

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 20TH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF GENNOVA BIOPHARMACEUTICALS LIMITED ("THE COMPANY") WILL BE HELD AT A SHORTER NOTICE ON FRIDAY, JULY 30, 2021 AT 10.00 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 consider and adopt the Audited Financial Statements for the financial year ended March 31, 2021 together with the Report of the Board and Auditors thereon.
2. To appoint Mr. Samit Mehta (DIN: 00332562), as a Director who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Ratification of remuneration payable to Cost Auditors for the financial year 2021-22:**

To consider and, if thought fit, to pass 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 for the financial year ending March 31, 2022 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."

4. **To consider appointment of Dr. Shailesh Ayyangar as a Non-executive, Non-Independent Director:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** Dr. Shailesh Ayyangar (DIN - 00268076), who was appointed as an Additional Director of the Company with effect from July 26, 2021 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ("the Act") 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 of the Company, be and is hereby appointed as a Non-executive, Non-Independent Director of the Company, liable to retire by rotation."



Gennova Biopharmaceuticals Limited

5. To consider variation in the terms of:

a) **Appointment of Mr. Samit Mehta, Whole-time Director & COO:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in partial modification to the resolution passed at the Annual General Meeting held on August 18, 2020 and pursuant to the provisions of Sections 196, 197, 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) as amended from time to time, the Rules, Guidelines, Notifications and Circulars issued in this regard and subject to necessary approvals, if any, the approval of the Members be and is hereby accorded for payment of remuneration to Mr. Samit Mehta (DIN: 00332562), Whole-time Director & COO, with effect from April 1, 2021, on the terms and conditions as set out in the statement annexed to the notice convening this Meeting which inter-alia includes the following :-

- i) Salary: Rs. 24,00,000/- per annum.
- ii) Perquisites: Rs. 87,28,320/- per annum.
- iii) Performance Bonus: Rs. 9,67,680/- per annum.

RESOLVED FURTHER THAT subject to the applicable provisions read with Schedule V of the Act and other prevalent laws, where in any financial year during the tenure of appointment of Mr. Samit Mehta, the Company has no profits or its profits are inadequate, the Company may pay the aforesaid remuneration to Mr. Samit Mehta, within the overall limits prescribed under the Act;

RESOLVED FURTHER THAT subject to the applicable provisions of the Act, the Board be and is hereby authorized to vary the terms of appointment and to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary and with the power on behalf of the Company to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.”

b) **Re-appointment of Dr. Sanjay Singh, Whole-time Director & CEO:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in partial modification to the resolution passed at the Extra-ordinary General Meeting held on March 22, 2021 and pursuant to the provisions of Sections 196, 197, 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) as amended from time to time, the Rules, Guidelines, Notifications and Circulars issued in this regard and subject to necessary approvals, if any, the approval of the Members be and is hereby accorded for payment of remuneration to Dr. Sanjay Singh (DIN 01693705), Whole-time Director & CEO, with effect from April 1, 2021, on the terms and conditions as set out in the statement annexed to the notice convening this Meeting which inter-alia includes the following:-

Gennova Biopharmaceuticals Limited



- i) Salary: Rs. 2,46,13,200/- per annum.
- ii) Perquisites: Rs. 3,13,86,800/- per annum.
- iii) Performance Bonus: Rs. 1,12,00,000/- per annum.

RESOLVED FURTHER THAT subject to the applicable provisions read with Schedule V of the Act and other prevalent laws, where in any financial year during the tenure of appointment of Dr. Sanjay Singh, the Company has no profits or its profits are inadequate, the Company may pay the aforesaid remuneration to Dr. Sanjay Singh, within the overall limits prescribed under the Act;

RESOLVED FURTHER THAT subject to the applicable provisions of the Act, the Board be and is hereby authorized to vary the terms of re-appointment and to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary and with the power on behalf of the Company to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

6. **To consider and adopt new set of Articles of Association ("AOA") of the Company:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013, and in accordance with the enabling provisions of the Memorandum and Articles of Association and subject to the applicable provisions of any other applicable law, the consent and approval of the members of the Company be and is hereby accorded for alteration of the existing set of Articles of Association of the Company by replacing it with a new set of Articles of Association, as tabled at the meeting.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring by the Board of Directors to secure any further consent or approval of the members of the Company."

