



Regenix
DRUGS LTD

Healthy Life

REGENIX DRUGS LIMITED

CIN: U24232TN2007PLC063446

Registered Office: Jamal Sonu Terrace, #42/1, Loganathan Nagar 1st Street, Choolaimedu, Chennai
600 094, Tamilnadu, India, Email ID: info@regenix.in

Phone No: 91 44 2361 5411, 12 & 13, 42846962, Fax:- +91 44 4284 6861 and Website:
www.regenix.in

NOTICE

OF

EXTRA ORDINARY GENERAL MEETING



UPCOMING
BIOSIMILAR
PLANT



Please Note the Notice of Regenix Drugs Limited is available in the following Website
<http://www.regenix.in/>

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NOTICE TO THE SHAREHOLDERS

Notice is hereby given that an Extra Ordinary General Meeting of the shareholders of **REGENIX DRUGS LIMITED** will be held on Sunday, 28th day of April, 2019 at 11.30 A.M. at “Vauhini” , First Floor, Hotel Green Park, 183, N.S.K Salai, Vadapalani, Chennai, 600026, Tamil Nadu, India to transact the following Special Business

SPECIAL BUSINESS

- 1. Change of Clause III B of the Memorandum of Association and in this regard to consider and if thought fit to pass with or without modification(s), following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to provisions of section 13 and all other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), read with Companies (Incorporation) Rules, 2014, and subject to approval of Registrar of Companies, Chennai and other statutory approvals if any, the consent of the shareholders of the company be and is hereby accorded by deleting the heading of Clause III B, “OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS AS AFORESAID ARE:” and replacing it with the heading “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(B) and substituting existing sub clause one (01) to Thirty Nine (39) with the following sub clauses;

- 1. TECHNICAL AND FINANCIAL ASSISTANCE:**

To enter into agreements and contracts with Indian or Foreign individuals, Companies or other organizations for technical, financial or any other assistance for carrying out all or any of the main object of the Company.

- 2. ESTABLISHMENT OF AGENCIES IN INDIA OR ABROAD**

To establish and maintain any agencies and branches in India or any part of the world for the conduct the business of the Company or for the sale of any materials or things for the time being at the disposal the Company for sale.

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3. ENTER INTO PARTNERSHIP:

To enter into partnership or into any arrangement in connection with the business of the Company.

4. AGREEMENTS WITH GOVERNMENT:

To enter into any agreements with any Government or State Authority, Municipal, Local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such Government or State Authority, and rights, privileges and concessions, grants which may seem conducive to the Company's objects or any of them.

5. ACQUIRING AND HYPOTHECATION OF IMMOVABLE PROPERTY:

To buy, obtain on lease or otherwise acquire lands, buildings and other immovable properties, necessary for carrying on the main objects and to sell, lease, mortgage, hypothecate or otherwise dispose of all or any of the properties and the assets of the Company on such terms and conditions as the Company may think fit.

6. COMPROMISE, ARRANGEMENTS AND AMALGAMATIONS:

To compromise or make arrangement with creditors and members, merger and / or amalgamate with any Company or Companies as per Companies Act, 2013.

7. REIMBURSEMENT OF EXPENSES TO PROMOTERS:

Subject to the provisions of the Companies Act, 2013, to incur or pay out of the funds of the Company to the promoters and others, if any, all the costs, charges and expenses with respect to the promotion, formation, registration and establishment of the Company and all other expenses including interest on the funds invested by them at such rate as the Directors may deem fit and reimbursements of deposits, advances for purchases, expenses for negotiation, contracts and arrangements made prior to and in anticipation of commencement of business by the Company.

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8. TAKE OVER:

To take over, approve, adopt or ratify all steps taken and commitments made by the promoters for the proposed business of the Company prior to its incorporation and business commencement.

9. ALLOTMENT OF SHARES FOR SERVICES PROVIDED TO THE COMPANY:

Subject to the provisions of the Companies Act, 2013, to remunerate (by cash or in kind or by the allotment of fully or partly paid up shares or by call or option on shares, debentures, debenture stock, securities of this or any other company or in any other manner) whether out of the Company's capital, profits, or otherwise to any person or firm or Company for services rendered or to be rendered in introducing any property or business to the Company or any other reason which the Company thinks proper.

