

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF GENNOVA BIOPHARMACEUTICALS LIMITED ("THE COMPANY") WILL BE HELD ON FRIDAY, SEPTEMBER 09, 2022 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:

### SPECIAL BUSINESS:

1. Re-appointment of Mr. Hitesh Jain as an Independent Director:

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 Section 149, 152, other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder ("**the Act**"), read with Schedule IV to the Act, as amended from time to time, Mr. Hitesh Jain (DIN: 00130023 and IDDB Registration Number - IDDB-DI-202002-015479), who was appointed as an Independent Director of the Company for a period of 4 (four) consecutive years at the Annual General Meeting of the Company held on August 19, 2019 and holds office up to September 10, 2022 and who is eligible for re-appointment as an Independent Director of the Company and who meets the criteria for independence pursuant to the provisions of the Act 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, for a second term of 1 (one) year commencing with effect from September 11, 2022."

**Registered Office:**

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

Place: Pune

Date : September 07, 2022



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

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

## **Gennova Biopharmaceuticals Limited**

## NOTES:

1. The statement pursuant to section 102 of the Companies Act, 2013 ("the Act") in respect of the Special Business to be transacted at the Extra-Ordinary General Meeting ("EOGM") is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EOGM 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 EOGM.**

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 EOGM.
4. Corporate members intending to send their authorized representatives to attend the EOGM 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 EOGM.
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 EOGM.
6. All documents referred to in the Notice calling the EOGM 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 EOGM.
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.
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

## Gennova Biopharmaceuticals Limited



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.

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**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

Block 1, Plot No. P-1 & P-2, I.T. - B.T. Park, Phase - II, MIDC, Hinjawadi, Pune - 411 057 (India) Phone Nos.: +91 20 35070105/35070000 Fax No.: + 91 20 35070079

Registered Office: Emcure House, T-184, MIDC, Bhosari, Pune - 411 026 (India) Phone Nos.: +91 20 35010000/40700000 Fax No.: + 91 20 35010111

E-mail: [Gennova.Corporate@gennova.co.in](mailto:Gennova.Corporate@gennova.co.in) Website: [www.gennova.bio](http://www.gennova.bio) CIN: U24231PN2001PLC016253

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

The Members of the Company at their Annual General Meeting held on August 19, 2019, had appointed Mr. Hitesh Jain as Independent Director of the Company for a period of 4 (four) consecutive years with effect from September 11, 2018. His current term as an Independent Director is expiring on September 10, 2022. As per the provisions of the Companies Act, 2013 ("the Act"), Mr. Hitesh Jain is eligible to be appointed as an Independent Director for another term. Considering the valuable contribution provided by Mr. Hitesh Jain to the Company, based on the recommendation of Nomination and Remuneration Committee the Board has approved re-appointment of Mr. Hitesh Jain as an Independent Director for a second term of 1 (one) year with effect from September 11, 2022, by passing of resolution by circulation on September 07, 2022.

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

A brief Profile of Mr. Hitesh Jain is given below:

Mr. Hitesh Jain is a Lawyer with around 25 years of experience in civil, commercial and constitutional matters. He completed LLM at London School of Economics in 1996. He is the Managing Partner of Parinam Law Associates. He has represented clients in the Supreme Court of India, various High Courts in India, district courts (civil, criminal and rent act matters), consumer forums, competition commission, TDSAT, etc., and arbitration proceedings both ad hoc arbitration and institutional arbitration such as those conducted under the LCIA, ICC, SIAC, etc. Hitesh has acted as a Special Counsel for State of Maharashtra in the Bombay High Court and the Supreme Court of India.

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.

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

Except Mr. Hitesh Jain, 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.

**Registered Office:**

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

**Place:** Pune

**Date :** September 07, 2022

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



  
**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 EXTRA-ORDINARY GENERAL MEETING (EOGM)**

<b>Name of the Director</b>	<b>Mr. Hitesh Jain</b>
<b>Age (Yrs.)</b>	48 Years
<b>Nationality</b>	Indian
<b>Date of first Appointment on the Board</b>	11 <sup>th</sup> September, 2018
<b>Relationship with other Directors of the Company</b>	None
<b>Area of Expertise</b>	Litigation Lawyer in all branches of litigation - civil, criminal, commercial and constitutional matters.
<b>Qualifications</b>	LLB from Symbiosis Law College in Pune and LLM in international commercial and corporate laws from the London School of Economics in the UK.
<b>Experience</b>	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.
<b>Directorships held in other Companies</b>	1. IREP Credit Capital Private Limited 2. Bluekraft Digital Foundation
<b>Chairman/ Member in the Committees of the Boards of Companies in which he is Director</b>	<b>Chairman: NIL</b> <b>Member: NIL</b>
<b>No. of Board Meetings attended during FY 2021-22</b>	5 out of 5
<b>No. of Shares held in the Company as on March 31, 2022 and % of Paid-up Share Capital</b>	NIL

**Registered Office:**  
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**Place:** Pune

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**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**

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**ATTENDANCE SLIP**

**GENNOVA BIOPHARMACEUTICALS LIMITED**

CIN: U24231PN2001PLC016253

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

Phone: 020-35010000, 40700000, E-mail id: [company.secretary@Gennova.co.in](mailto:company.secretary@Gennova.co.in)

**EXTRA-ORDINARY GENERAL MEETING – SEPTEMBER 09, 2022**

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 Extra-Ordinary General Meeting of the Company held on **Friday, September 09, 2022** 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 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. The map to reach the EOGM venue is given overleaf.

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**GENNOVA BIOPHARMACEUTICALS LIMITED**

**Form No. MGT-11**

**Proxy form**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

**CIN:** U24231PN2001PLC016253

**Name of the Company:** Gennova Biopharmaceuticals 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:
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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 Extra-Ordinary General Meeting of the Company, to be held on Friday of September 09, 2022 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.	Re-appointment of Mr. Hitesh Jain as an Independent Director of the Company for a second term of 1 (one) year commencing with effect from September 11, 2022			

**(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 on ....., ..... 2022

Signature of shareholder

Signature of proxy holder(s)

<b>Affix Revenue Stamp</b>
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**Gennova Biopharmaceuticals Limited**