

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 24th Annual General Meeting of Members of Genus Innovation Limited will be held on Friday, September 30, 2022 at 09:30 a.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, 2022, 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, 2022, 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, 2022 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, 2022 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 Mrs. Sharmila Agarwal, who retires from office by rotation, and being eligible, offers herself 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, Mrs. Sharmila Agarwal (DIN: 07137624), who retires by rotation at this meeting and being eligible, has offered herself for reappointment, be and is hereby appointed as a director of the company, liable to retire by rotation."

3. To appoint statutory auditors of the Company and to determine their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution**:

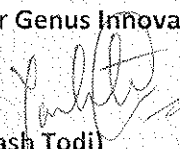
"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. D. Khanna & Associates, Chartered Accountants (Firm Registration Number: 012917N), G-6, Royal Sundaram, Vivekanand Marg, C-Scheme, Jaipur-302001, be and is hereby appointed as the Statutory Auditors of the Company to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of 29th Annual General Meeting of the Company, to be held in the year 2027, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

SPECIAL BUSINESS:

4. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2023 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, 2023, be and is hereby ratified.”

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



(Yash Todi)

Whole Time Director
(DIN: 08034207)

Registered Office:

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CIN: U51311UR1998PLC001289

Date : September 21, 2022

Place : Jaipur

NOTES:

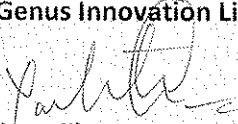
1. The explanatory statement pursuant to section 102(1) of the Companies Act, 2013, which sets out details relating to special business to be transacted at the Meeting, is annexed herewith.
2. A Shareholder entitled to attend and vote at the annual general meeting (the “Meeting” or “AGM”) is entitled 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.
3. 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.
4. 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.
5. 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.
6. 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.
7. 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. 4: Approval for the remuneration of the Cost Auditors for the financial year ending March 31, 2023:**

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, 2023, 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.4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2023.

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.

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



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

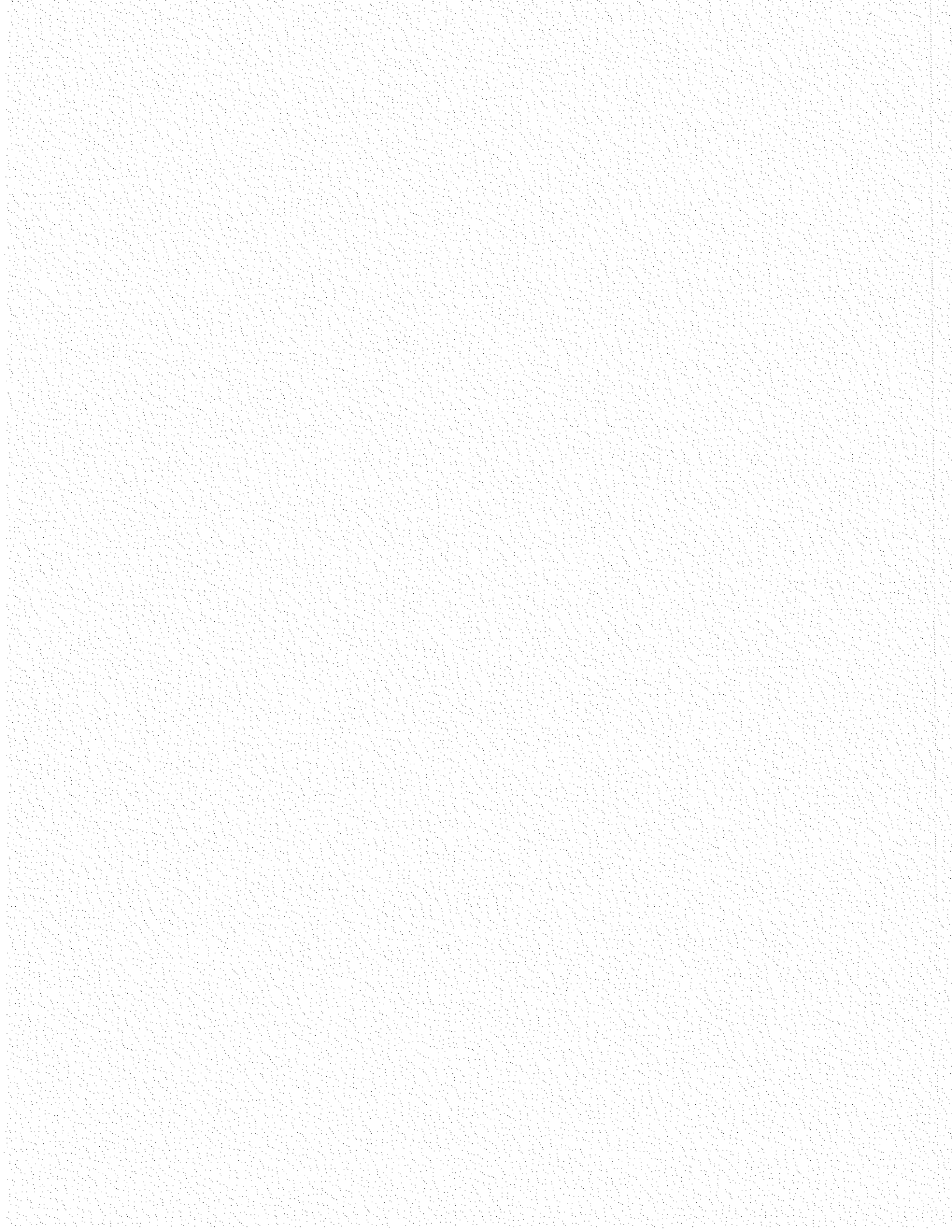
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ATTENDANCE SLIP

