

Gennova Biopharmaceuticals Limited

CIN: U24231PN2001PLC016253

Registered Office: Plot No. P-1 & P-2, IT-BT Park, Phase-II, M.I.D.C.,

Hinjawadi, Pune - 411057, Maharashtra, India

Website: www.gennova.bio Phone: 020-35070105 / 020-35070000 Fax: 020-35070079

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING ("EOGM") (NO. 02/2025-26) OF THE MEMBERS OF GENNOVA BIOPHARMACEUTICALS LIMITED ("THE COMPANY") WILL BE HELD ON MONDAY, MARCH 09, 2026 AT 1:00 P.M. (IST) THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO-VISUAL MEANS ("OAVM"). THE VENUE OF THE EOGM SHALL BE DEEMED TO BE PLOT NO. A 401, GANGA OSIAN SQUARE, WAKAD ROAD, KASPATE WASTI, WAKAD, PIMPRI-CHINCHWAD, PUNE - 411057, MAHARASHTRA. THE FOLLOWING BUSINESS WILL BE TRANSACTED AT THE EOGM:

SPECIAL BUSINESS:

Re-appointment of Dr. Shailesh Ayyangar (DIN: 00268076) 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 Section 149, 152 and 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, Dr. Shailesh Ayyangar (DIN: 00268076 and IDDB Registration Number - IDDB-DI-202007-029759), who was appointed as an Independent Director of the Company for a period of 3 (three) consecutive years at the Annual General Meeting of the Company held on July 10, 2023 and holds office up to May 26, 2026 and who is eligible for re-appointment as an Independent Director of the Company and 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 5 (Five) years with effect from May 27, 2026."

Registered Office:

Plot No. P-1 & P-2, IT - BT Park,
Phase II, M.I.D.C, Hinjawadi,
Pune - 411057, Maharashtra, India

Place: Pune

Date : February 03, 2026

By order of the Board

For Gennova Biopharmaceuticals Limited

Sd/-

Rutuja Gohad

Company Secretary

Membership No. A35340

NOTES:

1. The explanatory statement pursuant to the provisions of Section 102(1) and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder ("the Act"), setting out all material facts relating to the proposed resolution, in respect of Special Business to be transacted at the Extra-ordinary General Meeting ("EOGM") and additional information as required under the Act and Secretarial Standard-2, are annexed hereto.
2. Pursuant to General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and Circular No. 03/2025 dated September 22, 2025 and other circulars issued by the Ministry of Corporate Affairs ('MCA') respectively (collectively referred to as 'Circulars'), companies are permitted to hold the General Meeting(s) through video conferencing ("VC") or other audio-visual means ("OAVM"), without the physical presence of the Members at a common venue. Accordingly, the EOGM of the Company will be convened through VC/ OAVM in compliance with the provisions of the Act and Rules made thereunder read with the aforesaid Circulars. The deemed venue for the EOGM shall be: A 401, Ganga Osian Square, Wakad Road, Kasbate Wasti, Wakad, Pimpri-Chinchwad, Pune - 411057, Maharashtra.
3. Recorded Transcript of the same shall be maintained in safe custody by the Company and will be hosted on the website of the Company.
4. Any query/assistance required for participation in the EOGM through VC/OAVM can be addressed to: rutuja.gohad@gennova.bio or contact on +91 20-35070000.
5. In accordance with the MCA Circulars, since the physical attendance of the Members has been dispensed with, there is no requirement for appointment of proxies. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance to Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting and / or for participation in the EOGM.
6. Members attending the EOGM through VC/ OAVM shall be counted for reckoning the quorum under section 103 of the Act.
7. Since the EOGM will be held through VC/ OAVM facility, the Route Map is not annexed in this Notice.
8. In accordance with the MCA Circulars, the Notice of the EOGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company. The Members who have not yet registered their e-mail address with the

Company may contact on rutuja.gohad@gennova.bio for registering their e-mail addresses.

