

# Gennova Biopharmaceuticals Limited

CIN: U24231PN2001PLC016253

Registered Office: Emcure House, T-184, M.I.D.C., Bhosari, Pune- 411 026

Website: [www.gennova.bio](http://www.gennova.bio) Phone: 020-35010000 / 020-40700000 Fax: 020-35010111

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## Notice of the 22<sup>nd</sup> Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE 22<sup>ND</sup> ANNUAL GENERAL MEETING (“**AGM**”) OF THE MEMBERS OF GENNOVA BIOPHARMACEUTICALS LIMITED (“**THE COMPANY**”) WILL BE HELD ON MONDAY, JULY 10, 2023 AT 9:30 A.M. (IST) 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, 2023 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint Mr. Sunil Mehta (DIN: 00118469) 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 2023-24:

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/- (excluding applicable taxes and reimbursement of actual travel and out of pocket expenses) to be paid to M/s B.M. Sharma & Co., Cost Accountants [Firm Registration No. 000219] to conduct the audit of cost records of the Company, for the financial year ending March 31, 2024 as approved by the Board of Directors of the Company, be and is hereby ratified.”

#### 4. APPOINTMENT OF DR. KAVITA SINGH (DIN - 06784250) AS INDEPENDENT DIRECTOR:

To consider and if thought fit, to pass the following resolution as an **Ordinary 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, and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Dr. Kavita Singh

(DIN – 06784250 and IDDB Registration Number - IDDB-DI-202105-036264), who was appointed as an Additional (Independent) Director, by the Board of Directors with effect from January 24, 2023, who holds office up to the date of this Annual General Meeting and who is eligible for appointment as an Independent Director of the Company pursuant to the provisions of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 3 (three) consecutive years commencing with effect from January 24, 2023.”

#### **5. APPOINTMENT OF DR. SHAILESH AYYANGAR (DIN - 00268076) AS INDEPENDENT DIRECTOR:**

To consider and if thought fit, to pass the following resolution as an **Ordinary 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, and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Dr. Shailesh Ayyangar (DIN: 00268076 and IDDB Registration Number : IDDB-DI-202007-029759), who was appointed as an Additional (Independent) Director, by the Board of Directors with effect from May 27, 2023, who holds office up to the date of this Annual General Meeting and who is eligible for appointment as an Independent Director of the Company pursuant to the provisions of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 3 (three) consecutive years commencing with effect from May 27, 2023.”

**Registered Office:**

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

**Place:** Pune

**Date :** June 16, 2023

**For and on behalf of the Board of Directors**

**Gennova Biopharmaceuticals Limited**

**Sd/-**

**Rutuja Gohad**

**Company Secretary**

**Membership No. A35340**

**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 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 BE 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 pursuant to Section 102 of the Act, are available with the Company for inspection by the Members between 9 a.m. to 12 noon 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.

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.

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

**ITEM NO. 3**

**RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS FOR THE FINANCIAL YEAR 2023-24:**

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 and fix their remuneration based on recommendation of the Audit Committee. Such remuneration is also required to be ratified by the Members of the Company.

The Board considered and approved the appointment of M/s B.M. Sharma & Co., Cost Accountants [Firm Registration No. 000219], as Cost Auditors of the Company, to conduct the audit of cost records of the Company at a remuneration of Rs. 3,00,000/- (excluding applicable taxes and reimbursement of actual travel and out of pocket expenses) for the financial year ending March 31, 2024.

The Ordinary resolution at Item No. 3 of the Notice 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 the Notice.

**ITEM NO. 4**

**APPOINTMENT OF DR. KAVITA SINGH (DIN - 06784250) AS INDEPENDENT DIRECTOR:**

The Board of Directors (“the Board”), based on the recommendation of the Nomination and Remuneration Committee (“NRC”), in their Meeting held on January 23, 2023 had appointed Dr. Kavita Singh as an Additional Director in the category of Independent Director with effect from January 24, 2023 and she hold the office up to the date of this Annual General Meeting and have recommended, to the Members, her appointment as an Independent Director of the Company, not liable to retire by rotation, for a period of 3 (three) consecutive year commencing with effect from January 24, 2023.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 (“the Act”), from a Member proposing the candidature of Dr. Kavita Singh for the office of Independent Director of the Company. Dr. Kavita Singh has conveyed her consent to act as an Independent Director of the Company. She has also submitted a declaration to the Board that she meets the criteria of independence as provided in the Act.

