



## **Notice of 35<sup>th</sup> Annual General Meeting**

Notice is hereby given that the 35<sup>th</sup> Annual General Meeting of the Members of **GENNEX LABORATORIES LIMITED** will be held through Video Conferencing (VC) / Other Audio Visual Means (OAVM) on Tuesday, September 29, 2020 at 12:30 Hrs to transact the following business:

### **Ordinary Business:**

#### **1. Adoption of financial statements**

To receive, consider, approve and adopt the Standalone and Consolidated Audited Financial Statements of the company for the Financial Year ended March 31, 2020, together with the Reports of the Directors and Auditors thereon.

#### **2. Re-appointment of Shri Arihant Baid, as a Director liable to retire by rotation**

To appoint a director in place of Shri Arihant Baid (DIN: 01171845), who retires by rotation and, being eligible, seeks reappointment.

### **Special Business**

#### **3. Remuneration to Cost Auditors 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 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Sai Krishna & Associates, Cost Accountants (Registration No.001742), appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company, be paid a remuneration, for the Financial Year ending March 31, 2021, on a remuneration of Rs.50,000/- (Rupees Fifty Thousand Only) Plus Goods and Service Tax & reimbursement of out of pocket expenses, charges for Cost Audit Report CRA-4 (XBRL) filing is Rs.10,000/- plus applicable GST in connection with the aforesaid audit.”

#### **4. Re-appointment of M/s. R Pogalia & Company, Chartered Accountants as Branch Auditors:**

*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 143(8) and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. R. Pogalia & Company, Chartered Accountants (Firm Registration No. 318188E) be and are hereby re-appointed as Branch Auditors of the Company’s for Kolkata Office (#60B, 03<sup>rd</sup> Floor, Chowringhee Road, Kolkata – 700 020) to hold the office from the Conclusion of this Annual General Meeting till the Conclusion of 38<sup>th</sup> Annual General Meeting of the Company, for the auditing the accounts of the said Branch of the Company at such remuneration as may be determined by the Board of Directors of the Company or a Committee thereof

5. **Power to Borrow Funds on behalf of the Company:**

*To consider and if thought fit, to pass the following resolution as a Special Resolution:*

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members 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 of the Board), to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is Rs. 50 Crores (Rupees Fifty Crores only) over and above the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby 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 question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”



6. **Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.**

*To consider and if thought fit, to pass the following resolution as a Special Resolution:*

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members 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 of the Board) for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and / or nonconvertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company including deferred tax loans availed / to be availed by various Units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the loan agreement(s), debenture trust deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies) representing various state government and / or other agencies etc. in respect of the said loans / borrowings/debentures/securities/deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) /Agent(s) /Trustee(s) /State Government(s) /Agency(ies), etc.

**RESOLVED FURTHER THAT** the securities to be created by the Company as aforesaid may rank prior/pari-passu/subservient with/to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalize, settle, and execute such documents / deeds / writings / papers / agreements as may be



required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid.”

By Order of the Board of Directors  
**for Gennex Laboratories Limited**

Place: Hyderabad  
Date : September 03, 2020

**Sd/-**  
**Arihant Baid**  
Managing Director  
DIN: 01171845

**NOTES:**

1. In view of the prevailing COVID-19 pandemic, the Ministry of Corporate Affairs (the “MCA”) vide its General Circulars No. 14/2020, No. 17/2020 and No. 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively (hereinafter, collectively referred as the “MCA Circulars”) read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, has allowed companies to conduct their annual general meetings through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), thereby, dispensing with the requirement of physical attendance of the members at their AGM and accordingly, the 35th Annual General Meeting (the “AGM” or the “Meeting”) of Gennex Laboratories Limited (the “Company”) will be held through VC or OAVM in compliance with the said circulars and the relevant provisions of the Companies Act, 2013 (as amended) (the “Act”) and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the “Listing Regulations”). Members attending the AGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
2. IN TERMS OF THE MCA CIRCULARS AND SEBI CIRCULAR NO. SEBI/HO/CFD/CMD1/CIR/P/2020/79 DATED MAY 12, 2020, THE REQUIREMENT OF SENDING PROXY FORMS TO HOLDERS OF SECURITIES AS PER PROVISIONS OF SECTION 105 OF THE ACT READ WITH REGULATION 44(4) OF THE LISTING REGULATIONS, HAS BEEN DISPENSED WITH. THEREFORE, THE FACILITY TO APPOINT PROXY BY THE MEMBERS WILL NOT BE AVAILABLE AND CONSEQUENTLY, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE CONVENING THE 35TH AGM OF THE COMPANY (THE “NOTICE”).

