



## NOTICE

Notice is hereby given that the 34th Annual General Meeting of the Members of **GENNEX LABORATORIES LIMITED** will be held on Friday, September 27, 2019 at 12:30 p.m. at the Registered Office of the Company situated at Sy. No. 133, IDA Bollaram, Jinnaram Mandal, Sangareddy District - 502 325, Telangana, 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, 2019 together with the Reports of the Directors and Auditors thereon.

#### 2. Re-appointment of Mr. T.M. Gopalakrishnan as a Director, liable to retire by rotation

To appoint a director in place of Mr. T.M. Gopalakrishnan (DIN:03137458), who retires by rotation and, being eligible, seeks reappointment.

### SPECIAL BUSINESS

#### 3. Re-appointment of Mr. Y. Ravinder Reddy (DIN: 00011040) 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 recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their respective meeting held on August 24, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of Listing Regulations (including any statutory modification(s) or re-

enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Y. Ravinder Reddy (DIN:00011040) whose current period of office is expiring on September 30, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company for a term w.e.f. October 1, 2019 upto September 30, 2024.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be necessary, in the best interests of the Company, for giving effect to the aforesaid Resolution, including but not limited to signing and execution of necessary forms and documents as may be deemed necessary and expedient in its discretion.”

#### 4. Reappointment of Ms. Sadhana Bhansali (DIN:06962425) 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 recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their respective meetings held on August 24, 2019 and



pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Ms. Sadhana Bhansali (DIN:06962425) whose current period of office is expiring on September 30, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company for a term w.e.f. October 1, 2019 upto September 30, 2024.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be necessary, in the best interests of the Company, for giving effect to the aforesaid Resolution, including but not limited to signing and execution of necessary forms and documents as may be deemed necessary and expedient in its discretion.”

**5. To appoint Mr. Vinod Choraria as an Independent Director.**

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 Sections 149, 150, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed there-under, read with Schedule IV to the Act and Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the consent of the Members of the Company be and is hereby accorded to appoint Mr. Vinod Choraria (DIN: 08497499), who was appointed as an Additional Director of the Company by the Board of Directors, in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of independence under Section 149 (6) of the Companies Act, 2013 and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company, for a period of 5 years upto 39th AGM to be held in 2024 and he shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be necessary, in the best interests of the Company, for giving effect to the aforesaid Resolution, including but not limited to signing and execution of necessary forms and documents as may be deemed necessary and expedient in its discretion.”

**6. Appointment and fixation of remuneration payable to the Cost Auditors**

To consider and, if thought fit, to pass 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 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment (s) thereof, for the time being



in force) and pursuant to the recommendation of the Audit Committee, the approval accorded by the Board of Directors of the company for appointment and payment of remuneration of Rs.50,000/- plus reimbursement of actual travel and out of pocket expenses and applicable taxes to M/s. Sai Krishna & Associates, Cost Accountants, Hyderabad, (Firm Registration No.001742) as the Cost Auditors of the Company for the Financial Year 2019-20 be and is hereby approved.”

**7. Ratification of 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), the Company hereby ratifies the appointment of M/s. R. Pogalia & Company, Chartered Accountants (Firm Registration No. 318188E) as Branch Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the 35th Annual General Meeting to be held for the financial year 2019-20, on such remuneration as may be determined by the Board of Directors.

