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**EUROFINS ADVINUS LIMITED**  
*(Formerly Advinus Therapeutics Limited)*  
REGISTERED OFFICE: ADMINISTRATIVE BLOCK 21, 22 PEENYA INDUSTRIAL AREA  
PHASE II, BANGALORE - 560 058, KARNATAKA, INDIA  
Tel : +91 80 2839 4959, Fax : +91 80 2839 4015 email: [info@advinus.com](mailto:info@advinus.com);  
CIN: U24117KA2005PLC036126; Website: [www.advinus.com](http://www.advinus.com)

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### NOTICE

**NOTICE** is hereby given that the 14<sup>th</sup> **ANNUAL GENERAL MEETING** of the members of **EUROFINS ADVINUS LIMITED** will be held on Friday, 30<sup>th</sup> August 2019, at 11.00 AM at the Registered Office of the Company at #Administrative Block 21, 22, Peenya, Industrial Area Phase -II, Bangalore - 560058 to transact the following business:

#### **ORDINARY BUSINESS:**

**1. Adoption of financial statements**

To receive, consider and adopt the financial statements for the financial year 2018-19 including the audited Balance Sheet as at 31<sup>st</sup> March, 2019 and the Profit and Loss Account for the year ended on that date, both standalone and consolidated and the Report of the Auditors and Board of Directors attached thereon.

**2. Appointment of Mr. Sanjeev Khatri as director liable to retire by rotation**

As per provisions of Section 152 of the Act, one-third of the Board members who are subjected to retire by rotation, retire every year at the annual general meeting and approval of the shareholders is sought for the reappointment of such retiring members who are so eligible. Mr. Sanjeev Khatri was appointed as a director liable to retire by rotation, effective from October 5, 2017 and was confirmed as a director at the EGM held on November 3, 2017.

To the extent Mr. Sanjeev Khatri is required to retire by rotation, he would be eligible to be reappointed as a director. The shareholders are requested to consider and if thought fit, to pass the following resolution as an ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to the reappointment of Mr. Sanjeev Khatri (holding DIN 02227462) as a Director of the Company, to the extent that he is required to retire by rotation.”

**SPECIAL BUSINESS:**

**3. Appointment of Mr. Neeraj Garg (DIN:00021055) as Director of the Company**

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

**"RESOLVED THAT** Mr. Neeraj Garg (DIN: 00021055), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 28.02.2019 and who holds office up to the date of this Annual General Meeting of the Company pursuant to Section 161(1) of the Companies Act, 2013 but who is eligible for appointment and has consented to act as a Director of the Company be and is hereby appointed as a Director of the Company, liable to retire by rotation."

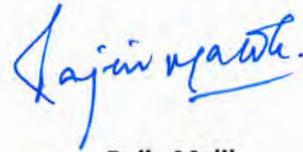
By order of the Board

For **EUROFINS ADVINUS LIMITED**

Place: Bengaluru

Date: 25.07.2019

Registered Office: #Administrative Block21, 22, Peenya  
Industrial Area, Phase II,  
Bengaluru-560058



**Rajiv Malik**

**CEO and Managing Director**  
**DIN : 00334785**

**NOTE:**

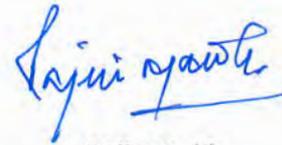
1. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy or proxies to attend and, on a poll, to vote on his/her behalf, and a proxy need not be a member. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than 48 (Forty Eight) hours before the AGM. Proxies submitted on behalf of limited companies, must be supported by appropriate resolutions or authority, as applicable. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.
2. Electronic copy of the Notice of the aforementioned Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their

email address, physical copies of the Notice of the aforesaid Extraordinary General Meeting of the Company along with Attendance Slip and Proxy Form is being sent in the permitted mode.

3. Members/ proxies/authorized representatives are requested to bring their duly filled Attendance Slips included as part of this notice, at the meeting. Alternatively, the members may choose to sign the attendance register in this regard.
4. During the period beginning 24 hours before the time fixed for the commencement of the AGM and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company provided that not less than three days of notice in writing is given to the Company.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the AGM.
6. Corporate members intending to send their authorized representatives to attend the meeting are requested to send the certified true copy of the Board Resolution authorizing them in this behalf.
7. Members whose shareholding is in electronic mode are requested to direct change of address to their depository participants. We urge our members to support our commitment to environmental protection by choosing to receive their shareholding communication through email. You can do this by updating your email addresses with your depository participants.
8. All documents referred to in the Notice are available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.
9. In terms of the requirements of the Secretarial Standards -2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, Route Map for the location of the aforesaid meeting is enclosed.

