

# GENESIS EXPORTS LIMITED

"Chittrakoot" 10th Fl., 230A, A.J.C. Bose Road, Kolkata - 700 020, INDIA

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E-mail: [genesis.exports@genesisexp.com](mailto:genesis.exports@genesisexp.com)

CIN: L26919WB1981PLC033906

Website: [www.genesisexp.com](http://www.genesisexp.com)

## NOTICE

NOTICE is hereby given that the 40<sup>th</sup> Annual General Meeting of the Members of **GENESIS EXPORTS LIMITED** will be held on Wednesday, September 29, 2021 at 4:00 P.M through Video Conferencing (VC) or Other Audio Visual Means (OAVM) to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt:

- (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 together with the Reports of the Board of Directors and the Auditors thereon; and
- (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 and the Report of the Auditors thereon;

2. To appoint a Director in place of Mr. Ajit Jhunjhunwala (DIN: 00111872) who retire by rotation and being eligible, offers himself for re-appointment as a Director.

### SPECIAL BUSINESS

3. **Regularization of additional Independent Director, Anand Daga by appointing him as Independent Director of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and the Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Anand Daga (DIN: 00897988), who was appointed as an Additional Director (Non-Executive & Independent) by the Board at its meeting held on 12<sup>th</sup> September, 2020 and who holds office upto the date of this Annual General Meeting of the Company under section 161(1) of the Companies At, 2013 but who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act signifying intention to propose his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years from 12<sup>th</sup> September, 2020 to 11<sup>th</sup> September, 2025.

**RESOLVED FURTHER THAT** to give effect to this resolution the Board of Directors of the Company and/or Company Secretary of the Company be and are hereby authorized to file requisite forms / documents to the Registrar of Companies and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By Order of the Board of Directors  
For Genesis Exports Limited  
Sd/-

Nidhi Rathi  
Company Secretary

Place: Kolkata  
Date: August 14, 2021

## NOTES:

- (1) The Explanatory Statement pursuant to section 102(1) of the Companies Act 2013, with respect to Special Business is annexed hereto and forms part of this Notice.
- (2) In view of the continuing COVID-19 pandemic, Ministry of Corporate Affairs (MCA) vide Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 8, 2020 and Circular No. 17/2020 dated April 13, 2020, permitted companies to hold Annual General Meeting ('AGM') through video conference ("VC") or other audio-visual means ("OAVM"), without the physical presence of members at a common venue. The MCA vide its General Circular No. 02/2021 dated January 13, 2021 and Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, extended the above exemptions till December 31, 2021. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and MCA Circulars, the AGM of the Company is being held through VC/OAVM. In accordance with the Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards issued by the ICSI, the proceedings of the Annual General Meeting ('AGM') shall be deemed to be conducted at the Registered Office of the company. Since the AGM is conducted through VC/OAVM, the Route Map is not annexed to this Notice.
- (3) In compliance with the aforesaid Circulars, Notice of the AGM along with the Annual Report 2020-2021 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ CDSL Depository. Members may note that the Notice and Annual report for the year 2020-21 has been uploaded on the website of the Company at [www.genesisexp.com](http://www.genesisexp.com) and the website of The Calcutta Stock Exchange Limited at [www.cse-india.com](http://www.cse-india.com). The 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](http://www.evotingindia.com).
- (4) Since, the AGM is being conducted through VC/OAVM, there is no provision for appointment of proxies.
- (5) Members attending the AGM through VC / OAVM shall be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
- (6) The Register of Member and Shares Transfer Books of the Company in respect of Equity Shares will remain closed from Thursday, September 23 2021 to Wednesday, September 29, 2021 (both day inclusive) for the 40<sup>th</sup> AGM.
- (7) Members are requested to intimate change, if any, in their address (with PIN Code), Email ID, nominations, bank details, mandate instructions, National Electronic Clearing Service ("NECS") mandates, etc. under the signature of the registered holder(s) to Maheshwari Datamatics Private Ltd, Registrar and Transfer Agent ("RTA") of the Company (email id [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com)); and their respective Depository Participants.
- (8) All share related correspondence and change in the address of the members may be sent to RTA at the following address:  
  
**M/s. Maheshwari Datamatics Pvt. Ltd,**  
23, R.N. Mukherjee Road, 5<sup>th</sup> Floor, Kolkata-700001  
Tel: 033 22482248, 22435029  
Fax: 033 22484787  
Email: [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com)
- (9) Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer/Company by email through its registered email address to [droliapraavin@yahoo.co.in](mailto:droliapraavin@yahoo.co.in) and [genesis.exports@genesisexp.com](mailto:genesis.exports@genesisexp.com).