10. ACCEPTANCE AND ISSUE OF NEGOTIABLE INSTRUMENTS:

Subject to the Banking Regulation Act, 1949 and provisions of the Companies Act, 2013, to draw, make, issue, accept and to endorse, discount and negotiate promissory notes, handiest, bills of exchange, bills of lading, delivery orders, warrants, warehouse keeper's certificates and other negotiable, commercial and mercantile instruments connected with business of the Company.

11. OPENING OF ACCOUNT:

To open accounts with any individual, firm or Company or with any bank or banks and to pay into and withdraw monies from such accounts or accounts.

12. CONTRIBUTION FOR CHARITABLE PURPOSES:

Subject to the provisions of the Companies Act, 2013, to subscribe or contribute or otherwise to guarantee money to charitable, benevolent, religious, scientific educational or other institutions or any public general or useful objects.

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13. DISTRIBUTION IN WINDING UP:

Subject to the provisions of the Companies Act, 2013 to distribute any of the properties of the Company amongst the members in specie or kind consequent upon the winding up of the company.

14. PURCHASE AND LEASE OF MOVABLE AND IMMOVABLE PROPERTY:

To purchase, take on lease or in exchange, otherwise acquire any movable, immovable property, rights or privileges which the Company may think necessary or expedient for the purpose of the business and in particular any land, buildings, factories, easements, machinery, plants and stock-in-trade.

15. PROMOTING COMPANY:

To establish or promote or concur in establishing or promoting any other company or companies whether in India or anywhere else in the world for the purpose of furthering all or any of the objects mentioned herein and for that purpose to enter into any agreement or agreements.

16. BORROWING OF MONIES FROM BANKS:

To borrow or raise money from any Bank or Banks, firms, Companies and individuals either with or without security and to secure the payment of money in such manner as the company shall think fit and in particular but without prejudice to the said generality by the issue of mortgages, debentures, debenture stocks, bonds or any part of the property and rights, both present and future, of the company including therein any uncalled capital of the company or to transfer or convey the same absolutely or in trust and as incidental thereto to confer power of sale and other powers as may be required.

17. RIGHT TO DEAL WITH COMPANY'S PROPERTIES:

To sell, exchange let on rent or on hire or on royalty or share of profits or otherwise surrender, grant licenses, easements and other rights in, of and over or in any other manner to deal with or dispose of the whole or any part of the undertaking, property, assets, rights and effects of the Company, either together or in portions for such consideration as may be thought fit and in particular for fully paid up or partly paid up or partly paid shares, stocks, debentures,

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debenture stock or securities of any other company having objects similar to those of the Company.

18. PURCHASE OF SHARES OF ANOTHER COMPANY:

To apply for becoming and/or to become member of any company, associates, society or body corporate having any objects similar to or identical with those of the company or likely directly or indirectly to promote the interests of the company.

19. CONSULTANTS:

To act as consultants and advisers to any person, firm, association or company on all matters connected with the objects of the Company.

20. ADVERTISEMENT:

To adopt such means of making known the product work of the Company as may seem expedient and in particular by advertising in the press, public places and theaters, by radio, by television, by circulars, by purchases and exhibition of works of art or interest, by publication of books, pamphlets, bulletins or periodicals by organizing or participating in exhibitions and by granting prizes, rewards and donations subject to the provisions of Companies Act.

21. INVESTMENT IN MARKETABLE SECURITIES:

To invest and deal with the moneys of the company not immediately required, upon such securities and in such manner as may from time to time be determined.

22. TRAINING TO EMPLOYEES:

To train or pay for the training in India or abroad of any of the company's employees or directors or any candidate in the interest of or for the furtherance of the company's objects.

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23. SALE OF INVESTMENTS AND OTHER ASSETS:

To sell, lease, mortgage or otherwise dispose off or transfer the business property assets or undertakings of the company or any part thereof for such considerations as the company may think fit and in particular for shares, stocks, debenture or other securities of any other company, whether or not having objects altogether or in part similar to those of the company.