However, in pursuance of Section 113 of the Act and Rules framed thereunder, the corporate members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the participation and e-Voting during the AGM, through VC or OAVM. Institutional Shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG



Format) of the relevant Board Resolution / Power of Attorney / appropriate Authorization Letter together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at **rbhattad@gmail.com**; with a copy marked to **evoting@nsdl.co.in**.

3. Since the AGM will be held through VC or OAVM, no Route Map is being provided with the Notice.
4. 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 during the AGM.
5. An Explanatory Statement pursuant to Section 102 of the Act and Rules framed thereunder, in respect of the Special Business under Item No. 3, 4, 5 & 6 is annexed hereto. The recommendation of the Board of Directors of the Company (the "Board") in terms of Regulation 17(11) of the Listing Regulations is also provided in the said Statement. Necessary information of the Directors seeking re-appointment at the AGM as required under Regulation 36(3) of the Listing Regulations and the Revised Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is also appended to the Notice.

#### **6. Dispatch of Annual Report through E-mail**

In accordance with the MCA Circulars and the said SEBI Circular dated May 12, 2020, the Notice along with the Annual Report of the Company for the financial year ended March 31, 2020, will be sent only through e-mail, to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (the "RTA"), i.e., M/s. R & D Infotech Private Limited or the Depository Participant(s). The Notice and the Annual Report for the financial year ended March 31, 2020 shall be available on the websites of the Company viz., **www.gennexlab.com** and of the Stock Exchanges where Equity Shares of the Company are listed. The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, i.e., National Securities Depository Limited (NSDL), viz., **www.evoting.nsdl.com**

#### **7. PROCEDURE FOR ATTENDING THE AGM THROUGH VC OR OAVM**

Members will be able to attend the AGM through VC or OAVM or view the live webcast of the AGM provided by NSDL at **https://www.evoting.nsdl.com** by using their remote e-Voting login credentials and selecting the EVEN for the AGM.

**Further details in this regard are annexed separately and form part of this Notice.**

#### **8. PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM**

In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto, read together with the MCA Circulars and



Regulation 44 of the Listing Regulations, the Company has engaged the services of NSDL to provide remote e-Voting facility and e-Voting facility during the AGM to all the eligible Members to enable them to cast their votes electronically in respect of the businesses to be transacted at the Meeting. **The instructions to cast votes through remote e-Voting and through e-Voting system during the AGM are annexed separately and form part of this Notice.**

**The remote e-Voting period will commence on Friday, September 25, 2020 (09:00 A.M. IST) and will end on Monday, September 28, 2020 (5:00 P.M. IST).** During this period, the Members of the Company, holding shares either in physical or dematerialized mode, as on the **cut-off date, i.e., Monday, September 21, 2020**, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter.

Only those Members who are present in the Meeting through VC or OAVM facility and have not cast their votes on resolutions through remote e-Voting and are otherwise not barred from doing so, shall be allowed to vote through e-Voting system during the AGM. However, Members who would have cast their votes by remote e-Voting may attend the Meeting, but shall neither be allowed to change it subsequently nor cast votes again during the Meeting and accordingly, their presence shall also be counted for the purpose of quorum under Section 103 of the Act. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Monday, September 21, 2020** being the cut-off date, are entitled to vote on the Resolutions set forth in the Notice. The voting rights of the Members shall be in proportion to their share(s) of the paid-up equity share capital of the Company as on the cut-off date. **A person who is not a member as on the cut-off date, i.e., Monday, September 21, 2020 should treat this Notice for information purpose only.**

