Senior Scientist.	He is Non-executive director of our company. He is post graduate (diploma) in Business Administration from the Institute of Management Development and Research, Pune.	He is Non-executive director of our company. He has 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	Nil	Emcure Pharmaceuticals Ltd.	Uth Beverage Factory Pvt. Ltd. Fitmart Retail Pvt. Ltd.
Chairman/ Member in the Committees of the Boards of Companies in which he is Director	Chairman: Nil Member : Nil	Chairman: Nil Member : Nil	Chairman: Nil Member : Nil
No. of Board Meetings attended during FY 2019-20	4 out of 4	4 out of 4	4 out of 4
No. of Shares held in the Company as on March 31, 2020 and % of Paid-up Share Capital	Nil	690 (0.013%)	230 (0.004%)

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

Place: Pune  
Date : July 21, 2020

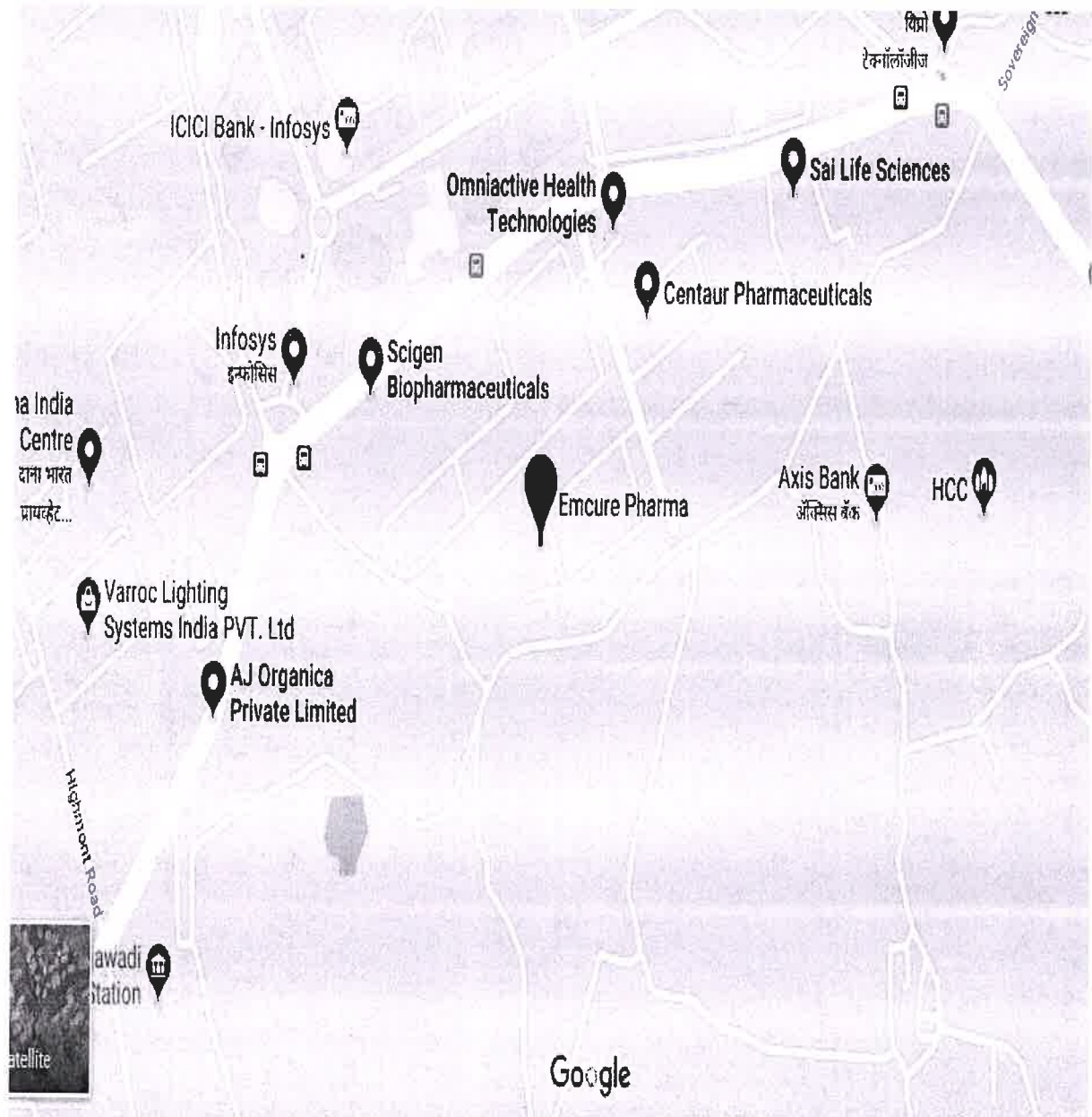
**BY ORDER OF THE BOARD  
FOR GENNOVA BIOPHARMACEUTICALS LIMITED**



  
**RUTUJA GOHAD  
COMPANY SECRETARY  
MEMBERSHIP NO. A35340**

## Gennova Biopharmaceuticals Limited

## 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**

## 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](mailto:company.secretary@emcure.co.in)

### 19<sup>TH</sup> ANNUAL GENERAL MEETING – AUGUST 18, 2020

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 19<sup>th</sup> Annual General Meeting of the Company held on **Tuesday, August 18, 2020** 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.

## 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: U24231PN2001PLC016253

Name of the Company: Gennova Biopharmaceuticals Limited

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:.....

## Gennova Biopharmaceuticals Limited

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19<sup>th</sup> Annual General Meeting of the Company, to be held on 18<sup>th</sup> day of August, 2020 at 9.00 a.m. at Plot No. P2, IT-BT Park, Phase II, M.I.D.C., Hinjawadi, Pune - 411 057 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars	For	Against	Abstain
1	Approval of the Financial Statements for the Financial Year ended March 31, 2020.			
2	Appointment of a Director in place of Mr. Sunil Mehta (DIN: 00118469), who retires by rotation, and being eligible, offers himself for re-appointment as per Section 152(6) of the Companies Act, 2013.			
3	Ratification of remuneration payable to Cost Auditors for the Financial Year 2020-21.			
4	Re-appointment of Dr. G. C. Mishra as an Independent Director of the Company.			
5	Appointment of Mr. Samit Mehta (DIN: 00332562) as Whole-time Director of the Company and as a President & Chief Operating Officer 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 ..... 2020

Signature of shareholder

Affix  
Revenue  
Stamp

Signature of proxy holder(s)