24. WELFARE TO DIRECTOR AND EMPLOYEES:

Subject to the provisions of the Companies Act, 2013 to provide for the welfare of the Directors and employees of the Company, ex-directors, ex-employees of the Company and the wives, widows and families of the dependents or connections of any such persons by building or contributing to the building of houses or dwellings, by grants of money, pensions, allowances, bonus and other payments or by creating and from time to time subscribing or by contributing to provident fund and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instructions and recreation, hospital and dispensaries, schools, medical and other assistance, as the Company may think fit and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions and objects which shall have any moral or other claim to the support or aid by the company either by reasons of locality of operation or public and general utility or otherwise and also to support and subscribe for and contribute to any funds of any party, trade, commerce or industry, provided such contributions is likely to be advantageous to and is in furtherance of the business carried on by this company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Dr.A.Ramamurthy (DIN:00446203), Managing Director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies, Chennai, Tamilnadu.”

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2. Change of Object Clause IIIC. (The other objects of the company not included under A and B) of the Memorandum of Association and in this regard to consider, and if thought fit, to pass with or without modification the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of section 13 and all other applicable provisions, if any, of Companies Act, 2013 , (including any statutory modifications or re-enactment thereof, for the time being in force), read with Companies (Incorporation) Rules, 2014, and subject to approval of Registrar of Companies, Chennai and other statutory approvals if any, the consent of the shareholders of the company be and is hereby accorded to delete the object clause IIIC (The other objects of the company not included under A and B) of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Dr.A.Ramamurthy (DIN:00446203), Managing Director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies, Chennai, Tamilnadu.”

3. Amendment to Clause IV of the Memorandum of Association and in this regard to consider, and if thought fit, to pass with or without modification the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), read with Companies (Incorporation) Rules, 2014, and subject to approval of Registrar of Companies, Chennai and other statutory approvals if any, the consent of the shareholders of the company be and is hereby accorded that Clause IV of the Memorandum of Association, be and is hereby amended and replaced to read as under:



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“The liability of members is limited and this liability is limited to the amount unpaid, if any, on shares held by them.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Dr.A.Ramamurthy (DIN:00446203), Managing Director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies, Chennai, Tamilnadu.”

- 4. To substitute the Articles of Association and in this regard to consider and if thought fit to pass with or without modification(s), following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 5, 14, 15 and all other applicable provisions of the Companies Act, 2013 (statutory modification (s) or re-enactment thereof, for the time being in force), the new draft Articles in line with the Companies Act, 2013, as contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT Dr.A.Ramamurthy (DIN:00446203), Managing Director of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

- 5. Increase in the limits applicable for making investments/extending loans and giving guarantees or providing securities in connection with loans to Persons/Bodies Corporate and to consider and if thought fit, to pass, the following resolution as a Special Resolution.**

“**RESOLVED THAT** in supersession of the earlier resolutions passed by the shareholders from time to time and pursuant to the provisions of Section 185(2), 186 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as



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“the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to

- (i) give any loan to any person or other body corporate;
- (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and
- (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of 50.00 Crores (Rupees Fifty Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors (or a Committee thereof constituted for this purpose) or any person authorized by the Board be and is hereby authorized to decide and finalize the terms and conditions while making investment, giving loan or guarantee or providing securities within the aforesaid limits including with the power to transfer and dispose of the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution.



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RESOLVED FURTHER THAT all actions taken by the Board or a committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorised persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

**By Order of the Board of Directors
For REGENIX DRUGS LIMITED**

Dr.A.Ramamurthy
Managing Director
DIN: 00446203

Place: Chennai
Date: 02.04.2019

NOTE:

- 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and a proxy need not be a member of the Company. The instrument appointing the proxy should, however be deposited at the registered office of the Company not less than 48 hours before the Commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty 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 proxy and such person shall not act as a proxy for any other person or shareholder.***
- 2. The business set out in the Notice will be transacted through electronic system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this notice under Note No.15.**
- 3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.**



