

**GENUS INNOVATION LIMITED**

**Regd. Office:** Plot No.22, Begumpur Industrial Area, IP-IV, Bahadrabad, Haridwar-249402, Uttarakhand.  
**Tel.** +91-1334-235523; **Email:** genus.innovation@genus.in; **Website:** www.genusinnovation.com  
**CIN:** U51311UR1998PLC001289

**NOTICE OF THE ANNUAL GENERAL MEETING**

Notice is hereby given that the 23<sup>rd</sup> Annual General Meeting of Members of Genus Innovation Limited will be held on Tuesday, November 30, 2021 at 03:00 p.m. at Plot No. 22, Begumpur Industrial Area, IP-IV, Bahadrabad, Haridwar -249402, (Uttarakhand) to transact the following business:

**ORDINARY BUSINESS:**

1. To consider and adopt (a) the audited standalone financial statements of the company for the financial year ended March 31, 2021, together with the reports of the board of directors and auditors thereon; and (b) the audited consolidated financial statements of the company for the financial year ended March 31, 2021, together with the report of the auditors thereon and in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions:**

(a) **"RESOLVED THAT** the audited standalone financial statements of the company for the financial year ended March 31, 2021 and the reports of the board of directors and auditors thereon as circulated to the shareholders, be and are hereby considered and adopted."

(b) **"RESOLVED THAT** the audited consolidated financial statements of the company for the financial year ended March 31, 2021 and the report of auditors thereon as circulated to the shareholders, be and are hereby considered and adopted."

2. To appoint a director in place of Mr. Amrit Lal Todi, who retires from office by rotation, and being eligible, offers himself for reappointment and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** in accordance with the provisions of section 152 and other applicable provisions of the Companies Act, 2013, Mr. Amrit Lal Todi (DIN: 03185976), who retires by rotation at this meeting and being eligible, has offered himself for reappointment, be and is hereby appointed as a director of the company, liable to retire by rotation."

**SPECIAL BUSINESS:**

3. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2022 and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration, as approved by the Board of Directors and set out in the Explanatory Statement annexed to the Notice, to be paid to the Cost Auditors appointed by the Board of Directors, to conduct the audit of cost records of the Company for the financial year ending March 31, 2022, be and is hereby ratified."



4. To increase the remuneration of Mr. Yash Todi (DIN: 08034207), Whole Time Director designated as Executive Director of the Company and in this regard, pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to provisions of Sections 196, 197, 198, 202 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to the consents, approvals and permissions of other appropriate authorities, if any needed, the Members of the Company hereby approves increased remuneration payable to Mr. Yash Todi (DIN: 08034207), Whole Time Director designated as Executive Director of the Company for a period of three years with effect from 01.01.2022 to 31.12.2024, as under:

- |                          |                                   |
|--------------------------|-----------------------------------|
| a) Basic Pay             | : Rs.75,000/- per month           |
| b) House Rent Allowances | : Rs.37,500/- per month           |
| c) Other Allowances      | : Rs.43,100/- per month           |
| d) Other Perquisites     | : As per the Rules of the Company |

**RESOLVED FURTHER THAT** the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/or as approved by any competent authority prescribed in the Act and rules as are applicable from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing Resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable in the said regard.”

5. To approve payment of commission to Mr. Yash Todi (DIN: 08034207), Whole Time Director designated as Executive Director of the Company and in this regard, pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification from time to time or any re-enactment thereof for the time being in force) and the Rules framed there under read with Schedule V to the Companies Act, 2013, and subject to the approval of the Central Government, if required and such other authorities as may be necessary, approval of the Members of the Company, be and is hereby accorded for payment of commission (in addition to their fixed remuneration) calculated with reference to net profit of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year or a part of the year, within the overall limits as specified under the relevant provisions of the Companies Act, 2013 to the following directors with effect from April 01, 2020, and up to expiration of their respective tenure of appointment:

Mr. Yash Todi (DIN: 08034207) : up to 2% of Net Profits of the Company



**RESOLVED FURTHER THAT** the Board of Directors of the Company ("the Board") and/or any committee or person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution in the best interest of the Company."

