

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 ("EGM") (NO. 01/2026-27) OF THE MEMBERS OF GENNOVA BIOPHARMACEUTICALS LIMITED ("THE COMPANY") WILL BE HELD ON MONDAY, MAY 04, 2026 AT 3:30 P.M. (IST) AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO. P1 & P2, IT-BT PARK, PHASE II, M.I.D.C., HINJAWADI, PUNE - 411057, MAHARASHTRA, INDIA, TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

RE-APPOINTMENT OF DR. SANJAY SINGH (DIN: 01693705) AS A WHOLE-TIME 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 Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules made thereunder (*including any statutory modification(s) or re-enactment(s) thereof for the time being in force*) and as recommended by the Nomination and Remuneration Committee and approved by Board of Directors of the Company, consent of the Members be and is hereby accorded for the re-appointment of Dr. Sanjay Singh (DIN: 01693705) as a Whole-time Director of the Company, with effect from April 19, 2026 for a further period till June 30, 2026, on the existing terms and conditions including remuneration payable to him as under:

- 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 of Section 197 read with Schedule V of the Act, and other applicable provisions, if any, the consent of the Members be and is hereby accorded for the payment of remuneration within the aforementioned maximum limits, in the event the Company has no profits/inadequate profits in any year, which may be in excess of the individual or overall limits prescribed under the Act, and Rules made thereunder as amended from time to time and that the Board (upon



recommendation of Nomination and Remuneration Committee), be and is hereby authorized to decide and vary the terms of remuneration within the aforementioned limits in compliance with the provisions of the Act.

RESOLVED FURTHER THAT for the purposes of giving effect to the above resolution, the Board be and is hereby authorized to execute all such agreements, documents, instruments and writings, file requisite filings, settle all questions, difficulties or doubts that may arise in this regard including for obtaining necessary approvals in relation thereto, and do such other acts, deeds, matters and things as may be considered necessary, desirable or expedient and delegate all or any of its powers herein conferred to any committee of directors or director(s) or officer(s) of the Company.”

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Pune - 411057, Maharashtra, India

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

Place: Pune

Date : April 15, 2026

**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 Extra-Ordinary General Meeting ("EGM") is annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM 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 EGM.**

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 EGM.
4. Corporate members intending to send their authorized representatives to attend the EGM 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 EGM.
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 EGM.
6. All documents referred to in the Notice calling the EGM 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 EGM.
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 MUFG 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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For Gennova Biopharmaceuticals Limited

Sd/-

Rutuja Gohad

Company Secretary

Membership No. A35340

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Members of the Company at their meeting held on March 22, 2021, had approved the appointment of Dr. Sanjay Singh as a Whole-time Director of the Company for a term of 5 (five) years, with effect from April 19, 2021. Accordingly, his term of office was expired on April 18, 2026.

A brief profile of Dr. Sanjay Singh:

Dr. Sanjay Singh has been associated with the Company since 2006. He is a Whole-time Director of the Company and brings technical & industrial expertise to the Board as well as to the Company.

He 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.

Considering his experience and contribution in the business of the Company, in pursuance to the provisions of Section 196, 197 and 203, read with Schedule V of the Companies Act, 2013 ("the Act") and the Rules made thereunder (*including any statutory modification(s) or re-enactment(s) thereof, for the time being in force*) and based on the recommendation of the Nomination & Remuneration Committee ("NRC"), the Board of Directors of the Company at its meeting held on April 15, 2026, has re-appointed Dr. Sanjay Singh (DIN: 01693705) as a Whole-time Director with effect from April 19, 2026 for a further period till June 30, 2026, on the existing terms and conditions and subject to approval of the Members for payment of remuneration as specified in the resolution. Dr. Sanjay Singh shall be liable to retire by rotation.

During his tenure and pursuant to contract of service containing terms of his appointment, Dr. Singh shall devote sufficient time in discharging his duties to the Company diligently and to the best of his abilities and shall comply with the policies and procedures of the Company.

The Board or any Committee thereof shall, in accordance with the statutory limits/ approval as may be applicable for time being in force, may revise/ alter/ modify/ amend the terms and conditions of his remuneration from time to time, as they may deem fit.

During the financial year 2025-26, the Company has not achieved anticipated results. In view of this scenario and based on the recommendation of the Nomination and Remuneration Committee and Board, approval of Members is being sought by a Special Resolution for the payment of remuneration as specified in the resolution to Dr. Singh, which shall also be the maximum remuneration payable to him during his tenure of appointment, in the event the Company has no profits/inadequate profits.