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4. Members are requested to bring their attendance slip along with their copy of Extra Ordinary General Meeting.
5. 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.
6. Amended Memorandum & Articles of Association along with Statutory Registers, maintained under Companies Act, inter alia will be available for inspection by the members at the registered office of the Company and all documents referred to in the notice or in the accompanying explanatory statement are available for inspection by the members on all working days except Saturdays, Sundays and public holidays between 11.00 a.m. to 1.00 p.m. prior to the date of Extraordinary General Meeting and will also be available for inspection at the Meeting
7. Pursuant to the provision of Companies Act the dividend which remained unclaimed for a period of Seven (7) years from the date of transfer to the unpaid dividend 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. Pursuant to the provisions of Investor Education Protection Fund (uploading of information regarding unpaid and unclaimed amounts lying with the Companies) Rules, 2012, 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.
8. 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. Pursuant to the provisions of Investor Education Protection Fund (uploading of information regarding unclaimed amounts lying with the Companies) Rules, 2012, 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.
9. As you all aware that as per SEBI Notification dated 08.06.2018, all Public Limited Companies Shareholder has to convert physical shares certificates in electronic form (Demat) with effect from 05.12.2018, which is now been extended to 31.03.2019, for transfer, transmission and other purpose. We request all shareholders to convert



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physical shares into electronic (dematerialised shares) at the earliest for smooth and time less transaction for transfer, transmission and others. The Shareholders can dematerialised the shares by opening a demat account with registered share agents like

Integrated, Karvy, Sharekhan, Cameo, HDFC Bank, Axis Bank, SBI Bank and others. Shareholders already having demat account can use the same and need not open a new demat account. On opening, shareholders are requested to submit the physical share certificate along with application for demating to your registered share agent like Integrated, Karvy, Sharekhan, Cameo, HDFC Bank, Axis Bank, SBI Bank and others to whom you have the demat account and get the acknowledgement from submitting the Physical Certificate. Kindly use ISIN Number of our Company given below for the demat purpose. Regenix Drugs Limited ISIN No: INE038201013. For any other information kindly mail to srividhya@regenix.in and compliance@regenix.in.

10. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. Members desirous of making nominations may procure the prescribed form from the Company/Cameo.
11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Company/RTA, for consolidation into a single folio.
12. Non-Resident Indian Members are requested to inform RTA, immediately of:
 - a) Change in their residential status on return to India for permanent Settlement.
 - b) Particulars of their bank account maintained in India with Complete Name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
13. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Extra Ordinary General Meeting Report, Notices, Circulars, etc form the Company electronically.
14. Members may also note that the Notice and Extra Ordinary General Meeting will be available on the Company's website www.regenix.in. Members who require communication in e-communication/physical form or have any other query may write to us at: info@regenix.in.
15. Information and other instructions relating to e-voting are as under:

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A. In compliance with the provisions of section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their votes for all the resolutions detailed in the Notice of the Extra Ordinary General Meeting scheduled to be held on Sunday, 28th day of April, 2019 at 11.30 A.M. at “Vauhini” , First Floor, Hotel Green Park, 183, N.S.K Salai, Vadapalani, Chennai, 600026, Tamil Nadu, India, by electronic means and the business may be transacted through remote e-voting. The Company has engaged the services of CDSL as the authorized agency to provide the remote e-voting facilities.

The instructions for remote e-voting is provided below.

- (i) The voting period begins on 10.00 A.M on 25th April 2019 and end on at 27th April 2019, 05.00 p.m. 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 April 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first-time user follow the steps given below:



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	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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 (iv).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of Regenix Drugs Limited on which you choose to vote.

REGENIX DRUGS LIMITED

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- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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.

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- 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.
- (xxi) In case you have any queries or issues regarding e-voting, 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.
- I. The voting rights of members shall be in proportion to their shares of the paid up equity capital of the Company as on the **cut-off date of 20th April, 2019**.
 - II. Mr. Rabi Narayan Pal, M/s. Rabi Narayan & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - III. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Meeting.
 - IV. Members can choose only one of the two options namely e-voting or voting through physical assent/dissent form. In case votes are casted through both the formats, then votes casted through e-voting shall stand cancelled and those votes casted through physical assent/dissent form would be considered, subject to the assent/dissent form being found to be valid.
 - V. The results of e-voting, physical assent/dissent and poll, if any shall be aggregated and declared on or after the Extra Ordinary General Meeting of the Company by the Chairman or by any other person duly authorised in this regard. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.regenix.in

