



Genus Prime Infra Limited

(Formerly Gulshan Chemfill Limited)

CIN-L24117UP2000PLC032010

Genus
energizing lives

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

Ph. : +91-591-2511171, 09837075702/3 Fax : +91-591-2511242

Website : www.genusprime.com

September 01, 2026

BSE Limited

(Corporate Relationship Department),
P J Towers, Dalal Street, Fort,
Mumbai-400001
E-mail: corp.compliance@bseindia.com
BSE SCRIP CODE: 532425

Dear Sir/Madam,

Sub: Notice of the 26th Annual General Meeting for the financial year 2025-26 and E-voting particulars

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, please find attached herewith the Notice of 26th Annual General Meeting ("AGM") of the Company scheduled to be held on **Thursday, September 24, 2026 at 11:00 A.M.** IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") for the Financial Year 2025-26, in compliance with the applicable provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), SEBI and MCA Circulars respectively.

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 and Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The facility of casting votes by a member using remote e-voting as well as the e-voting system during the AGM will be provided by Central Depository Services (India) Limited ("CDSL").

The Register of Members and the Share Transfer Books of the Company shall remain closed from **Friday, September 18, 2026 to Thursday, September 24, 2026** (both days inclusive), for the purpose of 26th Annual General Meeting of the Company.

The remote e-voting period shall commence on **Monday, September 21, 2026 (09:00 A.M.) (IST)** and end on **Wednesday, September 23, 2026 (05:00 P.M.) (IST)**. 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 **Thursday, September 17, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The detailed instructions for e-Voting process are given in the Notes forming part of the Notice of the AGM.

We request to kindly take the same on record.

Thanking you,

For Genus Prime Infra Limited
(Formerly Gulshan Chemfill Limited)

Jeevan Kumar
Company Secretary
Encl. as above

GENUS PRIME INFRA LIMITED

(Formerly Gulshan Chemfill Limited)

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

CIN: L24117UP2000PLC032010

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

Notice of the 26th Annual General Meeting

Notice is hereby given that the 26th Annual General Meeting of Genus Prime Infra Limited (Formerly Gulshan Chemfill Limited) will be held on **Thursday, 24th day of September, 2026 at 11.00 A.M. (IST)** 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, 2026 together with Reports of the Directors’ and the Auditors’ thereon.
2. To appoint a director in place of Mr. Amit Agarwal (DIN: 00016133), who retires from office by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **RE-APPOINTMENT OF MR. AMIT AGARWAL (DIN:00016133), AS WHOLE TIME DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY**

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

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee of the Company and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Amit Agarwal (DIN: 00016133), as Whole Time Director and Chief Executive Officer of the Company with effect from **15th August, 2026 to 14th August, 2031**, upon the term(s) and condition(s) as detailed in the explanatory

statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or agreement in such manner as may be agreed to between the Board of Directors and Mr. Amit Agarwal.

RESOLVED FURTHER THAT Mr. Amit Agarwal shall be the Key Managerial Personnel of the Company w.e.f. 15th August, 2026 during his tenure as Whole Time Director and Chief Executive Officer of the Company in terms of Section 203 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

4. POWER TO CREATE PLEDGE, MORTGAGE, HYPOTHECATE AND/OR CHARGE PRESCRIBED U/S 180(1)(a) 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 180(1)(a) and all other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and in accordance with the Articles of Association of the Company, and subject to such other approvals, consents, sanctions and permissions, as may be necessary, consent of members of the Company be and is hereby accorded to the Board of Directors of the Company to create pledge, mortgage, hypothecate and/or charge all or any part of the movable or immovable properties being substantial undertaking as per section 180(1)(a) of the Companies Act, 2013 for the purpose of borrowing any sum of money in foreign currency or Indian Rupees for the purpose of business of the Company from any Bank, Financial Institution, Lending Institutions considered suitable by the board provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 100 Crore (Rupees One Hundred Crore Only) at any point of time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorized to negotiate and settle the terms and conditions with the concerned Bank(s)/ Financial Institution(s)/Lender(s), finalize the applicable instruments/agreements, deeds or any other document for borrowing the monies for the purpose of business of the Company and to do and perform all such other acts, deeds and things including delegation of all or any of its powers conferred on it by or under this resolution to any

Committee of Directors or to any director(s) or any other official of the Company as may be deemed appropriate, necessary, proper, desirable or expedient by the Board to give effect to this resolution”.