A copy of the draft letter of appointment as an Independent Director stating the terms and conditions, is available for inspection by Members.

***A brief Profile of Dr. Kavita Singh is as under:***

Dr. Kavita Singh is a senior medical professional with in-depth understanding of healthcare product development and has an experience of over 22 years in Indian Pharma Industry, Government and not-for-profit organization. She has successfully established and led a research & development focused not-for-profit society and led key missions of Ministry of Science and Technology, Govt. of India. She is currently a Director of Drugs for Neglected Diseases Initiative (DNDi).

During her tenure as an Independent Director of the Company, Dr. Kavita Singh shall be eligible to receive Sitting Fees and Commission as per the provisions of the Act and the Remuneration Policy of the Company.

The Board recommends the Ordinary Resolution set out in Item No. 4 of the Notice for approval by the Members.

Except Dr. Kavita Singh, 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:**

**APPOINTMENT OF DR. SHAILESH AYYANGAR (DIN - 00268076) AS INDEPENDENT DIRECTOR:**

The Members of the Company at their Annual General Meeting held on July 30, 2021, had appointed Dr. Shailesh Ayyangar as Non-Executive Non-Independent Director of the Company with effect from July 26, 2021. Considering his wide experience in the pharma sector and the strategic inputs that he will bring to the Board deliberations, the Board of Directors, based on recommendation of the Nomination and Remuneration Committee, approved the appointment of Dr. Shailesh Ayyangar as an Additional (Independent) Director with effect from May 27, 2023, who shall hold the office upto the date of this AGM and have recommended, to the Members, his appointment as an Independent Director of the Company, not liable to retire by rotation, for a period of 3 (three) consecutive year.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 ("the Act"), from a Member proposing the candidature of Dr. Shailesh Ayyangar for the office of Independent Director of the Company. Dr. Shailesh Ayyangar has conveyed his consent to act as an Independent Director of the Company. He has also submitted a declaration to the Board that he meets the criteria of independence as provided in the Act.

A copy of the draft letter of appointment as an Independent Director stating the terms and conditions, is available for inspection by Members.

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

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.

During his tenure as an Independent Director of the Company, Dr. Shailesh Ayyangar shall be eligible to receive Sitting Fees and Commission as per the provisions of the Act and the Remuneration Policy of the Company.

The Board recommends the Ordinary Resolution set out in Item No. 5 of the Notice for approval by the Members.

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. 5 of the Notice.

**Registered Office:**

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

**Place:** Pune

**Date :** June 16, 2023

**For and on behalf of the Board of Directors  
Gennova Biopharmaceuticals Limited**

**Sd/-**

**Rutuja Gohad**

**Company Secretary**

**Membership No. A35340**

**DETAILS OF DIRECTORS UNDER SS 2 - SECRETARIAL STANDARDS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (AGM) FOR THE ITEM NO.2, 4 and 5**

