

GENESIS EXPORTS LIMITED

"Chitrokoat" 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@genesisexp.com
CIN: L25919WB1981PLC033906
Website: www.genesisexp.com

Date: Wednesday, September 08, 2021

To,
The Listing Department
The Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata - 700 001

CSE Scrip Code: 017135

Subject: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Dear Sir/Madam,

1. In continuation to our letter dated September 07, 2021, please find enclosed the copy of the postal ballot notice dated September 07, 2021 along with the explanatory statement (“the Postal Ballot Notice”) being sent to the members for seeking their approval by way of special resolution on the following resolution through postal ballot (e-voting):

Approval for Voluntary Delisting of the Equity Shares of the Company from the Calcutta Stock Exchange Limited (“CSE”)

2. In accordance with General Circular No. 14/ 2020 dated April 8, 2020, the General Circular No. 17/ 2020 dated April 13, 2020, the General Circular No. 22/ 2020 dated June 15, 2020, the General Circular No. 33/ 2020 dated September 28, 2020, the General Circular No. 39/ 2020 dated December 31, 2020 and the General Circular No. 10/ 2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs (the “MCA Circulars”), the Notice is being sent today (i.e., September 08, 2021) only by e-mail to all members whose names appear in the Register of Members / list of Beneficial Owners as received from the Depository, Central Depository Services (India) Limited, as on September 03, 2021 (i.e. the Cut-off date) and who have registered their e-mail addresses with the Company, depository/depository participants or the Company’s Registrar and Share Transfer Agent i.e., Maheshwari Datamatics Private Limited. Only members as on September 03, 2021 (i.e. the Cut-off Date) are entitled to vote under the e-Voting facility offered by the Company. A person who is not a member as on the cut-off date should treat the Postal Ballot Notice for information purpose only.
3. The hard copy of the Notice along with postal ballot form and postage prepaid self-addressed business reply envelope to the members will not be sent to the members in accordance with the requirements specified under the MCA Circulars.
4. The Company has engaged the services of Central Depository Services (India) Limited for the purpose of providing remote e-Voting facility to all its members. The remote e-Voting will commence from Thursday, September 09, 2021 (9.00 A.M. IST) to Friday, October 08, 2021 (5.00 P.M. IST). The remote e-Voting module shall be disabled by CDSL for voting at 5:00 P.M. (IST) on Friday, October 08, 2021. The results will be announced on or before Tuesday, October 12, 2021. The members can vote on resolutions through remote e-Voting facility only. Assent or dissent of the members on the resolution mentioned in the Notice would only be taken through the remote e-Voting system as per the MCA Circulars.
5. The attached Postal Ballot Notice will also be made available on the Company’s website at www.genesisexp.com and CDSL e-Voting website i.e., www.evotingindia.com.

You are requested to please take the above on record.

Thanking you,
For Genesis Exports Limited



Nidhi Rathi
Company Secretary and Compliance Officer
Encl: a/a



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@genesisexp.com

CIN: L26919WB1981PLC033906

Website: www.genesisexp.com

POSTAL BALLOT NOTICE

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 READ WITH SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES) REGULATIONS, 2021, AS AMENDED, AND SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Companies Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) ("the Rules"), in terms of the General Circular No. 14/ 2020 dated April 8, 2020, the General Circular No. 17/ 2020 dated April 13, 2020, the General Circular No. 22/ 2020 dated June 15, 2020, the General Circular No. 33/ 2020 dated September 28, 2020, the General Circular No. 39/ 2020 dated December 31, 2020 and the General Circular No. 10/ 2021 dated June 23, 2021 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Secretarial Standard - II on General Meetings ("SS-II") issued by the Institute of Company Secretaries of India and all other applicable rules framed under the Companies Act, the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 ("**Delisting Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, to the members of Genesis Exports Limited ("**Company**"), to consider and if thought fit to pass the resolution set out herein below as a special resolution, by way of a postal ballot through remote e-voting process, in accordance with Regulation 11 of the Delisting Regulations.