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

**Arihant Baid**  
Managing Director  
(DIN 01171845)

Place:Hyderabad

Date :August 24, 2019



**NOTES**

1. The statements pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Ordinary/Special business set out in the Notice and Secretarial Standard on General Meetings (SS-2), wherever applicable, are annexed hereto.
2. The details that are required to be given under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), in respect of the person seeking re-appointment as directors, **are Annexed.**
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of himself/herself and a proxy need not be a member of the Company. The instrument appointing a proxy in order to be effective, should be deposited at the Registered Office of the Company duly completed and signed, not less than forty-eight hours before the commencement of the meeting.
4. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent 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 a proxy and such person shall not act as proxy for any other person or member. A Proxy form is enclosed herewith.
5. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company. All documents referred to in the Notice and accompanying Explanatory Statement are open for inspection at the Registered Office of the company on all working days of the Company between 11:00 a.m. and 1:00 p.m. upto the date of the Annual General Meeting and at the venue of the Meeting for the duration of the Meeting.
6. Corporate Members intending to send their respective authorized representative are requested to send a duly certified copy of the Board/Governing Body resolution authorizing such representative to attend and vote at the Annual General Meeting.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of Listing Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from September 23, 2019 to September 27, 2019 (both days inclusive).
9. Pursuant to Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking appointment at the Annual General Meeting, forms integral part of the Notice. The Directors have furnished the requisite declarations for their appointment.
10. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members who are holding shares in physical form are requested to notify changes in their respective address/Bank Mandate/National Electronic Clearing Service (NECS) details, if any, to Company's Registrar i.e. **R&D Infotech (P) Ltd., 1st Floor, 7A, Beltala Road, Naresh Mitra Sarani, Kolkata – 700 026.** Beneficial owners holding shares in electronic form are requested to intimate change in address/Bank Mandate/National Electronic Clearing Service (NECS) details, if any, to their respective Depository Participants (DP). Members are requested to register/ update their e-mail addresses with the Registrar in case of shares held in physical form and with their respective Depository Participants in case shares are held in electronic form.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.  
SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company.



12. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide Notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting, held on August 9, 2018, for a period of 5 years.
13. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities.  
In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, M/s. R & D Infotech Private Limited for assistance in this regard.
14. Members holding shares in demat form are requested to intimate any change in their address and/or bank mandate immediately to their Depository Participants and Members holding shares in physical form are requested to intimate any change of address and/or bank mandate to M/s. R & D Infotech Private Limited/ Investor Service Department of the Company immediately.
15. Electronic copy of the Annual Report for the Financial Year 2018-19 along with the Notice of the 34th Annual General Meeting of the Company (including Attendance Slip, Proxy Form and Route Map) is being sent to all the members whose email IDs are registered with the Registrar/Depository Participant(s) unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the Financial Year 2018-19 along with Notice of the 34th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent by other permissible modes.
16. Members may also note that the Notice of the 34th Annual General Meeting and the Annual Report for the Financial Year 2018-19 will also be available on the Company's website [www.gennexlab.com](http://www.gennexlab.com) and on the website of the Registrar [www.rdinfotech.org](http://www.rdinfotech.org) for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on all working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by any permissible mode free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [investorrelations@gennexlab.com](mailto:investorrelations@gennexlab.com).
17. Pursuant to the provisions of Section 72 of the Companies Act 2013, the member(s) holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Member(s) holding shares in demat form may contact their respective Depository Participant for availing this facility.
18. All documents referred to in the Notice and explanatory statement are open for inspection at the Registered Office of the Company during normal business hours on all working days.
19. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and Register of Contracts or Arrangements in which Directors are interested under section 189 will be made available for inspection by members of the Company at the meeting.
20. To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with M/s. R&D Infotech (P) Ltd.
21. Members are requested to bring their copy of the Annual Report with them at the AGM and also bring the attendance slip duly filled and signed and submit at the entrance of the venue.
22. In compliance with Pursuant to Section 108 of the Companies Act, 2013, read with Rules 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company has



provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Limited. The facility for voting, through ballot paper, will also be made available at the Annual General Meeting and the members attending the Annual General Meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the Annual General Meeting through ballot paper. Members who have casted their votes by remote e-voting prior to the Annual General Meeting may attend the Annual General Meeting but shall not be entitled to cast their votes again.

**23. Voting through electronics means:**

Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) executed by the company with the BSE Limited and Secretarial Standard on General Meetings (SS-2) issued by the ICSI, the Company is pleased to provide Members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).

A Member may exercise his/her votes at any General Meeting by electronic means and Company may pass any resolution by electronic voting system in accordance with Companies (Management and Administration) Amendment Rules, 2015.

During the e-voting period, Members of the Company holding shares either in physical form or dematerialized form, as on the cut-off date (record date) i.e., (Friday, September 20, 2019), may cast their votes electronically.

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or [www.gennexlab.com](https://www.gennexlab.com)

Voting either through electronic voting system or ballot or polling paper will be available at the meeting for the members attending the meeting who have not casting their vote by remote e-voting. Members who have cast their vote by remote e-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote at the AGM.