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

Place: Pune
Date : July 26, 2021

By Order of the Board
For Gennova Biopharmaceuticals Limited




Rutuja Gohad
Company Secretary

Gennova Biopharmaceuticals Limited

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of Special Business to be transacted at the Annual General Meeting ("AGM") is annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY, TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO EFFECTIVE SHALL BE DULY STAMPED, SIGNED AND FILLED (COMPLETED IN ALL ASPECTS) AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE AGM.**

A person can act as proxy on behalf of members up to and not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. 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.

3. Members/Proxies should bring the enclosed attendance slip duly filled in, for attending the AGM.

4. Corporate members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of their Board resolution or any other document validly executed by its director or other authorised signatories/persons, authorizing their representative to attend and vote on their behalf at the AGM.

5. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID for easier identification of attendance at the meeting. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

6. All documents referred to in the Notice calling the AGM and the Explanatory Statement are available with the Company for inspection by the Members upto the date of this meeting and will also be available at the venue of the AGM.

7. During the period beginning 48 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during business hours of the Company, provided that not less than three days of notice is given in writing to the Company.

8. Route map showing directions to reach the venue of the general meeting is annexed.



Gennova Biopharmaceuticals Limited

9. Members holding shares in the dematerialized (electronic) form may update changes in their address or bank mandate with their respective Depository Participants. The Company or its Registrars cannot act on any request received directly from the shareholders holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the shareholders.
10. Members who have not registered their e-mail addresses are requested to register the same with Link Intime India Pvt. Ltd., the Registrars and Transfer Agents of the Company or with the respective Depository Participant(s) for sending future communication(s) in electronic form.

Registered Office:

Emcure House, T-184,
M.I.D.C, Bhosari,
Pune- 411 026 (Maharashtra)

Place: Pune

Date: July 26, 2021

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



**Rutuja Gohad
Company Secretary**

Gennova Biopharmaceuticals Limited

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

This 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**Ratification of remuneration payable to Cost Auditors for the Financial Year 2021-22:**

Pursuant to Section 148 of the Companies Act, 2013 ("the Act") 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 and such remuneration is required to be ratified by the members of the Company.

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, 2022.

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 Act.

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.

Item No. 4**Appointment of Dr. Shailesh Ayyangar as a Director of the Company:**

The Board of Directors, based on recommendation of the Nomination and Remuneration Committee, had appointed Dr. Shailesh Ayyangar as an Additional Director with effect from July 26, 2021 and he holds office up to the date of this Annual General Meeting pursuant to the provisions of Section 161(1) of the Act. Further, he was also appointed as a Non-executive Non-independent Director with effect from July 26, 2021, liable to retire by rotation.

The Company has received a notice from a member proposing his candidature for the office of director.

A brief Profile of Dr. Shailesh Ayyangar is as under:



Gennova Biopharmaceuticals Limited

Dr. Shailesh Ayyangar holds a bachelor degree of veterinary science and animal husbandry from the Gujarat Agricultural University and a post graduate diploma in Management from Indian Institute of Management, Ahmedabad. Dr. Ayyangar has also worked with Sanofi India Limited as a Managing Director and non-executive director and with Sanofi Synthelabo (India) Private Limited as a Managing Director and head of strategic projects.

Considering his wide experience in the pharma sector and the strategic inputs that he will bring to the Board deliberations, the Board recommends passing the Ordinary Resolution set out in Item No. 4 of the Notice.

Except Dr. Shailesh Ayyangar, 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 out at Item No. 4 of the Notice.

Item No. 5 (a)

Variation in term of Appointment of Mr. Samit Mehta, Whole-time Director & COO:

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors, at their meeting held on July 21, 2020, had appointed Mr. Samit Mehta (DIN: 00332562) as Whole-time Director of the Company for a term of five years w.e.f. July 21, 2020 and members had approved the appointment in the Annual General Meeting held on August 18, 2020.

