

Dear Shareholder's
Greetings!!

15th Annual General Meeting

Date	25/09/2022
Day	Sunday
Time	12.00 NOON

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.in Web: www.regenix.in

NOTICE TO SHAREHOLDERS

Notice is hereby given that the **15th Annual General Meeting** of the Members of **REGENIX DRUGS LIMITED** will be held on Sunday, the 25th day of September, 2022, at 12.00 Noon at Radha Regent, 171 Jawaharlal Nehru Salai, Arumbakkam, Chennai, 600106, 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, 2022, 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, 2022.

2. To appoint a Director in place of Dr.Govindarajan Venkatakrishna (DIN:02159359) who retires by rotation and being eligible, offers himself for re-appointment.

3. To appoint a Director in place of Dr.Guhan Ramamurthy (DIN:09057147) who retires by rotation and being eligible, offers himself for re-appointment.

4. Appointment of Statutory Auditor and fix Remuneration and in this regard 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under (including any statutory modification(s) or re-enactments thereof for the time being in force), on the recommendations of the Audit Committee and the Board of Directors of the Company, M/s.J.Thomas Fernando & Co., Chartered Accountants (bearing FRN:004402S) and having office at 40, Pereira Street, Tuticorin, 628001, Tamilnadu, India, be and are hereby appointed as Statutory Auditors of the Company for a term of Five (05) Years, to hold office from the conclusion of the 15th Annual General meeting (for the financial year 31.03.2022) to till the conclusion of 20th Annual General Meeting (for the financial year 31.03.2027) on a remuneration to be decided by a Board of Directors on recommendation of the Audit Committee in consultation with the Auditor plus applicable GST and re-imbursment of travelling and out of pocket expenses incurred by them for the purpose of audit.”

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Special Business:

5. **Appointment of Mr. Akshay Arvind (DIN:05355266) as Non-Executive and Non-Independent Director of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Section 152 and such other applicable provisions of the Companies Act, 2013 (the “Act”) and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr.Akshay Arvind (DIN:05355266), in respect of whom the Company has received a notice in writing

under Section 160 of the Act from a Member proposing his candidature for the office of the Director be and is hereby appointed as a Non-Executive and Non-Independent Director of the Company liable to retire by rotation with effect from the date of this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take such steps as may be necessary, expedient or desirable to give effect to the above resolution.”

6. Appointment of Mr. Balaji Ramamurthy (DIN:09350272) as a Whole-time Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 152 and such other applicable provisions of the Companies Act, 2013 (the “Act”) and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Balaji Ramamurthy (DIN:09350272) in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of the Director be and is hereby appointed as a Director of the Company.

“RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to the appointment of Mr. Balaji Ramamurthy (DIN:09350272) as Whole-time Director of the Company for a period of 5 years with effect from 01/10/2022 up to 30/09/2027, upon the following terms and conditions including remuneration as recommended by Nomination and Remuneration Committee with authority to the Board of Directors to alter and vary the said appointment and terms of remuneration in such manner as may be agreed to between the Board of Directors and Mr. Balaji Ramamurthy (DIN:09350272):

A. Consolidated Salary of Rs.2,25,000/- (Rupees Two Lakhs Twenty Five Thousand Only) per month and otherwise set out hereunder, so that the aggregate of salary, allowances and perquisites as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board in its absolute discretion pay to the Chairman & Managing Director from time to time, shall not exceed the limits prescribed from time to time under Sections 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act as may for the time being, be in force

B. All other terms and conditions as applicable to employees of the Company

RESOLVED FURTHER THAT Mr. Balaji Ramamurthy (DIN:09350272) shall be liable to retire by rotation and if re-appointed, the same shall not be treated as break in the service as Whole-time Director.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Balaji Ramamurthy (DIN:09350272) as Whole-time Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013, as may be applicable for the time being in force with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with Mr. Balaji Ramamurthy (DIN:09350272).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution.”