The Board of Directors has appointed **Mr. Ramesh Kumar Bhattad**, appoint, as the Scrutinizer for scrutinizing the process of remote e-Voting and also e-Voting during the Meeting in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of the Meeting, count the votes cast at the Meeting and thereafter, unblock the votes cast through remote e-Voting in presence of at least two witnesses not in employment of the Company and submit a Consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, not later than 48 hours after the conclusion of the Meeting. Thereafter, the Results of e-Voting shall be declared forthwith by the Chairman or by any other director/person duly authorised in this regard. The Results declared along with the Report of the Scrutinizer shall be placed on the Company's website (**[www.gennexlab.com](http://www.gennexlab.com)**) and on the e-Voting website of NSDL (**[www.evoting.nsdl.com](http://www.evoting.nsdl.com)**) immediately after the results are declared and shall simultaneously be communicated to the Stock Exchanges where the equity shares of the Company are listed. The results declared along with the said Report shall also be made available for at least 3 days on the Notice Boards of the Company at its Registered Office in Hyderabad and at the Corporate Office in Hyderabad.



Subject to the receipt of requisite number of votes, the businesses mentioned in the Notice / the resolution(s) forming part of the Notice shall be deemed to be passed on the date of the **AGM, i.e., Tuesday, September 29, 2020.**

Members holding shares in physical mode or whose e-mail addresses are not registered, may cast their votes through e-Voting system, after registering their e-mail addresses by sending the following documents to the Company at share. **investorelations@gennexlab.com/cs@gennexlab.com;** or to the RTA at **info@rdinfotech.net:**

- i. Scanned copy of a signed request letter, mentioning the name, folio number/demat account details & number of shares held and complete postal address;
- ii. Self-attested scanned copy of PAN Card; and
- iii. Self-attested scanned copy of any document (such as AADHAAR card / latest Electricity Bill / latest Telephone Bill / Driving License / Passport / Voter ID Card / Bank Passbook particulars) in support of the postal address of the Member as registered against their shareholding.

Members, who hold shares in physical mode and already having valid e-mail addresses registered with the Company / the RTA, need not take any further action in this regard.

#### **9. Procedure to raise Questions / seek Clarifications**

- a) As the AGM is being conducted through VC or OAVM, the Members are encouraged to express their views / send their queries well in advance for smooth conduct of the AGM but not later till the Conclusion of the AGM, mentioning their names, folio numbers / demat account numbers, e-mail addresses and mobile numbers at **investorrelations@gennexlab.com;** and only such questions / queries received by the Company till the said date and time shall be considered and responded during the AGM.
- b) Members willing to express their views or ask questions during the AGM are required to register themselves as speakers by sending their requests from **Monday, September 21, 2020 (9:00 A.M. IST)** to till the conclusion of AGM at **investorelations@gennexlab.com;** from their registered e-mail addresses mentioning their names, folio numbers/demat account numbers, PAN details and mobile numbers. Only those Members who have registered themselves as speakers will be allowed to express their views/ask questions during the AGM. The Chairman of the Meeting / the Company reserves the right to restrict the number of questions, time allotted and number of speakers to ensure smooth conduct of the AGM.
- c) Members seeking any information on the financial accounts, operations or any matter to be placed at the AGM, are requested to write to the Company till the Conclusion of AGM through e-mail at **investorrelations@gennexlab.com** and the same will be suitably replied by the Company.



## 10. Procedure for inspection of documents

All documents referred to in the Notice and the Explanatory Statement shall be made available for inspection by the Members of the Company, without payment of fees up to and including the date of AGM. Members desirous of inspecting the same may send their requests at **investorrelations@gennexlab.com** from their registered e-mail addresses mentioning their names and folio numbers / demat account numbers.

During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act shall be made available for inspection upon login at NSDL e-Voting system at **<https://www.evoting.nsdl.com>**

## 11. Book Closure Period

The Share Transfer Books and Register of Members of the Company will remain closed from **Tuesday, September 22, 2020 to Tuesday, September 29, 2020** (both days inclusive) for the purpose of the AGM.