The proposed resolution along with the explanatory statement pursuant to Section 102 of the Companies Act and other applicable legal provisions, pertaining to the said resolution setting out the material facts and the reasons thereof, is also appended. The proposed resolutions and explanatory statement are being sent to you for your consideration.

The Board of Directors of the Company have appointed Mr. Pravin Kumar Drolia, Proprietor of M/s. Drolia & Company, Practicing Company Secretaries (FCS - 2366 / CP - 1362) as the Scrutinizer for conducting the Postal Ballot only through remote e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Companies Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the Listing Regulations, the Company is offering facility of e-voting to all Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the notes for casting of votes by e-voting.

MCA has clarified that for companies that are required to provide E-voting facility under the Companies Act, while they are transacting any business(es) only by Postal Ballot up to December 31, 2021, the requirement provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by e-mail to all its Members who have registered their e-mail addresses with the Company, the Registrar and Share Transfer Agent or Depository/ Depository Participants and the communication of assent/ dissent of the Members will only take place through the E-voting system.

This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.

The Scrutinizer will submit his report to the Chairman and/or to the Company Secretary and Compliance Officer duly authorized by him, after completion of the scrutiny of the votes received through e-voting in a fair and transparent manner. The results of the postal ballot shall be declared by the Chairman or the Company Secretary and Compliance Officer duly authorised on or before Tuesday, October 12, 2021 for submission with The Calcutta Stock Exchange Limited where the equity shares of the Company are listed. The results of the postal ballot will also be displayed on the Company's website: www.genesisexp.com and Service Provider's website: www.evotingindia.com.

The resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for e-voting i.e., Friday, October 08, 2021.

SPECIAL BUSINESS:

Item No. 1

Approval for Voluntary Delisting of the Equity Shares of the Company from The Calcutta Stock Exchange Limited ("CSE")

To consider and if thought fit, to accord assent/ dissent to the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to (i) receipt of Initial Public Announcement dated Friday, August 20, 2021 from Mr. Sushil Jhunjhunwala, Ms. Gyaneshwari Jhunjhunwala, Mr. Ajit Jhunjhunwala, Ms. Nidhi Jhunjhunwala, and M/s. SKJ Investments Private Limited, members of the promoter/promoter group of the Company ("**Acquirers**") expressing their intention to: (a) acquire all the fully paid-up equity shares held by the public shareholders of the Company, as defined under the Securities and Exchange Board of India (Delisting of Equity Shares), Regulations 2021, as amended from time to time ("**Delisting Regulations**") ("**Public Shareholders**"); and consequently (b) voluntarily delist the equity shares of the Company ("**Equity Shares**") from the Calcutta Stock Exchange Limited ("**CSE**") (the "**Stock Exchange**") in accordance with the Delisting Regulations, by making a delisting offer in accordance with the Delisting Regulations; and (ii) the approval of the Board of Directors of the Company ("**Board**") accorded in its meeting held on Tuesday, September 07, 2021 for the voluntary delisting of the Equity Shares from the Stock Exchange, and subject to the applicable provisions of the Companies Act, 2013 and rules made thereunder, the Delisting Regulations and other such applicable provisions of laws, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and receipt of the necessary approvals from the Stock Exchange and such other statutory approvals as may be required under applicable law and subject to the terms of such approvals, and subject to such conditions and modifications as may be prescribed or imposed by any authority or third party, the approval of the members of the Company be and is hereby accorded to the proposed voluntary delisting of the Equity Shares from the Stock Exchange through acquisition of the Equity Shares by the Acquirers, as held by the Public Shareholders, in accordance with the provisions of the Delisting Regulations ("**Delisting Proposal**")";

RESOLVED FURTHER THAT the Board do and hereby certify that:

- (i) the company is in compliance with the applicable provisions of securities laws;
- (ii) the acquirer and its related entities are in compliance with the applicable provisions of securities laws in terms of the report of the Company Secretary including compliance with sub-regulation (5) of regulation 4 of these regulations;
- (iii) the delisting is in the interest of the shareholders of the company.