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**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“the Act”)**

**Item No.1 and 2: Amendments to Clause III B, Clause III C and Clause IV of the
Memorandum of Association**

Meaning, scope and implications of the material fact

With the enactment of new Companies Act, 2013, it is considered expedient to amend the form of the existing Memorandum of Association to be in accordance with the requirements under the Companies Act, 2013. In terms of Section 4(1)(c) of the Companies Act, 2013, the Memorandum of Association of a company is to state the objects for which the Company is proposed to be incorporated and any matter considered necessary in furtherance thereof. As such, the requirements of separately indicating the “main objects”, “incidental or ancillary objects” and “other objects” under the erstwhile legislation has changed. Accordingly, it is proposed to substitute the existing heading of Clause III B and substitute the new clauses and delete the heading “Other Objects” in the existing Memorandum of Association in order to comply with the provision of the Companies Act, 2013. The resolution proposed is therefore recommended for adoption. The directors commend the resolution as specified at Item No.1 and 2 to the notice to be passed by the members of the company.

**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) are in any way, concerned or interested in the proposed resolution

Item No.3: Amendment to Clause IV of the Memorandum of Association

Further, in terms of Section 4(1)(d) of the Companies Act, 2013, the Memorandum of Association of a company is to state, in the case of a company limited by shares, that liability of its members is limited to the amount unpaid, if any, on the shares held by them. Accordingly, it is proposed to amend Clause IV of the Memorandum of Association so as to comply with the provisions of Section 4 and 13 and other applicable provisions, of the Companies Act, 2013 including Table A. The Board of Directors at its meeting held on 02/04/2019 decided to alter the Memorandum of Association as stated above to comply with the requirements under the Companies Act, 2013. The Board recommends the Special Resolution set out at item No.3 of the Notice for approval by the members.

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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) are in any way, concerned or interested in the proposed resolution

Item No.4: To Substitute the Articles of Association

Meaning, scope and implications of the material fact of item of business to enable members to take appropriate decision

The Articles of Association of the Company as currently in force was originally adopted when the Company was incorporated under the Companies Act, 1956 and further amendments were adopted as and when required pursuant to the provisions under the Companies Act, 1956, from time to time, over the past several years. The references to specific sections of the Companies Act, 1956 in the existing Articles of Association may no longer be in conformity with the Companies Act, 2013. Considering that substantive sections of the Companies Act which deal with the general working of the companies stand notified, it is proposed to amend the existing Articles of Association to align it in line with the provisions of Companies Act, 2013 including the Rules framed there under and adoption of applicable sections from Table "F" to Schedule I to the Companies Act, 2013 which sets out the model articles of association for a company limited by shares.

While some of the Articles of the existing Articles of Association of the Company require alteration or deletions, material changes that are proposed in the new draft Articles of Association are available for inspection at the registered office of the company. The Board recommends the Special Resolution set out at item No.4 of the Notice for approval by the members.

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) are in any way, concerned or interested in the proposed resolution

Item No. 5: Increase in the limits applicable for making investments/extending loans and giving guarantees or providing securities in connection with loans to Persons/Bodies Corporate

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The Company has been making investments and giving loans from time to time in other Body Corporate, including subsidiaries and associates, in compliance with the applicable provisions of the Act. At present the Company has Two Subsidiaries viz. Regenix Super Speciality Laboratories Private Limited, wherein your Company holds 75.15% equity share capital, Regenix Bioscience Limited (Formerly known as LIV Medica Equipments Limited), wherein your Company holds 51.04% equity share capital and One Associate i.e., Huclin Research Limited, which is now dormant, wherein your Company holds 33.68% equity share capital

Regenix Super Speciality Laboratories Private Limited principal business activities *inter alia* consists of Human health activities of independent diagnostic / pathological laboratories, Huclin Research Limited principal business activities *inter-alia* consists of to undertake and carry on the business of Research and development in various fields of clinical research from Phase I to IV and Regenix Bioscience Limited principal business activities *inter-alia* in the process of setting up of a Bioscience plant for Biologics and is progressing well and in this regard the Company has received permission from MEPZ-SEZ Authority for New products Insulin and Insulin Analogues Erythropoietin, etc.,