- a. those Members whose names appear in the Register of Members of the Company at the end of business hours on **Monday, September 21, 2020**, after giving effect to all valid share transfers in physical mode lodged with the Company/the RTA on or before **Monday, September 21, 2020**.
- b. those 'Beneficial Owners' entitled thereto, in respect of shares held in demat mode, whose names shall appear in the statements of beneficial ownership at the end of business hours on **Monday, September 21, 2020**, as furnished by respective Depositories, viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

**Members holding shares in the demat mode should update their e-mail addresses and Bank mandates directly with their respective Depository Participants.**

Pursuant to the changes introduced by the Finance Act, 2020 in the Income-tax Act, 1961 (the "IT Act"), w.e.f. April 1, 2020, the dividend paid or distributed by a company shall be taxable in the hands of the shareholders. Accordingly, in compliance with the said provisions, the Company shall make the payment of dividend after necessary deduction of tax at source. The withholding tax rates would vary depending on the residential status of every shareholder and the eligible documents submitted by them and accepted by the Company. Members are hereby requested to refer to the IT Act in this regard. In general, to enable compliance with TDS requirements, Members are requested to update the details like Residential Status, PAN and category as per the IT Act with their Depository Participants or in case shares are held in physical mode, with the Company / RTA





**A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to [info@rdinfotech.net](mailto:info@rdinfotech.net) on or before Monday, September 21, 2020.** Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. However, in case of individuals, TDS would not apply if the aggregate of total dividend distributed to them during financial year 2020-21 does not exceed Rs.5,000. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents, i.e., No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by e-mail to [info@rdinfotech.net](mailto:info@rdinfotech.net) on or **before Monday, September 21, 2020.**

## **12. Nomination Facility**

Members holding shares under a single name in physical mode are advised to make nomination in respect of their shareholding in the Company. The Nomination Form can be downloaded from the Company's website, i.e., **[www.gennexlab.com](http://www.gennexlab.com)** from "Investor Information" under "Investor Relations" category. Members holding shares in demat mode should file their nomination with their respective Depository Participant(s).

13. Pursuant to Regulation 40 of the Listing Regulations, the securities of listed companies can be transferred only in the dematerialized mode w.e.f. April 1, 2019, except in case of transmission or transposition of securities. In this regard, SEBI has clarified by a Press Release No. 12/2019 dated March 27, 2019, that the said amendments do not prohibit an investor from holding the shares in physical mode and the investor has the option of holding shares in physical mode even after April 1, 2019. However, any investor who is desirous of transferring shares (which are held in physical mode) after April 1, 2019 can do so only after the shares are dematerialized. However, requests for transfer of shares held in physical mode, as filed in Form SH-4, prior to April 1, 2019 and returned to the investors due to deficiency in the documents, may be resubmitted for transfer even after April 1, 2019 provided it is submitted along with the necessary documents including PAN details. In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 6, 2018.



**THE FOLLOWING INSTRUCTIONS SHOULD BE READ IN CONJUNCTION WITH THE NOTICE OF 35<sup>TH</sup> ANNUAL GENERAL MEETING OF GENNEX LABORATORIES LIMITED DATED SEPTEMBER 29, 2020:**

**VOTING THROUGH ELECTRONIC MEANS**

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 (the “Act”) and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the “Listing Regulations”) read with the General Circulars issued by the Ministry of Corporate Affairs (the “MCA”) bearing Nos. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively (hereinafter, collectively referred as the “MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, the Company is pleased to facilitate its Members, to transact businesses as mentioned in Notice convening the 35<sup>th</sup> Annual General Meeting (the “AGM” or the “Meeting”), by voting through electronic means (e-Voting). In this regard, the Company has engaged the services of National Securities Depository Limited (NSDL) as the Agency to provide remote e-Voting facility and eVoting at the AGM.
- II. THE INSTRUCTIONS / PROCEDURE FOR REMOTE E-VOTING ARE AS UNDER: The remote e-Voting period will commence on **Friday, September 25, 2020 (9:00 A.M. IST) and will end on Monday, September 28, 2020 (5:00 P.M. IST)**. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Also, the e-Voting facility will be made available during the AGM. To vote electronically on NSDL e-Voting system, please follow the steps which are mentioned below:

Step 1: Login to NSDL e-Voting system at **<https://www.evoting.nsdl.com>**

Step 2: Cast your vote electronically on NSDL e-Voting system.