RESOLVED FURTHER THAT the Board (which term is deemed to include, unless the context otherwise requires, any committee of the Board which the Board may have constituted or may hereinafter constitute, or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) be and is hereby authorized on behalf of the Company to do, either by itself or through delegation to any person, as it may in its absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose and to make all necessary filings to facilitate the Delisting Proposal in accordance with the conditions specified in the Delisting Regulations and the applicable provisions of the Companies Act, 2013, including making applications to the Stock Exchange for seeking the in-principle and final approval for the Delisting Proposal, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubts that may arise in this behalf or delegate the aforesaid authority to any person or to engage any advisor, lawyers, consultant, agent or intermediary, as they may in their absolute discretion deem fit;

RESOLVED FURTHER THAT any of the directors, Mr. Nirmal Kumar Bengani, Chief Financial Officer, Ms. Nidhi Rathi, Company Secretary and Compliance Officer, be and are hereby severally authorised to file all such deeds, applications, documents and other related correspondence as may be required before any regulatory authority and to appear before, represent, negotiate, discuss and respond to all queries as may be requested for by any regulatory authority in connection with the aforesaid resolution, including in connection with any reporting that needs to be made to any statutory or governmental authority;

RESOLVED FURTHER THAT all actions taken or required to be taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects;

RESOLVED FURTHER THAT any director or the Company Secretary and Compliance Officer of the Company, be and is hereby authorized to issue a certified true copy of the aforesaid resolution wherever necessary.”

By order of the Board of Directors
For Genesis Exports Limited

Sd/-

Nidhi Rathi
Company Secretary and Compliance Officer
Membership No: A32449

Place: Kolkata

Date: Tuesday, September 07, 2021

Registered Office:

‘Chitrakoot’, 10th Floor, 230A,
A.J.C. Bose Road, Kolkata - 700020

NOTES AND INSTRUCTIONS

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act read with Section 110 of the Companies Act, 2013 and other applicable legal provisions in respect of the Special Business specified above is annexed hereto.
2. In terms of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the Special Resolution contained in the Postal Ballot Notice is sought through Postal Ballot (e-voting).
3. The Board of Directors of the Company has appointed Mr. Pravin Kumar Drolia, Proprietor of M/s. Drolia & Company, Practicing Company Secretaries (FCS - 2366 / CP - 1362), as the Scrutinizer for conducting the Postal Ballot (e-voting) process in a fair and transparent manner.
4. The Notice is being electronically sent to all the Members of the Company, whose name appear on the Register of Members/List of Beneficial Owners, as received from Central Depository Services (India) Limited (CDSL) on **Friday, September 03, 2021** (hereinafter referred to as “**Cut-off Date**”) and who have registered their email addresses with the Company, Registrar & Share Transfer Agent (RTA) and/or with the Depositories. It is however, clarified that all the persons who are Members of the Company as on **Friday, September 03, 2021** (including those Members who may not have received this Notice due to non-registration of their email IDs with the Company, RTA or the Depositories) shall be entitled to vote in relation to the resolution specified in this Notice.
5. The voting rights of shareholders shall be reckoned on the paid up value of shares registered in the names of the Members on cut-off date being Friday, September 03, 2021. Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners maintained by the CDSL as on Friday, September 03, 2021, will be entitled to cast their votes by e-

