

Dear Shareholder's
Greetings!!

14th Annual General Meeting

Date	26/09/2021
Day	Sunday
Time	11.30A.M

Please Note the Annual Reports of Regenix Drugs Limited is available in the following link
<https://www.regenix.in/>

Regd Off: "Jamal Sonu Terrace", #42/1, Loganathan Nagar, 1stStreet, 100 Feet road, Choolaimedu,
600094, Tamilnadu, India, CIN: U24232TN2007PLC063446, Ph: 91 44 2361 5411, 12 &13, 42846962
Fax: +91 44 4284 6861, mail: info@regenix.inWeb:www.regenix.in

NOTICE TO SHAREHOLDERS

Notice is hereby given that the **14thAnnual General Meeting** of the Members of **REGENIX DRUGS LIMITED** will be held on Sunday, the 26th day of September, 2021, at 11.30 A.M through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") at Hotel Green Park, 183, N.S.K Salai, Vadapalani, Chennai, 600026, Tamilnadu, India to transact the following business:

Ordinary Business

1. To consider and adopt:
 - (a) The audited standalone financial statement of the Company for the financial year ended March 31, 2021, the reports of the Board of Directors and Auditors thereon; and
 - (b) The audited consolidated financial statement of the Company for the financial year ended March 31, 2021
2. To appoint a Director in place of Dr.Gunasekaran Raju (DIN:01951733) who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Mrs.Malathi Ramamurthy (DIN:01965601) who retires by rotation and being eligible, offers herself for reappointment.
4. To appoint a Director in place of Mr.Devanathan Arvind (DIN:02038256) who retires by rotation and being eligible, offers himself for reappointment

Special Business

5. Appointment of Mrs.M.Samini (DIN:09057104), as a Director and designated as Whole-time Director and in this regard to consider and if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mrs.M.Samini (DIN:09057104), who was appointed as an Additional Director of the Company by the Board of Directors, pursuant to Section 161 of the Companies Act, 2013 (including any amendment there to re-enactment thereof), holds office up to the date of ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Director of the Company."

"RESOLVED FURTHER THAT in accordance with the recommendations of the Nomination and Remuneration Committee of the Board of Directors and pursuant to the provisions of section 196, 197 read with Schedule V and all other applicable provisions of the companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) the Company confirms appointment of Mrs.M.Samini (DIN:09057104), as Whole-time Director for a period of 5 (Five) years with effect from June 21, 2021 on the following terms and conditions including remuneration as recommended by the Nomination & Remuneration Committee, with liberty to the Board of Directors to alter and vary the terms and conditions of the said remuneration as it may deem fit and as may be acceptable to Mrs.M.Samini (DIN:09057104)

- a) Salary at the rate of Rs.2,00,000/- (Rupees Two Lakhs Only) per month, with power to Board for suitable amendment from time to time.
- b) All other terms and conditions as applicable to employees of the Company.
- c) Mrs.M.Samini (DIN:09057104), Whole-time Director be indemnified against all claims and liabilities for acts done in good faith and in the best interest of the company".

RESOLVED FURTHER THAT the above Remuneration and perquisites be paid to Mrs.Samini (DIN:09057104), as minimum remuneration in case of absence or in adequacy of profits in any financial year of the Company during her term of office, subject however, the said remuneration and perquisites shall be governed by and accordingly be within the limits in section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT during the tenure as Whole-time Director Mrs.M.Samini (DIN:09057104), shall be entitled to be paid / re-imbursed by the Company all costs, charges and expenses as may be incurred by him for the purpose of or on behalf of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Directors of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary.

6. Appointment of Mrs.Krishnamoorthy Nirosha (DIN:09056949), as Director & CFO and in this regard to consider and if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mrs.Krishnamoorthy Nirosha (DIN:09056949), who was appointed as an Additional Director of the Company by the Board of Directors, pursuant to Section 161 of the Companies Act, 2013 (including any amendment there to re-enactment thereof), holds office up to the date of ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Director of the Company.”

“RESOLVED FURTHER THAT in accordance with the recommendations of the Nomination and Remuneration Committee of the Board of Directors and pursuant to the provisions of section 196, 197 read with Schedule V and all other applicable provisions of the companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) the Company confirms appointment of Mrs.Krishnamoorthy Nirosha (DIN:09056949), as Director & CFO for a period of 5 (Five) years with effect from June 21, 2021 on the following terms and conditions including remuneration as recommended by the Nomination & Remuneration Committee, with liberty to the Board of Directors to alter and vary the terms and conditions of the said remuneration as it may deem fit and as may be acceptable to Mrs.Krishnamoorthy Nirosha (DIN:09056949)

- a) Salary at the rate of Rs.2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) per month, with power to Board for suitable amendment from time to time.
- b) All other terms and conditions as applicable to employees of the Company.
- c) Mrs.Krishnamoorthy Nirosha (DIN:09056949), as Director & CFO, be indemnified against all claims and liabilities for acts done in good faith and in the best interest of the company”.