By Order of the Board of Directors  
For **Genus Innovation Limited**

  
(Yash Todi)

Whole Time Director  
(DIN: 08034207)



**Registered Office:**

Plot No.22, Begumpur Industrial Area, IP-IV, Bahadrabad, Haridwar-249402, Uttarakhand.

Tel.: +91-1334-235523 Email: [genus.innovation@genus.in](mailto:genus.innovation@genus.in); Website: [www.genusinnovation.com](http://www.genusinnovation.com);

CIN: U51311UR1998PLC001289

Date : November 04, 2021

Place : Jaipur

**NOTES:**

1. In view of the Covid-19 pandemic, the Registrar of Companies, Uttarakhand, Dehradun vide its Order no. ROC-Cum-OL.U.K./2021/531 Dated September 23, 2021 has extended the time to hold the AGM for the financial year ended March 31, 2021 for the companies, (which are unable to hold the AGM within the due date of holding the AGM under section 96(1) of the Companies Act, 2013), by a period of two months for the due date of the AGM. Due to Covid-19 pandemic, the Company was unable to hold its AGM for the financial year ended March 31, 2021 within the due date of holding the AGM. Therefore, in compliance with the provisions of the Companies Act, 2013 read with aforesaid ROC Order, the AGM is being held within the extended time period as allowed by the Registrar of Companies, Uttarakhand, Dehradun vide its Order no. ROC-Cum-OL.U.K./2021/531 Dated September 23, 2021.
2. The explanatory statement pursuant to section 102(1) of the Companies Act, 2013, which sets out details relating to special business to be transacted at the Meeting, is annexed herewith.
3. A Shareholder entitled to attend and vote at the annual general meeting (the "Meeting" or "AGM") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Shareholder of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight (48) hours before the commencement of the Meeting. A person can act as a proxy on behalf of Shareholders not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company carrying voting rights. A Shareholder holding more than ten (10) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting. Proxies submitted on behalf of companies and other bodies corporate, societies, trust, etc., must be supported by an appropriate resolution, as applicable.
4. Shareholders / proxies attending the meeting in person are requested to complete the attendance slip (in the form attached to this notice) and handover the same at the meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Corporate members desiring to send their authorized representatives to attend the Meeting are requested to send to the Company in advance or before the time of Meeting, a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at such Meeting.
7. The details as required under Secretarial Standard-02 on General Meetings, issued by the Institute of Company Secretaries of India, with regard to persons seeking appointment or reappointment as directors, etc., are provided in the 'Annexure' to this Notice.
8. All documents referred to in the Notice and the Explanatory Statement shall be available for inspection by the members at the registered office of the Company between 11.00 a.m. and 1.00 p.m. on all working days upto the date of the AGM.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act"):****Item No. 3: Approval for the remuneration of the Cost Auditors for the financial year ending March 31, 2022:**

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. K.G. Goyal & Associates, Cost Accountants (Registration No.000024), as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2022, on a remuneration of Rs.15,000/- (annually) plus GST & other applicable taxes and reimbursement of out of pocket expenses. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No.3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2022.

None of the Directors and Key Managerial Personnel of the Company and their relatives is/are, in any way, concerned or interested in the said resolution.

**Item No. 4: Increase the remuneration of Mr. Yash Todi (DIN: 08034207), Whole Time Director of the Company:**

The Board of Director of the Company in its meeting held on November 04, 2021 has given its approval to increase the remuneration of Mr. Yash Todi (DIN: 08034207) Whole Time Director of the Company for a period of 3 (Three) years w.e.f. 01.01.2022 to 31.12.2024, subject to the approval of the Shareholders of the Company.

**A brief profile of Mr. Yash Todi is given below:**

Mr. Yash Todi (DIN: 08034207), aged 29 years, holds a degree of Bachelor of Science in Engineering from the Fulton Schools of Engineering Arizona State University, Tempe, AZ. He is serving as a Director in various organizations involved in different business verdicts including this Company.

**A. Tenure of Revised Remuneration:**

The revised remuneration will be paid for a period of 3 (Three) years w.e.f. 01.01.2022 to 31.12.2024, subject to the approval of the Shareholders of the Company.