As per the latest audited Balance Sheet of the Company as on 31st March 2018, sixty per cent of the paid-up share capital, free reserves and securities premium account amounts to 11.41 Crores while One hundred per cent of its free reserves and securities premium account amounts to 0.94 Crores. Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees / securities in connection with a loan, as the case may be, is 11.41 Crores. Your Company has obtained approval from shareholders from time to time to make investment and give loan to in other Body Corporate, including subsidiaries and associates, some of them which are later on amalgamated with the Company. The Company has undergone capital restructuring and amalgamation, accordingly the Company need to revisit the approvals and further one of the subsidiary Regenix Bioscience Limited in the process of setting up of a Bioscience plant for Biologics which will be game changer to the Group. The funding requirements of Regenix Bioscience Limited is currently met through funds infused by the Holding Company including private placement offer. Full particulars of the Investment made, loans given, or guarantee given or security provided is as under:-.

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Sl No	Name of the body Corporate	(Amount in Rs.)			
		Maximum amount of Investment	Maximum amount of Loan	Maximum amount of Guarantee or provide any security in connection with a loan to any other body corporate or person	Total
1	Regenix Bioscience Limited	8,48,60,889	1,07,87,000	Nil	9,56,47,889
2	Regenix Super Speciality Laboratories Private Limited	89,25,250	Nil	Nil	89,25,250
3	Huclin Research Limited	4,59,30,200	2,50,000	Nil	4,61,80,200
Total		13,97,16,340	1,10,37,000	-	15,07,53,340

The Company may be required to make loan(s) and/or give guarantee(s) and/or provide security(ies) in connection with any loan, if any (the "Loan") taken/ to be taken by the afore said Subsidiaries and Associates. The Company will fund the same out of its internal accruals. The said Loan(s)/ guarantee(s)/security(ies) shall be utilised by the said Subsidiaries and Associates for their principal business activities and the matters connected and incidental thereto (the "Principal Business Activities"). The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.



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Healthy Life

REGENIX DRUGS LIMITED

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Regenix Bioscience Limited and Huclin Research Limited are entities covered under the category of 'a person in whom any of the director of the company is interested as specified in the explanation to Sub-section 2 of the Section 185 of Companies Act, 2013 and hence consent of the members is being sought by way of a special resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017) for making of Loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by Regenix Bioscience Limited and Huclin Research Limited of an aggregate outstanding amount not exceeding Rs.25 Crores (Rupees Twenty Five crores only) per annum on the terms mentioned in the resolution set out at item no. 05 and necessary delegation of authority to the Board for this purpose. Your Directors recommend the resolution set out at Item no.05 to be passed as a special resolution by the members

In view of the above and considering *inter alia* the long term business plans of the Company, its Subsidiaries and Associates, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits. Hence, the Special Resolution as set out in the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 and all other applicable provisions of the Act. The Directors recommend the Special Resolution as set out of the accompanying Notice, for Members' approval.

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

Except Dr.A.Ramamurthy and Mrs. Malathy Ramamurthy being common Directors between Subsidiaries, Associates and the Company to the extent of their shareholding in the Company, if any, none of the other Directors or the Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise in this Resolution.