7. Confirmation of the Re-Appointment / Variation of Terms of appointment of Dr.A.Ramamurthy (DIN:00446203) as Chairman & Managing Director of the Company:

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 196 , 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereof for the time being in force), approval of the Company be and is hereby accorded for confirmation of the appointment of Dr.A.Ramamurthy (DIN:00446203) as Chairman & Managing Director of the Company for a period of Three (03) years, with effect from 15/04/2022, up to 14/04/2025 and variation of terms of appointment with effect from 01/09/2022 during reminder of his terms and on the following terms and conditions including remuneration as recommended by Nomination and Remuneration Committee with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and terms of remuneration in such manner as may be agreed to between the Board of Directors and Dr.A.Ramamurthy (DIN:00446203):

C. Consolidated Salary of Rs.10,31,550/- (Rupees Ten Lakhs Thirty One Thousand Five Hundred & Fifty Only) per month and otherwise set out hereunder, so that the aggregate of salary, allowances and perquisites as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board in its absolute discretion pay to the Chairman & Managing Director from time to time, shall not exceed the limits prescribed from time to time under Sections 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act as may for the time being, be in force

D. All other terms and conditions as applicable to employees of the Company

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Dr.A.Ramamurthy (DIN:00446203) by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 , as may be applicable for the time being in force with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with Dr.A.Ramamurthy (DIN:00446203).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution.”

By Order of the Board of Directors
For REGENIX DRUGS LIMITED



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

Place: Chennai
Date:22/08/2022

Notes:

- 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. 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
3. In compliance with the MCA Circulars, the Annual Report 2021-22, the Notice of the 15th 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 15th AGM and the Annual Report 2021-22 will also be available on the Company's website, <https://www.regenix.in> and on the website of CDSL <https://www.evotingindia.com>.
4. 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.
5. 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.
6. 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. 25th September 2022. Members seeking to inspect such documents can send an email to compliance@regenix.in.
7. Members whose shareholding is in electronic mode are requested to direct notifications about change of address and update 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.

- 8.** 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 through e-mail 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.
- 9.** 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.
- 10.** 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.
- 11.** 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 2022 an amount of Rs.2,70,543/- (unclaimed dividend for the financial year 2012-13) have been 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>.
- 12.** Further the Company is 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 are 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.
- 13.** 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.
- 14.** 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.

15. 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.
16. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 14th day of September 2022 to Tuesday, the 20th September 2022 (both the days inclusive).
17. 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>.
18. 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.
19. 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
20. Route map to the venue of the AGM is appended.

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

1. The voting period begins on Thursday, 22nd September, 2022, (9:00 a.m. IST) and ends on Saturday, 24th September, 2022 (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 21st September, 2022 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 – Myeas](#) 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.

1. Next enter the Image Verification as displayed and Click on Login.
2. 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.
3. 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)		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. <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).

4. After entering these details appropriately, click on "SUBMIT" tab.
5. 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.
6. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
7. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
8. 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.
9. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

10. 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.
11. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
12. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
13. 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.
14. 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**.

15. 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

The following Statement sets out all material facts relating to the Ordinary/Special Business mentioned in the accompanying notice.

Item No.4: Appointment of Statutory Auditors and fix Remuneration:

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

M/s.Margret & Associates., Chartered Accountants (bearing FRN:017608S) and having office at 49/1 (5/1), II Floor, Kulandaivelu Street, Purasawalkam, Chennai, 600007, Tamilnadu, India, were appointed as Statutory Auditors for a term of Five (05) Years, to hold office from the conclusion of the 11th Annual General meeting (for the financial year 31.03.2017) to till the conclusion of 15th Annual General Meeting (for the financial year 31.03.2022). The Board of Directors of the Company at their meeting held on August 22, 2022, on the recommendations of the Audit Committee, has approved the appointment of M/s.J.Thomas Fernando & Co., Chartered Accountants (bearing FRN:004402S) and having office at 40, Pereira Street, Tuticorin, 628001, Tamilnadu, India as the Statutory Auditors of the Company for a term of 5 (five) consecutive years i.e. from the conclusion of this 15thAGM till the conclusion of 20thAGM, subject to the approval of the Members of the Company, on a remuneration to be decided by a Board of Directors on recommendation of the Audit Committee in consultation with the Auditor plus applicable GST and re-imbusement of travelling and out of pocket expenses incurred by them for the purpose of audit. The Audit Committee after having considered various factors such as independence, industry experience, technical skills, audit team etc. has recommended to the Board for appointment of M/s.J.Thomas Fernando & Co, Chartered Accountants, Tuticorin, as the Statutory Auditors of the Company for a term of 5 (five) consecutive years i.e., from the conclusion of this 15thAnnual General Meeting (AGM) till the conclusion of 20thAGM. Further, in terms of Section 139 of the Companies Act, 2013 and the rules framed thereunder, the Company has received the written consent and a certificate from M/s.J.Thomas Fernando & Co, Chartered Accountants, that they satisfy the criteria provided under section 141 of the Companies Act, 2013 and that the appointment, if made, shall be in accordance with the applicable provisions of the Companies Act, 2013 and rules framed thereunder.The Board of Directors recommends the Ordinary Resolution set out at item no.4 of the Notice for approval by the Members.