voting. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

6. In light of the COVID-19 crisis and in accordance with Section 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, physical copies of the Notice will not be circulated.
7. Dispatch of the Notice shall be deemed to be completed on Wednesday, September 08, 2021, i.e., the day on which Maheshwari Datamatics Private Limited, Registrar and Share Transfer Agent, sends out the communication for the postal ballot process by e-mail to the members of the Company.
8. Any member who did not receive the Notice may either send an email to genesis.exports@genesisexp.com or write to RTA at mdpldc@yahoo.com.
9. The Notice of Postal Ballot is also being uploaded on the website of the Company i.e. at www.genesisexp.com and on the website of CDSL at www.evotingindia.com. A copy of this Notice may also be available on the website of Stock Exchange at www.cse-india.com.
10. In accordance with the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the circulars issued by the Ministry of Corporate Affairs, the Company has extended e-voting facility for its Members to enable them to cast their votes electronically on the resolution set forth in this Notice. Members are informed that the communication of their assent or dissent can take place through the e-voting facility. The company has engaged the services of Central Depository Services (India) Limited as the agency to provide the remote e-voting facility.
11. The e-voting facility is available at the link www.evotingindia.com. Once vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again. Nidhi Rathi, Company Secretary and Compliance Officer of the Company shall be responsible for addressing the grievances of members connected with e-voting for postal ballot. Please refer to the instructions for e-voting given along with this Notice for the process and manner in which e-voting can be carried out.
12. The period for voting through physical Ballot i.e. remote e-voting starts from Thursday, September 09, 2021 at 9.00 am IST and ends on Friday, October 08, 2021 at 5.00 pm IST. During this period, Members of the Company holding the Equity Shares in physical or dematerialized form as on the Cut-Off date may cast their vote electronically.
13. The Scrutinizer will after conclusion of e-voting, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and submit his report to the Chairman of the Company and/or the Company Secretary and Compliance Officer duly authorized by him, shall declare/announce the result of the Postal Ballot on or before Tuesday, October 12, 2021. The Scrutinizer's decision on the validity of votes cast through Postal Ballot will be final and binding. The results so declared along with the Scrutinizer's Report shall be placed on the Company's website at www.genesisexp.com as well as on the website of CDSL at www.evotingindia.com and shall also be communicated/forwarded to the Calcutta Stock Exchange Limited, the only Stock Exchange where the equity shares of the Company are listed.
14. The Resolution as set out in the Postal Ballot Notice, if passed by the requisite majority of the shareholders, shall be deemed to have been duly passed at a general meeting convened in that behalf and the same shall be considered having been passed on Friday, October 08, 2021 i.e. the last date of e-voting, irrespective of the date of the submission of report by the scrutinizer.
15. Members may kindly note that the Company is committed towards Green Initiative, it is earnestly requested again in view of the circulars issued by Ministry of Corporate Affairs and other statutory provisions, that the Members who have yet not registered/updated their e-mail ids with the Company /

RTA / Depository Participant registered with CDSL are requested to register the same in accordance with the process specified herein below at point no. 17(b).

16. All the relevant documents referred to in the Notice and accompanying Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 will be available for inspection via electronic mode by the shareholders of the Company until the last date for receipt of votes by e-voting. Members can inspect the same by writing an e-mail to the Company at genesis.exports@genesisexp.com. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to the Company Secretary and Compliance Officer at genesis.exports@genesisexp.com.
17. **INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:**

(a) Voting through electronic mode/e voting:

- i. The voting period begins at **9.00 A.M. on Thursday, September 09, 2021** and end at **5.00 P.M. on Friday, October 08, 2021**. 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 **Friday, September 03, 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. 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. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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.

- iii. 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 above said SEBI Circular, Login method for e-Voting 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	<p>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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>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 & 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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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 www.cdslindia.com 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.</p>

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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.
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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 CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43

iv. Login method for e-Voting 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.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. Shareholders 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 and voted on an earlier e-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:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders holding shares in Demat Mode, who have not updated their PAN, are requested to update their PAN with the Depository Participant registered with CDSL only. Shareholders holding shares in Physical Mode, who have not updated their PAN, are requested to update their PAN with the Company's RTA Maheshwari Datamatics Private Limited by clicking the link: https://mdpl.in/form/pan-update and follow the process as guided thereafter. In case of any queries, shareholders may write to mdpldc@yahoo.com.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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 (iv)(3)(b).