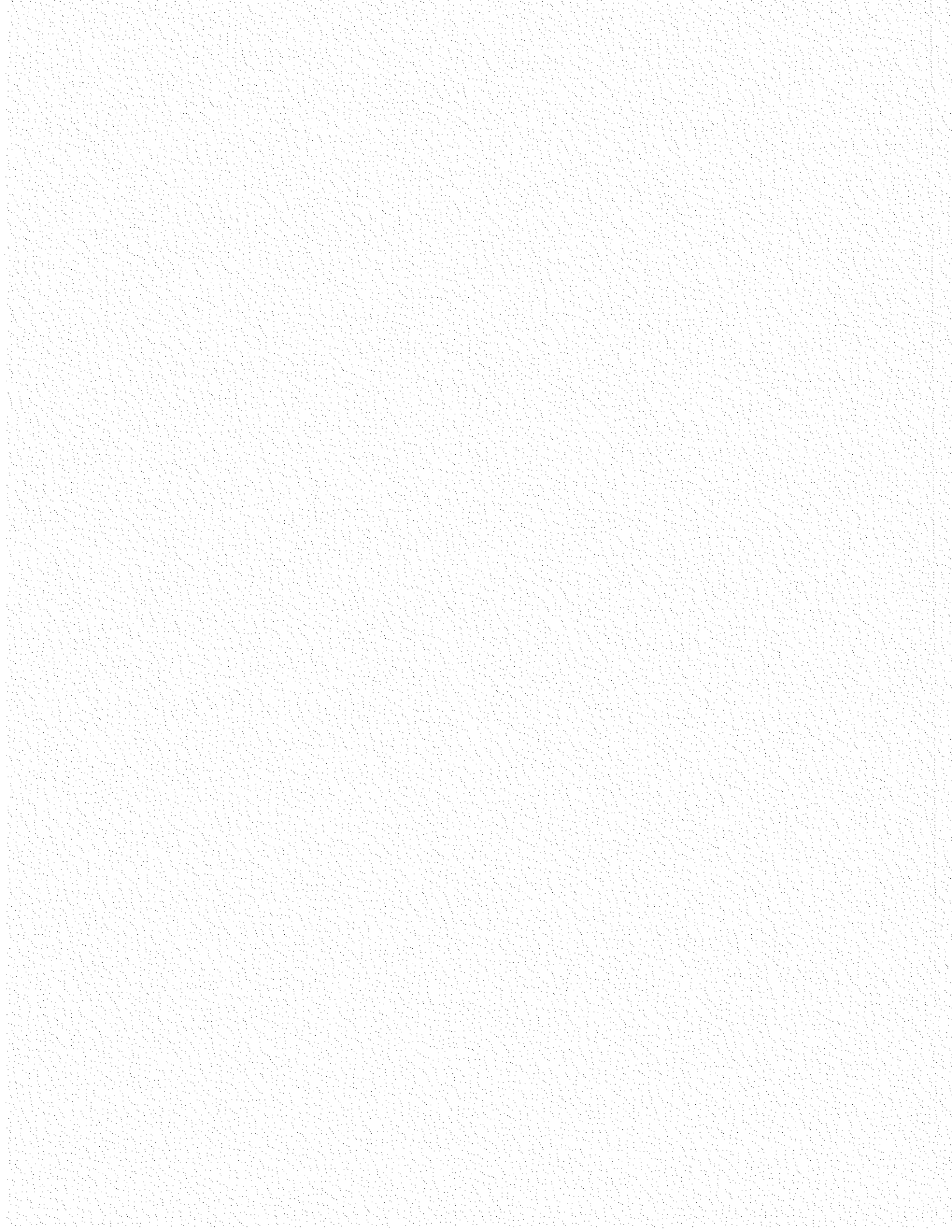
Folio No. / DP ID & Client ID	
Name of Member	
Address of Member	
Name of Proxy, if any	
No. of Shares held	