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 of every Promoter, Director, Manger and of other Key Managerial Personnel of the Company holding not less than two (02) percent of paid up capital of that Company is not applicable .

Inspection of Documents:

The documents in relation to appointment of M/s.J.Thomas Fernando & Co, Chartered Accountants as referred to in the resolution and explanatory statement thereof will be available for inspection by the members at the registered office of the Company and will also available for inspection by the members on all working days between 11.00 a.m. to 1.00 p.m. prior to the date of General Meeting and also at the Meeting.

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 of the Company and their relatives is concerned or interested, financial or otherwise, in the said Resolution.

Item No.5: Appointment of Mr.Akshay Arvind (DIN:05355266), as Non-Executive and Non-Independent Director of the Company:**Meaning, scope and implications of the material fact of item of business to enable members to take appropriate decision;**

The Board of Directors of the Company at its meeting held on 22/08/2022 as recommended by Nomination and Remuneration Committee, took note of the Notice received under Section 160(1) of the Companies Act, 2013 from a member signifying his intention to propose Mr.Akshay Arvind (DIN:05355266) for appointment as a Non-Executive and Non-Independent Director of the Company liable to retire by rotation. The Board deliberated the proposal and perused the profile and eligibility of Mr.Akshay Arvind (DIN:05355266) for the office of Director of the Company and expressed satisfaction over the same.

Mr.Akshay Arvind (DIN:05355266) aged 30 years, a Chartered Accountant cum Company Secretary with more than Ten Years of Indirect Tax Experience. Akshay is the in-charge of Mumbai practice of DAA to Clients in Pune, Nasik and the Northern Region. He is now heading a team of 12 Qualified & Experienced Professionals and more than 40 Semi-qualified Professionals.He is also a director on the Board of M/s.Paterson Lubricants India Private Limited, an MNC based out of UK.

The Company has received the requisite consent and disclosure forms relating to his appointment as a Director. Mr.Akshay Arvind (DIN:05355266) is not disqualified from being appointed as Director in terms of Section 164 of the Act. Neither Mr.AkshayArvind (DIN:05355266) nor his relatives hold any shares or has any beneficial interest through any other person in the shares of the Company.

The Board considers that induction of an eminent professional like Mr.Akshay Arvind (DIN:05355266) would immensely benefit the Company and therefore, recommends the resolution proposing appointment of Mr.Akshay Arvind (DIN:05355266) as a Non-Executive and Non-Independent Director as set out under resolution No.5 for approval of 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 of every Promoter, Director, Manger and of other Key Managerial Personnel of the Company holding not less than two (02) percent of paid up capital of that Company is not applicable .

Inspection of Documents:

The documents in relation to appointment of Mr.Akshay Arvind (DIN:05355266) as referred to in

the resolution and explanatory statement thereof will be available for inspection by the members at the registered office of the Company and will also be available for inspection by the members on all working days between 11.00 a.m. to 1.00 p.m. prior to the date of General Meeting and also at the Meeting.

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

Mr.Akshay Arvind (DIN:05355266), being an appointee, and Mr.Arvind Devanathan (DIN:02038256) Director of the Company being relative of Mr.Akshay Arvind (DIN:05355266) are interested in this resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No.05.

Item No.6: Appointment of Mr.Balaji Ramamurthy (DIN:09350272) as Whole-time Director of the Company:

The Board of Directors of the Company at its meeting held on 22/08/2022 as recommended by Nomination and Remuneration Committee took note of the Notice received under Section 160(1) of the Companies Act, 2013 from a member signifying his intention to propose Mr.Balaji Ramamurthy (DIN:09350272) for appointment as a Director of the Company on a whole time basis. The Board deliberated a proposal to appoint Mr.Balaji Ramamurthy (DIN:09350272) as Whole-time Director of the Company for a period of 5 (Five) years with effect from 01/10/2022 up to 30/09/2027 on the terms and conditions and remuneration as set out in Resolution No.6 of the accompanying notice. The Company has received the requisite consent and disclosure forms relating to his appointment as a Whole-time Director.