A brief profile of Mr. Samit Mehta:

Mr. Samit Mehta 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. Mr. Samit Mehta is having good experience and knowledge in the field of research and development. He has worked with the Company since 2006. Currently, he is holding the position of Chief Operating Officer of the Company and is responsible for business operations.

The following are the additional details as required under Schedule V and other provisions of the Companies Act, 2013:

The Company is a biotechnology company dedicated to developing, producing, and commercializing biotherapeutics to address life-threatening diseases across various indications. The Company has earned a net profit of Rs. 475.00 millions for the financial year ended March 31, 2021.

Considering the contribution made by Mr. Samit Mehta to the growth of the Company, it is proposed to pay him remuneration as set out below with effect from April 1, 2021:

Gennova Biopharmaceuticals Limited



A) **Salary:**

Rs. 24,00,000/- per annum, subject to such annual increments as the Board may determine from time to time on the recommendation of the Nomination and Remuneration Committee.

B) **Perquisites:**

- i. **House Rent Allowance:** Rs. 14,40,000/- per annum, subject to such annual increments as the Board may determine from time to time on recommendation of the Nomination and Remuneration Committee.
- ii. **Education Allowance:** Rs. 68,84,880/- per annum, subject to such annual increments as the Board may determine from time to time on recommendation of the Nomination and Remuneration Committee.
- iii. **Use of Company car and Telephone:** Provision of Car with driver for use on Company's business and telephone, telex and other communication facilities at residence (including payment for local calls and long distance calls).
- iv. **Retirement Benefits (PF/FPF and Gratuity):** Contribution to Provident Fund and Gratuity fund will be as per the policy of the Company.
- v. **Company Bonus Plan/ Performance linked incentives:** Rs. 9,67,680/- per annum, subject to such annual increments as the Board may determine from time to time on the recommendation of the Nomination and Remuneration Committee.

Perquisites at Sr. No. (iv) above shall not be included in the computation of the ceiling on remuneration or perquisites aforesaid.

Mr. Samit Mehta will not be entitled to sitting fees for attending meetings of the Board of Directors or Committees thereof.

C) **Minimum remuneration:**

Where in any financial year, during the currency of tenure of the Whole-time Director, the Company has no profits or its profits are inadequate, the Company will pay him aforesaid remuneration to Mr. Samit Mehta, within the overall limits prescribed under the Companies Act, 2013.

The proposed remuneration is not comparable with other companies in the Bio-pharma sector due to the functions handled by Mr. Samit Mehta.

The Company has been earning adequate profits. However, as a prudent measure, approval of Members is being sought by a Special Resolution for the payment of remuneration to Mr. Samit Mehta in the event of inadequacy of profits in any financial year during his tenure of appointment.

Gennova Biopharmaceuticals Limited



Except for the proposed remuneration payable to Mr. Samit Mehta and to the extent of shares held in the Company by Mr. Samit Mehta and his relatives, they do not have any pecuniary relationship directly or indirectly with the Company or with any Director/Key Managerial Personnel.

The Board recommends passing the Resolution set out in Item No. 5 (a) of the Notice as a Special Resolution. Except Mr. Samit Mehta and Mr. Satish Mehta, none of the Directors and the Key Managerial Personnel and their relatives are interested or concerned, in any manner in Item No. 5 (a) of the Notice.

Item No. 5 (b)

Variation in term of Appointment of Dr. Sanjay Singh, Whole-time Director & CEO:

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors, at their meeting held on February 03, 2021, had re-appointed Dr. Sanjay Singh (DIN: 01693705) as Whole-time Director of the Company for a further period of five years w.e.f. April 19, 2021 and members had approved the re-appointment in Extra-ordinary General Meeting held on March 22, 2021.

A brief profile of Dr. Sanjay Singh:

Dr. Singh 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. He is the Key Managerial Personnel of the Company. The Company is largely dependent on the managerial skills and technical expertise of Dr. Singh who is associated with the Company since October 2006 in the capacity of Whole-time Director of the Company.

