

NOTICE

NOTICE is hereby given that the **18th Annual General Meeting** of BIOGENOMICS LIMITED will be held on Wednesday at 4 P.M. on 23rd September 2020 at the corporate office situated at First Floor, Kothari Compound, Opp. Tikuji Ni Wadi, Thane west 400610 India to transact the following business:

ORDINARY BUSINESS:

1. To consider, approve and adopt the Audited Financial Statements of the Company comprising the Balance Sheet as on March 31, 2020, Statement of Profit & Loss and Cash Flow Statement and Notes thereto for the financial year ended on March 31, 2020 together with the Report of the Board of Directors and Auditors' thereon
2. To appoint Mr. Sulaiman Mohamed Ali Al Barwani (holding DIN 1788211), as Director, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Mr. Sushil Srivastava (holding DIN 02284974), as Director, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Mr. Mohamed Al Barwani (holding DIN 01788158), as Director, who retires by rotation and being eligible, offers himself for re-appointment.
5. 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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. Ford Rhodes Parks & Co. LLP Chartered Accountants Mumbai (Registration No. 102860W / W100089) be and is hereby reappointed as Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of Annual General Meeting of the Company to be held in the year 2022, subject to ratification by the Members at every Annual General Meeting, at such remuneration plus service tax as applicable and reimbursement of out of pocket expenses in connection with the audit as the Board of Directors may fix in this behalf.”

SPECIAL BUSINESS

6. Re-appointment of Dr. Sanjay Sonar as a Whole – Time Director of the Company.

To consider and if thought fit to pass with or without modification(s), the following resolution as an special resolution:

“RESOLVED THAT pursuant to Section 196, 197, 198 read with schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification and re-enactment for time being in force), Dr. Sanjay Sonar, Whole Time Director of the Company be and is hereby re-appointed as a Whole Time Director of the Company for a further term of 3 years on the terms and remuneration as mentioned herein:

I. Tenure:

The term of Dr. Sanjay Sonar as Whole-time Director of the Company shall be for a period of 3 years from July 1, 2020 to June 30, 2023.

II. Remuneration:

A) Fixed Compensation - Fixed Compensation shall include Basic Salary and Gratuity. The Basic Salary of Mr. Sanjay Sonar shall be in the range of Rs. 200,000/- to Rs. 400,000/- per month. The annual increments will be decided by the Board of Directors within the range mentioned herein and limit prescribed under the Companies Act, 2013. Gratuity shall be evaluated as per Income Tax Rules, wherever applicable. In absence of any such rules, it shall be according to the rules of the Company, in force from time to time.

B) Perquisites & Allowances – In addition to Fixed Compensation Dr. Sanjay Sonar shall be entitled to allowances including House Rent Allowance, Transport Allowances, Medical Allowances and other allowances as per rules of the Company which shall be within the range of Rs. 300,000/- to Rs. 600,000/- per month.

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable. In absence of any such rules, perquisites shall be evaluated at cost.

C) Performance Linked Variable Remuneration (PLVR): Dr. Sanjay Sonar shall additionally be eligible for annual PLVR as may be decided by the Board, in accordance with the Scheme applicable to other employees of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of services of the Whole-time Director, the remuneration of Dr. Sanjay Sonar

shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013, as applicable from time to time.”

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

7. Re- appointment of Dr. Archana Krishnan as Whole Time Director of the Company.

To consider and if thought fit to pass with or without modification(s), the following resolution as an special resolution:

“RESOLVED THAT pursuant to Section 196, 197, 198 read with schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification and re-enactment for time being in force), Dr. Archana Krishnan, Whole Time Director of the Company be and is hereby re-appointed as a Whole Time Director of the Company for a further term of 3 years on the terms and remuneration as mentioned herein:

III. Tenure:

The term of Dr. Archana Krishnan as Whole-time Director of the Company shall be for a period of 3 years from July 1, 2020 to June 30, 2023

IV. Remuneration:

A) Fixed Compensation - Fixed Compensation shall include Basic Salary and Gratuity. The Basic Salary of Mr. Sanjay Sonar shall be in the range of Rs. 200,000/- to Rs. 400,000/- per month. The annual increments will be decided by the Board of Directors within the range mentioned herein and limit prescribed under the Companies Act, 2013. Gratuity shall be evaluated as per Income Tax Rules, wherever applicable. In absence of any such rules, it shall be according to the rules of the Company, in force from time to time.

B) Perquisites & Allowances – In addition to Fixed Compensation Dr. Archana Krishnan shall be entitled to allowances including House Rent Allowance, Transport Allowances, Medical Allowances and other allowances as per rules of the Company which shall be within the range of Rs. 300,000/- to Rs. 600,000/- per month.

