

## NOTICE

**Notice** is hereby given that the Extraordinary General Meeting ("EGM") of the Members will be held on Saturday, December 30, 2023 at 12.30 Hrs through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following special businesses:

Since the EGM is being held through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company at SY No 133, IDA Bollaram, Jinnaram Mandal, Medak, Telangana - 502325 which shall be the deemed venue of the EGM.

The Explanatory Statement under Section 102 of the Companies Act, 2013 setting out the material facts concerning the proposed resolutions and the reasons thereof are annexed hereto for your consideration.

### **1. To increase the authorized share capital of the Company**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of section 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (**'the Act'**) (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed thereunder and in accordance with all other applicable laws and in accordance with the applicable provisions of the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 20,00,00,000/- (Rupees Twenty Crore only) divided into 20,00,00,000 (Twenty Crore) equity shares of Re. 1/- (Rupees One only) each to Rs. 25,00,00,000/- (Rupees Twenty-five Crore only) divided into 25,00,00,000 (Twenty-five Crore) equity shares of Re. 1/- (Rupees One only) each.

**RESOLVED FURTHER THAT** pursuant to the provisions of section 13 and all other applicable provisions of the Act and the relevant rules framed thereunder, Clause V of the Memorandum of Association of the Company is substituted with the following Clause V:

*"The Authorized Share Capital of the Company is Rs. 25,00,00,000 /- (Rupees Twenty-five Crore only) divided into 25,00,00,000 (Twenty-Five Crore) equity shares of Re. 1/- (Rupees One only) each, with power to increase and reduce the capital of the company and to divide the shares in the capital for the time being into different classes and to attach thereto respectively such preferential or special rights or privileges or conditions as may be determined by or in accordance with the regulations of the company."*

**RESOLVED FURTHER THAT** pursuant to provisions of the section 14 and all other applicable provisions of the Act and the relevant rules framed thereunder, Clause 4(i) of the Articles of Association of the Company is substituted with the following clause:

*"The Authorised Share Capital of the Company shall be as mentioned under Clause V of the Memorandum of Association of the Company."*

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

## **Gennex Laboratories Limited**

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## **2. To Offer, Issue and Allot Equity Shares on Preferential Basis**

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 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (**“the Act”**), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder to the extent applicable (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (**“MCA”**), the Securities and Exchange Board of India (**“SEBI”**), the Reserve Bank of India (**“RBI”**) and/or any other competent authorities (hereinafter referred to as **“Applicable Regulatory Authorities”**) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company be and is hereby accorded to the Board to offer, issue, and allot, in one or more tranches, upto 5,00,00,000 (Five Crore) fully paid up equity shares of the Company having a face value of Re. 1/- (Rupee One only) each at a price of Rs. 14.75/- (Rupees Fourteen and Seventy-five Paise Only) per equity share (including a premium of Rs. 13.75/- (Rupees Thirteen and Seventy-five paise Only) per share, being not less than the floor price determined in accordance with Regulation 164 of Chapter V of the SEBI ICDR Regulations and the price calculated as per the Valuation Report obtained from the registered valuer, for a consideration not exceeding an aggregate amount of Rs. 73,75,00,000 (Rupees Seventy-three Crores and Seventy-five Lacs Only) to identified investors (**“Proposed Allottees”**) by way of preferential allotment on a private placement basis (**“Preferential Allotment”**), in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this issue, provisions of SEBI ICDR Regulations, or other applicable laws in this respect.”

**“RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price/minimum price for the Preferential Allotment of the Equity Shares is Thursday, November 30, 2023, being the date 30 (thirty) days prior to the date of the EGM i.e., Saturday, December 30, 2023.”

**“RESOLVED FURTHER THAT** the new equity shares to be issued and allotted shall rank *pari-passu* with the existing equity shares of the Company in all respects and shall be entitled to the dividend including other corporate benefits, if any, for which the Record Date falls subsequent to the allotment of equity shares.”

**RESOLVED FURTHER THAT** consent of the Members of the Company is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS 4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions after passing of this resolution and receiving any applicable regulatory approvals.

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the equity shares under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Proposed Allottees shall be required to bring in 100% of the consideration, for the equity shares to be allotted, on or prior to the date of allotment thereof.
- b) The consideration for allotment of equity shares shall be paid to the Company by the Proposed Allottees from its bank account only.