The following are the additional details as required under Schedule V and other provisions of the Companies Act, 2013:

The Company is a biotechnology company dedicated to developing, producing, and commercializing biotherapeutics to address life-threatening diseases across various indications. The Company has earned a net profit of Rs. 475.00 millions for the financial year ended March 31, 2021.

Considering the contribution made by Dr. Sanjay Singh to the growth of the Company, it is proposed to pay him remuneration as set out below with effect from April 1, 2021:

a) Salary:

Rs. 2,46,13,200/- per annum, subject to such annual increments as the Board may determine from time to time on the recommendation of the Nomination and Remuneration Committee.

Gennova Biopharmaceuticals Limited



b) Perquisites:

- i. **House Rent Allowance:** Rs. 1,47,67,920/- per annum, subject to such annual increments as the Board may determine from time to time on recommendation of the Nomination and Remuneration Committee.
- ii. **Education Allowance:** Rs. 98,45,280/- per annum, subject to such annual increments as the Board may determine from time to time on recommendation of the Nomination and Remuneration Committee.
- iii. **Bonus/Ex-gratia:** Rs. 25,000/- per annum, subject to such annual increments as the Board may determine from time to time on the recommendation of the Nomination and Remuneration Committee.
- iv. **Leave Travel Allowance:** Rs. 1,50,000/- per annum or as may be determined by the Board from time to time on the recommendation of the Nomination and Remuneration Committee.
- v. **National Pension System:** Rs. 24,61,320/- per annum, subject to such annual increments as the Board may determine from time to time on the recommendation of the Nomination and Remuneration Committee.
- vi. **Use of Company car and Telephone:** Provision of Car with driver for use on Company's business and telephone, telex and other communication facilities at residence (including payment for local calls and long distance calls).
- vii. **Retirement Benefits (PF/FPF and Gratuity):** Contribution to Provident Fund and Gratuity fund will be as per the policy of the Company.
- viii. **Company Bonus Plan/ Performance linked incentives:** Rs. 1,12,00,000/- per annum, subject to such annual increments as the Board may determine from time to time on the recommendation of the Nomination and Remuneration Committee.

Perquisites at Sr. Nos. (vi) and (vii) above shall not be included in the computation of the ceiling on remuneration or perquisites aforesaid.

Dr. Sanjay Singh will not be entitled to sitting fees for attending meetings of the Board of Directors or Committees thereof.

D) Minimum remuneration:

Where in any financial year, during the currency of tenure of the Whole-time Director, the Company has no profits or its profits are inadequate, the Company will pay him aforesaid remuneration to Dr. Sanjay Singh, within the overall limits prescribed under the Companies Act, 2013.

The proposed remuneration is not comparable with other companies in the Bio-pharma sector due to the functions handled by Dr. Sanjay Singh.

Gennova Biopharmaceuticals Limited



The Company has been earning adequate profits. However, as a prudent measure, approval of Members is being sought by a Special Resolution for the payment of remuneration to Dr. Singh in the event of inadequacy of profits in any financial year during his tenure of appointment.

Except for the proposed remuneration payable to Dr. Singh and to the extent of shares held in the Company by Dr. Singh and his relatives, they do not have any pecuniary relationship directly or indirectly with the Company or with any Director/Key Managerial Personnel.

The Board recommends passing the Resolution set out in Item No. 5 (b) of the Notice as a Special Resolution. Except Dr. Sanjay Singh, none of the Directors and the Key Managerial Personnel and their relatives are interested or concerned, in any manner in Item No. 5 (b) of the Notice.

Item No. 6

Adoption of new set of articles of association ("AOA") of the Company:

In order to align existing set of Articles of Association of the Company with the provisions of the Companies Act, 2013, it is necessary to alter the Articles of Association of the Company. Accordingly the existing set of Articles of Association will be replaced with the new one.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, as applicable, any amendment in Article of Association requires approval of the members of the Company by way of a special resolution.