Mr.Balaji Ramamurthy (DIN:09350272) shall be liable to retire by rotation and if re-appointed, the same shall not be treated as break in the service as Whole-time Director.

Mr.Balaji Ramamurthy (DIN:09350272), aged 34 years, a doctor by profession has more than 10 years of experience in the healthcare industry. Following graduation he has worked in various reputed institutions. He is also a prestigious member of the royal college of physicians, UK. He has about 2 years of experience both in the UK and in India regarding working in pharma related industries. During 2005 – 12: he Completed his MBBS from Sri Ramachandra Medical institute, 2012 – 15: Completed his MD in General medicine from Chettinad Research institute and in the year 2018 he was awarded the prestigious degree of MRCP by Royal college of physician's, UK, in the year 2019-20 Worked in UK as a medical registrar.

The remuneration payable to Mr.Balaji Ramamurthy (DIN:09350272) is stated in the resolution and shall be governed by the Remuneration Policy of the Company. Mr.Balaji Ramamurthy (DIN:09350272), will not be entitled to any sitting fee for attending Meetings of the Board or any Committee thereof. The above may also be treated as a written memorandum setting out the terms of appointment of Mr.Balaji Ramamurthy (DIN:09350272) under Section 190 of the Act.

Mr.Balaji Ramamurthy (DIN:09350272) satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Mr.Balaji Ramamurthy (DIN:09350272) along with his relatives holds 1,12,67,160 shares or for any other person on a beneficial basis in the Company. Having regard to the technical expertise, knowledge and rich experience of Mr.Balaji Ramamurthy (DIN:09350272), the Board is of the view that his induction would be of immense benefit and value to the Company recommends his appointment as Whole Time Director of the Company.

The Board of Directors, accordingly, recommends the Ordinary resolution set out at Item No.6 of the Notice for the approval of the Members. A brief resume of Mr.Balaji Ramamurthy (DIN:09350272) and a statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013, is attached herewith and marked as **Annexure A**.

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 of every Promoter, Director, Manger and of other Key Managerial Personnel of the Company holding not less than two (02) percent of paid up capital of that Company is not applicable.

Inspection of Documents:

The documents in relation to appointment of Mr.Balaji Ramamurthy (DIN:09350272) as referred to in the resolution and explanatory statement thereof will be available for inspection by the members at the registered office of the Company and will also available for inspection by the members on all working days between 11.00 a.m. to 1.00 p.m. prior to the date of General Meeting and also at the Meeting.

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

Mr.Balaji Ramamurthy (DIN:09350272), being an appointee, and Dr.A.Ramamurthy (DIN:00446203) Chairman & Managing Director, Mrs.Malathi Ramamurthy (DIN:01965601) and Mr.Guhan Ramamurthy (DIN:09057147) Directors of the Company being relatives of Mr.Balaji Ramamurthy (DIN:09350272) are interested in this resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No.06.

Item No.7: Confirmation of the Re-Appointment / Variation of Terms of Appointment of Dr.A.Ramamurthy (DIN:00446203) as Chairman &Managing Director of the Company:

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

Dr.A.Ramamurthy (DIN:00446203) is the Founder Promoter, Chairman & Managing Director of the Company. The Board of Directors of the Company at its meeting held on 25/03/2022 as recommended by the Nomination and Remuneration Committee has re-appointed Dr.A.Ramamurthy (DIN:00446203) as Managing Director of the Company, for a period of Three (03) years, with effect from 15/04/2022, up to 14/04/2025. Further the Board of Directors of the Company at its meeting held on 22/08/2022 as recommended by the Nomination and Remuneration Committee has varied the terms of appointment of Dr.A.Ramamurthy (DIN:00446203) as Chairman & Managing Director of the Company with effect from 01/09/2022 during reminder of his term. The aforesaid re-appointment and subsequent variation of terms of appointment are subject to the approval of shareholders in accordance with norms laid down in Schedule V, Part II, Section II and other applicable provisions of Companies Act, 2013.

