

NOTICE

NOTICE is hereby given that (01/2020-21) the Extra-Ordinary General Meeting of the Members of Gennova Biopharmaceuticals Limited will be held on Monday, March 22, 2021 at 11.00 a.m. at Plot No. P2, IT-BT Park, Phase II, M.I.D.C., Hinjawadi, Pune - 411 057 to transact the following business:

SPECIAL BUSINESS:

1. Re-appointment of Dr. Sanjay Singh (DIN: 01693705) as Whole-time 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 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 re-appointment of Dr. Sanjay Singh (DIN: 01693705) as Whole-time Director of the Company for a period of 5 (five) years with effect from April 19, 2021, on a remuneration to be paid and provided and on the terms and conditions as set out in the Explanatory Statement attached hereto.

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 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.

Gennova Biopharmaceuticals Limited

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.”

2. **Revision in borrowing limits of the Company and authorization limit to secure the borrowings under Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013:**

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

“**RESOLVED THAT** in supersession of the resolution passed by the shareholders at the Annual General Meeting held on July 27, 2015 and pursuant to the provisions of Sections 180(1)(a), 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof which the Board may have constituted to exercise its powers including the powers conferred by this resolution) to borrow any sum or sums of moneys from time to time and, if they fit, for creation of such mortgage, charge and/or hypothecation as may be necessary, in such manner as the Board may direct, in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporate (hereinafter referred to as the “Lending Agencies”) and trustees for the holders of debentures/bonds and/or other instrument which may be issued on private placement basis or otherwise, to secure rupee term loans/ foreign currency loans, debentures, bonds and other instruments, even though the moneys to be borrowed together with the moneys already borrowed by the Company may exceed at any time, the aggregate of the paid-up share capital of the Company and its free reserves, of an outstanding aggregate value not exceeding Rs. 625 Crores (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business), together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements/ Loan Agreements/ Debenture Trust Deeds entered/ to be entered into by the Company in respect of the said borrowings.

Gennova Biopharmaceuticals Limited

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to do all such acts, deeds, matters and things and arrange, give such directions as may be deemed necessary or expedient, or settle the terms and conditions of such instrument, securities, loan, debt instrument as the case may be, on which all such moneys as are borrowed, or to be borrowed, from time to time, as to interest, repayment, security or otherwise howsoever as it may think fit, and to execute all such documents, instruments and writings as may be required to give effect to this Resolution and for matters connected therewith or incidental thereto, including intimating the concerned authorities or other regulatory bodies and delegating all or any of the powers conferred herein to any Committee of Directors or Officers of the Company.”

Registered Office:

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

Place: Pune

Date : February 3, 2021

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



**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 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.

Gennova Biopharmaceuticals Limited

Gennova

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 Extra-Ordinary General Meeting is available on the Company's website www.gennova.bio.

Registered Office:

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

Place: Pune

Date : February 03, 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
MEMBERSHIP NO. A35340**

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) issued by The Institute of Company Secretaries of India.

Item No. 1

Dr. Sanjay Singh was re-appointed as Whole-time Director in the Annual General Meeting of the Company held on August 3, 2016 for a period of 5 (five) years with effect from April 19, 2016.

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 present terms of appointment of Dr. Sanjay Singh is expiring on April 18, 2021 and it would be appropriate to re-appoint him from April 19, 2021 for a further period of 5 (five) years. Based on the recommendation of Nomination and Remuneration Committee ("NRC") and the Board of Directors of the Company ("the Board") at their meeting held on February 3, 2021 re-appointed Dr. Sanjay Singh (DIN: 01693705) as a Whole-time Director for a further period of 5 (five) years with effect from April 19, 2021 to April 18, 2026, liable to retire by rotation, subject to the prior approval of the members at the General Meeting of the Company.

The terms and conditions of appointment and remuneration to be paid to Dr. Sanjay Singh were approved by the Board and the Nomination and Remuneration Committee at their meetings held on February 3, 2021.

The particulars of the terms and conditions of remuneration with effect from April 19, 2021 are as under:

A) Salary:

Rs. 2,19,67,800/- 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. 1,31,80,680/- 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. 87,86,964/- 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. 21,96,780/- 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. 1,00,00,000/- 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.

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 remuneration in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, as may be amended from time to time.

Dr. Singh will be liable to retire by rotation.