**DETAILS ON STEP 1 ARE GIVEN BELOW:**

To Login to NSDL e-Voting website:

1. Open the web browser by typing the URL: **<https://www.evoting.nsdl.com>** either on a Personal Computer or on a Mobile.
2. Click on icon “Login” available under “Shareholder / Member” section.
3. Enter your User Id, Password and also a verification code as shown on the screen.

Alternatively, if you are registered for NSDL e-services, i.e., IDEAS, you can login at **<https://eservices.nsdl.com>** with your existing IDEAS login. Once you login to NSDL e-services after using your login credentials, click on e-Voting and you can proceed to Step 2 directly to cast your vote electronically.

4. Your User Id details are given below :



Manner of holding shares, i.e., in Demat Account or in Physical Mode	Your User Id is:
a. For Members who hold shares in Demat Account with NSDL.	8 Character DP Id followed by 8 Digit Client Id. For example if your DP Id is IN300*** and Client Id is 12***** then your User Id is IN300***12*****
b. For Members who hold shares in Demat Account with Central Depository Services (India) Limited (CDSL).	16 Digit DP Id and Client Id. For example if your DP Id and Client Id is 12*****then your User Id is 12*****
c. For Members holding shares in Physical Mode.	EVEN followed by Folio Number registered with the Company. For example if Folio Number is 001*** and EVEN is 113120 then User Id is 113120001***

5. Your Password details are given below:

a. If you are already registered with NSDL for remote e-Voting then you can use your existing User Id and Password to login and cast your vote.

b. If your e-mail id is registered in your Demat Account or with the Company, your 'Initial Password' is communicated to you on your e-mail id. Trace the e-mail sent to you from NSDL in your mailbox.

c. If you are using NSDL e-Voting system for the first time, you are required to retrieve the "Initial Password" which was communicated to you. Once you retrieve your "Initial Password", you need to enter the "Initial Password" and the system will direct you to change your "Initial Password".

d. Process to retrieve your "Initial Password"

(i) Open the e-mail and thereafter open the attached PDF file viz.: "GennexLaboratoriesLimited\_eVoting.pdf". The Password to open the pdf file is your 8 digit Client Id of NSDL Demat Account or the last 8 digits of Client Id of CDSL Demat Account or Folio Number for shares held in Physical mode. The said PDF file also contains your User Id and "Initial Password" for e-Voting purpose.

(ii) If your e-mail Id is not registered, please follow steps mentioned below under "Instructions for Members whose e-mail ids are not registered".

6. If you are unable to retrieve or have not received the "Initial Password" or have forgotten your Password:



- (a) If you are holding shares in your demat account with NSDL or CDSL, click on icon “Forgot User Details / Password?” available on **<https://www.evoting.nsdl.com>**
  - (b) If you are holding shares in physical mode, click on icon “Physical User Reset Password” available on **[www.evoting.nsdl.com](http://www.evoting.nsdl.com)**.
  - (c) If you are still unable to get the Password by following aforesaid two options, you can send your request at **[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)** mentioning your name, your DP Id and Client Id / Folio Number, your PAN and your registered postal address.
  - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. Tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now click on icon “Login”.
  9. Home page of e-Voting will open

#### DETAILS ON STEP 2 ARE GIVEN BELOW:

Process to cast your vote electronically on NSDL e-Voting system

1. Click on e-Voting: “Active Voting Cycles”.
2. Select “EVEN” of Gennex Laboratories Limited.
3. Now you are ready for e-Voting as the voting page opens.
4. Cast your vote by selecting appropriate options, i.e., assent or dissent, verify / modify the number of shares for which you wish to cast your vote and thereafter click on icon “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you have confirmed after voting on the Resolution, you will not be allowed to modify your vote.

### **III. THE INSTRUCTIONS / PROCEDURE FOR MEMBERS FOR E-VOTING AT THE AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members, who will be present in the AGM through VC or OAVM facility and have not cast their votes on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of AGM shall be the same person mentioned for remote eVoting.