**By Order of the Board of Directors
For REGENIX DRUGS LIMITED**

**Dr.A.Ramamurthy
Managing Director
DIN: 00446203**

Place: Chennai
Date: 02.04.2019



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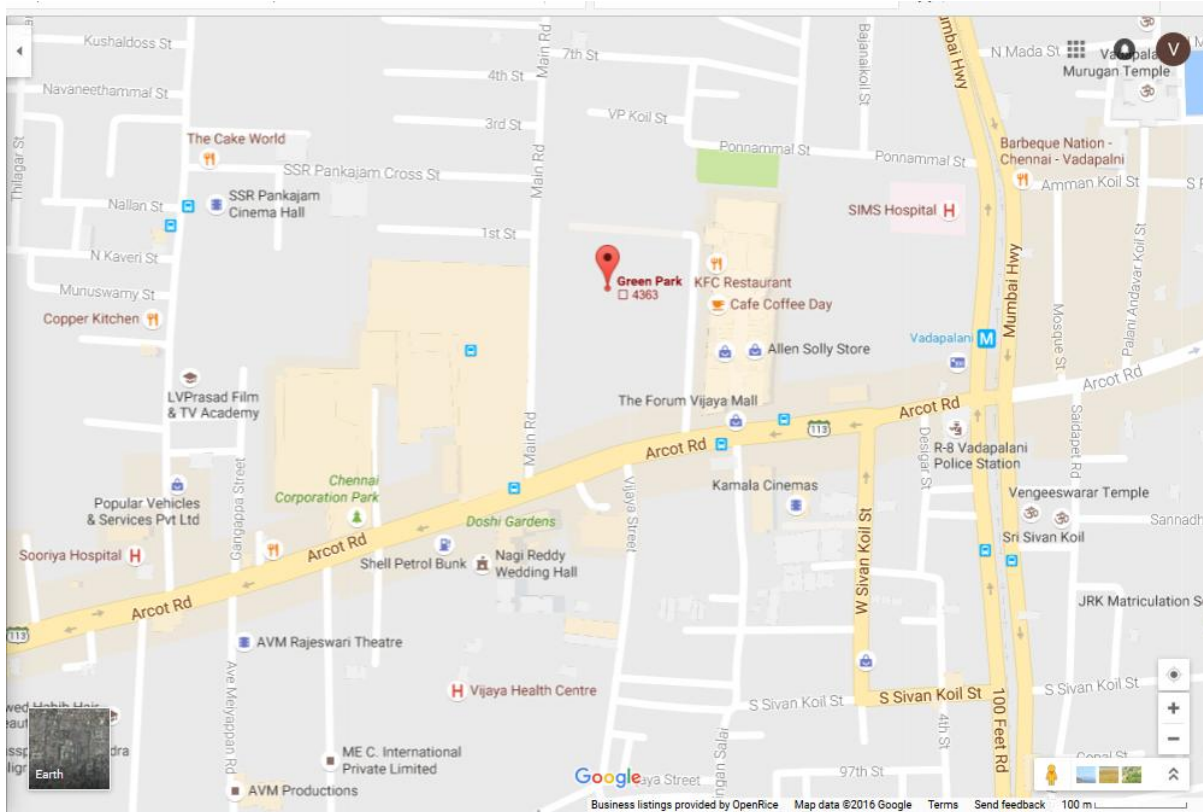
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Route map to the venue of the Extra Ordinary General Meeting





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Form No.MGT-11

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies
(Management and Administration) Rules, 2014 – Form No. MGT-11]

Extra Ordinary General Meeting

Sunday, 28th day of April, 2019 at 11.30 A.M. at “Vauhini” , First Floor, Hotel Green Park,
183, N.S.K Salai, Vadapalani, Chennai, 600026, Tamil Nadu, India

Name of the Member(s):	
Registered Address:	
E-mail ID:	
*Folio No.	

I / We, being the member(s) of _____ shares of the above named
company, hereby appoint

1	Name:	
	E-mail ID:	
	Address:	
	Signature:	or failing him/her
2	Name:	
	E-mail ID:	
	Address:	
	Signature:	or failing him/her



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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Sunday, 28th day of April, 2019 at 11.30 A.M. at “Vauhini”, First Floor, Hotel Green Park, 183, N.S.K Salai, Vadapalani, Chennai, 600026, Tamil Nadu, India, and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.	Resolutions	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Special Resolution				
1	Change of Clause III B of the Memorandum of Association			
2	Change of Object Clause IIIC. (The other objects of the company not included under A and B) of the Memorandum of Association			
3	Amendment to Clause IV of the Memorandum of Association			
4	To substitute the Articles of Association			
5	Increase in the limits applicable for making investments/extending loans and giving guarantees or providing securities in connection with loans to Persons/Bodies Corporate			

Signed this _____ day of _____ 2019

Affix
Revenue
Stamp

Signature of Member

Signature of Proxy holder(s)

Notes:

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Extra-ordinary General Meeting.
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