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable. In absence of any such rules, perquisites shall be evaluated at cost.

C) Performance Linked Variable Remuneration (PLVR): Dr. Archana Krishnan shall additionally be eligible for annual PLVR as may be decided by the Board, in accordance with the Scheme applicable to other employees of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of services of the Whole-time Director, the remuneration of Dr. Archana Krishnan shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013, as applicable from time to time.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

8. Re-appointment of Mr. Ranjan Mogre (Din No. 1756856) as an Independent Director of the Company.

To consider and if thought fit to pass with or without modification(s), the following resolution as an special resolution:

“ **RESOLVED THAT** pursuant to section 149,152 & 160 read with Schedule IV and any other applicable provisions of the Companies act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time, Mr. Ranjan Mogre (Din No. 1756856) who holds office of Independent Director upto 31st March, 2020 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 re-appointment for a second term under the provision of Companies Act, 2013 and rules made thereunder and in respect to whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 1st April, 2020 to 31st March 2025.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

9. Re-appointment of Mr. Vijayanand Bhate(Din No. 05238248) as an Independent Director of the Company.

To consider and if thought fit to pass with or without modification(s), the following resolution as an special resolution:

“ **RESOLVED THAT** pursuant to section 149,152 & 160 read with Schedule IV and any other applicable provisions of the Companies act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time, Mr. Vijayanand Bhate (Din No. 05238248) who holds office of Independent Director upto 31st March, 2020 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 re-appointment for a second term under the provision of Companies Act, 2013 and rules made thereunder and in respect to whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 1st April, 2020 to 31st March 2025.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

For and on behalf of the Board of Directors of

M/s. BIOGENOMICS LIMITED



Place: Thane
Date: 2nd Sept 2020

Pooja Somani
Company Secretary
ACS 33105

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and proxy need not be a member of the Company.
2. Proxies, in order to be effective should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the meeting.

**ANNEXURE TO NOTICE:
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

ITEM NO.6

Dr. Sanjay Sonar was appointed as the Whole- Time Director of the Company by the Members of the Company at the AGM held on 25th September, 2015 to hold office from 1st July, 2015 to 30th June, 2020. The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee and taking into account the need for providing advice, guidance and mentorship to the Company's management, approved the re-appointment of Dr. Sanjay Sonar as Whole- Time Director of the Company, liable to retire by rotation, for a period of 3 years with effect from 1st July 2020 to 30th June 2023 subject to the approval of Members.

Dr. Sanjay Sonar has a Ph.D. from the Indian Institute of Technology (IIT) Powai, Mumbai in Protein Engineering and Purification. He did his post-doctoral work with Dr. Kenneth Rothschild, Boston University where he also worked in a close collaboration with Prof. Har Gobind Khorana, Nobel Laureate at Massachusetts Institute of Technology (MIT). Dr. Sonar is one of the Founder-Directors of Biogenomics. His core expertise lies in Protein engineering with special emphasis on Process scale protein folding, Protein Purification, Protein Characterization and Downstream Process Optimizations for Biologics.

Dr. Sanjay Sonar was re-appointed as Whole Time Director in 2015 for a term of 5 years expiring in 2020 therefore his reappointment has to be considered in this meeting. The Board considers it desirable that the company should avail services of Dr. Sonar and accordingly commends the resolution for approval by the members.

Additional information required under Schedule V, is as stated below:

GENERAL INFORMATION

Nature of Industry: Company is engaged in the business of conducting Research & Development and sale of Biotechnology product.

Date or expected date of commencement of commercial production: Company is already in operation

INFORMATION ABOUT THE APPOINTEE

Background details: Prior to Biogenomics, he was one of the Founder-Directors of Molecular Diagnostics Pvt. Ltd, India's first private-sector diagnostic laboratory exclusively focused on Molecular Pathology.

Recognition or awards: He has successfully completed Downstream Process Development work for over a dozen microbial and human products. Dr. Sonar has over 25 publications to this credit in journals such as Nature and Proc. Natl. Acad. Sci., and also holds over 20 patents.

Job profile and his suitability: He did his post-doctoral work with Dr. Kenneth Rothschild, Boston University. Dr. Sonar is one of the Founder-Directors of Biogenomics. His core expertise lies in Protein engineering with special emphasis on Process scale protein folding, Protein Purification, Protein Characterization and Downstream Process Optimizations for Biologics.