- c) The equity shares shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the members, provided that in case the allotment of equity shares is subject to receipt of any approval from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of such approvals or permissions.
- d) The equity shares to be allotted pursuant to this Preferential Allotment shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals. Any existing equity shares held by the Allottee, if any, shall also be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- e) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- f) The equity shares so offered, issued and allotted shall not exceed the number of equity shares as approved herein above.

**“RESOLVED FURTHER THAT** subject to the provisions of the SEBI ICDR Regulations and other applicable laws, the Board or the Committee duly constituted thereunder be and is hereby authorized to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue to the Proposed Allottees, as may be deemed expedient without being required to seek any further consent or approval of the Members, subject to the same being within the overall approval provided by the Members under this Resolution.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board or any committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to delegate all or any of the powers herein conferred, to any one or more Director(s)/Company Secretary/ any other Officers of the Company in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the equity shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and the decision of the Board shall be final and conclusive.”

### **3. Issue of warrants on Preferential basis**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (**“Act”**), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder to the extent applicable (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (**“MCA”**), the Securities and Exchange Board of India (**“SEBI”**), the Reserve Bank of India (**“RBI”**) and/or any other competent authorities (hereinafter referred to as **“Applicable Regulatory Authorities”**) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company be and is hereby accorded to the Board

to offer, issue, and allot, in one or more tranches, upto 1,55,00,000 (One Crore Fifty-five Lacs) Warrants, each convertible into 1 (one) fully paid-up equity share of the Company having face value of Re. 1 (Rupees One only) at a price of Rs.14.75 each aggregating to Rs. 22,86,25,000 (Rupees Twenty-two Crores Eighty-six Lacs Twenty-five Thousand Only) on a preferential basis to the promoters and members of promoter group of the Company ("**Warrant Holders**") upon receipt of Rs. 3.69 (Rupees Three and Sixty-Nine paise) for each Warrant, which is equivalent to 25% (Twenty-five per cent) of the Warrant Issue Price as upfront payment ("**Warrant Subscription Price**") entitling the Warrant Holder(s) to apply for and get allotted one Equity Share of the Company against every Warrant held, in one or more tranches, on exercise of the option of conversion, within a maximum period of 18 (eighteen) months from the date of allotment of Warrants, on payment of Rs. 11.06 (Rupees Eleven and Six paise) which is equivalent to remaining 75% (Seventy-five per cent) of the Warrant Issue Price, for each Warrant proposed to be converted, in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this issue, provisions of ICDR Regulations, or other applicable laws in this respect.

**"RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price/minimum price for the Preferential Allotment of the Warrants convertible into Equity Shares is Thursday, November 30, 2023, being the date 30 (thirty) days prior to the date of the EGM i.e., Saturday, December 30, 2023."

**"RESOLVED FURTHER THAT** the equity shares to be allotted after conversion shall rank *pari-passu* with the existing equity shares of the Company in all respects and shall be entitled to the dividend including other corporate benefits, if any, for which the Record Date falls subsequent to the allotment of equity shares."

**"RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottee through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS 4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions after passing of this resolution and receiving any applicable regulatory approvals.

**"RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the warrants under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) In accordance with the provisions of Chapter V of ICDR Regulations, 25% (Twenty-five per cent) of the Warrant Issue Price, shall be paid by the Warrant Holders to the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy-five per cent) of the Warrant Issue Price shall be paid at the time of exercise of option to apply for fully paid up Equity Shares of the Company, against each such Warrants held by the Warrant Holder.
- b) The Warrant Holders shall be entitled to exercise his option to convert any or all of the Warrants into Equity Shares of the Company in one or more tranches after giving a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares of the Company to the Warrant Holders.
- c) The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application.
- d) The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. In the event the right attached to the Warrants is not exercised within 18 (eighteen) months from the date of allotment of Warrants, the unexercised Warrants shall lapse, and the amount paid by the Warrant Holder in relation to such Warrants, at the time of subscription, shall stand forfeited;
- e) In terms of Regulation 167 of the ICDR Regulations, the price of Warrants determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, if applicable. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked- in till the time such amount is paid by the Warrant Holder.

