

32nd ANNUAL REPORT 2016-17



GENNEX LABORATORIES LIMITED

(GENNEX You Can Trust)



BOARD OF DIRECTORS

Mr. Arihant Baid	–	<i>Managing Director</i>
Mr. T.M. Gopalakrishnan	–	<i>Whole-time Director</i>
Mr. Y. Ravinder Reddy	–	<i>Independent Director</i>
Ms. Sadhana Bhansali	–	<i>Independent Director</i>
Mr. Dipankar Dasgupta	–	<i>Independent Director</i>

CHIEF FINANCIAL OFFICER

Mr. Laxmipat Baid

REGISTERED OFFICE & WORKS

Sy. No. 133, Bollaram, Jinnaram Mandal
Sangareddy District – 502 325.
Telangana.

CORPORATE OFFICE

‘Akash Ganga’, 3rd Floor
Plot # 144, Srinagar Colony
Hyderabad – 500 073. Telangana.

STATUTORY AUDITORS

M/s. Laxminiwas & Jain
Chartered Accountants
5-4-726, Nampally Station Road
Hyderabad – 500 001.

SECRETARIAL AUDITOR

B S S & Associates
Company Secretary
Parameswara Apartments
6-3-626, 5th Floor, 5-A
Anand Nagar, Khairatabad
Hyderabad – 500 004.

REGISTRAR & SHARE TRANSFER AGENTS

R&D Infotech Pvt. Ltd.
1st Floor, 7A, Beltala Road
Naresh Mitra Sarani
Kolkata – 700 026.

BANKERS

State Bank of Hyderabad
Overseas Branch, Somajiguda
Hyderabad – 500 082.

Website: www.gennexlab.com
CIN: L24230TG1990PLC011168
Stock Exchange: Bombay Stock Exchange
ISIN: INE509C01026



NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the Members of GENNEX LABORATORIES LIMITED will be held on Thursday, September 28, 2017 at 11:30 a.m. at Registered office of the company situated at Sy. No. 133, IDA Bollaram, Jinnaram Mandal, Sangareddy District - 502 325, Telangana, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements for the Financial Year ended 31st March, 2017 together with the Reports of the Directors and Auditors thereon and in this regard pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Accounts of the Company containing the Balance Sheet and the Statement of Profit & Loss for the year ended 31st March, 2017 together with their Annexures and the Reports of the Auditors and Directors thereon be and are hereby received, considered, approved and adopted.”

2. To appoint a Director in the place of Mr. Arihant Baid (DIN:01171845), who retires by rotation and being eligible, offers himself for re-appointment and in this regard to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Arihant Baid (DIN:01171845) be and is hereby re-appointed as Director liable to retire by rotation.”

3. Appointment of Auditors

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and based on the recommendations of the Audit Committee and the Board of Directors, approval of Members be and is hereby

accorded to the appointment of M/s. Vinay Karwa & Associates, Chartered Accountants (Firm Registration No. 016994S) as Statutory Auditors of the Company, in place of retiring auditors M/s. Laxminiwas & Jain, Chartered Accountants (Firm Registration No.001859S), to hold office from the conclusion of this 32nd Annual General Meeting (AGM) until the conclusion of the 37th AGM, for a period of 5 years, and subject to ratification by members at every Annual General Meeting and at such remuneration and out of pocket expenses, as may be decided and approved by the Audit Committee and Board of Directors of the Company.”

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Section 143(8) and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force). The approval of the Board be and is hereby accorded to the Appointment of M/s. R. Pogalia & Company, Chartered Accountants (Firm Registration No. 318188E) as Branch Auditors to hold office from the conclusion of this meeting until the conclusion of the 33rd Annual General Meeting to be held for the financial year 2017-18 on such remuneration as may be determined by the Board of Directors.

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

Arihant Baid
Managing Director
(DIN 01171845)

Place:Hyderabad

Date :August 26, 2017

Registered Office:

Sy.No. 133, IDA Bollaram, Jinnaram Mandal,
Sangareddy District - 502 325, Telangana
Email id: investorrelations@gennexlab.com