<b>Name of the Director</b>	<b>Mr. Sunil Mehta</b>	<b>Dr. Shailesh Ayyangar</b>	<b>Dr. Kavita Singh</b>
<b>Age (Yrs.)</b>	60 years	68 years	54 years
<b>Nationality</b>	Indian	British (OCI Card Holder)	Indian
<b>Date of first Appointment on the Board</b>	June 19, 2001	July 26, 2021	January 24, 2023
<b>Relationship with other Directors of the Company</b>	-	-	-
<b>Area of Expertise</b>	Capex Projects	Pharma Sector	Pharma Sector
<b>Qualifications</b>	Graduate in Commerce from the Pune University and a post graduate (diploma) in Business Administration from the Institute of Management Development and Research, Pune.	Bachelor's degree in veterinary science and animal husbandry from the Gujarat Agricultural University and a PGDM from IIM, Ahmedabad.	MBBS from Government from Medical College, Patiala; MD, Microbiology from Postgraduate Institute of Medical Education & Research, Chandigarh and Postgraduate Diploma in Epidemiology from Public Health Foundation of India.
<b>Experience</b>	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 has above 35 years of experience in the pharma sector. He was earlier associated 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.	Experience of over 22 years in Indian Pharma Industry, Government and not-for-profit organization and currently a Director of Drugs for Neglected Diseases Initiative (DNDi).
<b>Directorships held in other Companies</b>	Emcure Pharmaceuticals Limited	a) Emcure Pharmaceuticals Limited b) Zuventus Healthcare Limited c) Shaily Engineering Plastics Limited d) Indian Institute of Management – Ranchi e) Noveltech Feeds Private Limited f) Universal Nutriscience Private Limited	Veeda Clinical Research Limited



<b>Chairman/ Member in the Committees of the Boards of Companies in which he/she is Director</b>	<b>Chairman:</b> Emcure Pharmaceuticals Limited <ul style="list-style-type: none"> <li>Corporate Social Responsibility Committee</li> </ul> <b>Member:</b> Nil	<b>Chairman:</b> <ol style="list-style-type: none"> <li>Shaily Engineering Plastics Limited <ul style="list-style-type: none"> <li>Nomination and Remuneration Committee</li> <li>Risk Management Committee</li> </ul> </li> <li>Noveltech Feeds Private Limited <ul style="list-style-type: none"> <li>Corporate Social Responsibility Committee</li> </ul> </li> </ol> <b>Member:</b> <ol style="list-style-type: none"> <li>Shaily Engineering Plastics Limited <ul style="list-style-type: none"> <li>Audit Committee</li> </ul> </li> <li>Emcure Pharmaceuticals Limited <ul style="list-style-type: none"> <li>Risk Management Committee</li> </ul> </li> <li>Noveltech Feeds Private Limited <ul style="list-style-type: none"> <li>Audit Committee</li> </ul> </li> </ol>	<b>Chairman:</b> Nil <b>Member:</b> Veeda Clinical Research Limited <ul style="list-style-type: none"> <li>Corporate Social Responsibility Committee</li> </ul>
<b>No. of Board Meetings attended during FY 2022-23</b>	4 (Four)	4 (Four)	NA
<b>No. of Shares held in the Company as on March 31, 2023 and % of Paid-up Share Capital</b>	690 (0.013%)	Nil	Nil