- f) Upon exercise of the option by Warrant Holder(s), the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated demat account of the Warrant Holder.
- g) The Equity Shares arising from the exercise of Warrants will be listed on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals, as may be required;
- h) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari-passu* with the then existing Equity Shares of the Company, including entitlement to voting powers and dividend;
- i) The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holders thereof any rights with respect to that of an Equity shareholder of the Company;
- j) The Warrants and Equity Shares allotted pursuant to the exercise of the Warrants shall be locked-in as prescribed under the ICDR Regulations.”

“**RESOLVED FURTHER THAT** subject to the provisions of the SEBI ICDR Regulations and other applicable laws, the Board or the Committee duly constituted thereunder be and is hereby authorized to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue to the Proposed Allottees, as may be deemed expedient without being required to seek any further consent or approval of the Members, subject to the same being within the overall approval provided by the Members under this Resolution.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board or any committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to delegate all or any of the powers herein conferred, to any one or more Director(s)/Company Secretary/ any other Officers of the Company in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the equity shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and the decision of the Board shall be final and conclusive.”

<p><b>Registered Office:</b> Sy. No. 133, IDA Bollaram, Jinnaram Mandal Sangareddy District, Telangana – 502 325</p>	<p><b>By order of the Board of Directors For Gennex Laboratories Limited</b></p>
<p><b>Place: Hyderabad Date: 07.12.2023</b></p>	<p style="text-align: right;"><b>Arihant Baid Managing Director DIN: 01171845</b></p>

## NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has *vide* its circulars dated 08 April, 2020 read with circulars dated 13 April 2020, 15 June, 2020, 28 September, 2020, 31 December, 2020, 23 June, 2021, 08 December, 2021, 05 May, 2022, 28 December, 2022 and 25 September, 2023 (collectively referred to as “**MCA Circulars**”) permitted the holding of the EGM through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Act and MCA Circulars, this EGM is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company at SY No 133, IDA Bollaram, Jinnaram Mandal, Medak, Telangana, 502325.
2. The attendance of the Members participating in the EGM through VC/ OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
3. **PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/ HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS EGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS MENTIONED ABOVE THROUGH VC/ OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULAR, THE FACILITY OF APPOINTMENT OF PROXIES BY MEMBERS TO ATTEND AND VOTE AT THE EGM IS NOT AVAILABLE FOR THIS EGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF EGM ARE NOT ANNEXED TO THIS NOTICE.**
4. In pursuance of Section 112 and 113 of the Companies Act, 2013, the representatives of the Members may be appointed for the purpose of voting through remote e-Voting or for participation and voting during the meeting held through VC/ OAVM and in this regard should send the necessary documents to the Company.
5. Institutional investors who are Members of the Company are encouraged to attend and vote in the EGM being held through VC/ OAVM.
6. The Register of Members and the Share Transfer Books of the Company will be closed from Sunday, 24th December, 2023 to Saturday, 30th December, 2023 (both days inclusive) for the purpose of EGM.
7. In case of joint holders participating at the EGM together, only such a joint holder who is named first in the order of names will be entitled to vote.
8. Any person becoming a Member of the Company after the Notice of the Meeting is sent out through e-mail and holds shares as on the **Cut-off date i.e. 23rd December, 2023**, may download the same from the websites of the Company, stock exchanges and e-voting agency and can exercise their voting rights through remote e-Voting or by e-voting during the Meeting by following the instructions listed herein below.
9. The remote e-Voting period begins on Wednesday, 27th of December, 2023 at 9 a.m. and ends on Friday, 29th of December, 2023 at 5.00 p.m. During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date i.e. 23rd December, 2023, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
10. **PROCEDURE FOR REMOTE E-VOTING:**


In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the MCA Circulars, the Company is providing e-Voting facility to all Members to cast their votes using electronic voting system from any place before the meeting (“remote e-Voting”) and during the meeting, in respect of the resolutions proposed in this Notice. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized e-Voting’s agency. Though e-Voting is optional, the Members are encouraged to vote and attend the EGM. The voting rights of the Members/ Beneficial Owners shall be reckoned on the Paid-up value of Equity Shares held by them as on the Cut-off date i.e. **23rd December, 2023**.

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-Voting facility.