I certify that I am a registered member / proxy for the registered member of the Company. I hereby record my presence at the 24th Annual General Meeting of members of Genus Innovation Limited on Friday, September 30, 2022 at 09:30 a.m. 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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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. / DP ID & Client ID	

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 24th Annual General Meeting of members of Genus Innovation Limited to be held on Friday, September 30, 2022 at 09:30 a.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, 2022.		
2	Re-appointment of Mrs. Sharmila Agarwal (DIN: 07137624) as Director, who retire by rotation.		
3	Appointment of statutory auditors of the Company and to determine their remuneration:		
Special Business			
4	Approval for the remuneration of the Cost Auditors for the financial year ending March 31, 2023		

*Special Resolution

Signed this..... day of.....2022

Affix Revenue Stamp of One Rupee

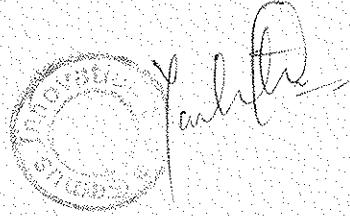
Signature of Shareholder: _____ Signature of Proxy holder(s): _____

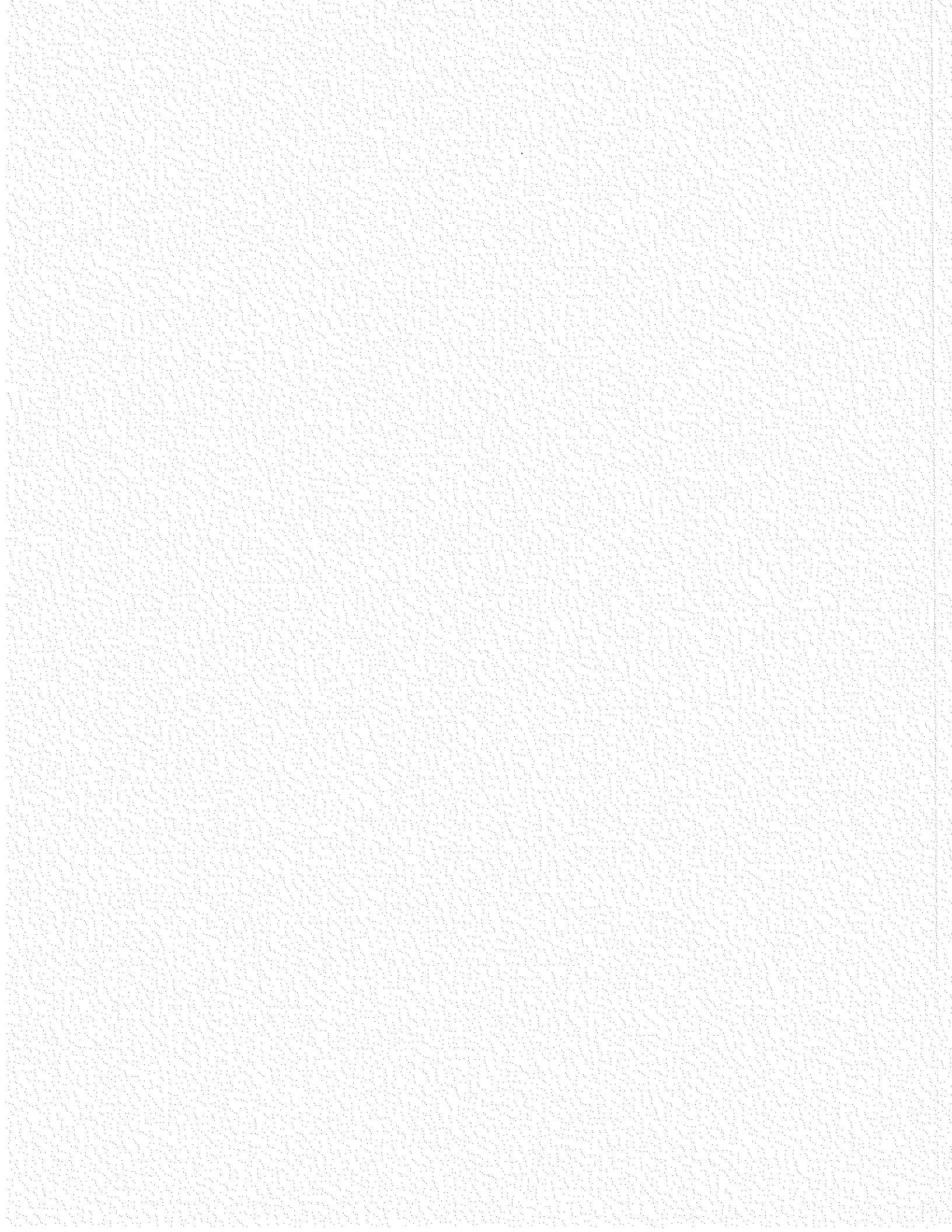
Notes:

- 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. A Proxy need not be a member of the Company.**
- 2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.**
- 3. **This is only optional. Please put a 'V' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.**

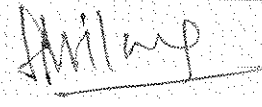
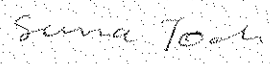
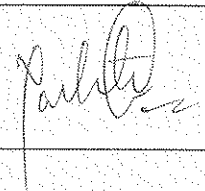
ANNEXURE TO THE NOTICE (DATED SEPTEMBER 21, 2022) OF THE 24TH AGM**DETAILS/BRIEF PROFILE OF DIRECTORS INCLUDING DIRECTORS RETIRING BY ROTATION / SEEKING APPOINTMENT / RE-APPOINTMENT, ETC., AT THE ENSUING ANNUAL GENERAL MEETING**

Name of Director	*Mrs. Sharmila Agarwal ('SA')
DIN & (Age in Years)	07137624 & (52)
Board Position	Executive Director (Non-Independent Director)
Qualifications	MBA (Marketing)
Experience (including expertise in specific functional area)/Brief Resume	<ul style="list-style-type: none">• Rich experience of working in e-commerce industry.• Intense understanding of business culture and operational environment• Engaged in social works and welfare activities of local communities
Terms and Conditions of Appointment / Reappointment	Liable to retire by rotation
Remuneration last drawn (including sitting fees and commission, if any) (Rs.)	7.80 Lacs
Remuneration proposed to be paid (Rs.)	No change
Date of first appointment on the Board	13.05.2019
Shareholding in the Company as on March 31, 2022	Nil
Relationship with other Directors/Key Managerial Personnel	No
Number of meetings of the Board attended during the year	4
Directorships of other Boards as on March 31, 2022	Nil
Membership / Chairmanship of Committees as on March 31, 2022	Nil





ATTENDANCE OF THE MEMBERS OF NEW GEO METERING SOLUTIONS PRIVATE LIMITED AT ANNUAL GENERAL MEETING HELD ON FRIDAY, SEPTEMBER 30, 2022 FROM 10:30 AM AT PLOT NO.22, BEGUMPUR INDUSTRIAL AREA, IP-IV, BAHADRABAD, HARIDWAR-249402, UTTARAKHAND, INDIA

S. No.	Name	Position held in Board	Signature
1	Satya Narayan Vijayvergiya	Director	
2	Arpit Todi	Director	
3	Seema Todi	Director	
4	Mr. Yash Todi	Director & (Nominee Shareholder of Genus Innovation Limited)	
5	Genus Innovation Limited - Authorized Representative	Member	

