

GENESIS EXPORTS LTD

230A AJC BOSE ROAD KOLKATA – 700020

TEL NO 65036656, 65036657 FAX 65036659

CIN:L26919WB1981PLC033906

NOTICE

NOTICE is hereby given that the 35th Annual General Meeting of the Company will held at the Registered office of the Company at 10th Floor, Chittrakoot 230A, AJC Bose Road Kolkata – 700 020 on Friday, the 30th September 2016 at 2.30 P.M. to transact the following business:

AS ORDINARY BUSINESS

1. To receive consider and adopt Director's Report and Auditor's Report and the Audited Statement of Account for the year ended 31st March 2016.
2. To elect a Director in place of Sri Sushil Jhunjhunwala who retire by rotation and being eligible offer himself for re-appointment.
3. To appoint Auditors and fix their remuneration.

AS SPECIAL BUSINESS

4 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 section149,152 read with Schedule IV and all other applicable provision of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rule,2014(Including any Statutory modification(s) or re-enactment thereof for the time being in force) and as per relevant regulations of SEBI (Listing obligation and Disclosure Requirements) regulation 2015 Mr Rohit Maheshwari (DIN 07373012), who was appointed as Additional Independent Director on 21st January 2016 and hold office upto the date of this Annual General Meeting under section 161 of the Companies Act 2013 and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of the Director, be and is hereby appointed as a Independent Director of the company not liable to retire by rotation to hold office for 5(Five) consecutive years for a term upto the conclusion of 40th Annual General Meeting of the Company in the Calendar Year 2021

5 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 149, 152 read with Schedule IV and all other applicable provision of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rule, 2014 (Including any Statutory modification(s) or re-enactment thereof for the time being in force) and as per relevant regulations of SEBI (Listing obligation and Disclosure Requirements) regulation 2015 Mr Gobind Ram Saraf (DIN 0026671), who was appointed as Additional Independent Director on 21st January 2016 and hold office upto the date of this Annual General Meeting under section 161 of the Companies Act 2013 and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of the Director, be and is hereby appointed as a Independent Director of the company not liable to retire by rotation to hold office for 5(Five) consecutive years for a term upto the conclusion of 40th Annual General Meeting of the Company in the Calendar Year 2021

BY ORDER OF THE BOARD
FOR GENESIS EXPORTS LTD.

10th Floor Chittrakoot
230A AJC Bose Road
Kolkata – 700 020
The 2nd day of Sept'16


DIRECTOR

Notes: (1) A Member entitled to attend and vote at the Meeting is also entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the company. The instrument of proxy should, however be deposited at the registered office of Company not less than forty-eight hours before the commencement of the Meeting.

(2) The Register of Member and shares transfer Book of the Company will remain closed from 23rd September 2016 to 30th September 2016(both day inclusive).

(3) The Explanatory Statement pursuant to section 102 of the Companies Act 2013 regarding the Special Business contained in the notice is annexed.

(4) Reappointment of Director: Sri Sushil Jhunjunwala aged about 66 year was appointed as Director on 15.01.1996 and he is a Director in M/s Laopala Rg Ltd, M/s SKJ Estate Pvt Ltd, M/s Ishita Housing Pvt Ltd, M/s GDJ Housing Pvt Ltd & M/s Anuradha Designers Pvt Ltd and he is also the Trustee of M/s Braham Dutt Jhunjunwala Charitable Trust. As on 31.03.2016 he was holding 81763 Equity Shares of the Company

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT 2013

Item No 4

Mr Rohit Maheshwari was appointed as an Additional Independent Director of the Company on 21st January 2016 pursuant to provision of section 161 of the Companies Act 2013 and other applicable provisions (including any modification or re-enactment thereof). And who hold office up to the date of this Annual General Meeting. The Company has received notice in writing from a member along with a deposit of Rs 100000/- proposing the candidature of Mr Rohit Maheshwari for the office of Independent Director under the provision of section 160 of the Companies Act 2013

Mr Rohit Maheshwari is Chartered Accountant and has expertise in the field of Audit and Financial Planning and He was holding NIL Equity Shares of the Company

In the opinion of The Board Mr Rohit Maheshwari to be appointed as an Independent Director as he fulfill all the criteria for becoming Independent Director as prescribed in the Act and Rules there under .

The Board accordingly recommend the resolution as set out in item no 4 of the Notice for approval of the member

None of the Director of the company is interested in the resolution

Item No 5

Mr Gobind Ram Saraf was appointed as an Additional Independent Director of the Company on 21st January 2016 pursuant to provision of section 161 of the Companies Act 2013 and other applicable provisions (including any modification or re-enactment thereof), and who hold office up to the date of this Annual General Meeting. The Company has received notice in writing from a member along with a deposit of Rs 100000/- proposing the candidature of Mr Gobind Ram Saraf for the office of Independent Director under the provision of section 160 of the Companies Act 2013

Mr Gobind Ram Saraf is a Graduate and has expertise in the field of Business & Marketing and He was holding NIL Equity Shares of the Company

In the opinion of The Board Mr Gobind Ram Saraf to be appointed as an Independent Director as he fulfill all the criteria for becoming Independent Director as prescribed in the Act and Rules there under .

The Board accordingly recommends the resolution as set out in item no 5 of the Notice for approval of the member

None of the Director of the company is interested in the resolution

GENESIS EXPORTS LTD.



Director