

# GENESIS EXPORTS LIMITED

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

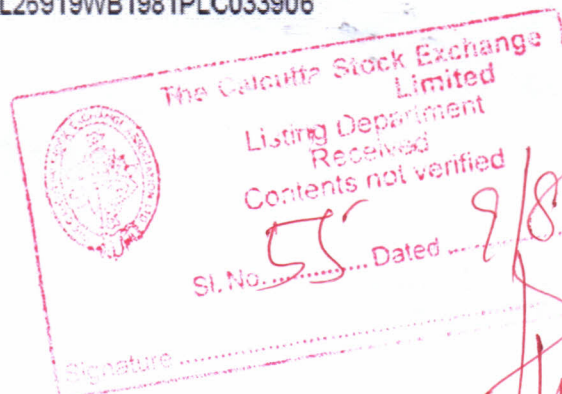
Tel. : 91- 7604088814/15/16/17. Fax : 91 - 33 -2287 0284

E-mail: genesis.exports@genesiseexp.com

CIN: L26919WB1981PLC033906

Date: 9<sup>th</sup> August, 2019

To,  
Head of the Listing Department,  
Calcutta Stock Exchange Limited,  
7, Lyons Range, 4<sup>th</sup> Floor,  
Kolkata - 700 001.  
CSE - Scrip Code - 017135



Dear Sir/Madam,

**Sub: Notice of 38<sup>th</sup> Annual General Meeting of the Company and Book Closure**

This is to inform you that the 38<sup>th</sup> Annual General Meeting ('AGM') of the Company is scheduled to be held on Friday, 30<sup>th</sup> August, 2019 at 01:30 p.m. at "Chitrakoot", 10<sup>th</sup> Floor, 230A, A.J.C. Bose Road, Kolkata 700 020 to transact the business stated in the Notice of the AGM.

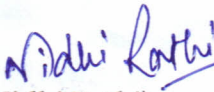
Further, pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that the Register of Members & Share Transfer Books shall remain closed from Thursday, 22<sup>nd</sup> August 2019 to Friday, 30<sup>th</sup> August 2019 (both day inclusive) for the purpose of 38<sup>th</sup> AGM.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 we are enclosing herewith a copy of the Notice of AGM.

Please take the same on your records.

Thanking you,  
Yours faithfully,

For Genesis Exports Limited

  
(Nidhi Rath)

Company Secretary & Compliance Officer



Encl. As above

# GENESIS EXPORTS LIMITED

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## NOTICE

NOTICE is hereby given that the 38<sup>th</sup> Annual General Meeting of the Members of **GENESIS EXPORTS LIMITED** will be held at the Registered office of the Company at 10<sup>th</sup> Floor, Chitrakoot, 230A, AJC Bose Road Kolkata – 700 020 on Friday, the 30<sup>th</sup> August 2019 at 1.30 P.M. to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 together with the Reports of the Board of Directors and Auditors thereon and
2. To appoint a Director in place of Shri Sushil Jhunjhunwala (DIN: 00082461) who retire by rotation and being eligible, offers himself for re-appointment as a Director.

### SPECIAL BUSINESS

#### 3. Appointment of Ms. Suparna Chakrabortti as a Non-Executive Director

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 Section 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Suparna Chakrabortti (DIN: 07090308), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 18<sup>th</sup> May, 2019 as per Section 161(1) of the Companies Act, 2013 and whose term of office expires at the Annual General Meeting be and is hereby appointed as Non-Executive Director of the Company, whose office is liable to retire by rotation."