**B. Nature of Duties:**

Mr. Yash Todi shall devote his full time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the Company and the business of one or more of its associated companies and / or subsidiaries, including performing duties as assigned to the ED from time to time by serving on the Boards of such associated companies and / or subsidiaries or any other executive body or any committee of such company.



**C. Remuneration:**

The financial performance of the Company is not as per the expectations and it is likely that the Company may have inadequate profits for the financial year 2021-22 and 2022-23. In view of the above, the payment of the managerial remuneration for the said years may fall within the purview of Section II of Part II of Schedule V of the Companies Act, 2013 which lays down the following limits for payment of managerial remuneration:

Where the effective Capital is	*Maximum Yearly Permissible Limit of Managerial Remuneration Per Person:
Negative or less than 5 crores	INR 60 lakhs
5 crores and above but less than 100 crores	INR 84 lakhs
100 crores and above but less than 250 crores	INR 120 lakhs
250 crores and above	INR 120 lakhs plus 0.01% of the effective capital in excess of Rs. 250 crores

\* Provided that the remuneration in excess of above limits may be paid if the resolution passed by the shareholders is a special resolution.

Given below are the details of proposed remuneration to be paid as minimum remuneration to Mr. Yash Todi (DIN: 08034207) as Whole Time Director of the Company for a period of 3 (Three) years w.e.f. 01.01.2022 to 31.12.2024.

- e) Basic Pay : Rs.75,000/- per month
- f) House Rent Allowances : Rs.37,500/- per month
- g) Other Allowances : Rs.43,100/- per month
- h) Other Perquisites : As per the Rules of the Company

**STATEMENT PURSUANT TO THE PROVISIONS OF PART II SECTION II (B) (iv) OF SCHEDULE V OF THE COMPANIES ACT, 2013 IN RESPECT TO ITEM NO. 4 OF THE NOTICE****I. GENERAL INFORMATION:****(1) Nature of Industry:**

The Company operates in Electronics & Electricals and Power Sector.

**Company information:** (CIN: U51311UR1998PLC001289)

Genus Innovation Limited ("GIL" or "the Company"), is a part of the progressive and reputed Kailash Group. The Company was established in 1998 in the name of 'K. C. Mercantile Ltd.'. The name of the Company was changed from "K.C. Mercantile Limited" to "Genus Innovation Limited" in May, 2005. Its registered office is located at Plot No. 22, Begumpur Industrial Area, IP-IV, Bahadrad, Haridwar-249402 (Uttarakhand).

The Company design, develops, and manufactures Power Backup Products/Solutions. It provides a complete range of Inverters, UPS, Solar Inverter, Solar Power Conditioning Units, Solar PCU, Batteries and more. It also provides OEM services to companies seeking manufacturing expertise in power backup



sector. The Company provides full spectrum of Solar PV applications as per the requirement of customer.

The Company also provides Smart Energy Metering Solutions, Net Metering Solutions (For Solar Solutions) and other electronic items. It also carried out manufacturing of Electronic Energy Meters, Batteries and other electronic items for other companies on job work basis.

The Company has state-of-the-art manufacturing facilities in Jaipur (Rajasthan) and Haridwar (Uttarakhand) with complete forward & backward integration. The Company has its own R&D centre, which is recognized by Ministry of Science and Technology, Government of India. The in-house technology development capability together with cutting edge equipments and advanced design software enables the Company to constantly improve its products and provide new innovative products to meet industry's demands. It also enables the Company to keep its products/solutions at par with international requirements and standards. It possesses various national and international quality accreditations/certifications. With integrated manufacturing facilities, automated SMT lines, Clean room PCB assemblies, the Company offers world-class products 'Made in India'. The Company has capability to expand its production capacity in a very short duration to meet the industry demand. The Company is incessantly evaluating the opportunities available in renewal power and infrastructures space with focus on solar solutions.

**(2) Date or expected date of commencement of commercial production:**

Not Applicable as the Company is already in Operations.