**Registered Office:**

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

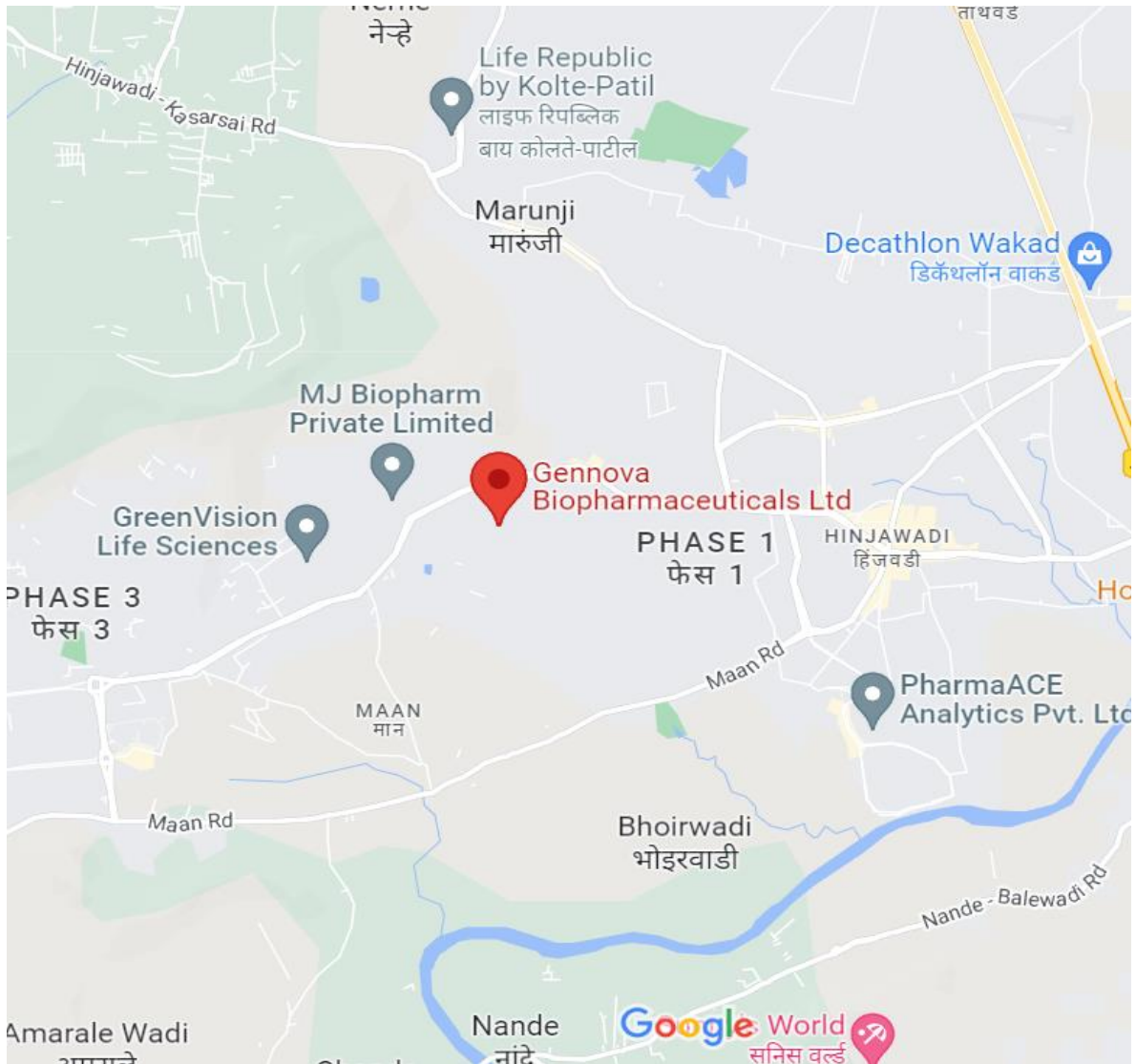
**Place:** Pune

**Date :** June 16, 2023

**For and on behalf of the Board of Directors  
Gennova Biopharmaceuticals Limited**

**Sd/-**
**Rutuja Gohad**
**Company Secretary**
**Membership No. A35340**

## ROUTE MAP FOR THE VENUE OF THE ANNUAL GENERAL MEETING



### Annual General Meeting Venue:

**Genova Biopharmaceuticals Limited**

**Plot No. P2, IT-BT Park, Phase II, M.I.D.C., Hinjawadi, Pune - 411 057.**

**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)

**22<sup>ND</sup> ANNUAL GENERAL MEETING – JULY 10, 2023**

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 22<sup>nd</sup> Annual General Meeting of the Company held on **Monday, July 10, 2023** at Plot No. P2, IT-BT Park, Phase II, M.I.D.C., Hinjawadi, Pune - 411 057 at **9:30 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. 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 AGM venue is given overleaf.

**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 22<sup>nd</sup> Annual General Meeting of the Company, to be held on Monday, July 10, 2023 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, 2023 together with the report of the Board of Directors and Auditors thereon.			
2.	To appoint Mr. Sunil Mehta (DIN: 00118469), 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 2023-24.			

4.	Appointment of Dr. Kavita Singh (DIN - 06784250) as Independent Director			
5.	Appointment of Dr. Shailesh Ayyangar (DIN - 00268076) as Independent Director			

**(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 ....., ..... 2023

Signature of shareholder

Signature of proxy holder(s)

Affix Revenue Stamp
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