Pursuant to aforesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for individual shareholders holding securities in Demat mode with NSDL is given below:

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="505 485 1468 810">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services homepage click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password.After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting servicesand you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website ofNSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li data-bbox="505 831 1468 936">2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="505 957 1468 1331">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen willopen. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company nameor e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;">  </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their userid and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat AccountNumber and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depositoryparticipants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.**

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43</p>



**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	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 CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

**5. Password details for shareholders other than Individual shareholders are given below:**

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need 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 force you to change your password.
- c) How to retrieve your ‘initial password’?
  - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

- |  |
|--|
| 6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:   |
| a) Click on “ <a href="#">Forgot User Details/Password?</a> ”(If you are holding shares in your demat account with NSDL or CDSL) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> .  |
| b) <a href="#">Physical User Reset Password?</a> ” (If you are holding shares in physical mode) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> .   |
| c) If you are still unable to get the password by aforesaid two options, you can send a request at <a href="mailto:evoting@nsdl.co.in">evoting@ nsdl.co.in</a> mentioning your demat account number/folio number, your PAN, your name and your registered address etc. |
| d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.  |
| 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.  |
| 8. Now, you will have to click on “Login” button.  |
| 9. After you click on the “Login” button, Home page of e-Voting will open.   |

#### Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.How to

#### cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
- Now you are ready for e-Voting as the Voting page opens.
- 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 click on “Submit” and also “Confirm” when prompted.
- Upon confirmation, the message “Vote cast successfully” will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General Guidelines for shareholders

- 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
- Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in dematmode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may follow steps mentioned in the Notice of the EGM under Step 1 :“Access to NSDL e-Voting system”(Above).
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the 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 the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for

Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investorrelations@gennexlab.com](mailto:investorrelations@gennexlab.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investorrelations@gennexlab.com](mailto:investorrelations@gennexlab.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
  - (i) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@gennexlab.com](mailto:cs@gennexlab.com). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@gennexlab.com](mailto:cs@gennexlab.com). These queries will be replied to by the company suitably by email.
  - (ii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

#### 11. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE EGM ARE AS UNDER:

- (i) The procedure for e-Voting on the day of the EGM is the same as the instructions mentioned above for Remote e-voting.
- (ii) Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
- (iii) If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- (iv) Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

12. Members seeking any information on the financial accounts, operations or any matter to be placed at the EGM, are requested to write to the Company Secretary at least 7 days prior to the Meeting at the Company's Registered Office at Sy. No. 133, IDA Bollaram, Jinnaram Mandal, Sangareddy District, Telangana – 502325, or can send their queries on [cs@gennexlab.com](mailto:cs@gennexlab.com) and the same shall be suitably replied.

13. The relevant documents referred to in the Notice shall be open for inspection by the Members of the Company, without payment of fees, at the Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11:00 A.M. to 01:00 P.M. up to the date of this Meeting. Further, the relevant documents referred to in the Notice along with Statutory Registers shall also be available for inspection through electronic mode during the meeting to any person having right to attend the meeting, basis the request being sent on [cs@gennexlab.com](mailto:cs@gennexlab.com) .
14. 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 23rd December, 2023 for all others who are not holding shares as on 23rd December, 2023.
15. The Board of Directors has appointed M/s. Ekta Goswami & Associates, Practicing Company Secretaries, Kolkata as the Scrutinizer to scrutinize the voting including e-Voting process.
16. The Scrutinizer shall, after the conclusion of voting at the EGM, first 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 the employment of the Company and will make, not later than 48 hours of the conclusion of EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
17. Once declared, the results along with the consolidated Scrutinizer's Report shall be placed on the Company's website, <https://www.gennexlab.com/> and on the website of NSDL <https://www.evoting.nsdl.com/> and shall be communicated to the Stock Exchanges viz. BSE Limited, where the equity shares of the Company are listed.
18. Members holding shares in physical form are requested to intimate Registrar and Transfer Agents of the Company viz. R & D Infotech Pvt. Ltd., 1st Floor, 15-C, Naresh Mitra Sarani, Kolkata – 700 026, the changes, if any, in their Bank details, registered address, Email Id, etc. along with their Pin code. Members holding shares in electronic form may update such details with their respective Depository Participant.
19. Pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules made thereunder, Members may avail the facility of nomination in respect of the shares held by them. Members holding shares in physical form may avail this facility by sending a nomination, in the prescribed Form No. SH-13, to the Company's Registrar and Share Transfer Agent. Members holding shares in demat form may contact their respective Depository Participant(s) for availing this facility.
20. Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar & Share Transfer Agent quoting their Folio number etc.
21. In terms of requirements of Regulation 40 of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the request for transfer of securities shall not be processed unless the securities are held in the dematerialised form with Depositories. While the request for transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following statement sets out all material facts relating to the Special Business(es) of the accompanying Notice:

## **Item No. 1**

The Company intends to raise funds for the expansion plans of the Company and for that purpose, the Board has decided to issue equity shares and other equity-linked instruments. Consequently, the authorized share capital of the Company is required to be increased.

The existing authorised share capital of the Company is Rs. 20,00,00,000 (Rupees Twenty Crores) divided into 20,00,00,000 (Twenty Crores) equity shares of Re. 1 (Rupee One) each. It is proposed to increase the same to Rs. 25,00,00,000 (Rupees Twenty Five Crores) divided into 25,00,00,000 (Twenty Five Crores) equity shares of Re. 1 (Rupee One) each.

The increase in authorised share capital of the Company will require an amendment to Clause V of the Memorandum of Association of the Company and Clause 4(i) of the Articles of Association of the Company. Accordingly, the Board of Directors of the Company recommend passing the aforesaid resolution as a Special Resolution.

None of the Directors and Key Managerial personnel of the Company are concerned or interested in the proposed resolution, directly or indirectly through any of their relatives except to the extent of shares held by them.

## **Item No. 2 & 3**

In order to meet the funding requirements of the Company, it intends to raise funds by way of issuance of equity shares and warrants to the identified persons on a preferential basis, subject to the approval of the shareholders of the Company.

Necessary information/details in relation to the proposed preferential issue as required under Chapter V of the SEBI ICDR Regulations and Section 42 and Section 62(1)(c) of the Companies Act, 2013 read with the rules made thereunder are set forth below:

### **(I) Particulars of the offer including date of passing of Board resolution:**

The Board of Directors of the Company at their meeting held on Saturday, December 02, 2023 has, subject to the approval of the Members of the Company and such other approvals as may be required, approved the issuance of 5,00,00,000 equity shares of face value of Re. 1 each to identified external investors and 1,55,00,000 warrants to promoters/ members of promoter group, on a preferential basis, for cash consideration.

### **(II) Objects of the Preferential Issue:**

The proceeds of the issue will be utilized for the following objects:

To modernise and expand its existing manufacturing facilities to cater the enormous demands of its products in the domestic and global markets. To set-up new pharmaceuticals API manufacturing facility and/or acquiring existing manufacturing facilities in the same line of operations. To meeting working capital requirement. To set-up research and development unit for exploring new products. To file Drug Master Files with various regulated and semi regulated overseas markets. To set-up wholly owned foreign subsidiary and make investment in the same. To make investment in existing/new subsidiary Companies for expanding manufacturing/marketing activities. To meet requirements of the Company for general corporate purpose. Till the funds are effectively utilized for the above mentioned purposes, the Board shall keep the funds in the fixed deposits with Banks/units of the mutual funds and/or other short term financial instruments.

### **(III) Maximum number of specified securities to be issued:**

- a. Equity Shares: not exceeding 5,00,00,000 (Five Crores)
- b. Warrants convertible into Equity Shares: 1,55,00,000 (One Crore and Fifty Five Lacs)

**(IV) Kinds of securities offered and the price at which security is being offered and the total number of shares or other securities to be issued:**

The Company has agreed to issue up to 5,00,00,000 equity shares at a price of Rs. 14.75/- each (including premium of Rs. 13.75) and 1,55,00,000 warrants at a price of Rs. 14.75/- each convertible into one equity share each within 18 months from the date of allotment of such warrants.

**(V) The price at which the allotment is proposed:**

The price at which the allotment is proposed is Rs. 14.75/- (Rupees Fourteen and Seventy-five Paise Only) per Equity Share which consists of Re. 1/- (Rupees One Only) as face value and Rs. 13.75 (Rupees Thirteen and Seventy-five Paise Only) as premium per equity share.