## GENERAL GUIDELINES FOR MEMBERS

1. Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to **rbhattad@gmail.com**; with a copy marked to **evoting@nsdl.co.in**
2. It is strongly recommended not to share your Password with any other person and you must take utmost care to keep your Password confidential. Login to e-Voting website will be disabled upon five unsuccessful login attempts with incorrect details. In such an event, you will require to reset the Password by clicking on the icon “Forgot User Details/Password” or “Physical User Reset Password” available on **www.evoting.nsdl.com**
3. In case of any queries, you may refer the “Frequently Asked Questions on e-Voting (For Shareholders).pdf” and “e-Voting Manual - Shareholder.pdf” available at the “Download” section of NSDL e-Voting website, i.e., **www.evoting.nsdl.com** or call on Toll Free No.: 1800 222 990 or contact Mr. Amit Vishal, Senior Manager/ Ms. Pallavi Mhatre, Manager of NSDL at Telephone Nos.: (022) 24994360 / (022) 24994545 or at e-mail id: **evoting@nsdl.co.in** or at NSDL, ‘Trade World’, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai - 400013. For any further assistance, you may contact Mr. Rajesh Vankadara, Company Secretary at Telephone No.: (040) 67334400.
4. The helpline number regarding any query / assistance for participation in the AGM through VC or OAVM is 1800 222 990.
5. The voting rights of the Members shall be in proportion to their share(s) of the paid-up equity share capital of the Company as on the cut-off date, i.e., **Monday, September 21, 2020**.
6. Any person, who acquires shares in the Company and becomes a Member of the Company after dispatch of the Notice of the AGM and holding shares as on the cut-off date, i.e., **Monday, September 21, 2020**, may obtain the Login User Id and Password by sending a request at **evoting@nsdl.co.in** or **investorrelations@gennexlab.com**. However, if you are already registered with NSDL for e-Voting then you can use your existing User Id and Password for casting your votes.
7. A person whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM venue through electronic means, if not participated through remote e-voting.



### **Instructions for Members whose e-mail ids are not registered:**

The process for those members whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the businesses mentioned in the Notice convening the AGM are as follows:

1. In case shares are held in physical mode, please provide Folio Number, Name of Shareholder, Number of Equity Shares held, Scanned copy Share Certificate (both side) along with self-attested scanned copy of any document (such as AADHAAR card / latest Electricity Bill / latest Telephone Bill / Driving License / Passport / Voter ID Card / Bank Passbook particulars) in support of the postal address of the Member as registered against their shareholding by e-mail to **investorrelations@gennexlab.com**;
2. In case shares are held in demat mode, please provide Name, DP Id & Client Id, Client Master or copy of Consolidated Account Statement along with self-attested scanned copy of PAN and AADHAAR by e-mail to **investorrelations@gennexlab.com**;
3. Alternatively Member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User Id and Password by proving the details mentioned in Point (1) or (2) as the case may be.

### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC OR OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC or OAVM through the NSDL e-Voting system. Members may access the same at **<https://www.evoting.nsdl.com>** under Shareholder / Member login by using the remote e-Voting credentials. The link for VC or OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed.
2. Members can join the AGM through the VC or OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure, attached separately and forms part of the Notice.
3. Members who do not have the User Id and Password for e-Voting or have forgotten the User Id and Password may retrieve the same by following the remote e-Voting instructions mentioned above to avoid last minute rush. Further Members can also use the OTP based login for logging into the e-Voting system of NSDL.
4. Members are encouraged to join the Meeting through Laptops and allow camera for better experience. Members connecting through Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation/bandwidth issues in their respective networks. It is, therefore, recommended to use a good speed internet connection, preferably stable Wi-Fi or LAN Connection, to mitigate any kind of aforesaid glitches and to avoid any disturbance(s) during the AGM.



5. Members who need any assistance before or during the AGM, may contact on the helpline number or other contact details provided above.
6. Members under the category of Institutional Investors are encouraged to attend the AGM and also vote through remote e-Voting or e-Voting during the AGM.