OTHER INFORMATION

Reason of loss or inadequate profits: Biogenomics Limited is a pharmaceutical company engaged in the research and clinical trials of various drugs. The legal requirement for pharmaceutical companies is too stringent and various permission and trials take time for launching the product in the market. Therefore the company in the initial stage of production which is a minor percentage of its actual capacity therefore there are losses in the current period.

FOR ITEM NO. 7

Dr. Archana Krishnan was appointed as the Whole- Time Director of the Company by the Members of the Company at the AGM held on 25th September, 2015 to hold office from 1st July, 2015 to 30th June, 2020. The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee and taking into account the need for providing advice, guidance and mentorship to the Company's management, approved the re-appointment of Dr. Archana Krishnan as Whole- Time Director of the Company, liable to retire by rotation, for a period of 3 years with effect from 1st July 2020 to 30th June 2023 subject to the approval of Members.

Dr. Archana Krishnan is one of the Founder-Directors at Biogenomics. She has over 15 years of experience in molecular biology and protein science. Her core expertise is in Molecular Biology, Strain Development for Biopharmaceuticals and the Upstream Production in Biopharmaceutical manufacturing and scale-up. She has successfully completed strain development and Upstream Process Development for over a dozen Microbial and Mammalian products. She has developed Novel Platform technologies for the development and production processes at Biogenomics. She has several related patents and publications to her credit.

Dr. Archana Krishnan was appointed as Whole Time Director in 2015 for a term of 5 years expiring in 2020 therefore the reappointment has to be considered in this meeting. The Board considers it desirable that the company should avail services of Dr. Krishnan and accordingly commends the resolution for approval by the members. Dr. Krishnan is not related to any other Director of the Company.

Additional information required under Schedule V, is as stated below:

GENERAL INFORMATION

Nature of Industry: Company is engaged in the business of conducting Research & Development and sale of Biotechnology product.

Date or expected date of commencement of commercial production: Company is already in operation.

INFORMATION ABOUT THE APPOINTEE

Background details: Prior to Biogenomics, he was one of the Founder-Directors of Molecular Diagnostics Pvt. Ltd, India's first private-sector diagnostic laboratory exclusively focused on Molecular Pathology.

Recognition or awards: Dr. Krishnan has a Masters in Biochemistry for MS University of Baroda, where she was the University Gold Medalist. She obtained a doctorate from the Center of DNA Fingerprinting and Manipal University.

Job profile and his suitability: Dr. Krishnan is one of the Founder-Directors at Biogenomics. She has over 15 years of experience in molecular biology and protein science. Her core expertise is in Molecular Biology, Strain Development for Biopharmaceuticals and the Upstream Production in Biopharmaceutical manufacturing and scale-up. She has successfully completed strain development and Upstream Process Development for over a dozen Microbial and Mammalian products. She has developed Novel Platform technologies for the development and production processes at Biogenomics. She has several related patents and publications to her credit.

OTHER INFORMATION

Reason of loss or inadequate profits: Biogenomics Limited is a pharmaceutical company engaged in the research and clinical trials of various drugs. The legal requirement for pharmaceutical companies is too stringent and various permission and trials take time for launching the product in the market. Therefore the company in in the initial stage of production, which is a minor percentage of its actual capacity, therefore there is losses in the current period.

ITEM NO.8 & 9

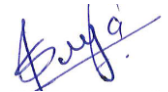
Mr. Ranjan Mogre and Mr. Vijayanand Bhate were appointed as Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013 ("the Act) read with Companies (Appointment and Qualification of Directors) Rules, 2014 by the Shareholders at the Annual General Meeting held on 25th September, 2015 to hold office upto 31st March, 2020 (" first term as per the explanation to section 149 (10) and 149(11) of the Act).

The Nomination and Remuneration Committee at its Meeting held on 7th August, 2020 after taking into account the performance evaluation of these Independent Directors, during their term of five years and considering the knowledge, expertise and experience in their respective fields and the substantial contribution made by these Directors during their tenure as an Independent Director since their appointment, has recommended to the Board that continued association of these Directors as an Independent Directors would be in the interest of the Company. Based on the above, the Nomination & Remuneration Committee and the Board has recommended the re-appointment of these Directors as Independent Directors on the Board of the Company, to hold office for the second term of five consecutive years commencing from 1st April, 2020 upto 31st March, 2025 and not liable to retire by rotation.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mr. Ranjan Mogre and Mr. Vijaynanad Bhate for their appointment to the office of Independent Directors.

For and on behalf of the Board of Directors of

M/s. BIOGENOMICS LIMITED



Place: Thane

Date: 2nd Sept 2020

Pooja Somani
Company Secretary
ACS 33105