**(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not Applicable.

**(4) Financial performance based on given indicators: (Rs.)**

Particulars	For the year ended March 31, 2021 (audited)	For the year ended March 31, 2020 (audited)	For the year ended March 31, 2019 (audited)	For the year ended March 31, 2018 (audited)	For the year ended March 31, 2017 (audited)
Total Income	2,47,97,94,275	2,12,26,44,080	1,78,42,62,380	2,70,76,73,038	1,92,51,79,558
Profit before tax	14,03,09,972	5,91,12,840	(2,61,99,859)	2,25,33,785	17,62,525
Profit after Tax	9,92,63,154	5,14,09,216	84,67,259	1,64,87,685	92,55,063

**(5) Foreign Investments or collaborations, if any:**

The Company has not entered into any foreign collaboration. As per the shareholding pattern, no FIIs or Foreign Investors hold share in the Company.

**II. INFORMATION ABOUT THE APPOINTEE(S):**

**(1) Background details:**

Mr. Yash Todi (DIN: 08034207), aged 29 years, holds a degree of Bachelor of Science in Engineering from the Fulton Schools of Engineering Arizona State University, Tempe, AZ. He is serving as a Director in various organizations.

**(2) Past remuneration (Rs.):**

Particulars	For FY 2020-21	For FY 2019-20	For FY 2018-19
Salary & Allowances	6.00 Lakhs	0.00 Lakhs	0.00 Lakhs
<b>Total</b>	<b>6.00 Lakhs</b>	<b>0.00 Lakhs</b>	<b>0.00 Lakhs</b>

**(3) Recognition or Awards:**

- Operations Analyst/ Business Decision Modeler (03/07/16-11/20/17) / Summer Analyst (05/30/15-08/05/15) at Goldman Sachs, 222 SM, Salt Lake City, UT
- Fulton Ambassador (01/10/15-12/10/15) at Ira A. Fulton Schools of Engineering, ASU
- Supplemental Instruction Leader (01/10/13-05/05/15) at UASP, Arizona State University, 711 E Lemon St., Tempe, AZ

**(4) Job profile and his suitability:**

He shall devote his full time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the Company and the business of one or more of its associated companies and / or subsidiaries, including performing duties as assigned to him from time to time by serving on the Boards of such associated companies and / or subsidiaries or any other executive body or any committee of such company.

He shall play a leading role in envisioning and formulating the Company's strategies in the businesses. His sharp acumen in solar business can play a vast role in placing GIL as one of the growing power sector companies in India.

**(5) Remuneration proposed:**

The remuneration paid/proposed to be paid during the tenure of his directorship is detailed hereinabove under explanatory statement.

**(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of her origin):**

The proposed remuneration is comparable and competitive, considering the industry, size of the company, the managerial position and the credentials of the Whole-time Director.

  


**(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any:**

Except the remuneration and perquisites as stated above, Mr. Yash Todi (Except Mr. Narayan Prasad Todi) has no other direct or indirect pecuniary relationship with the Company.

**III. OTHER INFORMATION:**

**(1) Reasons of loss or inadequate profits:**

The Company is engaged in manufacturing of electronic energy meters for the Power Utilities in India. Poor financial health of the Power Utilities due to huge Aggregate Technical & Commercial losses continued to affect the order inflow. Further, the Covid-19 pandemic also suppresses the financial viability of the Government utilities which also impact the order inflow.

The Power Backup Solutions such as Inverters, Home UPS, Batteries, Solar Panel, etc are also facing the raw material challenges, shortage of raw materials has caused cost inflation and the Covid-19 pandemic minimize the market.

The above factors may affect turnover and profitability of the Company in the coming years.

Owing to the above factors, the financial performance of the Company in near future may not be as per the expectations and it is likely that the Company may have inadequate profits for the financial year 2021-22 and 2022-23.

**(2) Steps taken or proposed to be taken for improvement:**

Driven by spirit of innovation and armed with globally competitive in-house R&D lab, the Company is focusing on development of new products/solutions with distinct features by using IT and Lean production techniques at a very competitive price so as to increase the turnover of the Company. Efforts are being made to reduce overheads and fixed costs as compared to variable costs and this will result into increase in profits of the Company. The Company believes that in the long run, quality is the sole consideration of the consumers and therefore it has never compromised on its ageing or its high-end technology.