- (10) In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- (11) Pursuant to Section 108 of the Act and the Rules made thereunder, Regulation 44 of the Listing Regulations, and the MCA Circulars, the Company is providing the 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 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.
- (12) Facility for e-voting shall also be made available during the Meeting and Members attending the meeting through video conference, who have not cast their vote by remote e-voting can exercise their vote during the meeting.
- (13) Members can join the AGM in the VC/OAVM mode 15 (fifteen) minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on a first come first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc who can attend the AGM without restriction on account of first come first-served basis.
- (14) Members are requested to register their email ids with the Company or its RTA and may also request for a copy of Annual Report electronically. Members can also get their E-mail Ids registered with the Company's RTA Maheshwari Datamatics Private Limited by clicking the link: <https://mdpl.in/form/email-update> and follow the registration process as guided thereafter. The members who have not registered their email ID with the Company can access the Annual Report on the website of the Company - [www.genesisexp.com](http://www.genesisexp.com). Members who would like to obtain pdf copy on their email ID may write an email to [genesis.exports@genesisexp.com](mailto:genesis.exports@genesisexp.com).
- (15) Due to the current pandemic, the Registers as required under the Act and the documents referred to in the Notice shall not be available for physical inspection at the Registered Office of the Company. Interested Shareholders seeking an inspection of the same may write to the Company Secretary at [genesis.exports@genesisexp.com](mailto:genesis.exports@genesisexp.com) for an electronic copy.
- (16) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed Companies can be transferred only in dematerialized form with effect from 1<sup>st</sup> April 2019, except in case of request received for transmission or transposition of securities. Given this and to eliminate all risks associated with physical shares, Members holding shares in physical form, are requested to dematerialize their shares. Members can contact the Company's RTA Maheshwari Datamatics Private Limited for the same.
- (17) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / RTA.
- (18) Additional information of Directors seeking appointment/re-appointment at the ensuing AGM, as required under Clause 1.2.5 of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), is annexed to the Notice.
- (19) The Board of Directors has appointed Mr. Pravin Kumar Drolia (Membership No. FCS 2366) of Drolia & Company, Company Secretaries as the Scrutinizer for conducting the process of remote e-voting and e-voting during AGM in a fair and transparent manner.

(20) **INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- (i) The remote e-voting period begins on Sunday, September 26, 2021 (9:00 a.m. IST) and ends on Tuesday, September 28, 2021 (5:00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date Wednesday, September 22, 2021 i.e. Cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Shareholders who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such Resolution again.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting **to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li></ol>

	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL.**

**FOR CDSL** - Members facing any technical issue in login can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 22-23058542-43.

(v) **Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical Shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders / Members" module.
- 3) Now Enter your User ID :  
For CDSL: 16 digits beneficiary ID,  
Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form other than Individual and Physical Form</b>	
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"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>• 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).</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN of Genesis Exports Limited.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) **Facility for Non – Individual Members and Custodians Remote E-voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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., [drolipravin@yahoo.co.in](mailto:drolipravin@yahoo.co.in) and [genesis.exports@genesisexp.com](mailto:genesis.exports@genesisexp.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM AND E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries on the Annual Report and operations of the Company may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at ([genesis.exports@genesisexp.com](mailto:genesis.exports@genesisexp.com)). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

#### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/CDSL DEPOSITORY**

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 update your email id & mobile no. with your respective Depository Participant (DP) registered with CDSL.
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) registered with CDSL which is mandatory while e-Voting & joining virtual meetings through Depository.

In case you have any queries or issues regarding attending AGM and e-voting from the CDSL e-Voting system, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

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

- (21) The voting rights of Shareholders shall be in proportion to their share of the paid-up capital of the Company as of the cut-off date i.e. Wednesday, September 22, 2021. Any person who becomes a Member of the Company after dispatch of the Notice of the AGM and holding shares as on the cut-off

date i.e. Wednesday, September 22, 2021 and wishing to participate in the e-voting may obtain User ID and Password by sending a request at [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) or by sending a letter or e-mail to the Company's RTA at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) providing details such as the name of the Member, DP ID/Client ID no. and name of the Company. User ID and password will be provided through e-mail or SMS or letter as per details of the Member provided by the Depositories or available with the RTA. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing user ID and password for casting the vote. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

- (22) The voting during the AGM will begin on September 29, 2021 at 4.00 pm and will end on completion of 30 minutes from the time of the conclusion of the AGM. Within this period, all members who are present at the AGM through VC facility and who have not yet exercised their vote through remote e-voting, can exercise their vote electronically.
- (23) The Scrutinizer shall, not later than 48 hours after the conclusion of the AGM make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, submit to the Chairman or any person authorised by the Board and the company will declare the results of the voting forthwith.
- (24) The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.genesis.exports@genesisexp.com](http://www.genesis.exports@genesisexp.com) and on the Calcutta Stock Exchange Limited website at [www.cse-india.com](http://www.cse-india.com) and also on the website of CDSL at <https://www.evotingindia.com>, immediately after the result is declared by the Chairman or any person authorised by the Board.
- (25) Subject to the receipt of the requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM i.e., Wednesday, September 29, 2021.