By order of the Board

For **EUROFINS ADVINUS LIMITED**



**Rajiv Malik**

**CEO and Managing Director**

**DIN : 00334785**

**Place: Bengaluru**

**Date: 25.07.2019**

**Registered Office: #Administrative Block21, 22, Peenya  
Industrial Area, Phase II,  
Bengaluru-560058**

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

### **Item No. 3:**

Mr. Neeraj Garg (DIN: 00021055) was appointed as Additional Director on the Board of the Company during the year.

In terms of provisions of Section 161(1) of the Companies Act, 2013, Mr. Garg holds office upto the date of ensuing Annual General Meeting of the Company and is eligible for appointment as director.

The Board recommends the resolution at item No. 3 for approval of the members as an Ordinary Resolution.

Mr. Neeraj Garg is interested and concerned in the resolution at Item No. 3 of the notice as it relates to his appointment. Other than Mr. Garg, no other Director, Manager, and other key managerial personnel, and their respective relatives, are concerned or interested in the resolution.

### **Details as per the Secretarial Standard No. 1.2.5 on General Meetings:**

Mr. Neeraj Garg has more than 23 years of experience across industries, roles and countries. He combines a strong strategic perspective with entrepreneurial instinct in operating roles. He has worked in the Healthcare, Pharmaceutical, Consumer Products and Retail sectors.

He spent over 15 years in the Life Sciences industry, in diverse roles with Piramal Healthcare / Abbott and his last stint prior to joining Eurofins was with Apollo Health & Lifestyle as the CEO. He is credited with having built leading businesses, from an early stage. He grew the retail healthcare services company of Apollo (AHLL) from less than 100 Crores to 600+ Crores in 6 years, also having previously created at Piramal / Abbott, one of India's largest mass-market pharmaceutical businesses - True Care (grew from scratch to nearly Rs 350 Crores in 5 years).

He is aged around 47 years and is a Computer engineer from the Delhi College of Engineering, who went on to do his MBA from the Faculty of Management Studies (Delhi). He joined Hindustan Unilever from campus and grind his teeth in sales & marketing there. He moved to management consulting at A.T. Kearney where he focused on the Consumer Products & Retail sectors, while also doing work on Organization design.

### **Other details:**

Number of shares held in the Company	:	Nil
Remuneration drawn	:	Nil

Number of meetings of Board and Committees attended during the year:

Name of the Director	Category	Number of board meetings during the year 2018-19		Whether attended last AGM held on August 30, 2018	Number of Directorships in other Public Companies		Number of Committee positions held in other Public Companies	
		Held	Attended		Chairman	Member	Chairman	Member
Mr. Neeraj Garg DIN-00021055	Non-Independent and Non-Executive	7	0*	No	Nil	4	Nil	Nil

*\*Mr. Neeraj Garg was appointed as Additional Director with effect from February 28, 2019 and was eligible to attend Board Meetings post his appointment only.*

By order of the Board  
For EUROFINS ADVINUS LIMITED

Place: Bengaluru  
Date: 25.07.2019  
Registered Office: #Administrative Block21, 22, Peenya Industrial Area, Phase II, Bengaluru-560058

  
Rajiv Malik  
CEO and Managing Director  
DIN : 00334785

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]

CIN:	U24117KA2005PLC036126
Name of the company:	<b>EUROFINS ADVINUS LIMITED</b>
Registered office:	Administrative Block 21 & 22, Peenya Industrial Area, Phase II, Bangalore - 560058, Karnataka, India

Name of the member(s):
Registered address:
Email Id:
Folio No./Client Id:
DP ID:

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

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

2.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

3.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting/ ~~Extraordinary general meeting~~ of the company, to be held on Friday, the 30<sup>th</sup> day of August, 2019 at 11.00 A.M. at registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars
1.	Adoption of financial statements
2.	Appointment of Mr. Sanjeev Khatri as director liable to retire by rotation
3.	Appointment of Mr. Neeraj Garg (DIN:00021055) as Director of the Company

Signed this----day of ---2019

Signature of shareholder  
Signature of Proxy holder(s)

Affix Revenue Stamp
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**Date:**

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

*On the letter head of the Company / Individual*

ATTENDANCE SLIP

*(Please complete this attendance slip and hand it over at the entrance of the Hall)*

I, hereby record my presence at the Annual General Meeting Scheduled to be held on Friday, the 30<sup>th</sup> day of August, 2019 at 11.00 A.M., at the registered office of the Company at Administrative Block 21 & 22, Peenya Industrial Area, Phase II, Bangalore - 560058, Karnataka, India.

Regd. Folio No.	
Full Name of the Shareholder in Block Letters	
No. of Shares held	
Name of Proxy (if any) in Block Letters	

Signature of the Shareholder/Proxy/Representative\*

\*Strike out whichever is not applicable