**The procedure to login to e-Voting website is given below:**

1. Open the attached PDF file “e-Voting.pdf” giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your “User ID” and “Password for e-voting”. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on “Shareholder - Login”.
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](https://www.evoting.nsdl.com)
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof
6. Home page of remote “e-Voting” opens. Click on e-Voting: Active Voting Cycles
7. Select EVEN (E-Voting Event Number) of GENNEX LABORATORIES LIMITED. Members can cast their vote online from Tuesday, September 24, 2019 (9:00 am) till Thursday, September 26, 2019 (5:00 pm).
8. Now you are ready for “e-Voting” as “Cast Vote” page opens.



9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI, etc.) are also 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 [rbhattad@gmail.com](mailto:rbhattad@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**General instructions:**

- a. The e-voting period commences on Tuesday, September 24, 2019 (9:00 am) till Thursday, September 26, 2019 (5:00 pm). During this period shareholders of the Company may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- b. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, September 20, 2019 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- c. A Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- d. A person, whose name is recorded 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 through ballot paper.
- e. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, September 20, 2019.
- f. Mr. B. Ramesh Kumar Bhattad, practicing Chartered Accountant, has been appointed by the Company to act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- g. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those

members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- h. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than two days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the result. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.gennexlab.com](http://www.gennexlab.com) immediately. The Company shall simultaneously forward the results to Bombay Stock Exchange.

All the documents referred to in the accompanying Notice and the Statement pursuant to Section 102 (1) of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during business hours on all working days up to date of declaration of the result of the 34th Annual General Meeting of the Company.

**Other information:**

- Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same
- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential
- In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

**Members holding Equity Shares in Electronic Form and Proxies thereof, are requested to bring their DP ID and Client ID for identification**



**ANNEXURE TO NOTICE OF AGM**

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

**Item No. 3**

The shareholders of the Company at their 29th Annual General Meeting held on September 30, 2014 have appointed Mr. Y Ravinder Reddy (DIN:0011040) as an Independent Director of the Company for a period of 5 years and the term of Mr. Y Ravinder Reddy ended on September 30, 2019. The company proposes to re-appoint Mr. Y Ravinder Reddy as Independent Director for another term of 5 years. The Company has received from Mr. Y Ravinder Reddy, consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and Intimation in Form DIR-8 pursuant to terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified as per Section 164(2) of the Companies Act, 2013; and a declaration to the effect that he meets the criteria of independence as provided under Section 149 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Nomination and Remuneration Committee and Board of Directors at their meetings held on August 24, 2019 on the basis of the report of performance evaluation of Independent Directors have recommended the re-appointment of Mr. Y Ravinder Reddy as an Independent Director for a further period of 5 years effective from October 1, 2019 upto September 30, 2024.

In the opinion of the Board, Mr. Y Ravinder Reddy fulfills the conditions specified in the Companies Act, 2013 and the Rules framed there under and Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for re-appointment as an Independent Director and he is independent of the management.

He is holding 100 equity shares of the Company and he is not related to any Director of the

Company. As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall be eligible for re-appointment subject to approval of shareholders by way of a Special Resolution.

The Resolution set out at Item No. 3 of the notice is put forth for consideration of the members as a Special Resolution pursuant to Section 149 read with Schedule IV of the Companies Act, 2013 for re-appointment of Mr. Y Ravinder Reddy as an Independent Director. The terms and conditions of re-appointment of Mr. Y Ravinder Reddy shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Save and except Mr. Y Ravinder Reddy and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at item No.3 of the Notice.

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

**Item No. 4**

The shareholders of the Company at their 29th Annual General Meeting held on September 30, 2014 have appointed Ms. Sadhana Bhansali (DIN:06962425) as an Independent Director of the Company for a period of 5 years and the term of Ms. Sadhana Bhansali ended on September 30, 2019. The company proposes to re-appoint Ms. Sadhana Bhansali as Independent Director for another term of 5 years. The Company has received from Ms. Sadhana Bhansali, consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and Intimation in Form DIR-8 pursuant to terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the





effect that she is not disqualified as per Section 164(2) of the Companies Act, 2013; and a declaration to the effect that she meets the criteria of independence as provided under Section 149 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Nomination and Remuneration Committee and Board of Directors at their meetings held on August 24, 2019 on the basis of the report of performance evaluation of Independent Directors have recommended the re-appointment of Ms. Sadhana Bhansali as an Independent Director for a further period of 5 years effective from October 1, 2019 upto September 30, 2024.

In the opinion of the Board, Ms. Sadhana Bhansali fulfills the conditions specified in the Companies Act, 2013 and the Rules framed there under and Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for re-appointment as an Independent Director and she is independent of the management.

She is not holding any equity shares of the Company and she is not related to any Director of the Company. As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall be eligible for re-appointment subject to approval of shareholders by way of a Special Resolution.

The Resolution set out at Item No.4 of the notice is put forth for consideration of the members as a Special Resolution pursuant to Section 149 read with Schedule IV of the Companies Act, 2013 for re-appointment of Ms. Sadhana Bhansali as an Independent Director. The terms and conditions of re-appointment of Ms. Sadhana Bhansali shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Save and except Ms. Sadhana Bhansali and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial

Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 4 of the Notice.

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

**Item No. 5**

Mr. Vinod Choraria (DIN: 08497499) was appointed as an Additional Director (Independent Director) of the Company, w.e.f. July 6, 2019 under Section 161 of the Companies Act, 2013, pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors. The appointment is subject to the approval of the shareholders at the General Meeting to be held immediately after the said appointment.

The Company proposes to appoint Mr. Vinod Choraria as Independent Director of the company. The Company also received from Mr. Vinod Choraria) i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; ii) Intimation in Form DIR-8 pursuant to terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified as per Section 164(2) of the Companies Act, 2013; and iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Vinod Choraria fulfills the conditions specified in the Companies Act, 2013 and the Rules framed there under and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as an Independent Director and he is independent of the management.

He is holding 100 equity shares of the Company and he is not related to any Director of the



Company. As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall be eligible for re-appointment subject to approval of shareholders by way of a Special Resolution.

The Resolution set out at Item No. 5 of the notice is put forth for consideration of the members as an Ordinary Resolution pursuant to Section 149 read with Schedule IV of the Companies Act, 2013 for appointment of Mr. Vinod Choraria as an Independent Director of the Company. The terms and conditions of appointment of Mr. Vinod Choraria shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Save and except Mr. Vinod Choraria and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at item No.5 of the Notice.

The Board of Directors of the Company recommends the resolution at Item No. 5 for approval of the members as Ordinary Resolution.

**Item No. 6**

The Board, on the recommendation of its Audit Committee, has approved the appointment of M/s. Sai Krishna & Associates, Cost Accountants, Hyderabad, (Firm Registration No.001742) as the Cost Auditors for the Financial Year 2019-20 and payment of remuneration to the said Cost Auditors as mentioned in the resolution.

In accordance with the provisions of Section 148 of the Act, 2013 and the Rules made there under, the remuneration payable to the Cost Auditors needs to be approved by the shareholders of the company.

Accordingly, an Ordinary Resolution as set out at Item No.6 of the Notice containing the remuneration approved for Cost Auditors is submitted for approval by the members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and

KMPs is concerned or interested, financially or otherwise in the said Resolution.

Your directors recommend the resolution for approval of the shareholders.

**Item No. 7**

M/s. R. Pogalia & Co., Chartered Accountants, (Firm Registration No. 318188E) appointed as Branch Auditors of 'Gennex Laboratories Limited', to audit the Branch Office(s) for the Three (3) Financial Years 2017-18, 2018-19 and 2019-20. Rule 3(7) of Companies (Audit and Auditors) Rules, 2014 state that the appointment of the Auditor shall be subject to ratification by the Members at every Annual General Meeting till the expiry of the term of the Auditor. In view of the above, the Appointment of M/s. R. Pogalia & Co., Chartered Accountants, (Firm Registration No. 318188E), as the Branch Auditors of 'Gennex Laboratories Limited' from the conclusion of this Meeting until the conclusion of the Annual General Meeting to be held for the Financial Year 2019-20 is being placed for members' ratification. 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. 7 for approval of the members as Ordinary Resolution.

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

**Arihant Baid**  
Managing Director  
(DIN 01171845)

Place:Hyderabad  
Date :August 24, 2019

**Corporate Office:**

"Akash Ganga",  
Plot No. 144  
3rd Floor,  
Srinagar Colony  
Hyderabad-73  
Telangana  
Email: [investorrelations@gennexlab.com](mailto:investorrelations@gennexlab.com)

**Registered Office:**

Sy.No. 133,  
IDA Bollaram,  
Srinagar Colony  
Jinnaram Mandal,  
Sangareddy Dist - 502325  
Telangana