**NOTES**

1. The statements pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Ordinary/ Special business set out in the Notice and Secretarial Standard on General Meetings (SS- 2), wherever applicable, are annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote on poll instead of himself/herself and a Proxy need not be a Member of the Company. The instrument appointing a proxy in order to be effective, should be deposited at the Registered Office of the Company duly completed and signed, not less than forty-eight hours before the commencement of the meeting.
3. A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a Proxy and such person shall not act as Proxy for any other person or member. A Proxy form is enclosed herewith.
5. Corporate Members intending to send their respective authorized representative are requested to send a duly certified copy of the Board/Governing Body resolution authorizing such representative to attend and vote at the Annual General Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of Listing Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2017 to 27th September, 2017 (both days inclusive).
8. Pursuant to Secretarial Standard on General Meeting (SS- 2) in respect of the Directors seeking appointment at the Annual General Meeting, forms integral part of the Notice. The Directors have furnished the requisite declarations for their appointment.
9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members who are holding shares in physical forms are requested to notify changes in their respective address/Bank Mandate/ National Electronic Clearing Service (NECS) details, if any, to Company's Registrar i.e. R&D Infotech (P) Ltd., 1st Floor, 7A, Beltala Road, Naresh Mitra Sarani, Kolkata – 700 026. Beneficial owners holding shares in electronic form are requested to intimate change in address/Bank Mandate/ National Electronic Clearing Service (NECS) details, if any, to their respective Depository Participants (DP). Members are requested to register/ update their e-mail addresses with the Registrar in case of shares held in physical form and with their respective Depository Participants in case shares are held in electronic form.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.
SEBI has also mandated, that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company.
11. Electronic copy of the Annual Report for the Financial Year 2016-17 along with the Notice of the 32nd Annual General Meeting of the Company (including Attendance Slip, Proxy Form and Route Map) is being sent to all the members whose email IDs are registered with the Registrar/Depository Participant(s) unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the Financial Year 2016-2017 along with Notice of the 32nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent by other permissible modes.
12. Members may also note that the Notice of the 32nd Annual General Meeting and the Annual Report for the Financial Year 2016-17 will also be available on the Company's website



www.gennexlab.com and on the website of the Registrar www.rndinfotech.org for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Hyderabad for inspection during normal business hours on all working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by any permissible mode free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investorrelations@gennexlab.com.

13. Pursuant to the provisions of Section 72 of the Companies Act 2013, the member(s) holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Member(s) holding shares in demat form may contact their respective Depository Participant for availing this facility
14. All documents referred to in the Notice and explanatory statement are open for inspection at the Registered Office of the Company during normal business hours on all working days.
15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and Register of Contracts or Arrangements in which Directors are interested under section 189 will be made available for inspection by members of the Company at the meeting.
16. To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with M/s R&D Infotech (P) Ltd.
17. Members are requested to bring their copy of the Annual Report with them at the AGM and also bring the attendance slip duly filled and signed and submit at the entrance of the venue.
18. In compliance with Pursuant to Section 108 of the Companies Act, 2013, read with Rules 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company has provided a

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

19. Voting through electronics means:

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

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

During the e-voting period, Members of the Company holding shares either in physical form or dematerialized form, as on the cut-off date (record date) i.e., (Friday, September 22, 2017), may cast their votes electronically.

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

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form



can be downloaded from the link <https://www.evoting.nsdl.com> or www.gennexlab.com. Voting either through electronic voting system or ballot or polling paper will be available at the meeting for the members attending the meeting who have not cast their vote by remote e voting. Members who have cast their vote by remote e voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote at the AGM.

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

1. Open the attached PDF file “e-Voting.pdf” giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your “User ID” and “Password for e-voting”. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on “Shareholder - Login”.
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof
6. Home page of remote “e-Voting” opens. Click on e-Voting: Active Voting Cycles
7. Select EVEN (E-Voting Event Number) of GENNEX LABORATORIES LIMITED. Members can cast their vote online from September 25, 2017 (9:00 am) till September 27, 2017 (5:00 pm).
8. Now you are ready for “e-Voting” as “Cast Vote” page opens.
9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI, etc.) are also required to

send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail rbhattad@gmail.com with a copy marked to evoting@nsdl.co.in

General instructions:

- a. The e-voting period commences on September 25, 2017 (09.00 am) and ends on September 27, 2017 (5.00 pm). During this period shareholders of the Company may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a Resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- b. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd September, 2017 may obtain the login ID and password by sending a request at evoting@nsdl.co.in.
- c. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- d. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- e. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2017.
- f. Mr. B. Ramesh Kumar, Practicing Chartered Accountant has been appointed by the Company to act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- g. The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of ballot paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- h. The Scrutinizer shall after the conclusion of voting at the General Meeting, will first count the votes cast at the Meeting and thereafter



unlock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- i. The results declared along with the Scrutinizer's Report shall be placed on the Company's website viz., www.gennexlab.com and on the website of NSDL and BSE after AGM.

All the documents referred to in the accompanying Notice and the Statement pursuant to Section 102 (1) of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during business hours on all working days up to date of declaration of the result of the 32nd Annual General Meeting of the Company.