- v. After entering these details appropriately, click on "SUBMIT" tab.
- vi. 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.
- vii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- viii. Click on the EVSN for **GENESIS EXPORTS LIMITED** to vote.
- ix. 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.
- x. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xi. 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.
- xii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xiv. 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.
- xv. **Facility for Non – Individual Shareholders and Custodians – Remote Voting**
- 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/or to the Company at the email address viz; droliapravin@yahoo.co.in and/or genesis.exports@genesiseexp.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(b) Process for those shareholders whose Email Ids are not registered with the Company/RTA/CDSL:

- (i) For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, Mobile No., E-mail Id along with 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. Members can also get their E-mail Ids registered with the Company's Registrar and Share Transfer Agent, M/s. Maheshwari Datamatics Private Limited, having its office at 23, R.N. Mukherjee Road, 5th Floor, Kolkata – 700 001, India (Tel: 033-22482248, 2243-5029) by clicking the link: <https://mdpl.in/form/email-update> and follow the registration process as guided thereafter. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, shareholders may write to mdpldc@yahoo.com.
- (ii) For Demat shareholders - please provide necessary details like Name, DP Id, Client Id, Mobile No., Email Id along with the self-attested scanned copies of Client Master or Consolidated Account Statement, PAN and Aadhar by e-mail to genesis.exports@genesiseexp.com to get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. Members can also get their E-mail Ids & Mobile No. registered permanently by contacting their respective Depository Participant and completing the necessary procedure.
- (iii) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to Mr. Arghya Majumdar at arghyam@cdslindia.com or Mr. Moly Biswas at molyb@cdslindia.com or contact at 9830082291 and 9073980266.

EXPLANATORY STATEMENT FOR THE PROPOSED RESOLUTION ACCOMPANYING THE NOTICE DATED TUESDAY, SEPTEMBER 07, 2021 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In terms of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to the Item No. 1 of the accompanying Notice:

Item No. 1

1. The equity shares of Genesis Exports Limited (“**Company**”), each having a face value of Rs. 10/- each (“**Equity Shares**”), are presently listed on The Calcutta Stock Exchange Limited (“**CSE**”) (the “**Stock Exchange**”).
2. The Board of Directors of the Company (“**Board**”) has received Initial Public Announcement dated Friday, August 20, 2021 from Mr. Sushil Jhunjunwala, Ms. Gyaneshwari Jhunjunwala, Mr. Ajit Jhunjunwala, Ms. Nidhi Jhunjunwala, and M/s. SKJ Investments Private Limited, members of the promoter/promoter group of the Company (“**Acquirers**”) expressing their intention to: (a) acquire all the fully paid-up equity shares held by the public shareholders of the Company, as defined under the Securities and Exchange Board of India (Delisting of Equity Shares), Regulations 2021, as amended from time to time (“**Delisting Regulations**”) (“**Public Shareholders**”); and consequently (b) voluntarily delist the equity shares of the Company (“**Equity Shares**”) from the Calcutta Stock Exchange Limited (“**CSE**”) (the “**Stock Exchange**”) in accordance with the Delisting Regulations, by making a delisting offer in accordance with the Delisting Regulations (the “**Delisting Proposal**”).
3. The Acquirers alongwith other members of the Promoter Group holds 4,04,367 Equity Shares, representing 74.93% of the total equity issued and paid-up share capital of the Company and the Public Shareholders hold 1,35,269 Equity Shares representing 25.07% of the total equity issued and paid-up share capital of the Company.
4. The Acquirers has specified the following objectives and rationale for the Delisting Proposal:
 - a. To provide an exit opportunity to the public shareholders of the company as the equity shares are not traded in CSE;
 - b. Eliminate the on-going expenses of the Company in maintaining a listing on the Stock Exchange, including investor relations expenses associated with these continued listing which will cease once the delisting is effective; and
 - c. the need to dedicate management time to comply with the requirements associated with the continued listings and the needs of the Public Shareholders will be reduced and can be refocused on the Company’s business.
5. Pursuant to the receipt of the Delisting Proposal, the Board, by way of resolution in its meeting dated Wednesday, August 25, 2021, took on record the Delisting Proposal and appointed M/s. R M Mimani & Associates LLP (Firm Registration No. L2015MH008300), a firm of Company Secretaries in Practice (“**Company Secretary**”) and a Peer Review Company Secretary under Regulation 10(2) of the Delisting Regulations, for the purposes of carrying out due diligence in terms of the Delisting Regulations. The Company Secretary issued its due diligence report on Thursday, September 02, 2021.
6. Further, the Board, in its meeting held on Tuesday, September 07, 2021, after having discussed and considered various factors including the due diligence report dated Thursday, September 02, 2021 submitted by the Company Secretary, certified that:
 - (i) the Company is in compliance with the applicable provisions of securities laws;
 - (ii) the acquirer and its related entities are in compliance with the applicable provisions of securities laws in terms of the report of the Company Secretary including compliance with sub-regulation (5) of regulation 4 of these regulations; and
 - (iii) the Delisting Proposal is in the interest of the shareholders of the company.

Thereafter, the Board approved the Delisting Proposal in terms of Regulation 10 of the Delisting Regulations subject to approval of the shareholders of the Company through a Postal Ballot in accordance with the Delisting Regulations and subject to any further approvals as required under applicable law including the Delisting Regulations and conditions as may be prescribed or imposed by

any authority while granting any such approvals; and approved the draft of the postal ballot notice and the accompanying explanatory statement.

7. The Company received a letter dated Tuesday, September 07, 2021 for and on behalf of the Acquirers informing that: (a) the “reference date” with respect to the proposed delisting was Friday, August 20, 2021 i.e., the date on which the Company intimated the Stock Exchanges that a meeting of the Board is being convened on Tuesday, September 07, 2021 inter alia to consider and approve/ reject the Delisting Proposal; (b) as per certificate dated Thursday, September 02, 2021 issued by M/s. J P M K and Company, Independent Chartered Accountants, (FRN: 124193W), INR 945.00/- (Rupees Nine Hundred Forty Five Only) per Equity Share is the floor price for the delisting offer (“Floor Price”), which is arrived at in accordance with Regulation 20 of the Delisting Regulations read with Regulation 8 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
8. The Public Shareholders may tender their Equity Shares during the reverse book building process at the Floor Price or any such price above the Floor Price as they deem fit. The members are requested to note that the Floor Price is neither a ceiling nor the maximum price. If the Equity Shares are delisted in accordance with the Delisting Regulations, the remaining Public Shareholders, who either do not tender their Equity Shares or whose Equity Shares are not accepted because the price quoted by them was higher than the final exit offer price, are permitted to tender their Equity Shares up to a period of 1 (one) year from the date of delisting of Equity Shares and, in such a case, the Acquirers shall accept such Equity Shares at the same final price at which the earlier acceptance of Equity Shares was made.
9. The exit offer price will be determined in accordance with the reverse book building process as set out in the Delisting Regulations (“**Discovered Price**”). The Floor Price is not a ceiling for the purpose of the reverse book building process and the Public Shareholders may offer their respective Equity Shares at any price higher than the Floor Price. The final price for the proposed delisting will be the price at which shares accepted through eligible bids during the reverse book building process will take the shareholding of the Acquirers alongwith other members of the promoter group to 90% of the total issued Equity Shares excluding the shares which are held by a.) custodian(s) holding shares against which depository receipts have been issued overseas; b.) a trust set up for implementing an employee benefit scheme under the SEBI (Share Based Employee Benefits) Regulations, 2014; and c.) inactive shareholders such as vanishing companies, struck off companies, shares transferred to Investor Education and Protection Fund account and shares held in terms of Regulation 39(4) read with Schedule VI of the Listing Regulations. in accordance with Regulation 21 of the Delisting Regulations. However, the Acquirers has the sole discretion to accept or reject the Discovered Price, or provide a counter offer to the Public Shareholders in accordance with the provisions of Regulation 22 of Delisting Regulations. In case the discovered price determined through the reverse book building process is equal to the floor price offered by the acquirers, the acquirers shall be bound to accept the equity shares tendered or offered in the delisting offer in accordance with the provisions of Regulation 22(1) of the Delisting Regulations.