The term of his re-appointment as set out hereinabove may be treated as the abstract pursuant to the provisions of Section 190 of the Companies Act, 2013.

Pursuant to the provisions of Sections 196, 197 and other applicable provisions read with Schedule V of the Companies Act, 2013, the Company seeks consent of the members by way of ordinary resolution for the re-appointment of Dr. Singh as Whole-time Director for a term of Five (5) Years.

The Board of Directors recommend this resolution as Ordinary Resolution for the approval of the members.

Except Dr. Sanjay Singh, being an appointee and their relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

Item No. 2

Pursuant to Section 180(1) (c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any time except with the consent of the members of the Company in a general meeting.

The members of the Company at their meeting held on July 27, 2015 had authorized the Company to borrow up to a sum of Rs. 125 Crores and also authorised to create charge on the movable & immovable properties of the company, both present and future up to a sum of Rs. 125 Crores.

Considering the future expansion plans of the Company and other capital expenditure programs and also additional long term working capital requirements of the Company it is expected that the limit of Rs. 125 Crores sanctioned by the members will not be adequate. The consent of the members is therefore, sought in accordance with the provisions of Section 180 (1) (c) of the Companies Act, 2013 to enable the Directors to borrow monies in one or more tranches, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 625 Crores or the aggregate of the paid-up capital & free reserves of the Company, that is to say, reserves not set apart for any specific purpose of the relevant time, whichever is higher.

The Company may be required to secure some of the borrowings by creating mortgage/ charge on all or any of the movable or immovable properties of the Company in favour of the lender(s) in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s). In terms of section 180(1)(a) of the Act, any proposal to sell, lease or otherwise dispose of the whole, or

Gennova Biopharmaceuticals Limited

substantially the whole, of any such undertaking requires the approval of the Members by way of a Special Resolution.

Accordingly, the consent of the Members is being sought for the enhancement of the borrowing limits and to secure such borrowings by mortgage/ charge on any of the movable and/or immovable properties and / or the whole or any part of the undertaking(s) of the Company as set out in the Special Resolution.

The Board of Directors recommend this resolution as Special Resolution for the approval of the members.

None of the Directors or the Key Managerial Personnel (KMP) of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice, except to the extent of their shareholding in the Company.

Registered Office:

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

Place: Pune

Date : February 03, 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
MEMBERSHIP NO. A35340**

DETAILS OF DIRECTORS UNDER SS 2 - SECRETARIAL STANDARDS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING EXTRA-ORDINARY GENERAL MEETING (EGM)

Name of the Director	Dr. Sanjay Singh
Age (Yrs.)	53 years
Nationality	Indian
Date of first Appointment on the Board	April 19, 2007
Relationship with other Directors of the Company	NA
Area of Expertise	Area of Vaccines and Biopharmaceuticals
Qualifications	Graduate in Science from the Lucknow university.
Experience	29 years
Directorships held in other Companies	NA
Chairman/ Member in the Committees of the Boards of Companies in which he is Director	Chairman: Nil Member : Nil
No. of Board Meetings attended during FY 2020-21	4 out of 4
No. of Shares held in the Company as on March 31, 2020 and % of Paid-up Share Capital	6,61,365 (12.00 %)

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

Place: Pune
Date : February 03, 2021

**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 EXTRA-ORDINARY GENERAL MEETING



Extra-Ordinary 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

EXTRA-ORDINARY GENERAL MEETING – March 22, 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 (01/2020-21) Extra-Ordinary General Meeting of the Company held on **Monday, March 22, 2021** at Plot No. P2, IT-BT Park, Phase II, M.I.D.C., Hinjawadi, Pune - 411 057 at **11.00 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 Extra-Ordinary 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. In case of shares held in Demat/Electronic Form, the signature of the Beneficial Owner is liable for verification with the record furnished to the Company by NSDL/CDSL.
4. The map to reach the EGM 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 Extra-Ordinary General Meeting of the Company, to be held on 22nd day of March, 2021 at 11.00 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	Re-appointment of Dr. Sanjay Singh (DIN: 01693705) as Whole-time Director of the Company.			
2	Revision in borrowing limits of the Company and authorization limit to secure the Borrowings under Section 180(1)(c) And 180(1)(a) of the Companies Act, 2013.			

(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

Affix
Revenue
Stamp

Signature of proxy holder(s)