The Warrants are also proposed to be issued at Rs. 14.75/- (Rupees Fourteen and Seventy-five Paise Only) out of which 25% will be payable upfront.

**(VI) Basis on which the price of the Preferential Issue has been arrived at along with the report of the registered valuer:**

The price has been arrived at on the basis of the volume weighted average price of the equity shares of the Company for the last 10 trading days up to one day prior to the Relevant Date, in accordance with Regulation 164(1) of the SEBI ICDR Regulations. The same is also in accordance with the valuation report being obtained from Ms. Madhumita Karar, Registered Valuer, [Reg No- IBBI/RV/06/2018/10341] in terms of Regulation 166A of SEBI ICDR Regulations.

**(VII) Relevant Date with reference to which the price has been arrived at:**

The Relevant Date as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for equity shares and warrants to be issued is Thursday, November 30, 2023, being 30 (thirty) days prior to the date of the EGM.

**(VIII) Name and address of the registered valuer**

Ms. Madhumita Karar, Registered Valuer, [Reg No- IBBI/RV/06/2018/10341] having office at Chatterjee International Centre, Flat no.13, 17th floor,33-A, Jawaharlal Nehru Road, Park Street area, Kolkata-700017.

**(IX) The pre issue and post issue shareholding pattern of the Company:**

The pre issue shareholding pattern of the Company as on 30th November, 2023 and the post-issue shareholding pattern (considering full allotment of shares issued on preferential basis and full conversion of warrants) is mentioned herein below:

Sl. No	Category of Shareholders	Pre issue Shareholding		Post Issue Shareholding	
		No. of Shares	% of Shares	No. of Shares	% of Shares
A)	<b>Promoter and Promoter Group</b>				
	(a) Indian	4,18,85,624	23.60	5,73,85,624	23.62
	Individual	48,300	0.03	48,300	0.02
	Bodies corporate	4,18,37,324	23.58	5,73,37,324	23.60
	(b) Foreign	0	0	0	0
	<b>Total Promoter and</b>	<b>4,18,85,624</b>	<b>23.60</b>	<b>5,73,85,624</b>	<b>23.62</b>

	<b>Promoter Group (A)</b>				
<b>B)</b>	<b>Non promoters/ Public Shareholding</b>				
<b>I</b>	<b>Institutional Investors</b>				
	Any other (Institutions (Domestics))	3600	0.00		
<b>II</b>	Government Holding	0	0		
<b>III</b>	<b>Non Institutions</b>				
	(a) Individuals	10,30,10,277	58.05	129910277	53.47
	(b) Body Corporate	2,97,81,582	16.78	4,86,81,582	20.04
	Directors and relatives	0	0	0	0
	(c) Any other (including NRIs & HUFs)	27,66,591	1.56	69,66,591	2.87
	<b>Total Public Shareholding (B)</b>	<b>13,55,62,050</b>	<b>76.40</b>	<b>18,55,62,050</b>	<b>76.38</b>
	<b>Total (A+B)</b>	<b>17,74,47,674</b>	<b>100.00</b>	<b>24,29,47,674</b>	<b>100.00</b>

**(X) Amount which the Company intends to raise by way of issue of equity shares and warrants:**

The Company proposes to raise upto Rs. 96,61,25,000 (Rupees Ninety-six Crores Sixty-one Lacs Twenty-five Thousand Only), from the present issue.

**(XI) The class or classes of persons to whom the allotment is proposed to be made:**

The allotment of Equity Shares will be made to external investors belonging to the public category.

The allotment of warrants convertible into Equity Shares is proposed to be issued to promoters/ members of promoter group.

**(XII) Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the preferential offer:**

**A. Equity Shares**

None of the Promoters, Directors and KMP intend to subscribe to the preferential issue of shares.

**B. Warrants convertible into Equity Shares**

The warrants will be offered to and be subscribed by the promoters and members of promoter group only, in the following manner:

<b>Sl. no.</b>	<b>Name of the Proposed Allottee(s)</b>	<b>No. of warrants to be allotted</b>
1.	Premier Fiscal Services Private Limited	1,55,00,000

**(XIII) The proposed time within which the allotment shall be completed:**

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of the Equity Shares and Warrants on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the Members.