Further, as part of a restructuring exercise being undertaken by the Company to drive its future growth, the Company has acquired the power backup solutions business of Genus Power Infrastructures Limited (i.e. business of manufacturing of complete product range of Inverters/UPS, Solar PCU and Batteries) with effect from 01.04.2015. The Company hopes that this Power Back-up Solutions business will surely leverage our brand strength and fuel the future growth of the Company.

The Company is continuously strengthening its business with continuous up-gradation of technology and increasing product portfolio. The Company is simultaneously focusing on providing the latest smart solutions at affordable price to our customers. The Company is upbeat about its prospects due to huge opportunity offered by the power sector especially owing to the government's ongoing policies and programs specially the 'Make in India' and 'Digital India' programmes.





The Company has also been making necessary efforts to improve its performance and has been aggressively pursuing and implementing its strategies, including launch of new products/solutions and cost reduction initiatives. The results of these initiatives are likely to be felt in the coming years.

**(3) Expected increase in productivity and profits in measurable terms:**

Looking at the past performance and efforts being made during the year, the Company is expecting around 25 per cent increase in its turnover and profits during the year 2021-22.

The Board recommends the passing of Resolution as set forth in Item No. 4 of this Notice by the Members of the Company as Special Resolution.

Except Mr. Yash Todi (DIN: 08034207) and Mr. Narayan Prasad Todi (DIN: 00014285), none of the Directors and Key Managerial Personnel of the Company and their relatives is/are, in any way, concerned or interested in the said resolution/matter, except to the extent of their respective shareholdings in the Company, if any

**Item No. 5: Payment of commission to Mr. Yash Todi (DIN: 08034207), Whole Time Director designated as Executive Director of the Company:**

Considering the significant contribution made by Mr. Yash Todi (DIN: 08034207) Whole Time Director of the Company towards the growth of the Company, the Board in its meeting held on January 18, 2021 has, subject to approval of the shareholders, approved the payment of commission (in addition to their fixed remuneration) calculated with reference to net profit of the Company in a particular financial year, as may be determined by the Board at the end of each financial year, within the overall limits as specified under the relevant provisions of the Act to the following directors with effect from April 01, 2019, and up to expiration of their respective tenure of appointment:

Mr. Yash Todi (DIN: 08034207) : upto 2% of Net Profits of the Company

Thus, approval of the shareholders is sought for the proposed resolution. The Board recommends the resolution as a special resolution as set out at agenda item no. 5 for the Shareholders' consideration and approval.

Except Mr. Yash Todi, (DIN: 08034207) and Mr. Narayan Prasad Todi (DIN: 00014285), none of the Directors and Key Managerial Personnel of the Company and their relatives is/are, in any way, concerned or interested in the said resolution/matter, except to the extent of their respective shareholdings in the Company, if any

By Order of the Board of Directors  
For **Genus Innovation Limited**

  
**(Yash Todi)**  
Whole Time Director  
(DIN: 08034207)



**Registered Office:**

Plot No.22, Begumpur Industrial Area, IP-IV, Bahadrad, Haridwar-249402, Uttarakhand.

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CIN: U51311UR1998PLC001289

Date : November 04, 2021

Place : Jaipur

**GENUS INNOVATION LIMITED**

**Regd. Office:** Plot No.22, Begumpur Industrial Area, IP-IV, Bahadrabad, Haridwar-249402, Uttarakhand.

**Tel.** +91-1334-235523; **Email:** genus.innovation@genus.in; **Website:** www.genusinnovation.com

**CIN:** U51311UR1998PLC001289

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No	

I/We, being the member(s) of \_\_\_\_\_ shares of Genus Innovation Limited, hereby appoint:

(1) Name: \_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_ E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_

or failing him;

(2) Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_

or failing him;

(3) Name: \_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_ E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23<sup>rd</sup> Annual General Meeting of members of Genus Innovation Limited to be held on Tuesday, November 30, 2021 at 03:00 p.m. at Plot No. 22, Begumpur Industrial Area, IP-IV, Bahadrabad, Haridwar-249402, (Uttarakhand), and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions	Optional**	
		For	Against
Ordinary Business			
1	Adoption of Standalone & Consolidated Financial Statements for the year ended March 31, 2021.		
2	Re-appointment of Mr. Amrit Lal Todi, Director (DIN: 03185976) as Director, who retire by rotation.		
Special Business			
3	Approval for the remuneration of the Cost Auditors for the financial year ending March 31, 2022		
4	Increase the remuneration of Mr. Yash Todi (DIN: 08034207), Whole Time Director. *		
5	Approve payment of commission to Mr. Yash Todi (DIN: 08034207), Whole Time Director.*		