By Order of the Board of Directors  
For Genesis Exports Limited



Nidhi Rath

Company Secretary & Compliance Officer

Place: Kolkata

Date: 18<sup>th</sup> May, 2019

Registered Office:

230A, A.J.C. Bose Road,  
Chitrakoot, 10<sup>th</sup> Floor,  
Kolkata – 700020

### NOTES FOR MEMBERS:

- (1) A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on poll instead of himself/herself and such proxy need not be a member of the Company.
- (2) Proxies in order to be effective must be received by the Company at the Registered Office of Company not less than 48 hours before the commencement of the Meeting.
- (3) The Register of Member and Shares Transfer Books of the Company in respect of Equity Shares will remain closed from Thursday, 22<sup>nd</sup> August 2019 to Friday, 30<sup>th</sup> August 2019 (both day inclusive).
- (4) The Explanatory Statement as required under section 102 of the Companies Act 2013, in respect of Special Business is annexed hereto.



- (5) In case you are holding the Company's shares in dematerialized form, please contact your depository participant and give suitable instructions to update your bank details in your demat account and to notify any changes with respect to their addresses, email id, ECS mandate.

In case you are holding Company's shares in physical form, please inform Company's RTA viz. M/s. Maheshwari Datamatics Pvt. Ltd, 23, R.N. Mukherjee Road, 5<sup>th</sup> Floor, Kolkata-700001 by enclosing a photocopy of blank cancelled cheque of your bank account.

- (6) M/s. Maheshwari Datamatics Pvt. Ltd, 23, R.N. Mukherjee Road, 5<sup>th</sup> Floor, Kolkata-700001 is the Registrar & Share Transfer Agent (RTA) of the Company. All communications in respect of share transfers and change in the address of the members may be communicated to them.
- (7) Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the meeting.
- (8) Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered office of the Company on all working days, between 11.00 A.M. to 1.00 P.M. upto the date of the meeting.
- (9) Members/Proxies are requested to bring the attendance slip filled in for attending the Meeting.
- (10) 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.
- (11) To support the 'Green Initiative', Members who have not registered their e-mail IDs, are requested to register the same with the Company or its RTA.
- (12) SEBI had vide Notification Nos. SEBI/LAD-NRO/GN/2018/24 dated 8<sup>th</sup> June 2018 and SEBI/LAD-NRO/GN/2018/49 dated 30<sup>th</sup> November 2018 read with BSE circular no. LIST/COMP/15/2018-19 dated 5<sup>th</sup> July 2018 and NSE circular no. NSE/CML/2018/26 dated 9<sup>th</sup> July 2018 directed that transfer of securities would be carried out in dematerialized form only with effect from 1<sup>st</sup> April 2019, except in case of transmission or transposition of securities. In view of the above and to avail the benefits of dematerialization, Members are requested to consider dematerializing shares held by them in physical form.
- (13) A route map showing directions to reach the venue of the 32<sup>nd</sup> AGM is given along with the Annual Report as per the requirement of the Secretarial Standards - 2 on General Meetings.
- (14) The Company has entered into an agreement with Central Depository Services (India) Limited for availing Electronics Voting facility which is mandatory as per Companies (Management & Administration) Rules, 2015.

The facility of voting has been made available at the Annual General Meeting. The members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right and that the members who have cast their vote by remote e-voting prior to the date of meeting may also attend the meeting but shall not be entitled to cast their vote again.

Electronic Voting Instructions, User Id and Password are being informed by the RTA/Central Depository Services (India) Limited separately.





**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013**

**Item No. 3**

In accordance with the provisions of Section 152 of the Companies Act, 2013, appointment of Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Ms. Suparna Chakrabortti be appointed as Non-Executive Director on the Board, whose office is liable to retire by rotation.

The appointment of Ms. Suparna Chakrabortti shall be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from Ms. Suparna Chakrabortti under Section 160 of the Act proposing her candidature for the office of Director of the Company. Ms. Suparna Chakrabortti is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

In the opinion of the Board, Ms. Suparna Chakrabortti fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as a Non-Executive Director of the Company.

**Brief Resume of Ms. Suparna Chakrabortti**

Ms. Suparna Chakrabortti, aged 53 years is a Commerce graduate and an associate member of the Institute of Chartered Accountant of India (ICAI). She has also done Masters in Business Administration from Rutgers University, NJ, USA and Masters in Education from Hunter College, New York, USA and is a practicing Chartered Accountant. She has more than 25 years of experience in corporate consultation & advisory.