Other information:

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

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

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

Name of the Director	Arihant Baid
DIN	01171845
Date of Birth	25.05.1986
Age	31 years
Qualification	BBA (MIB)
Experience	Rich experience in managing business relating to Pharmaceuticals, Bio-technology and Education Sectors
Relationship with other director/Manager and other KMP	No relationship
No of Shares held	100
Directorships of other Boards	1. India Securities Broking Pvt. Ltd. 2. Regent Commodities Broking Pvt. Ltd. 3. Regenet Finance Corporation Pvt. Ltd. 4. Prudential Holdings Pvt. Ltd. 5. Pincha Estate Development Pvt. Ltd. 6. Premier Fiscal Services Pvt. Ltd. 7. Premier Industries & Commercial Credit Pvt. Ltd. 8. VAB Realty Pvt. Ltd.
Membership/Chairmanship of Committees of other Board	NIL

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

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

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

Arihant Baid
Managing Director
(DIN 01171845)

Place:Hyderabad

Date :August 26, 2017

Registered Office:

Sy.No. 133, IDA Bollaram, Jinnaram Mandal,

Sangareddy District - 502 325, Telangana

Email id: investorrelations@gennexlab.com

ANNEXURE TO NOTICE OF AGM

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

Item No. 4

M/s. R. Pugalia & Company, Chartered Accountants (Firm Registration No. 318188E) as Branch Auditors of ‘Gennex Laboratories Limited’, to audit the Branch Office(s) for the Three (3) Financial Years 2017-18, 2018-19 and 2019-20. Rule 3(7) of Companies (Audit and Auditors) Rules, 2014 states that the appointment of the auditor shall be subject to ratification by the Members at every Annual General Meeting till the expiry of the term of the Auditor. In view of the above, the appointment of M/s. R. Pugalia & Company, Chartered Accountants, as the Branch Auditors of ‘Gennex Laboratories Limited’ from the conclusion of this Meeting until the conclusion of the Annual General Meeting to be held for the Financial Year 2017-18 is being placed for Members’ ratification. The Board commends the passing of the Ordinary Resolution at Item No. 4 of the accompanying Notice for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

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

Arihant Baid
Managing Director
(DIN 01171845)

Place:Hyderabad
Date :August 26, 2017

Registered Office:

Sy.No. 133, IDA Bollaram, Jinnaram Mandal,
Sangareddy District - 502 325, Telangana
Email id: investorrelations@gennexlab.com

**DIRECTORS' REPORT**

Your Directors are pleased to present the 32nd Annual Report and the Audited Financial Statements for the Financial Year ended 31st March, 2017.

1. Financial Results (Rs. in Lakhs)

	31.03.2017	31.03.2016
Total Revenue	4202.61	3877.03
Profit before finance cost, depreciation and tax expense	464.56	441.10
Finance cost	70.54	50.38
Profit before depreciation and tax expense	394.02	390.72
Depreciation	83.94	83.60
Profit before tax expense	310.08	303.34
Tax expense	39.64	69.64
Net Profit for the year	270.44	233.69
Profit brought forward from earlier year	808.00	574.31
Profit available for appropriation	1078.43	808.00

State of the Company's Affairs

Your Directors wish to present the details of Business operations done during the year under review:

Your Company has recorded a total Revenue of Rs. 4202.61 lakhs as against Rs. 3877.03 lakhs in the previous year, and the company has recorded the Profit before Finance Cost, Depreciation and Tax Expenses of Rs. 464.56 lakhs (2016-17) as against Rs.441.10 lakhs (2015-16). In the current year the Net profit is Rs.270.44 Lakhs against the previous year 233.69 lakhs. There is steep increase in the Turnover and Profit during the year under review and the all efforts are being made to make the Company to be reckoned with in the Pharma Arena and your Directors are hopeful of the our Company would be making better performances with higher turnover and profits in the coming years too.

Future Outlook

The Management of the Company is making all its efforts for adding additional APIs for manufacturing by enhancing the production capacities and increased R & D efforts for which the management is also exploring the possibilities of various options to raise the required funds.

The Management of the Company is pleased to inform that it has processed its application for Environmental Clearance from Ministry of Environment and Forest and is confident of obtaining MoEF Clearance by the end of September 2017 and CFE approval from Pollution Control Board by end-October, 2017. Management is making all its efforts in bringing the unit at Zaheerabad operational by April, 2018, wherein the Management is looking for establishing an US (FDA) approved Plant with also approvals from EDQM and TGA (Therapeutic Goods Administration) for manufacturing High Value Low Volume and Low Volume High Value Active Pharmaceutical Ingredients (APIs). As soon as the unit becomes operational, the Management is confident of giving Gennex an International presence. The management is exploring various options to raise the required funds to make the unit operational.

Share Capital:**Authorized Share Capital**

During the year under review, there was no change in authorized share capital of the Company. Authorized share capital of the company as on March 31, 2017 was Rs.16,00,00,000/-, comprising of 16,00,00,000 equity shares of Re.1/- each.

Paid-up Share Capital

During the year under review, there was no change in paid up share capital of the Company. Paid up share capital of the company as on March 31, 2017 was Rs. 12,65,03,000, comprising of 12,65,03,000 equity shares of Re.1.

Buy Back of Securities

The Company has not bought back any of its securities during the year under review.