The members may note that the aggregate of the remuneration, as stated in the resolution, are payable to Dr.A.Ramamurthy (DIN:00446203), as minimum remuneration, in case the Company's profits are inadequate in any financial year during currency of the term of Dr.A.Ramamurthy (DIN:00446203), Schedule V of the Companies Act, 2013 which governs the payment of remuneration to managerial personnel by Companies having no profit or inadequate profit, permits companies to pay remuneration to its managerial personnel without any limit, requires a special resolution of the shareholders in this regard at the general meeting of the company and the tenure of such appointment is restricted to a maximum of Three (3) years. Accordingly, approval of shareholders is sought by way of a special resolution for Re-

appointment / variation of terms. The remuneration payable to Dr.A.Ramamurthy (DIN:00446203) shall be governed by the Remuneration Policy of the Company. Dr.A.Ramamurthy (DIN:00446203), will not be entitled to any sitting fee for attending Meetings of the Board or any Committee thereof. The above may also be treated as a written memorandum setting out the terms of appointment of Dr.A.Ramamurthy (DIN:00446203) under Section 190 of the Act.

The particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act is as under:

I.General Information

1. Nature of Industry: Healthcare

2. Date or expected date of start of Commercial Production:

Not Applicable (Compny is an existing Company)

3. In case of new companies expected date of commencement of activities as per project approved by Financial Institution appearing in the Prospectus: Not Applicable

4. Financial performance during the last 3 financial periods:

Particulars	2019-20	2020-21	2021-22
Sales and Operating Income (Net)	1,21,76,96,579	1,02,61,19,032	1,43,57,44,039
Profit before Interest, Depreciation & Tax (incl. Exceptional Item)	3,83,08,258	3,97,11,191	5,07,05,199
Other Income	10,23,062	7,05,446	10,40,252
Profit / (Loss) Before Tax	2,14,98,849	2,28,73,352	3,68,05,402
Profit / (Loss) After Tax	1,34,16,009	1,70,51,151	1,58,15,710

5. Foreign investments or collaborations, if any: The Company does not have any foreign investment in its Equity and Debt instruments and also the Company has not made any foreign investments and neither entered into any collaborations during the last year.

II. Information about the Appointee

Sr.No	Particulars	
1	Background details	Dr.A.Ramamurthy (DIN:00446203) is the promoter and Managing Director of the Company and he holds postgraduate in Medicine. He was the key person in driving the business since its inception.
	Educational Qualification	
2	Past Remuneration for 3 years	2021-2022- Rs.93,23,625 /- 2020-2021- Rs.79,35,000/- 2019-2020- Rs.79,35,000/-
3	Recognition or Awards	NA
4	Job Profile and his suitability	He has vast knowledge and 15 years clinical experience, as Consultant and Director of BG hospital. He has 12 years Corporate Management experience, initially as founder & Managing Director of Grandix pharmaceutical Ltd & Grandix Laboratories Ltd, then President - Regenix group companies. He was appointed for 3 Years as Board Member of State Bank of India [Chennai circle].

		<p>He supervises the operational management of the Regenix group Companies. He has played a key role in growth and development of the Company.</p> <p>Considering his experience and expertise, the Board of Directors of the Company as recommended by the Nomination and Remuneration committee felt that the remuneration package offered to him is fair, reasonable and also in line with the remuneration package prevailing in the industry. Taking into consideration his qualifications and expertise in relevant fields, Dr.A.Ramamurthy (DIN:00446203) is best suited for the responsibilities currently assigned to him by the Board of Directors of the Company.</p>
5	Remuneration proposed	As per the resolution at Item No.7 of the Notice read with explanatory statement thereto
6	Comparative remuneration Profile with respect to Industry, Size of the Company, profile of the position and person	Taking into consideration the size of the Company, the profile of the appointee, his responsibilities, the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies in the industry.
7	Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any:	Apart from receiving remuneration as stated above Dr.A.Ramamurthy (DIN:00446203), is also a shareholder and related to Mrs.Malathi Ramamurthy (DIN:01965601) and Mr.Guhan Ramamurthy (DIN:09057147) Directors of the Company

III. Other Information

1	Reasons of loss or inadequate profits:	The Company has to face many challenges in the emerging market and accordingly in the process of continuous Research and Development and expansion of ongoing projects and business of Company and its subsidiaries.
2	Step taken or proposed to be taken for improvement	The Company has expanded its business many other States from its origin from State of Tamilnadu and developed new customers and also new products resulting better growth prospectus. The Company has also embarked on several yield improvement methods for improved profitability. The results of these steps and other initiatives will be seen in the coming years
3	Expected increase in productivity and profits in measurable terms	In the current economic environment, management has made choices to focus on its strategy to grow transactional and services business along with the emerging segments for better mix

IV. Disclosures

Dr.A.Ramamurthy (DIN:00446203), satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Dr.A.Ramamurthy (DIN:00446203), along with his relatives holds 1,12,67,160 or for any other person on a beneficial basis in the Company. Having regard to the technical expertise, knowledge and rich experience of Dr.A.Ramamurthy (DIN:00446203) the Board is of the view that the resolution proposed in this regard is in the best interest of the Company.