The Warrants shall be converted into Equity Shares of the Company, within 15 days from the exercise of the conversion option by the Warrant Holder, subject to receipt of Warrant Issue Price.

**(XIV) The names of the Proposed Allottee and the percentage of post preferential offer capital that may be held by them:**

**A. Equity Shares -**

S no.	Name of the Proposed Allottee(s)	No. of shares	% of post preferential offer capital
1	JMS Mines & Minerals Pvt. Ltd.	79,00,000	3.25
2	Nirav Maroti	5,00,000	0.21
3	Sumitra Devi Agarwal	45,00,000	1.85
4	Brij Bhushan Agarwal	45,00,000	1.85
5	Shloke Properties & Investments Pvt. Ltd.	10,00,000	0.41
6	Atul Churiwal	20,00,000	0.82
7	Skoll Merchandise Pvt. Ltd.	10,00,000	0.41
8	Nitisha Dakalia	5,00,000	0.21
9	VIVEK KUMAR SINGHAL	20,00,000	0.82
10	DEEPAK KUMAR SINGHAL	17,00,000	0.70
11	NIKITA SINGHAL	16,00,000	0.66
12	DARSHAK SHANTILAL SHAH	17,00,000	0.70
13	YASHODHARA KHAITAN	5,00,000	0.21
14	Isha Khaitan	5,00,000	0.21
15	VIVAYA ENTERPRISES PRIVATE LIMITED	20,00,000	0.82
16	COMPLETION TRADE AND COMMERCE PRIVATE LIMITED	20,00,000	0.82
17	Vidya Tradecon Pvt. Ltd.	50,00,000	2.06
18	Hemant Kumar Jain	40,00,000	1.65
19	Manoj Kumar Dugar- HUF	25,00,000	1.03
20	Sunil Kumar Bhutra- HUF	10,00,000	0.41
21	Meena Mahesh Shah	10,00,000	0.41
22	Rajkumari Manot	3,00,000	0.12



23	Harsh Manot- HUF	3,00,000	0.12
24	Rohit Manot- HUF	4,00,000	0.16
25	Sanjay Kumar Bothra	10,00,000	0.41
26	Aditya Rathi	1,00,000	0.04
27	Deepak Kumar Agarwal	5,00,000	0.21

**B. Warrants -**

S no.	Name of the Proposed Allottee(s)	No. of warrants	% of post preferential offer capital
1	Premier Fiscal Services Private Limited	1,55,00,000	6.38

**(XV) The change in control, if any, in the Company that would occur consequent to the preferential issue:**

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the equity shares.

**(XVI) The number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

During the year, no preferential allotment of any securities has been made to any person.

**(XVII) justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer**

Not Applicable, the preferential allotment will be made for cash.

**(XVIII) Lock-in Period:**

The Equity Shares and warrants to be allotted pursuant to this Preferential Allotment shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations. Any existing equity shares held by the Proposed Allottees shall also be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

**(XIX) Listing:**

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the aforementioned equity shares. The above shares, once allotted, shall rank *pari-passu* with the then existing equity shares of the Company in all respects.

**(XX) Identity of the natural persons who are the ultimate beneficial owners of the shares/warrants proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:**

Sr. No.	Name of the Proposed Allottees	Ultimate Beneficial Owners (If applicable)	Pre Issue Equity holding		No. of equity/warrants to be allotted	Post issue Equity Holding (assuming full subscription of equity shares and conversion of warrants)	
			No. of shares	%		No. of shares	%
1	JMS Mines & Minerals Pvt. Ltd.	Sri Amitabh Das Mundhra	0	0	79,00,000	79,00,000	3.25
2	Nirav Maroti	NA	0	0	5,00,000	5,00,000	0.21
3	Sumitra Devi Agarwal	NA	0	0	45,00,000	45,00,000	1.85
4	Brij Bhushan Agarwal	NA	0	0	45,00,000	45,00,000	1.85
5	Shloke Properties & Investments Pvt. Ltd.	Atul Churiwal SA Family Property Trust	0	0	10,00,000	10,00,000	0.41
6	Atul Churiwal	NA	0	0	20,00,000	20,00,000	0.82
7	Skoll Merchandise Pvt. Ltd.	Dev Vasa	0	0	10,00,000	10,00,000	0.41
8	Nitisha Dakalia	NA	0	0	5,00,000	5,00,000	0.21
9	Vivek Kumar Singhal	NA	0	0	20,00,000	20,00,000	0.82
10	Deepak Kumar Singhal	NA	0	0	17,00,000	17,00,000	0.70
11	Nikita Singhal	NA	0	0	16,00,000	16,00,000	0.66
12	Darshak Shantilal Shah	NA	0	0	17,00,000	17,00,000	0.70
13	Yashodhara Khaitan	NA	0	0	5,00,000	5,00,000	0.21
14	Isha Khaitan	NA	0	0	5,00,000	5,00,000	0.21
15	Vivaya Enterprises Private Limited	Isha Khaitan Yashodhara Khaitan	0	0	20,00,000	20,00,000	0.82