5. POWER TO BORROW FUNDS IN EXCESS OF THE LIMITS PRESCRIBED U/S 180(1)(c) 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 180(1)(c) and (2) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment thereto for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, consent of members of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing any sum or sums of monies (in foreign currency or Indian rupee) from time to time for the purpose of the business of the Company on such terms and conditions and with or without security from any Bank, Financial Institution or any other lending institutions, firms, bodies corporate or persons, as may be considered suitable by the Board notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from cash credit arrangement, discounting of bills and other temporary loans obtained from Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose; provided that the total amount so borrowed by the Board of Directors shall not at any time exceed the limit of Rs. 100 Crore (Rupee One Hundred Crore Only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorized to negotiate and settle the terms and conditions with the concerned Bank(s)/ Financial Institution(s)/Lender(s), finalize the applicable instruments /agreements, deeds or any other document for borrowing the monies for the purpose of business of the Company and to do and perform all such other acts, deeds and things including delegation of all or any of its powers conferred on it by or under this resolution to any Committee of Directors or to any director(s) or any other official of the Company as may be deemed appropriate, necessary, proper, desirable or expedient by the Board to give effect to this resolution.

6. APPROVAL OF LOANS, GUARANTEES, SECURITIES, AND INVESTMENTS UNDER SECTION 186(2) OF THE COMPANIES ACT, 2013

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 186(2) and other applicable provisions of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including Regulation 30, consent of members of the Company be and is hereby accorded to the Board of Directors to:

1. Give any loan(s), including any loan represented by a book debt, to any person or other body corporate;
2. Provide any guarantee or provide security in connection with a loan to any person or body corporate; and/or
3. Make any investments by way of acquisition of securities of any other body corporate or in any other way,

such that the aggregate of the loans, guarantees, security, and/or investments made by the Company, together with existing loans, guarantees, security, and investments, may exceeds the limits prescribed under Section 186(2) of the Companies Act, 2013, but up to an amount not exceeding Rs. 250 Crore (Rupees Two Hundred Fifty Crores Only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to decide the terms and conditions of such loans, guarantees, securities, and/or investments, including the timing, amount, recipient(s), and other related matters, as deemed necessary or expedient in the interest of the Company.

RESOLVED FURTHER THAT the Board of Directors, be and are hereby severally authorized to do all such acts, deeds, and things, sign and execute necessary agreements, documents, and forms with the Registrar of Companies, banks, financial institutions, or any other authorities, and take all steps necessary to give effect to this resolution and ensure compliance with applicable laws.”

By Order of the Board of Directors

Amit Agarwal
Whole Time Director & CEO
DIN: 00016133

Registered Office:

Near Moradabad Dharam Kanta, Kanth Road, Harthala,

Moradabad, U.P.-244001

Tele: +91-591-2511242;

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

Website: www.genusprime.com

Corporate Identification Number (CIN): L24117UP2000PLC032010

Moradabad, 29th August, 2026

NOTES:

1. Pursuant to General Circulars Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “MCA Circulars”) and in compliance with the provisions of the Companies Act, 2013 (“the Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Annual General Meeting (“AGM” or “Meeting”) of the Company is being conducted through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. The AGM of the Company is being convened through VC/OAVM in compliance with the applicable provisions of the Act read with all the applicable MCA Circulars and SEBI Circulars. The deemed venue for the AGM shall be the Registered Office of the Company.
2. 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 through VC/OAVM, physical attendance of members has been dispensed with in accordance with the MCA Circulars/ SEBI Circulars. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM, and hence the proxy form and attendance slip are not annexed to the Notice of AGM (“the Notice”).
3. The explanatory statement, pursuant to Section 102(1) of the Act and Secretarial Standard-2 (“SS-2”) issued by the Institute of Company Secretaries of India (“the ICSI”) as approved by the Central Government on General Meetings (setting out material facts relating to the special business mentioned in this Notice) is annexed herewith and the same should be taken as part of the Notice.
4. Since the AGM is being held through VC/OAVM, the route map of the venue of the AGM is not annexed hereto.