The Board of Directors, accordingly, recommends the resolution set out at Item No.7 of the Notice for the approval of the Members. A brief resume of Dr.A.Ramamurthy (DIN:00446203), and a statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013, is attached herewith and marked as **Annexure A**.

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 of every Promoter, Director, Manger and of other Key Managerial Personnel of the Company holding not less than two (02) percent of paid up capital of that Company is not applicable.

Inspection of Documents:

The documents in relation to re-appointment and variation of terms of appointment of Dr.A.Ramamurthy (DIN:00446203), as referred to in the resolution and explanatory statement thereof will be available for inspection by the members at the registered office of the Company and will also available for inspection by the members on all working days between 11.00 a.m. to 1.00 p.m. prior to the date of General Meeting and also at the Meeting.

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

Dr.A.Ramamurthy (DIN:00446203), being an appointee, and Mrs.Malathi Ramamurthy (DIN:01965601) and Mr.Guhan Ramamurthy (DIN:09057147) Directors being relatives of Dr.A.Ramamurthy (DIN:00446203) are deemed interested in this resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No.7

By Order of the Board of Directors
For REGENIX DRUGS LIMITED



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

Place: Chennai
Date:22/08/2022

REGENIX DRUGS LIMITED
CIN – U24232TN2007PLC063446

Registered Office: Jamal Sonu Terrace, #42/1, Loganathan Nagar 1st Street, Choolaimedu,
Chennai, 600094, Tamilnadu, India

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]**

15th Annual General Meeting

Sunday, the 25th day of September, 2022, at 12.00 Noon at Radha Regent, 171 Jawaharlal
Nehru Salai, Arumbakkam, Chennai, 600106, Tamilnadu, 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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 15th Annual General Meeting of the Company, to be held on Sunday, the 25th day of September, 2022, at 12.00 Noon at Radha Regent, 171 Jawaharlal Nehru Salai, Arumbakkam, Chennai, 600106, Tamilnadu, 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
Ordinary Business				
1	To consider and adopt: a) the audited financial statement of the Company for the financial year ended March 31, 2022, 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, 2022.			
2	To appoint a Director in place of Dr.Govindarajan Venkatakrishna (DIN:02159359), who retires by rotation and being eligible, offers himself for re-appointment			
3	To appoint a Director in place of Dr.Guhan Ramamurthy (DIN:09057147), who retires by rotation and being eligible, offers himself for re-appointment.			
4	Appointment of Statutory Auditors and fix Remuneration			
Special Business				
5	Appointment of Mr.Akshay Arvind (DIN:05355266) as Non-Executive and Non-Independent Director of the Company.			
6	Appointment of Mr.Balaji Ramamurthy (DIN:09350272) as a Whole-Time Director of the Company.			
7	Confirmation of the Re-Appointment / Variation of Terms of appointment of Dr.A.Ramamurthy (DIN:00446203) as Chairman & Managing Director of the Company.			

Signed this _____ day of _____ 2022

Signature of Member

Signature of Proxy holder(s)

Affix Revenue Stamp

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 Annual 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.

Attendance Slip

**REGENIX DRUGS LIMITED
CIN – U24232TN2007PLC063446**

Registered Office: Jamal Sonu Terrace, #42/1, Loganathan Nagar 1st Street,
Choolaimedu, Chennai, 600094, Tamilnadu, India

15th Annual General Meeting
Sunday, the 25th day of September, 2022, at 12.00 Noon at Radha Regent, 171 Jawaharlal
Nehru Salai, Arumbakkam, Chennai, 600106, Tamilnadu, India

Registered Folio no.

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Number of shares held

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I certify that I am a member / proxy / authorized representative for the member of the Company.

I hereby record my presence at the 15th Annual General Meeting of the Company, to be held on Sunday, the 25th day of September, 2022, at 12.00 Noon at Radha Regent, 171 Jawaharlal Nehru Salai, Arumbakkam, Chennai, 600106, Tamilnadu, India

.....
Name of the member / proxy

(in BLOCK letters)

.....
Signature of the member /

Note: Fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGMs

Route Map:

