

GENUS PRIME INFRA LIMITED

(Formerly Gulshan Chemfill Limited)

Regd. Office: Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad, U.P.-244001

CIN: L24117UP2000PLC032010

Tel.: +91-591-2511171; **Fax:** +91-591-2511242; **Email:** cs.genusprime@gmail.com; **Website:** www.genusprime.com

Notice of the 20th Annual General Meeting

Notice is hereby given that the 20th Annual General Meeting of Genus Prime Infra Limited (Formerly Gulshan Chemfill Limited) will be held on Monday, 28th day of September, 2020 at 11.30 a.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) 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 year ended 31st March, 2020 together with Reports of the Directors’ and the Auditors’ thereon.
2. To appoint a director in place of Mrs. Simple Agarwal (DIN: 03072646), who retires from office by rotation and being eligible, offers herself for re-appointment.
3. To appoint Auditors and fix their remuneration.

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, as amended or re-enacted from time to time, and pursuant to the recommendation of the Audit Committee of the Board of Directors of the Company, M/s D. Khanna & Associates, Chartered Accountants (ICAI Firm Registration No. 012917N) be and are hereby appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company, at such remuneration as may be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. Appointment of Mr. Udit Agarwal as an Independent Non-Executive Director

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

“**RESOLVED THAT** pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Udit Agarwal (DIN: 02820615) who was initially appointed as an Additional Director by the Board of Directors at its meeting held on 12th August, 2020 in terms of

Section 161(1) of the Act and whose term of office expires at the date of 20th Annual General Meeting, be and is hereby appointed as an Independent Non Executive Director of the Company for a consecutive term of 5 (five) years with effect from 12th August, 2020 to 11th August, 2025 not liable to retire by rotation.”

5. Transaction with Related Party under Section 188 of the Companies Act, 2013

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

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment, modification or re-enactment thereof), consent of the Members of the Company be and is hereby accorded for entering into related party transactions by the Company with effect from 1st April, 2019 up to the maximum per annum amounts as appended below:

(Rs. in Lacs)

Maximum Value Of Contract /Transaction (Per Annum) wef 1st April, 2019					
Transactions defined u/s 188(1) of the Companies Act, 2013					
	Sale, Purchase or supply of any goods, materials	Loans & Advances/ Borrowings	Leasing of property of any kind	Availing or rendering of any services;	Appointment of any agent for purchase or sale of goods, materials, services or property
Name of Related Parties :					
Companies :					
Genus International Commodities Limited	-	40.00	-	-	-
Directors / KMPs / Relatives of Directors and KMPs /other firms and Companies in which directors have some interest as per	-	-	-	-	-

provisions of Section 2(76) of the Companies Act, 2013					
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RESOLVED FURTHER THAT the Board of Directors and /or any committee thereof be and is hereby authorized to do and perform all such acts, deeds or things as may be necessary or incidental thereto including to finalize any documents and writings thereto as in its absolute discretion deem proper and desirable to give effect to this resolution.”

By Order of the Board of Directors

Kunal Nayar
Company Secretary

Registered Office:

Near Moradabad Dharam Kanta, Kanth Road, Harthala,
Moradabad, U.P.-244001

Tele: +91-591-2511171 fax: +91-591-2511242;

E-mail: cs.genusprime@gmail.com;

Website: www.genusprime.com

Corporate Identification Number (CIN): L24117UP2000PLC032010

Moradabad, 12th August, 2020

NOTES:

1. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, (the “Act”) which sets out details relating to special business to be transacted at this annual general meeting, is annexed hereto.
3. In terms of the provisions of Section 152 of the Act, Mrs. Simple Agarwal, Director, retires by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company recommended her re-appointment. Mrs. Simple Agarwal is interested in the Ordinary Resolution set out at Item No. 2, of the Notice with regard to her re-

appointment. The other relatives of Mrs. Simple Agarwal may be deemed to be interested in the resolution set out at Item No. 2 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 to 3 of the Notice.

4. Pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the relevant details of Director seeking re-appointment at this AGM are provided in the “Annexure” to the Notice.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Since the AGM will be held through VC/OAVM, the Route Map of the venue of the AGM is not annexed hereto.
7. In 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.
8. Members seeking any information with regard to the accounts of the Company or any matter to be placed at the AGM, are requested to write to the Company, at an early date, so as to enable the Management to keep the information ready at the Meeting.
9. Non-Resident Indian Shareholders are requested to immediately inform their depository participant (in case of shares held in demat form) or the Company’s RTA (i.e. M/s. Alankit Assignments Limited, New Delhi) (in case of shares held in physical form), as the case may be, about:
 - (i) the change in the residential status on return to India for permanent settlement;
 - (ii) the particulars of the NRE account with a bank in India, if not furnished earlier.
10. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.

11. Members whose shareholding is in electronic mode are requested to notify about change of address and updates about bank account details to their respective depository participants(s) (DP), directly. Members, who hold shares in physical form, are requested to notify such changes to the Company's RTA.
12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from the Company's website at www.genusprime.com. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the Company's RTA, in case the shares are held in physical form.
13. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA for assistance in this regard. Members may also visit the Company's website at www.genusprime.com.
14. The Company has designated a separate e-mail ID of the grievance redressal division / compliance officer named 'investor.redressal.gcl@gmail.com', exclusively for the purpose of registering complaints by investors.
15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.
16. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to 'cs.genusprime@gmail.com'.
17. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be

available on the Company's website www.genusprime.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com, and on the website of CDSL www.evotingindia.com.

18. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form.
19. Institutional/Corporate Members (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 their representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Scrutinizer by email through its registered email address to 'pcskomalahuja@gmail.com' with a copy marked to 'helpdesk.evoting@cdslindia.com'.
20. Instructions for e-voting and joining the AGM are as follows:

Voting through electronic means (e-voting):

- (I) As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meeting of the company shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- (II) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing 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's 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.
- (III) The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting 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 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 are allowed to attend the AGM without restriction on account of first come first served basis.

(IV) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

(V) Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members can attend the AGM through VC/OAVM and cast their votes through e-voting.

(VI) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.genusprime.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM 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.

(VII) The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

(VIII) The instructions for shareholders for remote e-voting are as under:

- (i) The voting period begins on Friday, September 25, 2020 and ends on Sunday, September 27, 2020. 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 Monday, September 21, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on “Shareholders” module.
- (v) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL’s EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL’s EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form 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 who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
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 (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

(xx) Note for Non-Individual Shareholders and Custodians:

- 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 “Corporate” 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 favor 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 the 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; pskomalahuja@gmail.com and cs.genusprime@gmail.com, respectively, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(IX) Any person who acquires shares of the Company and become member after dispatch of the Notice of AGM and holding shares as on cut-off date i.e. Monday, September 21, 2020 may obtain login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if a person is already registered with CDSL for e-voting then existing login ID and password can be used for casting vote.

(X) If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to

helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Rakesh Dalvi (022-23058542) or Mr. Mehboob Lakhani (022-23058543).

- (XI) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058738 / 022-23058542/43.

Process for those shareholders, whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

- (I) 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.
- (II) For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID+CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

Instructions for shareholders attending the AGM through VC/OAVM are as under:

- (I) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- (II) Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
- (III) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (IV) 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.

(V) 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, and mobile number at 'cs.genusprime@gmail.com'. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, and mobile number at 'cs.genusprime@gmail.com'. These queries will be replied to by the Company suitably by email.

(VI) Those shareholders who have registered themselves as a Speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Instructions for shareholders for e-voting during the AGM are as under:-

- (I) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-Voting.
- (II) 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.
- (III) 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.
- (IV) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Other Instructions

- (I) Ms. Komal, Practicing Company Secretary (Prop of M/s Komal & Associates, Delhi, ACS No.48168, CP No.17597), of Delhi has been appointed as Scrutinizer to scrutinize the e-voting process and voting at the venue of the AGM in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and

make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

(II) The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.genusprime.com and on the website of CDSL, immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

(III) Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e. Monday, September 28, 2020.

Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchanges and secretarial standard 2 issued by ICSI, information about the directors proposed to be appointed is furnished below:

Name of Director	Mrs. Simple Agarwal (DIN: 03072646)	Mr. Udit Agarwal (DIN: 02820615)
Date of Birth	01.09.1973	13.05.1973
Date of original appointment	25.03.2015	12.08.2020
Qualification	Graduate	Bachelor of Commerce (Hons.)
Experience	Business management with experience in administration	Business management with strong ability to provide insightful analysis and recommendations
Directorships in other Companies as on March 31, 2020	<ul style="list-style-type: none"> • Virtuous Mining Limited • Kailash Industries Limited • Kailash Vidyut & Ispat Limited • Genus Mobility Solutions Limited • Ishwar Shanti Sons LLP 	<ul style="list-style-type: none"> • Genus Power Infrastructures Limited • Genus Paper & Boards Limited

Chairman/ Member of the Committee of Directors of other Companies in which he/she is a Director as on March 31, 2020	Nil	Chairman: <ul style="list-style-type: none"> ● Genus Paper & Boards Limited- Audit Committee ● Genus Paper & Boards Limited - Nomination & Remuneration Committee ● Genus Paper & Boards Limited - Stakeholder’s Relationship Committee ● Genus Paper & Boards Limited - Corporate Social Responsibility Committee
Number of shares held in the Company as on March 31, 2020	Nil	Nil

Explanatory Statement

As required by Section 102 of the Companies Act, 2013 (hereinafter referred to as “the Act”) the following Explanatory Statements set out all material facts relating to the business mentioned under Item No. 4 and 5 of the accompanying notice dated August 12th, 2020.

Item No. 4

It is informed that Mr. Udit Agarwal (DIN-02820615) was appointed as an Additional Director of the Company with effect from 12th August, 2020, to comply with the provisions of Section 149 of Companies Act, 2013 (“the Act”) and in terms of Section 161 of the Act, he will hold office up to the date of the ensuing Annual General Meeting.

It is further informed that the Board of Directors of the Company recommended his appointment as an Independent Non Executive Director for a consecutive term of 5 (five) years with effect from 12th August, 2020 to 11th August, 2025 not liable to retire by rotation, in its meeting held on 12th August, 2020.

It is further informed that Mr. Udit Agarwal (DIN-02820615), 47, is a Commerce Graduate and having rich experience in business management with strong ability to provide insightful analysis and recommendations.

It is further informed that the Company has received from Mr. Udit Agarwal (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act (iii) disclosure of interest in any company or companies or bodies corporate, firms or other association of individuals in form MBP-1 in terms of Section 184 (1) of Companies Act, 2013 and Rule 9(1) of Companies (Appointment & Qualification of Directors) Rules 2014.

It is further informed that in terms of provision of Section 149, 152(2) of the Act, approval of members is required for the appointment of Mr. Udit Agarwal (DIN-02820615) as an Independent Non Executive Director of the Company for a consecutive term of 5 (five) years with effect from 12th August, 2020 to 11th August, 2025.

None of the Directors / Key Managerial Personnel of the Company / their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Shareholders.

No director, Key managerial personnel or their relatives, except Mr. Udit Agarwal, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the Special Resolution as set out at item No. 4 for the approval by the Shareholders.

Item No. 5

Transaction with Related Party under Section 188 of the Companies Act, 2013

Pursuant to Section 188 of the Companies Act, 2013 (the Act), such Related Party Transactions as specified under the Act, which are not in the ordinary course of business and/or are not on arms length basis, shall be subject to prior approval of the Audit Committee or Board, and prior approval of the shareholders by way of special resolution if the amount of such transaction exceeds the limit as prescribed.

Further, Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all material Related Party Transactions shall require approval of the shareholders through special resolution and the related parties shall abstain from voting on such resolutions.

(As per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a transaction with a related party shall be considered material if the transaction /transactions to be

entered into individually or taken together with previous transactions during a financial year exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.)

Though your Company always seeks to enter into transactions with related parties in the ordinary course of business and at arm's length basis; still there may be some such transactions which are done in the interest of the Company and for which your approval is required under the provisions of the Companies Act, 2013.

In the light of provisions of the Act, the Board of Directors of the Company has approved the transactions along with the limits that your Company may enter into with its Related Parties (as defined under the Act and SEBI (LODR) Regulations, 2015) for the financial year 2019-20 and beyond.

All prescribed disclosures as required to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 are given herein below in a tabular format for kind perusal of the members.

Particulars of Transactions entered or proposed to be entered for approval u/s 188 of the Companies Act, 2013					
Maximum value of Contract /Transaction(per annum) wef 1st April, 2019					
(Rs. in Lacs)					
	Transactions defined u/s 188(1) of the Companies Act, 2013				
	Sale, Purchase or supply of any goods, materials	Loans & Advances/Borrowings	Leasing of property of any kind	Availing or rendering of any services;	Appointment of any agent for purchase or sale of goods, materials, services or property
Name and Nature of Relationship with Related Parties :					
Companies :					
Genus International Commodities Limited Group Company (shareholding interest of promoters/directors/	-	40.00	-	-	-

KMPs/their relatives u/s 102 of the Companies Act, 2013)					
Directors/KMPs/ Relatives of Directors and KMPs /other Firms and Companies in which Directors have some interest as per provisions of Section 2(76) of the Companies Act, 2013	-	-	-	-	-

1. Name of the related party and nature of relationship: As provided in table above.
2. Name of the director or key managerial personnel who is related, if any;

Mr. Amit Agarwal, Director of the Company is deemed to be interested in the above resolution.
3. Nature, duration of the contract and particulars of the contract or arrangement: As provided in table above.
4. Material terms of the Contract or arrangement including the value, if any: As referred in point (3) above.
5. Any advance paid or received for the contract or arrangement, if any: As referred in above table
6. Manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract: All proposed transactions would be carried out as part of the business requirements of the Company and would be at arm's length basis.
7. Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors: All factors have been considered.
8. Any other information relevant or important for the Board to take a decision on the proposed transaction: NIL

As per second proviso to section 188 (1) of the Companies Act 2013, if any member is a related party in any contract or arrangement, then that party shall not vote in the special resolution, wherein such

contract or arrangement is considered for approval. Therefore, no member of the Company shall vote on above resolution, if such member is a related party.

Except above, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is in any way concerned or interested in the said Resolution.

The Board recommends the Special Resolution set out at Item No.5 of the Notice for approval by the Shareholders.

By Order of the Board of Directors

Kunal Nayar
Company Secretary

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Corporate Identification Number (CIN): L24117UP2000PLC032010

Moradabad, 12th August, 2020