\*Special Resolution

Signed this..... day of.....2021

Affix Revenue Stamp of One Rupee
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Signature of Shareholder: \_\_\_\_\_ Signature of Proxy holder(s): \_\_\_\_\_

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Registered Folio No.	
Name of Member	
Address of Member	
Name of Proxy, if any	
No. of Shares held	

I certify that I am a registered member / proxy for the registered member of the Company. I hereby record my presence at the 23<sup>rd</sup> Annual General Meeting of members of Genus Innovation Limited on Tuesday, November 30, 2021 at Plot No. 22, Begumpur Industrial Area, IP-IV, Bahadrabad, Haridwar-249402, (Uttarakhand).

**Notes:**

1. Equity Shareholders are requested to bring the Attendance Slip with them when they come to the meeting and hand it over at the gate after signing it.
2. Incomplete attendance slips shall not be accepted.
3. The Equity Shareholders / proxies are advised to bring original photo identity proof for verification.
4. Joint shareholders may obtain additional Slip at the venue of the meeting.

**Signature of Member / Proxy**

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**ANNEXURE TO THE NOTICE (DATED NOVEMBER 04, 2021) OF THE 23<sup>RD</sup> AGM**

**DETAILS/BRIEF PROFILE OF DIRECTORS INCLUDING DIRECTORS RETIRING BY ROTATION / SEEKING APPOINTMENT / RE-APPOINTMENT, ETC., AT THE ENSUING ANNUAL GENERAL MEETING**

Name of Director	Mr. Amrit Lal Todi ('ALT')	Mr. Yash Todi ('YT')
DIN & (Age in Years)	00323855 & (69)	08034207 & (29)
Board Position	Non-Executive Director	Whole-time Director
Qualifications	Bachelor Degree	Bachelor of Science in Engineering Fulton Schools of Engineering, Arizona State University, Tempe, AZ
Experience (including expertise in specific functional area)/Brief Resume	<ul style="list-style-type: none"> <li>An eminent businessman and has enormous experience and proficiency in business management</li> <li>Enriched experience of around 36 years in the business of coal &amp; coke trading business, cement and paper industry</li> <li>Has the capability to provide shrewd guidance and opinion on varied matters.</li> </ul>	<ul style="list-style-type: none"> <li>Expertise in the fields of marketing, branding and sales in power backup solution industry</li> <li>Proficient in evaluating and developing marketing strategy and marketing plan</li> <li>Very sharp in catching new technologies and converting them into business.</li> <li>Oversee trade shows, major events, social media, digital marketing strategy and content marketing.</li> </ul>
Terms and Conditions of Appointment / Reappointment	<ul style="list-style-type: none"> <li>Liable to retire by rotation</li> </ul>	<ul style="list-style-type: none"> <li>Appointment for a period of five (5) year on terms &amp; conditions as mentioned in the item no. 05 to Notice of AGM dated December 04, 2020</li> </ul>
Remuneration last drawn (including sitting fees and commission, if any) (Rs.)	NIL	NIL
Remuneration proposed to be paid (Rs.)	NIL	12.00 Lacs (Remuneration)
Date of first appointment on the Board	07.01.2013	01.08.2018
Shareholding in the Company as on March 31, 2021	Nil	Nil
Relationship with other Directors/Key Managerial Personnel	Brother of Mr. Narayan Prasad Todi (Director)	Son of Mr. Narayan Prasad Todi (Director)
Number of meetings of the Board attended during the year	06	06
Directorships of other Boards as on March 31, 2021	<ul style="list-style-type: none"> <li>Kailash Industries Limited</li> <li>Kailash Coal and Coke Company Limited</li> <li>Kailash Vidyut &amp; Ispat Limited</li> <li>Virtuous Infra Limited</li> </ul>	<ul style="list-style-type: none"> <li>Genus Paper &amp; Boards Limited</li> <li>Ganpati Global Private Limited</li> <li>Greentech Mega Food Park Limited</li> <li>Greenwings Innovative Finance Private Limited</li> <li>M.K.J. Manufacturing Pvt Ltd</li> <li>Hi-Print Electromack Private Limited</li> <li>Hi-Print Investments Private Limited</li> </ul>
Membership / Chairmanship of Committees as on March 31, 2021	<ul style="list-style-type: none"> <li>Nomination and Remuneration Committee</li> <li>Corporate Social Responsibility Committee</li> </ul>	<ul style="list-style-type: none"> <li>Finance Committee</li> <li>Sales Committee</li> </ul>