The information as required under Section II of Part II of Schedule V of the Act is given below:

I. General Information:

1. **Nature of Industry:** The Company is a biotechnology company dedicated to developing, producing, and commercializing biotherapeutics to address life-threatening diseases across various indications.
2. **Date of Commercial Production:** The Company has started its commercial production in January 2007.
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** NA
4. **Financial performance based on given indicators:**

Particular	(Rs. in Million)			
	FY 2022-23	FY 2023-24	FY 2024-25	FY 2025-26
Profit /Loss After Taxes	307.10	322.53	-115.19	54.25
Net Worth (including balance in Profit & Loss Account)	2182.04	2505.02	2377.56	2442.05
Earnings Per Share (Rs)	55.72	58.52	-20.90	9.84
Turnover	3764.20	4254.78	4322.50	4929.49

5. **Foreign Investments or collaborations, if any:** NIL

II. Information about the appointee:

1. **Background Details and Job Profile and his suitability:** Dr. Sanjay Singh, aged 59 years, holds a graduate degree in Science from the Lucknow University and a post graduate degree in Science (Biochemistry) from the Lucknow University and holds a Ph.D. in Biochemistry from the Central Drug Research Institute, Lucknow. Dr. Singh is the Whole-time Director of the Company.
2. **Past Remuneration:** During the financial year 2025-26, Dr. Singh was entitled to a managerial remuneration of Rs. 91.60 million, which was within the limits as approved by the shareholders of the Company and also within the limits specified in the applicable provisions of the Act.
3. **Recognition or Rewards:** NA
4. **Remuneration proposed:** The details of the remuneration are set out in the Resolution mentioned in item of this Notice.

5. **Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person:** Considering the significant experience and the contributions he has made to the Company's business and keeping in view the similar or higher levels of remuneration in India at these levels, the remuneration proposed is moderate in comparison to the remuneration packages of similar senior level personnel in other similar Companies in the Industry.
6. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or Other Director, if any:** Besides the remuneration proposed to be paid to Dr. Sanjay Singh, there are no other pecuniary relationships with the Company or relationships with any other managerial personnel and Directors.

III. Other information:

1. **Reasons of loss or inadequate profits:** The Company's profitability during the relevant financial year has been impacted due to a combination of factors including (i) higher depreciation and amortisation arising from significant capital investments, (ii) increased finance costs due to borrowings, (iii) continued investment in research and development.
2. **Steps taken or proposed to be taken for improvement:** The Company is exploring to enter newer markets and improve its sales through existing product mix.
3. **Expected increase in productivity and profits in measurable terms:** The Company is doing Research & Development activities for developing new products and improvement of existing products. Post development, approval from various authorities is required for sale in the market. Hence, the Company strives to achieve better sales through exploring newer markets, development of new products & regular business growth. Considering that the Company is in niche biopharma sector in India which is also dependent on external factors, any change in productivity and profits cannot be measured at this point of time.

Further, it is hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable thereon to any bank or public financial institution or any secured creditor, as applicable.

The Board of Directors recommends this resolution as a Special Resolution for approval of a members.



Except Dr. Sanjay Singh and his relatives, none of the other Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the resolution.

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Pune - 411057, Maharashtra, India

Place: Pune

Date : April 15, 2026

**By order of the Board
For 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 EXTRA-ORDINARY GENERAL MEETING (EGM)

Name of the Director	Dr. Sanjay Singh
Age (Yrs.)	59 years
Nationality	Indian
Date of first Appointment on the Board	April 19, 2007
Relationship with other Directors of the Company	Not Applicable
Area of Expertise	a) Research & Development b) Business Development c) Leadership d) Strategy e) Manufacturing f) Finance
Qualifications	Graduate in Science and post-graduate degree in science (Biochemistry) P.h.D in Biochemistry
Experience	Dr. Sanjay Singh has more than 30 years of experience in the Biopharmaceutical Industry. He is on the Board of the Company since 2006. Prior to joining the Company in 2006, he was working with National Institute of Health, USA.
Directorships held in other Companies	Nil
Chairmanship/ Membership in the Committees of the Boards of Companies in which he is Director	Nil
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, 2026 and % of Paid-up Share Capital	661,365 (12%)
Terms and conditions of appointment or re-appointment	To be re-appointed as a Whole-time Director with effect from April 19, 2026 for a further period till June 30, 2026

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Sd/-
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Company Secretary
Membership No. A35340

ROUTE MAP FOR THE VENUE OF THE EXTRA-ORDINARY GENERAL MEETING



Venue of Extra-Ordinary General Meeting:

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

Prominent Landmark: Infosys Limited, Hinjawadi Phase-II, Pune

ATTENDANCE SLIP

GENNOVA BIOPHARMACEUTICALS LIMITED

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Hinjawadi, Pune - 411057

Phone: 020-35070105, 35070000, E-mail id: Gennova.Corporate@gennova.bio

EXTRA-ORDINARY GENERAL MEETING - MAY 04, 2026

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 Monday, May 04, 2026 at the registered office of the Company situated at Plot No. P-1 & P-2, IT - BT Park, Phase II, M.I.D.C, Hinjawadi, Pune - 411057, Maharashtra, India, at 3.30 p.m. (IST).

.....
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. 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

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

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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:..... or failing him

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 Monday, May 04, 2026, at 3:30 p.m. (IST) at the registered office of the Company situated at Plot No. P-1 & P-2, IT - BT Park, Phase - II, M.I.D.C, Hinjawadi, Pune - 411057, Maharashtra, India 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 a Whole-time Director 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 on, 2026

Signature of shareholder

Signature of proxy holder(s)

Affix
Revenue
Stamp