## **ANNEXURE TO NOTICE OF AGM**

### **Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”)**

#### **Item No. 3:**

The Board of Directors at its Meeting held on September 03, 2020, upon the recommendation of the Audit Committee, approved the appointment of M/s. Sai Krishna & Associates, Cost Accountants (Registration No.001742), to conduct the audit of the Cost records of the Company on a remuneration of Rs.50,000/- (Indian Rupees Fifty Thousand Only) (excluding all applicable taxes and reimbursement of out of pocket expenses) for the financial year ending March 31, 2021. In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, (as amended or re-enacted from time to time) the remuneration as mentioned above, payable to the Cost Auditor is required to be approved by the Members of the Company. Accordingly, the Members are requested to approve the remuneration payable to the Cost Auditors for the financial year ending March 31, 2021, as set out in the Ordinary Resolution for the aforesaid services to be rendered by them.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors of the Company recommends the resolution at Item No.3 for approval of the members as Ordinary Resolution.

#### **Item No. 4:**

Your Company has a Branch Office at Kolkata (#60B, 03<sup>rd</sup> Floor, Chowringhee Road, Kolkata – 700 020). It is proposed to re-appoint M/s. R. Pogalia & Co., Chartered Accountants, (Firm Registration No. 318188E) as Branch Auditors of ‘Gennex Laboratories Limited’.

M/s. R. Pogalia & Co., Chartered Accountants, have confirmed their willingness to act as the Branch Auditors for the above said Branch for the a period of Three (3) Financial Years 2020-21, 2021-22 and 2022-23 subject to ratification at every Annual general Meeting, if appointed.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors of the Company recommends the resolution at Item No.4 for approval of the members as Ordinary Resolution.

#### **Item No. 5 & 6:**

Board of Directors (which term shall be deemed to include any Committee of the Board) to borrow money (ies) on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) and for creation of charge on moveable and immovable properties of the Company as security in favour of lending agencies for a sum not exceeding Rs. 50 Crores (Rupees Fifty Crores only), over and above the aggregate of the paid-up share capital and free reserves of the Company.





Keeping in view your Company's business requirements and growth plans, it is considered desirable to increase the said borrowing limits under the provisions of Section 180(1)(c) of the Companies Act, 2013 (the "Act").

The borrowings by a Company, in general, are required to be secured by mortgage or charge on all or any of the moveable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board from time to time, in consultation with the lender(s).

Your consent is required under the provisions of Sections 180(1) (c) and 180(1) (a) of the Act, to increase the borrowing limits and to mortgage and / or create a charge on any of the moveable and / or immovable properties and / or the whole or any part of the undertaking(s) of your Company to secure its borrowings.

None of the Directors, Key Managerial Personnel and their relatives, are in any way, concerned or interested in the said resolutions.

The Board of Directors of the Company recommends the resolutions at Item No.5 and 6 for approval of the members as Special Resolutions.

By Order of the Board of Directors  
**for Gennex Laboratories Limited**

Place: Hyderabad  
Date : September 03, 2020

**Sd/-**  
**Arihant Baid**  
Managing Director  
DIN: 01171845



**Additional information on Directors recommended for appointment / re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and Secretarial Standard-2**

Name of the Director	Arihant Baid
DIN	01171845
Date of Birth	25.05.1986
Age	34 years
Qualification	-Masters in Corporate Strategy and Governance - Nottingham University Business School, United Kingdom (UK). -Certificate in Marketing Communications in French Markets -ESC Bretagne University, France. - Bachelors in Business Administration (Management and International Business)-RMIT, University of Melbourne, Australia.
Experience	12 Years in Marketing
Relationship with other director/Manager and other KMP	No relationship
No of Shares held	100 Equity Shares
Directorships of other Board	a. Regent Finance Corporation Private Limited b. India Securities Broking Private Limited c. Premier Fiscal Services Private Limited d. Premier Industrial Commercial & Credit Private Limited e. VAB Reality Private Limited f. Prudential Holdings Private Limited
Membership/Chairmanship of Committees of other Board	NIL

**Note:** Pursuant to Regulation 26 of the SEBI Listing Regulations 2015, for the purpose of determination of limit, chairpersonship and membership of the Audit Committee and the Stakeholders Relationship Committee alone has been considered.

Except Mr. Arihant Baid and their relatives, none of the other Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item No. 2, of the notice.

By Order of the Board of Directors  
**for Gennex Laboratories Limited**

Place: Hyderabad  
Date : September 03, 2020

**Sd/-**  
**Arihant Baid**  
Managing Director  
DIN: 01171845