5. The Register of Members and Share Transfer Books of the Company will remain closed from **18th September, 2026 to 24th September, 2026** (both days inclusive) in connection with the Annual General Meeting.
6. 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.
7. Members, seeking any information with regard to any matter to be placed at this AGM, are requested to write to the Company Secretary of the Company at an early date so as to enable the management to keep the information ready at the AGM.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, permanent account number (PAN), nominations, power of attorney, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC code), etc., to their DPs, in case the shares are held in electronic form, and to the Company's Registrar and Share Transfer Agent (i.e. M/s. Alankit Assignments Limited, New Delhi) ("RTA"), through Form ISR-1/ISR-2, as applicable, along with necessary supporting documents, in case the shares are held in physical form. Further, members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
9. Non-resident Indian shareholders are requested to immediately inform their depository participant (in case shares are held in demat/electronic form) or the Company's RTA (in case shares are 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. As per the provisions of Section 72 of the Act, the facility for making nominations 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. If a member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14. If a member desires to opt out from the nomination facility, then he/she may submit the same in Form No. ISR-3. The said forms can be downloaded from the Company's website at '**www.genusprime.com**'.

11. 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.
12. SEBI vide its Circular dated June 10, 2024, in supersession of its earlier circulars in this regard, has reiterated that the security holders holding securities in physical form whose folio(s) do not have PAN, Choice of Nomination, Contact Details, Bank Account Details and Specimen Signature updated, shall be eligible:
 - a) to lodge grievances or avail any service request from the RTA only after furnishing PAN, KYC details and Nomination.
 - b) for any payment including dividend, interest or redemption payment in respect of such folios, only through electronic mode with effect from April 01, 2024.
13. As per Regulation 40 of the SEBI Listing Regulations, securities of listed companies can be transferred, transmitted and transposed only in dematerialised form. 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 dematerialised 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 SEBI through its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 and Circular No. HO/38/13/(3)2026-MIRSD-POD/I/3763/2026 dated January 30, 2026, has mandated that all listed entities shall issue the securities in dematerialised form only while processing service requests relating to issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition.

In light of this, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Further, SEBI vide its Circular dated January 30, 2026 with effect from April 2, 2026, has dispensed with the requirement of issuance of letter of confirmation for effecting direct credit of securities to the dematerialized account of investors. Letter of Confirmation issued before April 2, 2026, may be submitted by the investors to Depository Participant for dematerialization within 120 days from the date of issuance of Letter of Confirmation. Members can contact the Company or its Registrar & Share Transfer Agent i.e. M/s. Alankit Assignments Limited, for any clarifications required in this regard.

15. The Company has designated a separate email ID of the grievance redressal division/compliance officer i.e. **“investor.redressal.gcl@gmail.com”** exclusively for the purpose of registering complaints by investors.
16. Information about the appointees as per the requirement of SS-2 on General Meeting issued by the Institute of the Company Secretaries of India and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

As required under Listing Regulations and Secretarial Standard-2, the particulars of directors who are proposed to be appointed/re-appointed, during the year under review are furnished below:

Name of Director	Mr. Amit Agarwal
Designation	Whole Time Director and CEO
DIN	00016133
Date of Birth	17/07/1973
Date of First Appointment	15/08/2011
Qualification	Graduate
Expertise in specified functional area	Business management with expertise in apparels
Brief Profile	Mr. Amit Agarwal (DIN: 00016133), aged 53 years, is a Commerce graduate. He has a vast and rich experience of apparels industry. He is the Whole Time Director and CEO of the Company.
Terms and Condition Appointment/ Reappointment	Appointed as Whole Time Director and CEO w.e.f. August 15, 2011.
Shareholding in Genus Prime Infra Limited as on 31.03.2026	3387520
Number of meetings of the Board attended during the year	06
Directorships in other Listed entities	Nil
Listed entities from which the person has resigned in the past three years	Nil
Chairman/ Member of the Committee of the Board of Directors of the Company (includes only Audit Committee and Stakeholder Relationship Committee)	Chairman: Genus Apparels Limited-Audit Committee
Past Remuneration	Nil
Relationship with other Directors and KMP	Younger brother of husband of Mrs. Simple Agarwal, Non-Executive Non-Independent Director

