

# VINOD KOTHARI & COMPANY

Practising Company Secretaries

1006-1009, Krishna Building, 224 A.J.C. Bose Road

Kolkata – 700 017, India

Phone: +91 – 33 – 2281 3742 | 4001 0157

Email: [Corplaw@vinodkothari.com](mailto:Corplaw@vinodkothari.com)

Web: [www.vinodkothari.com](http://www.vinodkothari.com)

Unique Code – P1996WB042300

PAN No -AAMFV6726E

Udyog Adhar Number – WB10D0000448

GSTIN:19AAMFV6726E1ZR

## COMPLIANCE CERTIFICATE

(Pursuant to Regulation 163(2), Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 including any amendment/modification thereof)

To

The Board of Directors

**Gennex Laboratories Limited**

Sy. No. 133, IDA Bollaram, Jinnaram

Mandal, Sangareddy District, Telangana – 502325

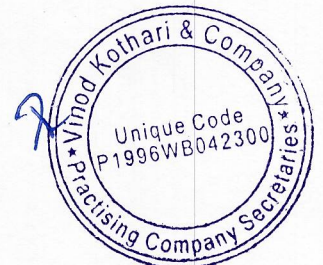
We, Vinod Kothari & Company, Practising Company Secretaries, have been appointed *vide* a letter dated 2nd December, 2023 by Gennex Laboratories Limited (hereinafter referred to as 'Company'), having CIN L24230TG1990PLC011168 and having its Registered Office at Sy. No. 133, IDA Bollaram, Jinnaram Mandal, Sangareddy District, Telangana – 502 325 to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time, (hereinafter referred to as "Regulations").

In accordance with the Regulations, the Company has proposed an issue of 5,00,00,000 (Five Crore) Equity Shares of the Company having face value of Re 1/- each (Rupee One only) to non-promoters/public category investors at a price of Rs. 14.75/- (Rupees Fourteen and Seventy Five Paise only) each, aggregating to Rs. 73,75,00,000/- (Rupees Seventy Three Crore and Seventy Five Lacs only) and 1,55,00,000 (One Crores and Fifty Five Lakhs) share warrants each at a price of Rs. 14.75/- (Rupees Fourteen and Seventy Five Paise only) each aggregating upto Rs. 22,86,25,000/- (Rupees Twenty Two Crores Eighty Six Lacs and Twenty Five Thousand Only) convertible into the Equity Shares of the Company having a face value of Re. 1/- each (Rupee One only) within a period of 18 months (eighteen months) to the promoters and members of promoter Group of the Company ('Proposed Preferential Issue'). The Proposed Preferential Issue was approved at the Meeting of Board of Directors of the

*Mumbai:* 403-406 175 Shreyas Chambers, D.N. Road, Fort, Mumbai-400001

*Delhi:* Nukleus, 501 & 501A, 5th Floor, Salcon Rasvilas, District Centre, Saket, New Delhi, Delhi 110017

*Bengaluru:* 4, Union Street, Infantry Rd, Shivaji Nagar, Bengaluru, Karnataka 560001



# VINOD KOTHARI & COMPANY

Practising Company Secretaries

1006-1009, Krishna Building, 224 A.J.C. Bose Road

Kolkata – 700 017, India

Phone: +91 – 33 – 2281 3742 | 4001 0157

Email: [Corplaw@vinodkothari.com](mailto:Corplaw@vinodkothari.com)

Web: [www.vinodkothari.com](http://www.vinodkothari.com)

Unique Code – P1996WB042300

PAN No -AAMFV6726E

Udyog Adhar Number – WB10D0000448

GSTIN:19AAMFV6726E1ZR

Company held on 2nd December, 2023.