The copy of the existing Articles of Association and the proposed revised Articles of Association will be made available for inspection at the registered and corporate office during the working hours of the Company on any working day up to the date of this Annual General Meeting.

The Board recommends passing the Special Resolution set out in Item No. 6 of the Notice.

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 out at Item No. 6 of the Notice.

Registered Office:

Emcure House, T-184,
M.I.D.C, Bhosari,
Pune- 411 026 (Maharashtra)

Place: Pune

Date : July 26, 2021

By Order of the Board
For Gennova Biopharmaceuticals Limited




Rutuja Gohad
Company Secretary

Gennova Biopharmaceuticals Limited

DETAILS OF DIRECTORS UNDER SS 2 - SECRETARIAL STANDARDS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (AGM) FOR ITEM NO. 2 & 4

Name of the Director	Mr. Samit Mehta	Dr. Shailesh Ayyangar
Age (Yrs.)	41 years	66 years
Nationality	Indian	British (OCI Card Holder)
Date of first Appointment on the Board	September 09, 2011	July 26, 2021
Relationship with other Directors of the Company	Son of Mr. Satish Mehta	None
Area of Expertise	Research and Development	Pharma Sector
Qualifications	B.Com, M. Com., MBA (Wharton School, University of Pennsylvania)	Bachelors degree in veterinary science and animal husbandry from the Gujarat Agricultural University and a PGDM from IIM, Ahmedabad
Experience	He is Whole-time 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.	He has 35 years of experience in the pharma sector. His last stint was with Sanofi Synthelabo (India) Private Limited as the Managing Director and head of strategic projects and prior to that he was with Sanofi India Limited as the Managing Director.
Directorships held in other Companies	Uth Beverage Factory Pvt. Ltd. Fitmart Retail Pvt. Ltd.	Shaily Engineering Plastics Limited; Noveltech Feeds Private Limited Indian Institute of Management, Ranchi Cancer Cure Fund
Chairman/ Member in the Committees of the Boards of Companies in which he is Director	Chairman: Nil Member : Nil	Chairman: -Nomination & Remuneration Committee: Shaily Engineering Plastics Limited; Member: -Audit Committee: Shaily Engineering Plastics Limited

Gennova Biopharmaceuticals Limited



No. of Board Meetings attended during FY 2020-21	4 out of 4	NA
No. of Shares held in the Company as on March 31, 2021 & % of Paid-up Share Capital	230 (0.004%)	NIL

Registered Office:

Emcure House, T-184,
M.I.D.C, Bhosari,
Pune- 411 026 (Maharashtra)

Place: Pune

Date : July 26, 2021

By Order of the Board
For Gennova Biopharmaceuticals Limited



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

Rutuja Gohad
Company Secretary

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: 020-35010000, 40700000, E-mail id: company.secretary@Gennova.co.in

20TH ANNUAL GENERAL MEETING – JULY 30, 2021

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 20th Annual General Meeting of the Company held on **Friday, July 30, 2021** at Plot No. P2, IT-BT Park, Phase II, M.I.D.C., Hinjawadi, Pune - 411 057 at **10.00 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 – 411 026

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 20th Annual General Meeting of the Company, to be held on 30th day of July, 2021 at 10.00 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 Audited Financial Statements for the financial year ended March 31, 2021 together with the Report of the Board and Auditors thereon.			
2.	Appointment of Mr. Samit Mehta (DIN: 00332562), as a Director, who retires by rotation and being eligible, offers himself for re-appointment.			
3.	Ratification of remuneration payable to Cost Auditors for the Financial Year 2021-22.			



Gennova Biopharmaceuticals Limited

4.	Appointment of Dr. Shailesh Ayyangar as a Non-Executive, Non-Independent Director of the Company.			
5.	Variation in the terms a) Appointment of the Mr. Samit Mehta, Whole-time Director. b) Re-appointment of the Dr. Sanjay Singh, Whole-time Director.			
6.	Adoption of new set of articles of association ("AOA") 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 2021

Signature of shareholder

Signature of proxy holder(s)

Affix
Revenue
Stamp



Gennova Biopharmaceuticals Limited