Confirmation pursuant to BSE Circular dated 20.06.2018	It is confirmed that he is not debarred from holding the office of director by virtue of any SEBI order of any such authority.
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17. All documents referred to in the Notice will 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'**.
18. In accordance with the MCA Circulars and SEBI Circulars, the Notice of AGM is being sent only through electronic mode (e-mail) to those members, whose email addresses are registered with the Company / Registrar and Transfer Agent / Depository Participants/ Depositories and a letter will be sent by the Company providing the web-link, including the exact path where complete details of the Annual Report including the Notice of the AGM is available, to those shareholder(s) who have not registered their e-mail address with the Company/Registrar and Transfer Agent/Depository Participants/Depositories. Members may note that the Notice will also be made available on the Company's website at **'www.genusprime.com'**, website of the stock exchange i.e. BSE Limited at **'www.bseindia.com'**, and on the website of CDSL at **'www.evotingindia.com'**. To support this 'Green Initiative', members, who have not yet registered their email addresses, are requested to register the same with their DPs (in case shares are held by them in electronic form) and with the Company's RTA (in case shares are held by them in physical form).

In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address:

- (i) Members holding shares in electronic form/mode, who have not registered their email address, are requested to register the same with the DP(s) where they maintain their demat accounts, which is mandatory while e-Voting; and
 - (ii) Members holding shares in physical mode, who have not registered/updated their e-mail address with the Company, are requested to register/update their e-mail address by submitting Form ISR-1 (available on the website of the Company at **www.genusprime.com**) duly filled and signed along with requisite supporting documents to M/s. Alankit Assignments Limited at 4E/2, Jhandewalan Extension, New Delhi-110 055; website: **'www.alankit.com'**. In case of any queries, for registering email address, Members may write to **'rta@alankit.com'** and **'cs.genusprime@gmail.com'**.
19. The Notice of AGM will be sent to those Members/Beneficial Owners electronically, whose name will appear in the Register of Members/List of Beneficiaries received from the depositories as on **Friday, August 28, 2026**. Any person who has acquired shares and

become member of the Company after the dispatch of this Notice and holding shares as on the cut-off date i.e. **Thursday, September 17, 2026** may obtain electronic copy of Notice of AGM by sending a request to the Company or Company's RTA.

20. Institutional/Corporate members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (in PDF / JPG format) of its Board or Governing Body resolution/authorisation, etc., authorizing their representative to attend the AGM on its behalf and to vote through remote e-voting. The said resolution / authorisation shall be sent through the registered email address of the member to the scrutinizer at **'pskomalahuja@gmail.com'** with a copy marked to **'helpdesk.evoting@cdslindia.com'**.
21. Company Secretary and Compliance Officer of the Company shall be responsible for addressing all the grievances in relation to this AGM including e-voting. The Members may contact at the following address:
- The Company Secretary and Compliance Officer,
Genus Prime Infra Limited,
Near Moradabad Dharam Kanta,
Kanth Road, Harthala, Moradabad-244001, Uttar Pradesh
Tel. 0591-2511242; E-mail: cs.genusprime@gmail.com

22. Instructions for e-voting and joining the AGM through VC/OAVM are as follows:

Voting through electronic means (e-voting)

- (i) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations, and MCA/SEBI Circulars, 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.
- (ii) The members can join the AGM in the VC/OAVM mode 30 minutes before, and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on a first come first served basis. This will not include large members (members 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.

- (iii) 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 Act.
- (iv) Pursuant to the MCA/SEBI Circulars, 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 Act, and rules made thereunder, representatives of the members such as the President of India or the Governor of a State or body corporate are entitled to appoint their authorised representatives to attend the AGM through VC/OAVM and participate and cast their votes through remote e-voting and e-voting during the AGM of the Company.
- (v) In accordance with the MCA/SEBI Circulars, the Notice calling this 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) at **www.evotingindia.com**.
- (vi) The Company has appointed **Ms. Komal, Practicing Company Secretary (Membership Number FCS 11636, Certificate of Practice Number 17597), proprietor of M/s. Komal & Associates, Delhi** as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process, in a fair and transparent manner.
- (vii) Recorded transcript of the Meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company.