10. In terms of regulation 11 of the Delisting Regulations, the Delisting Proposal requires approval of the members of the Company by way of a special resolution passed through a Postal Ballot in accordance with the Companies Act, 2013 and the rules thereunder. In addition, as per Regulation 11(4) of the Delisting Regulations, the special resolution passed by the members of the Company shall be acted upon if the votes cast by the public shareholders in favour of the Delisting Proposal are at least two times the number of votes cast by public shareholders against it.
11. In the event that this special resolution is passed by the members as set out above, subject to receipt of in-principle approval of the Stock Exchange, and other applicable statutory approval as may be deemed necessary from time to time, a detailed public announcement of the Delisting Proposal will be made by the Acquirers in accordance with the Delisting Regulations followed by dispatch of the letter of offer to all the Public Shareholders. Thereafter, the Delisting Proposal will be conducted in accordance with the Delisting Regulations.
12. The acquisition by the Acquirers of all Equity Shares held by the Public Shareholders shall be conditional upon the following: (i) approval of the shareholders of the Company by way of a special resolution through Postal Ballot in accordance with Regulation 11 of the Delisting Regulations and other applicable laws; (ii) the Acquirers accepting the Discovered Price or providing a counter-offer, in accordance with Regulation 22 of the Delisting Regulations; (iii) the number of Equity Shares validly tendered in the Delisting Proposal being sufficient to result in the Delisting Proposal being successful as per the Delisting Regulations; (iv) the Acquirers/Company having obtained all the necessary regulatory and statutory approvals, including from the Stock Exchange, as may be required under applicable laws

including the Delisting Regulations; and (v) such other terms and conditions as may be set out in the detailed public announcement or the letter of offer to be dispatched to Public Shareholders.

13. The board of directors of the Company recommends the special resolution and places it for consideration and the approval of the shareholders of the Company.
14. Mr. Sushil Jhunjhunwala and Mr. Ajit Jhunjhunwala, being the acquirers and directors of the Company, being directors of one of the acquirers i.e. M/s. SKJ Investments Private Limited and also being relatives of other acquirers i.e. Ms. Gyaneshwari Jhunjhunwala & Ms. Nidhi Jhunjhunwala, are concerned and interested in this resolution. Ms. Ishita Jhunjhunwala, relative of Acquirers i.e. Mr. Sushil Jhunjhunwala, Mr. Ajit Jhunjhunwala, Ms. Gyaneshwari Jhunjhunwala & Ms. Nidhi Jhunjhunwala and being director & key managerial personnel of the Company, is concerned and interested in this resolution. Ms. Gyaneshwari Jhunjhunwala & Ms. Nidhi Jhunjhunwala, being relative of directors of the Company i.e. Mr. Sushil Jhunjhunwala, Mr. Ajit Jhunjhunwala and Ms. Ishita Jhunjhunwala are concerned and interested in this resolution. Except as provided, none of the other directors and/or key managerial personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution.

By order of the Board of Directors
For Genesis Exports Limited

Sd/-
Nidhi Rathi
Company Secretary and Compliance Officer
Membership No: A32449

Place: Kolkata

Date: Tuesday, September 07, 2021

Registered Office:

Chitrakoot, 10th Floor, 230A,
A.J.C. Bose Road, Kolkata – 700020