RESOLVED FURTHER THAT the above Remuneration and perquisites be paid to Mrs.Krishnamoorthy Nirosha (DIN:09056949), as minimum remuneration in case of absence or in adequacy of profits in any financial year of the Company during her term of office, subject however, the said remuneration and perquisites shall be governed by and accordingly be within the limits in section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT during the tenure as Director & CFO Mrs.Krishnamoorthy Nirosha (DIN:09056949), shall be entitled to be paid / re-imbursed by the Company all costs, charges and expenses as may be incurred by him for the purpose of or on behalf of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Directors of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary.

7. Appointment of Mr.Guhan Ramamurthy (DIN:09057147), as Director (Non Executive & Non Independent) and in this regard to consider and if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr.Guhan Ramamurthy (DIN:09057147), who was appointed as an Additional Director of the Company by the Board of Directors, in accordance with the recommendations of the Nomination and Remuneration Committee of the Board of Directors and pursuant to Section 161 of the Companies Act, 2013 (including any amendment there to re-enactment thereof), holds office up to the date of ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, whose period of office will be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Director/ Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary.

By Order of the Board of Directors
For REGENIX DRUGS LIMITED


Dr.A.Ramamurthy
Managing Director
(DIN: 00446203)

Place: Chennai
Date: 30/08/2021

Notes:

1. In view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide its General Circular No.14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No.20/2020 dated May 5, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No.33/2020 dated September 28, 2020, General Circular No.39/2020 dated December 31, 2020 and Circular No.02/2021 dated January 13, 2021 (collectively “MCA Circulars”). The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to MCA Circular No.14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
5. In compliance with the Circulars, the Annual Report 2020-21, the Notice of the 14th AGM, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s). Members may also note that the Notice of the 14th AGM and the Annual Report 2020-21 will also be available on the Company's website, <https://www.regenix.in> and on the website of CDSL <https://www.evotingindia.com>
6. In line with the Ministry of Corporate Affairs (MCA) Circular No.17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.regenix.in>. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No.14/2020 dated April 8, 2020 and MCA Circular No.17/2020 dated April 13, 2020 and MCA Circular No.20/2020 dated May 05, 2020.
8. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e.26th September 2021. Members seeking to inspect such documents can send an email to compliance@regenix.in
10. Members whose shareholding is in electronic mode are requested to direct notifications about change of address and updates about bank account details to their respective depository participants(s) (DP). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the Circulars. We urge members to utilize the ECS for receiving dividends. Please refer point no.6 for the process to be followed for updating bank account mandate
11. Any person 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 obtain the login ID and password by sending a request at through email at helpdesk.evoting@cdslindia.com for this purpose. If a member is already registered with CDSL for E-voting, such member can use his / her existing User ID and password for casting the vote through remote E-voting and voting at AGM through E-voting system.
12. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.

13. The Ministry of Corporate Affairs has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of the Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules). As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules also mandate the companies to transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority.
14. The Company has transferred the unpaid or unclaimed dividends declared, from time to time, to the IEPF Authority established by the Central Government. During the financial year 2021 an amount of Rs.2,70,543/- (unclaimed dividend for the financial year 2012-13) being transferred to IEPF Authority. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company (www.regenix.in), as also on the website of Ministry of Corporate Affairs and can be accessed through the link: <http://www.iepf.gov.in>.
15. Further the Company in the process of transferring to the IEPF Authority all the shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer. Details of the shares to be transferred to the IEPF Authority will be available on the Company's website and can be accessed through the link: <http://www.iepf.gov.in>. The said details is being uploaded on the website of the IEPF Authority and can be accessed through the link: www.iepf.gov.in. Members may note that the shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority
16. Pursuant to the NCLT order dated 11th January, 2017 read with SAT Order dated April 11, 2017 the unclaimed amount for a period of Seven (7) years from the Escrow Account is required to be transferred to the "Investor Education Protection Fund" (IEPF) account established by the Central Government along with the shares in respect of which unpaid or unclaimed dividend has been transferred to IEPF account.
17. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No.SH-13. The form can be downloaded from the Company's website at <https://www.regenix.in>. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, Cameo Corporate Services Ltd, in case the shares are held in physical form.
18. Pursuant to 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 MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. The Board has appointed Rabi Narayan Pal Proprietor of M/s.Rabi Narayan & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner
19. The Register of Members and Share Transfer Books of the Company will remain closed from 13th day of September 2021 to 19th September 2021 (both the days inclusive).

20. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the CDSL and RTA and will also be displayed on the Company's website, <https://www.regenix.in>
21. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
22. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Cameo Corporate Services Limited in case the shares are held by them in physical form.
23. In accordance with the proviso to MCA Notification dated the 10th September, 2018 amending Companies (Prospectus and Allotment of Securities) Rules, 2014 transfers of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions. Members can contact the Company or M/s.Cameo Corporate Services Ltd for assistance in this regard

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

1. The voting period begins on Thursday, 23rd September, 2021, (9:00 a.m. IST) and ends on Saturday, 25th September, 2021 (5:00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20th September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. The shareholders should log on to the e-voting website www.evotingindia.com.
4. Click on "Shareholders" module.
5. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from [Login - Myeasi](#) using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.
8. Next enter the Image Verification as displayed and Click on Login.
9. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
10. If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	<ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

11. After entering these details appropriately, click on "SUBMIT" tab.
12. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
13. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
14. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
15. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
16. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
17. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
18. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
19. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
20. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
21. Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or

NSDL-16 digit DPID + CLID), 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 **Company/RTA email id**.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. 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 05 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 05 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the GM 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 AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM 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.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

22. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance@regenix.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr.Nitin Kunder (022-23058738) or Mr.Mehboob Lakhani (022-23058543) or Mr.Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr.Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013

Item No.5: Appointment of Mrs.Samini (DIN:09057104), as a Director and designated as Whole-time Director

Meaning, scope and implications of the material fact

Mrs.M.Samini (DIN:09057104), was co-opted as an Additional Director of the Company with effect from June 21, 2021, pursuant to the provisions of section 161 of the Companies Act, 2013. She holds office of the Director up to the date of ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of Rs.1,00,000/- under Section 160 of the Companies Act 2013, proposing Mrs.M.Samini (DIN:09057104) as a candidate for the office of Director of the Company. Mrs.M.Samini (DIN:09057104) is a Chartered Accountant and is employment with the Company since 01/11/2012. The Board considers that her continued association would be of immense benefit to the Company and it is necessary to continue to avail services of Mrs.M.Samini (DIN:09057104) as a Director.

Further Section 196 (2) of the Companies Act, 2013 effective from April 01, 2014 requires, no company shall appoint or re-appoint any person as its managing director, whole-time director or manager for a term exceeding five years at a time. Mrs.M.Samini (DIN:09057104), is the whole time Director of the Company since her appointment on June 21, 2021. Considering her experience and expertise, the Board of Directors of the Company felt that the remuneration package offered to her is fair, reasonable and also in line with the remuneration package prevailing in the industry.

Accordingly, the Board recommends the resolution set out as Item No.5 of the Notice in relation to confirmation of appointment of Mrs.Samini (DIN:09057104) as a Whole-time Director of the company for a period of Five (05) years with effect from June 21, 2021.

Relevance of the resolution to any Other Company

As the proposed resolution does not relate to or affects any other Company, disclosure of the extent of shareholding interest in that other Company or every Promoter, Director, Manager and of other Key Managerial Personnel of the Company holding not less than two (02) percent of paid up capital of that Company are not provided.

Nature of concern or interest of Directors, Key Managerial Personnel and relatives of Directors and Key Managerial Personnel

None of the Directors/ Key Managerial Personnel (KMP) of the Company and the relative of Directors / Key Managerial Personnel (KMP), except Mrs.M.Samini (DIN:09057104) may be considered to be interested in the proposed resolution.

Item No.6: Appointment of Mrs.Krishanamoorthy Nirosha (DIN:09056949), as Director & CFO

Meaning, scope and implications of the material fact

Mrs.Krishanamoorthy Nirosha (DIN:09056949) was co-opted as an Additional Director of the Company with effect from June 21, 2021, pursuant to the provisions of section 161 of the Companies Act, 2013. She holds office of the Director up to the date of ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of Rs.1,00,000/- under Section 160 of the Companies Act 2013, proposing Mrs.Krishanamoorthy Nirosha (DIN:09056949) as a candidate for the office of Director of the Company. Mrs.Krishanamoorthy Nirosha (DIN:09056949) is a Chartered Accountant and is employment with the Company since 02/11/2012. The Board considers that her continued association would be of immense benefit to the Company and it is necessary to continue to avail services of Mrs.Krishanamoorthy Nirosha (DIN:09056949) as a Director.