The instructions for Members for e-voting and joining virtual meeting are as under:

- (i) The voting period begins on **Monday, September 21, 2026 at 9:00 A.M. (IST)** and ends on **Wednesday, September 23, 2026 at 5:00 P.M. (IST)**. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Thursday, September 17, 2026** may cast their vote electronically. The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the said cut-off date. The remote e- voting module shall be disabled by CDSL for voting thereafter.

- (ii) Members who have already voted prior to the AGM date would not be entitled to vote at the AGM venue.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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 and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com

	and click on login & New System Myeasi Tab and then click on registration option. 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e- Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e- Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or Click at http://eservices.nsdl.com/Secureweb/ideasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	redirected to NSDL Depository site wherein you can see e-Voting page. 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 or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/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 NSDL/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 or joining virtual meeting & voting during the meeting.

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Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

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 toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 4886 7000 and 022 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form:

- (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) 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.
- (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 Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digits alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. 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.

After entering these details appropriately, click on “SUBMIT” tab.

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.

For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Click on the EVSN for the relevant <Company Name> on which you choose to vote.

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.

Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

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.

Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

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.

There is also an optional provision to upload BR/POA if any uploaded, which will

be made available to scrutinizer for verification.

Additional Facility for Non-Individual Shareholders and Custodians-For Remote e-Voting only:

- 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 will be mapped automatically & can be de-link in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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 to the Company at the email address viz; ‘pskomalahuja@gmail.com’ and ‘cs.genusprime@gmail.com’, respectively, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS, WHOSE EMAIL/MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

- 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.
- For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

- 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 any.

If you have any queries or issues regarding attending AGM and e-Voting from the CDSL e-Voting System, you can write an email to **helpdesk.evoting@cdslindia.com** or contact at **toll free no. 1800 22 55 33**.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 **toll free no. 1800 22 55 33**.

Instructions for shareholders attending the AGM through VC/OAVM and e-voting during meeting are as **under**:

- (i) The procedure for attending AGM and e-voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.
- (ii) The link for VC/OAVM to attend AGM will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
- (iii) Members, who have voted through remote e-voting, will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- (iv) Members are encouraged to join the AGM through laptops / ipads for better experience.
- (v) Further, members will be required to allow camera and use internet with a good speed to avoid any disturbance during the AGM.
- (vi) 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.
- (vii) Members who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request in advance atleast five (5) days prior to AGM mentioning their name, demat account number/folio number, email id and

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

- (viii) Those members, who have registered themselves as a speaker, will only be allowed to express their views or ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- (ix) Only those members, 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.
- (x) If any votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the AGM through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the AGM is available only to the members attending the AGM.

Other Information

- (i) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, who are not in the employment of the Company and make, not later than two working days 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 Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated scrutinizer's report, declare the results of the voting. The result declared, along with the scrutinizer's report, shall be placed on the Company's website at www.genusprime.com and on the website of CDSL, immediately after the results are declared and communicated to the stock exchanges, where the equity 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 AGM, i.e. **Thursday, September 24, 2026.**

Annexure to the Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 6 of the accompanying Notice:

ITEM NO. 3

RE-APPOINTMENT OF MR. AMIT AGARWAL (DIN:00016133), AS WHOLE TIME DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Act, the Board has on the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Mr. Amit Agarwal as Whole Time Director and Chief Executive Officer (designated as Executive Director) for a period of Five Years with effect from 15th August, 2026, subject to the approval of members of the Company.