Sr. No.	Name of the Proposed Allottees	Ultimate Beneficial Owners (If applicable)	Pre Issue Equity holding		No. of equity/warrants to be allotted	Post issue Equity Holding (assuming full subscription of equity shares and conversion of warrants)	
			No. of shares	%		No. of shares	%
16	Completion Trade and Commerce Private Limited	Yomil Vakharia Sweta Shroff	0	0	20,00,000	20,00,000	0.82
17	Vidya Tradecon Pvt. Ltd.	Abhay Bhura Anil Bhura	0	0	50,00,000	50,00,000	2.06
18	Hemant Kumar Jain	NA	0	0	40,00,000	40,00,000	1.65
19	Manoj Kumar Dugar- HUF	Manoj Kumar Dugar	0	0	25,00,000	25,00,000	1.03
20	Sunil Kumar Bhutra- HUF	Sunil Kumar Bhutra	0	0	10,00,000	10,00,000	0.41
21	Meena Mahesh Shah	NA	0	0	10,00,000	10,00,000	0.41
22	Rajkumari Manot	NA	0	0	3,00,000	3,00,000	0.12
23	Harsh Manot- HUF	Harsh Manot	0	0	3,00,000	3,00,000	0.12
24	Rohit Manot- HUF	Rohit Manot	0	0	4,00,000	4,00,000	0.16
25	Sanjay Kumar Bothra	NA	0	0	10,00,000	10,00,000	0.41
26	Aditya Rathi	NA	0	0	1,00,000	1,00,000	0.04
27	Deepak Kumar Agarwal	NA	0	0	5,00,000	5,00,000	0.21
28	Premier Fiscal Services Private Limited	Arihant Baid & Usha Baid	3,75,38,000	21.15	5,30,38,000	5,30,38,000	21.83

**(XXI) The current and proposed status of the allottees post the preferential issue namely, promoter or non-promoter:**

Refer XI. There is no change in status of allottees.

**(XXII) Practicing Company Secretary's Certificate:**

A certificate from M/s. Vinod Kothari & Company, Practicing Company Secretary, certifying that the preferential issuance of equity shares and warrants convertible into equity shares is being made in accordance with requirements of SEBI ICDR Regulations shall be placed before the General Meeting of the shareholders. The same is also available at the website of the Company at [www.gennexlab.com](http://www.gennexlab.com)

**(XXIII) Other Disclosures:**

- i. The Company, its Promoters and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1)(i) of the ICDR Regulations are not applicable.
- ii. None of its directors or promoters are fugitive economic offenders as defined under the ICDR Regulations.
- iii. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;
- iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- v. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- vi. The Company is in compliance with the conditions for continuous listing; and
- vii. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of SEBI ICDR Regulations.
- viii. The Proposed Allottees and the promoter and promoter group has not sold any equity shares during 90 trading days preceding the Relevant Date.

The approval of the Members is being sought to enable the Board to issue and allot the Equity Shares and Warrants on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board, accordingly, recommends passing of the Special Resolution as set out in this Notice, for the approval of the Members.

<p><b>Registered Office:</b> Sy. No. 133, IDA Bollaram, Jinnaram Mandal Sangareddy District – 502 325, Telangana</p> <p><b>Place:</b> Hyderabad <b>Date:</b> 07.12.2023</p>	<p><b>By order of the Board of Directors For Gennex Laboratories Limited</b></p> <p style="text-align: right;"><b>Arihant Baid Managing Director DIN: 01171845</b></p>
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