The Board of Directors at its meeting held on 18<sup>th</sup> May, 2019 appointed Ms. Suparna Chakrabortti as an Additional Director of the Company in terms of provisions of Section 161 of the Companies Act, 2013 who shall hold office only upto the date of this Annual General Meeting of the Company.

Ms. Suparna Chakrabortti does not hold the position of Chairman/Member of any of the Committees of Board of the Company. She holds the position of Independent Director in Rydak Syndicate Limited and Dhelakhat Tea Company Limited.

Ms. Suparna Chakrabortti is not related in any capacity whether directly or indirectly with any other Directors, and Key Managerial Personnel (KMP) of the Company.

Disclosure under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

As on date she does not hold any shares in the Company. The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Suparna Chakrabortti as a Non-Executive Director. Accordingly, the Board recommends the resolution in relation to appointment of Ms. Suparna Chakrabortti as a Non-Executive Director liable to retire by rotation, for approval by the shareholders of the Company.

Except Ms. Suparna Chakrabortti, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 03 of the Notice.

By Order of the Board of Directors  
For Genesis Exports Limited



*Nidhi Rath*

**Nidhi Rath**

**Company Secretary & Compliance Officer**

**Place: Kolkata**

**Date: 18<sup>th</sup> May, 2019**

## ANNEXURE TO THE EXPLANATORY STATEMENT

**PROFILE OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA IS FURNISHED BELOW:**

Name of Director	Shri Sushil Jhunjunwala	Shri Suparna Chakrabortti
DIN	00082461	07090308
Date of Birth	23.08.1950	28.06.1966
Qualification	Graduate in Commerce	Graduate in Commerce, Chartered Accountant and MBA & M.Ed from USA
Experience & Expertise	Over 47 years of experience in the industry	Over 25 years of experience in corporate consultation and advisory.
Date of first appointment on the Board of the Company	15 <sup>th</sup> January, 1996	18 <sup>th</sup> May, 2019
No of shares held in the Company as at March 31,2019	61,442	Nil
Terms and conditions of Appointment/ Re-appointment	Non-Executive Director, liable to retire by rotation	Entitled for sitting fees
Remuneration last drawn (including sitting fees, if any) (In Lakhs)	₹ 60,000	Nil
Remuneration proposed to be paid	Sitting fees as per the existing terms and conditions.	Sitting fees as per the existing terms and conditions.
Number of meetings of the Board attended during the year 2018-19	8 out of 8	Not Applicable
List of Directorship held in other Companies	<ul style="list-style-type: none"> <li>- BSL Limited</li> <li>- La Opala RG Ltd</li> <li>- SKJ Investments Pvt. Ltd.</li> <li>- Ishita Housing Pvt. Ltd.</li> <li>- SKJ Estate Pvt. Ltd.</li> <li>- GDJ Housing Pvt. Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>- Rydak Syndicate Ltd.</li> <li>- Dhelakhat Tea Company Limited</li> </ul>
Membership/ Chairmanship in Committees of other Public Ltd. Companies in which he/she is a Director as on March 31, 2019	Refer to the Report on Corporate Governance	Rydak Syndicate Limited <ul style="list-style-type: none"> <li>• Chairperson, Audit Committee</li> <li>• Member, Nomination &amp; Remuneration Committee</li> </ul> Dhelakhat Tea Company Limited. <ul style="list-style-type: none"> <li>• Member, Audit Committee</li> </ul>
Inter-se relationships between <ul style="list-style-type: none"> <li>• Directors</li> <li>• Key Managerial Personnel (KMP)</li> </ul>	Shri Sushil Jhunjunwala is the Father-in-law of Smt. Nidhi Jhunjunwala and grandfather of Ishita Jhunjunwala. In this way, they are related to each other. NA.	Not related to any Director & KMP of the Company