The period of office of Mr. Amit Agarwal shall be liable to determination by retirement of directors by rotation. Mr. Amit Agarwal is graduate has rich experience in managing business of apparels. The principle terms & conditions of Mr. Amit Agarwal as Whole Time Director & Chief Executive Officer are as follows: -

- (a) Period: For a period of 5 (Five) Years effective from 15th August, 2026.
- (b) Minimum Remuneration: In the event of absence or inadequacy of net profit in any Financial Year, the remuneration payable to Mr. Amit Agarwal shall be governed by Section II of part II of Schedule V of the Act, or any modification(s) thereof.
- (c) Mr. Amit Agarwal shall devote such time and attention to the business of the Company as may be necessary and be responsible for the general conduct and management of the business and affairs of the company, subject to the superintendence, control and supervision of the Board and shall have such powers and carry out such duties and responsibilities as may be entrusted by the Board from time to time.
- (d) The terms & conditions of the appointment of Executive Director may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits specified under Schedule V of the Act or any amendments made thereafter in this regard, in such manner as may be agreed to between the Board and the Executive Director, subject to such approvals as may be required.
- (e) This appointment may be terminated by either party by giving to the other party one months' notice of such termination.

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

The Board recommends the Special Resolution set out at Item No.3 of the Notice for approval by the Shareholders. The re-appointment of Mr. Amit Agarwal is appropriate and in the best interest of the Company.

ITEM NO. 4

POWER TO CREATE PLEDGE, MORTGAGE, HYPOTHECATE AND/OR CHARGE PRESCRIBED U/S 180(1)(a) OF THE COMPANIES ACT, 2013

The corresponding Section 180(1)(a) of the Companies Act, 2013 provides that the Board of Directors of a Company shall exercise the power to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) over and above the paid up capital of the Company and its free reserves from time to time on behalf of the Company only with the consent of the Company by a special resolution.

Further, the Chairman informed that as per section 180(1)(a) of the Companies Act 2013, it is stipulated that a company cannot sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.

Company is/has mortgaged the immovable property (Land) to the consortium of lenders for borrowings not exceeding Rs. 100 Crores. The value of immovable property of that company is covered within the meaning of substantial undertaking as per the aforesaid section; therefore, the special resolution is proposed to be adopted by the consent of members in the ensuing annual general meeting of the Company.

Therefore, having regard to extension of the mortgage and hypothecation of the assets and properties of the Company for the monies borrowed or to be borrowed by the Company, it is necessary to confer upon the board the power to do so. Therefore, an enabling resolution being proposed at item No. 4 to be passed as special resolution. It is pertinent to mention here that this resolution is not intended to be passed for the purpose of sale of any of the undertaking but for the purpose of mortgage and hypothecation the property of the Company.

Accordingly, the Board recommends passing of the Special Resolution set out in Item No. 4 of the accompanying Notice in relation to the borrowing monies, for the approval by the shareholders of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 4 of the Notice.

None of the other Company is interested in the said Special Resolution.

ITEM NO. 5

POWER TO BORROW FUNDS IN EXCESS OF THE LIMITS PRESCRIBED U/S 180(1)(c) OF THE COMPANIES ACT, 2013

The corresponding Section 180(1)(c) of the Companies Act, 2013 provides that the Board of Directors of a Company shall exercise the power to-

- (i) To borrow monies upto Rs. 100 crores under section 180(1)(c) of the Companies Act, 2013; and
- (ii) To secure the same by creating a mortgage or charge or hypothecation on all or any of movable and/or immovable properties and assets of the company, regarded as disposal of the company's undertakings under section 180(1)(c) of the Companies Act, 2013;

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence, it is proposed to set the borrowing limits upto Rs. 100 crores for the Company.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company.

Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting, which authorization is also proposed Rs. 100 crores for the Company.

Hence, the Special Resolution at Item No. 5 of the Notice is being proposed, when the same exceeds the limits provided under Section 180(1)(a) & 180(1)(c) of the Act. The Directors recommend the Special Resolution as set out at Item No. 5 of the accompanying Notice, for members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

ITEM NO. 6

APPROVAL OF LOANS, GUARANTEES, SECURITIES, AND INVESTMENTS UNDER SECTION 186(2) OF THE COMPANIES ACT, 2013

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required. Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 250 Crore (Rupees Two Hundred Fifty Crores Only), as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 6 for approval by the members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

By Order of the Board of Directors

Amit Agarwal
Whole Time Director & CEO
DIN: 00016133

Registered Office:

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

Tele: +91-591-2511242;

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

Website: www.genusprime.com

Corporate Identification Number (CIN): L24117UP2000PLC032010

Moradabad, 29th August, 2026