Further Section 196 (2) of the Companies Act, 2013 effective from April 01, 2014 requires, no company shall appoint or re-appoint any person as its managing director, whole-time director or manager for a term exceeding five years at a time. Mrs.Krishanamoorthy Nirosha (DIN:09056949), is the whole time Director of the Company since her appointment on June 21, 2021. Considering her experience and expertise, the Board of Directors of the Company felt that the remuneration package offered to her is fair, reasonable and also in line with the remuneration package prevailing in the industry.

Accordingly, the Board recommends the resolution set out as Item No.6 of the Notice in relation to confirmation of appointment of Mrs.Krishanamoorthy Nirosha (DIN:09056949) as a Whole-time Director of the company for a period of Five (05) years with effect from June 21, 2021.

Relevance of the resolution to any Other Company

As the proposed resolution does not relate to or affects any other Company, disclosure of the extent of shareholding interest in that other Company or every Promoter, Director, Manager and of other Key Managerial Personnel of the Company holding not less than two (02) percent of paid up capital of that Company are not provided.

Nature of concern or interest of Directors, Key Managerial Personnel and relatives of Directors and Key Managerial Personnel

None of the Directors/ Key Managerial Personnel (KMP) of the Company and the relative of Directors / Key Managerial Personnel (KMP), except Mrs.Krishanamoorthy Nirosha (DIN:09056949) may be considered to be interested in the proposed resolution.

Item No.7: Appointment of Mr.Guhan Ramamurthy (DIN:09057147), as Director

Meaning, scope and implications of the material fact

Mr.Guhan Ramamurthy (DIN:09057147) was co-opted as an Additional Director of the Company with effect from June 21, 2021, pursuant to the provisions of section 161 of the Companies Act, 2013. He holds office of the Director up to the date of ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of Rs.1,00,000/- under Section 160 of the Companies Act 2013, proposing Mr.Guhan Ramamurthy (DIN:09057147) as a candidate for the office of Director of the Company. Mr.Guhan Ramamurthy (DIN:09057147) is a doctor by profession and has experience of more than 10 years. He has completed his MD Internal Medicine and has specialised in DM Neurology from Madras Medical College and DrNB in Neurology from the National Board. He has worked as Assistant Professor of Neurology in Madras Medical College. He is a Fellow of the European Board of Neurology. He is interested in Neurorehabilitation. He is the first recipient of

the prestigious "Lalgudi Dr Sumathi Natarajan Gold Medal" in Neurology in the state of Tamil Nadu. He has also received Prof AV Srinivasan gold medal in neurology, Award of Excellence for Best Patient Care and Academics in Neurology, and gold medals in rheumatology and physiology. He was awarded The COVID warrior award in 2020 and 2021 for exemplary services in COVID duties by the Madras Medical College. He has more than 35 national and international publications. He is a contributing author in the South Asian Edition of the prestigious books such as Localization in Clinical Neurology by Paul W Brazis, Dejong's The Neurologic Examination and Jose Biller's Practical Neurology. The Board considers that his continued association would be of immense benefit to the Company and it is necessary to continue to avail services of Mr.Guhan Ramamurthy (DIN:09057147) as a Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr.Guhan Ramamurthy (DIN:09057147) as a Director for the approval by the members of the Company.

Relevance of the resolution to any Other Company

As the proposed resolution does not relate to or affects any other Company, disclosure of the extent of shareholding interest in that other Company or every Promoter, Director, Manager and of other Key Managerial Personnel of the Company holding not less than two (02) percent of paid up capital of that Company are not provided.

Nature of concern or interest of Directors, Key Managerial Personnel and relatives of Directors and Key Managerial Personnel

Except Mr.Guhan Ramamurthy (DIN:09057147) being the appointee, Dr.A.Ramamurthy (DIN:00446203) and Mrs.Malathy Ramamurthy (DIN:01965601), being related to Mr.Guhan Ramamurthy (DIN:09057147) no other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.07.

By Order of the Board of Directors
For REGENIX DRUGS LIMITED


Dr.A.Ramamurthy
Managing Director
(DIN: 00446203)

Place: Chennai
Date: 30/08/2021