By Order of the Board of Directors  
**For Genesis Exports Limited**  
Sd/-

**Place: Kolkata**  
**Date: August 14, 2021**

**Nidhi Rathi**  
**Company Secretary**

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

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

#### **Regularization of additional Independent Director, Anand Daga by appointing him as Independent Director of the Company:**

The Board of Directors of the Company at its meeting held on 12<sup>th</sup> September, 2020 on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Anand Daga (DIN: 00897988) as an Additional Director (Non-Executive and Independent) on the Board of the Company with effect from 12<sup>th</sup> September, 2020 to hold office till the conclusion of the next AGM and subject to the approval of the members in the ensuing AGM, as an Independent Director to hold office for a term of five consecutive years from the effective date of this appointment.

The Company has received a notice in writing from a member under Section 160(1) of the Act proposing candidature of Mr. Anand Daga for the office of Director of the Company.

The Company has received an intimation that Mr. Anand Daga is not disqualified under Section 164(2) of the Act and have given his consent to act as Director of the Company. The Company has also received declaration from him that he meets with the criteria of independence as prescribed both under Section 149(6) of the Act and under Regulation 16(1)(b) of the SEBI Listing Regulations. In the opinion of the Board, he fulfils the conditions as specified in the Act and the rules made thereunder and also under the Listing Regulations for appointment as an Independent Director and is independent of the management.

Accordingly, it is proposed to regularize the appointment of Mr. Anand Daga as an Independent Director of the Company, who shall not be liable to retire by rotation and to hold office for a term of 5 (Five) consecutive years on the Board of the Company w.e.f. 12<sup>th</sup> September, 2020 to 11<sup>th</sup> September 2025.



The Board of Directors is of the opinion that the knowledge and experience of Mr. Anand Daga will be of immense value to the Company.

Accordingly, based on recommendation of Nomination and Remuneration Committee, the Board recommends the approval of the Ordinary Resolution set out at Item No. 3 of the Notice convening the meeting by the members.

A brief profile of Mr. Anand Daga, as required pursuant to the Regulation 36(3) of the Listing Regulations and Secretarial Standards-2 issued by ICSI, is set out in the in the Annexure to the Explanatory Statement.

Except Mr. Anand Daga, being the proposed appointee, none of the Directors / Key Managerial Personnel of the Company and their relatives is in anyway concerned or interested, financially or otherwise, in these resolutions. The appointee director is not related to any Director of the Company.

By Order of the Board of Directors  
**For Genesis Exports Limited**  
**Sd/-**  
**Nidhi Rathi**  
**Company Secretary**

**Place: Kolkata**  
**Date: August 14, 2021**

#### **ANNEXURE TO THE EXPLANATORY STATEMENT**

**Pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India (ICSI), information about the directors seeking appointment/re-appointment at the AGM is furnished below:**

<b>Name of Director</b>	<b>Shri Ajit Jhunjunwala</b>	<b>Mr. Anand Daga</b>
DIN	00111872	00897988
Date of Birth	29.12.1970	12.08.1972
Qualifications	Graduate in Commerce	Graduate in Commerce
Experience & Expertise in specific functional areas	Over 31 years of experience in glass and tableware industry	Mr. Anand Daga had a long career in Finance & Investments. He has done various courses on Financial Planning. He is currently an Independent Director in Mangalam Timber Products Limited. He provides financial consultancy to various Companies.
Date of first appointment on the Board of the Company	28 <sup>th</sup> June, 1997	12 <sup>th</sup> September, 2020
No of shares held in the Company as at March 31, 2021	66,083	Nil
Terms and conditions of Appointment/ Re-appointment	Non-Executive Director, liable to retire by rotation entitled for sitting fees	Entitled for sitting fees
List of Directorship held in other Companies	- La Opala RG Ltd - SKJ Investments Pvt. Ltd. - Ishita Housing Pvt. Ltd. - SKJ Estate Pvt. Ltd. GDJ Housing Pvt. Ltd.	- Associated Savings Pvt. Ltd. - Aparajita Viniyog Pvt. Ltd. - The Bengal Rowing Club
Inter-se Relationships between Directors	Shri Ajit Jhunjunwala is the son of Shri Sushil Jhunjunwala and father of Ishita Jhunjunwala. In this way they are related to each other.	Not related to any Director & KMP of the Company
Key Managerial Personnel (KMP)	NA.	

For other details such as number of meetings of the Board attended during the year, remuneration drawn and Membership/ Chairmanship of Committees of other Public Limited Companies, please refer to Corporate Governance Report which is a part of this Annual Report.