**ANNEXURE TO THE NOTICE (DATED NOVEMBER 04, 2021) OF THE 23<sup>RD</sup> AGM**

**DETAILS/BRIEF PROFILE OF DIRECTORS INCLUDING DIRECTORS RETIRING BY ROTATION / SEEKING APPOINTMENT / RE-APPOINTMENT, ETC., AT THE ENSUING ANNUAL GENERAL MEETING**

Name of Director	Mr. Amrit Lal Todi ('ALT')	Mr. Yash Todi ('YT')
DIN & (Age in Years)	00323855 & (69)	08034207 & (29)
Board Position	Non-Executive Director	Whole-time Director
Qualifications	Bachelor Degree	Bachelor of Science in Engineering Fulton Schools of Engineering, Arizona State University, Tempe, AZ
Experience (including expertise in specific functional area)/Brief Resume	<ul style="list-style-type: none"> <li>An eminent businessman and has enormous experience and proficiency in business management</li> <li>Enriched experience of around 36 years in the business of coal &amp; coke trading business, cement and paper industry</li> <li>Has the capability to provide shrewd guidance and opinion on varied matters.</li> </ul>	<ul style="list-style-type: none"> <li>Expertise in the fields of marketing, branding and sales in power backup solution industry</li> <li>Proficient in evaluating and developing marketing strategy and marketing plan</li> <li>Very sharp in catching new technologies and converting them into business.</li> <li>Oversee trade shows, major events, social media, digital marketing strategy and content marketing.</li> </ul>
Terms and Conditions of Appointment / Reappointment	<ul style="list-style-type: none"> <li>Liable to retire by rotation</li> </ul>	<ul style="list-style-type: none"> <li>Appointment for a period of five (5) year on terms &amp; conditions as mentioned in the item no. 05 to Notice of AGM dated December 04, 2020</li> </ul>
Remuneration last drawn (including sitting fees and commission, if any) (Rs.)	NIL	NIL
Remuneration proposed to be paid (Rs.)	NIL	12.00 Lacs (Remuneration)
Date of first appointment on the Board	07.01.2013	01.08.2018
Shareholding in the Company as on March 31, 2021	Nil	Nil
Relationship with other Directors/Key Managerial Personnel	Brother of Mr. Narayan Prasad Todi (Director)	Son of Mr. Narayan Prasad Todi (Director)
Number of meetings of the Board attended during the year	06	06
Directorships of other Boards as on March 31, 2021	<ul style="list-style-type: none"> <li>Kailash Industries Limited</li> <li>Kailash Coal and Coke Company Limited</li> <li>Kailash Vidyut &amp; Ispat Limited</li> <li>Virtuous Infra Limited</li> </ul>	<ul style="list-style-type: none"> <li>Genus Paper &amp; Boards Limited</li> <li>Ganpati Global Private Limited</li> <li>Greentech Mega Food Park Limited</li> <li>Greenwings Innovative Finance Private Limited</li> <li>M.K.J. Manufacturing Pvt Ltd</li> <li>Hi-Print Electromack Private Limited</li> <li>Hi-Print Investments Private Limited</li> </ul>
Membership / Chairmanship of Committees as on March 31, 2021	<ul style="list-style-type: none"> <li>Nomination and Remuneration Committee</li> <li>Corporate Social Responsibility Committee</li> </ul>	<ul style="list-style-type: none"> <li>Finance Committee</li> <li>Sales Committee</li> </ul>