On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the management of the Company, as required under the aforesaid Regulations, we have verified that the issue is being made in accordance with the requirements of these Regulations as applicable to the preferential issue, more specifically, the following:

- i. Memorandum of Association and Articles of Association of the Company;
- ii. The present capital structure including the details of the Authorised, Subscribed, Issued and Paid up share capital of the Company along with the shareholding pattern;
- iii. Resolutions passed at the meeting of the Board of Directors;
- iv. List of Proposed Allottees;
- v. The Relevant Date in accordance with Regulation 161 of the Regulations;
- vi. The statutory registers of the Company and List of shareholders issued by RTA:
  - a. to note that the equity shares are fully paid up.
  - b. all equity shares held by the proposed allottees in the Company are in dematerialised form.
- vii. Disclosures under the SEBI (Prohibition of Insider Trading) Regulations, 2015 & the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, if any, made by proposed allottees during the 90 trading days preceding the relevant date;
- viii. Details of buying, selling and dealing in the Equity Shares of the Company by the proposed allottees, Promoter or Promoter Group during the 90 trading days preceding the relevant date;
- ix. Permanent Account Numbers of the proposed allottees, except those allottees who are exempt from specifying their Permanent Account Number for transacting in the securities market by the Board;
- x. Draft notice of General Meeting, Explanatory Statement :
  - a. to verify the disclosure in Explanatory Statement as required under

**Mumbai:** 403-406 175 Shreyas Chambers, D.N. Road, Fort, Mumbai-400001

**Delhi:** Nukleus, 501 & 501A, 5th Floor, Salcon Rasvilas, District Centre, Saket, New Delhi, Delhi 110017

**Bengaluru:** 4, Union Street, Infantry Rd, Shivaji Nagar, Bengaluru, Karnataka 560001



# VINOD KOTHARI & COMPANY

Practising Company Secretaries

1006-1009, Krishna Building, 224 A.J.C. Bose Road

Kolkata – 700 017, India

Phone: +91 – 33 – 2281 3742 | 4001 0157

Email: [Corplaw@vinodkothari.com](mailto:Corplaw@vinodkothari.com)

Web: [www.vinodkothari.com](http://www.vinodkothari.com)

Unique Code – P1996WB042300

PAN No -AAMFV6726E

Udyog Adhar Number – WB10D0000448

GSTIN:19AAMFV6726E1ZR

Companies Act, 2013 & the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163(1) of the Regulations.

- b. to verify the tenure of the convertible securities of the company that it shall not exceed eighteen months from the date of their allotment. *(if applicable)*
  - c. to verify the lock-in period as required under Regulation 167 of the Regulations
  - d. to verify the terms for payment of consideration and allotment as required under Regulation 169 of the Regulations.
- xi. Computation of the minimum price of the shares to be allotted in preferential issue in accordance with the Regulations;
  - xii. Board/shareholders' resolution and statutory registers to verify that promoter(s) or the promoter group has not failed to exercise any warrants of the Company which were previously subscribed by them; *(if applicable) - not applicable since the Company has not issued any warrants prior to the Proposed Preferential Issue.*
  - xiii. Valuation Report of Independent Registered Valuer for pricing of infrequently traded shares; *(if applicable): Not Applicable*
  - xiv. Valuation Report of the assets done by the Independent Registered Valuer for issuance of securities for consideration other than cash and its submission to the stock exchanges where the equity shares of the Company are listed; *(if applicable): Not Applicable*
  - xv. Verified the relevant statutory records of the company to confirm that:
    - a. It has no outstanding dues to the SEBI, the stock exchanges or the depositories except those whose are the subject matter of a pending appeal or proceeding(s), which has been admitted by the relevant Court, Tribunal or Authority.
    - b. it is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity

**Mumbai:** 403-406 175 Shreyas Chambers, D.N. Road, Fort, Mumbai-400001

**Delhi:** Nukleus, 501 & 501A, 5th Floor, Salcon Rasvilas, District Centre, Saket, New Delhi, Delhi 110017

**Bengaluru:** 4, Union Street, Infantry Rd, Shivaji Nagar, Bengaluru, Karnataka 560001



# VINOD KOTHARI & COMPANY

Practising Company Secretaries

1006-1009, Krishna Building, 224 A.J.C. Bose Road

Kolkata – 700 017, India

Phone: +91 – 33 – 2281 3742 | 4001 0157

Email: [Corplaw@vinodkothari.com](mailto:Corplaw@vinodkothari.com)

Web: [www.vinodkothari.com](http://www.vinodkothari.com)

Unique Code – P1996WB042300

PAN No -AAMFV6726E

Udyog Adhar Number – WB10D0000448

GSTIN:19AAMFV6726E1ZR

shares of the are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder.

***Additional verification in case of preferential issue of shares of companies having stressed assets as per Regulation 164A (if applicable): Not Applicable***

- xvi. disclosures w.r.t. the defaults relating to payment of interest/ repayment of principal amount on loans in terms of SEBI Circular dated November 21, 2019;
- xvii. The Inter-creditor agreement in terms of Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions 2019 dated June 07, 2019:  
**Not Applicable**
- xviii. credit rating report of the financial instruments that it has been downgraded to "D":  
**Not Applicable;**
- xix. Agreement(s)/documents related to arrangement for monitoring the use of proceeds by a public financial institution or by a scheduled commercial bank, which is not a related party to the Company.

It is the responsibility of the Management to comply with the requirements of the Regulations, including the preparation and maintenance of all accounting and other relevant supporting records, designing, implementing and maintaining internal control relevant to preparation of Notice and explanatory statement, determination of relevant date & minimum price of shares and making estimates that are reasonable in the circumstances.

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We are not expressing any opinion on the price computed / calculated and/or the price at which the

*Mumbai:* 403-406 175 Shreyas Chambers, D.N. Road, Fort, Mumbai-400001

*Delhi:* Nukleus, 501 & 501A, 5th Floor, Salcon Rasvilas, District Centre, Saket, New Delhi, Delhi 110017

*Bengaluru:* 4, Union Street, Infantry Rd, Shivaji Nagar, Bengaluru, Karnataka 560001



# VINOD KOTHARI & COMPANY

Practising Company Secretaries

1006-1009, Krishna Building, 224 A.J.C. Bose Road

Kolkata – 700 017, India

Phone: +91 – 33 – 2281 3742 | 4001 0157

Email: [Corplaw@vinodkothari.com](mailto:Corplaw@vinodkothari.com)

Web: [www.vinodkothari.com](http://www.vinodkothari.com)

Unique Code – P1996WB042300

PAN No -AAMFV6726E

Udyog Adhar Number – WB10D0000448

GSTIN:19AAMFV6726E1ZR

shares are being issued by the Company.

4. For the purpose of concluding the status of trading by the proposed allottees 90 trading days prior to the relevant date in the Shares of the Company, we have relied upon the undertaking given by all the proposed allottees and the statement given by the RTA of the Company.
5. This certificate is solely for the intended purpose of compliance in terms of aforesaid Regulations and for your information and it is not to be used, circulated, quoted or otherwise referred to for any other purpose other than compliance with the aforesaid Regulations.

#### Certification:

Based on our examination of such information/documents and explanation furnished to us by the management and employees of the Company and to the best of our knowledge and belief, we hereby certify that the Proposed Preferential Issue is being made in accordance with the requirements of the Regulations.

Date:07.12.2023

Place: Kolkata

For Vinod Kothari and Company,

Practicing Company Secretaries

*Pammy Jaiswal*  
MS. Pammy Jaiswal

Membership No. - A48046

COP No. – 18059

UDIN - A048046E002872461



*Mumbai:* 403-406 175 Shreyas Chambers, D.N. Road, Fort, Mumbai-400001

*Delhi:* Nukleus, 501 & 501A, 5th Floor, Salcon Rasvilas, District Centre, Saket, New Delhi, Delhi 110017

*Bengaluru:* 4, Union Street, Infantry Rd, Shivaji Nagar, Bengaluru, Karnataka 560001