9. Members can raise questions during the meeting or in advance at e-mail ID: rutuja.gohad@gennova.bio However, it is requested to keep the questions brief and short at the time of the Meeting to enable us to answer the same.
10. The relevant documents referred in the accompanying Notice and Explanatory Statements will be available for inspection electronically from the date of circulation of this Notice until the EOGM and during the EOGM. Members seeking to inspect such documents can send an email to rutuja.gohad@gennova.bio mentioning his / her / its folio number / DP ID and Client ID.
11. Corporate Members intending to send their authorized representative(s) to attend the meeting are requested to send by email a certified copy of the Board Resolution duly scanned (PDF/JPEG Format) authorizing their representative to attend and vote on their behalf at the meeting.
12. Members will be able to attend the EOGM through VC/ OAVM facility provided by the Company.

For joining, the Members are required to click on the Link:

<https://teams.microsoft.com/meet/41588965198911?p=w2dSgA7KY9pHK8flsL>

Meeting ID: 415 889 651 989 11

Password: RN6fw7Xt

13. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
14. As per the provisions of the Articles of Association of the Company, the voting at the EOGM will be done by show of hands.
15. In case of joint holders, the Members 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.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES
ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE**

The Members of the Company at their Annual General Meeting held on July 10, 2023, had appointed Dr. Shailesh Ayyangar as an Independent Director of the Company for a term of 3 (three) years with effect from May 27, 2023. His 1st term as an Independent Director is ending on May 26, 2026. As per the provisions of the Companies Act, 2013 ("the Act"), Dr. Shailesh Ayyangar is eligible to be re-appointed as an Independent Director for another term upto 5 (five) years. Considering the valuable contribution provided by Dr. Shailesh Ayyangar to the Company, based on the recommendation of Nomination and Remuneration Committee and on the basis of his performance evaluation, the Board has recommended the re-appointment of Dr. Shailesh Ayyangar as an Independent Director for a second term of 5 (five) consecutive years with effect from May 27, 2026, at its meeting held on February 03, 2026.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a member proposing the candidature of Dr. Shailesh Ayyangar for the office of an Independent director of the Company.

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.

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.

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

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

Except Dr. Shailesh Ayyangar, 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.

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For Gennova Biopharmaceuticals Limited**

Sd/-

Rutuja Gohad

Company Secretary

Membership No. A35340

Place: Pune

Date : February 03, 2026

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

Name of the Director	Dr. Shailesh Kripalu Ayyangar
Age (Yrs.)	71 years
Nationality	British
Date of first Appointment on the Board	July 26, 2021
Relationship with other Directors of the Company	Nil
Area of Expertise	Industry expertise
Qualifications	Bachelor's degree in veterinary science and animal husbandry from the Gujarat Agricultural University and a PGDM from IIM, Ahmedabad.
Experience	He has above 37 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.
Directorships held in other Companies	<ol style="list-style-type: none"> 1. Shaily Engineering Plastics Limited 2. Emcure Pharmaceuticals Limited 3. Zuventus Healthcare Limited 4. Noveltech Feeds Private Limited 5. Universal Nutriscience Private Limited
Chairmanship/ Membership in the Committees of the Boards of Companies in which he is Director	<p>Chairmanship:</p> <ol style="list-style-type: none"> 1. Shaily Engineering Plastics Limited <ul style="list-style-type: none"> • Nomination and Remuneration Committee • Risk Management Committee 2. Emcure Pharmaceuticals Limited <ul style="list-style-type: none"> • Risk Management Committee 3. Noveltech Feeds Private Limited <ul style="list-style-type: none"> • Corporate Social Responsibility Committee <p>Membership:</p> <ol style="list-style-type: none"> 1. Shaily Engineering Plastics Limited <ul style="list-style-type: none"> • Audit Committee • Stakeholders Relationship Committee 2. Zuventus Healthcare Limited <ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee

	3. Noveltech Feeds Private Limited <ul style="list-style-type: none">• Audit Committee
No. of Board Meetings attended during FY 2025-26 (till the date of Notice)	4 out of 4
No. of Shares held in the Company as on March 31, 2025 and % of Paid-up Share Capital	Nil
Terms and conditions of appointment or re-appointment	To be re-appointed as an Independent Director, not liable to retire by rotation.
Details of remuneration sought to be paid and the remuneration last drawn by such person	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. Further, during the last financial year, Sitting fees of Rs. 2,60,000/- and Commission of Rs. 25,00,000/- were paid to Dr. Ayyangar.

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**Sd/-
Rutuja Gohad
Company Secretary
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