GENERA AGRI CORP LIMITED
(CIN: L01403TG1992PLC014945)
Registered office: Flat No: 302, 03rd Floor, Metropole Apartment, Plot No: 05 & 06, Silicon Valley,
Madhapur Hyderabad Telengana 500033
Email: geetha@genera.in website: www.genera.in.
Phone: 040-42615533 Fax: 040 42615533

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NOTICE OF 1/2019 EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that 1/2019 Extra Ordinary General Meeting (EGM) of GENERA AGRI CORP LIMITED will be held on Thursday, 7th day of March, 2019 at 10:00 a.m at the Registered office of the Company situated at Flat No: 302, 3rd Floor, Metropole Apartment, Plot No: 05 & 06, Silicon Valley, Madhapur, Hyderabad – 500033, Telengana to transact the following business:

SPECIAL BUSINESS:

1. APPOINTMENT OF STATUTORY AUDITORS TO FILL THE CASUAL VACANCY:

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 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. N G Rao & Associates, Chartered Accountants (Firm Registration no. 009399S), Hyderabad be and are hereby appointed as Statutory Auditors of the Company, and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting on such remuneration as may be fixed by the Board of Directors in consultation with them, to fill the casual vacancy caused by the resignation of M/s.GLN Prasad & Co LLP, Chartered Accountants."

For and on behalf of the Board of Genera Agri Corp Limited

M. Rajesh

M. Rajesh Naidu
Managing Director
DIN: 01920908

Place: Hyderabad
Date: 07/02/2019

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NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER.

2. Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.

4. Members are requested to bring their copy of notice of the EGM. The Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the meeting.

5. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company

7. The members, holding shares in physical form, are requested to intimate any change in their addresses or bank details to the Company or its Registrar and Transfer Agent (RTA) viz M/s Bigshare Services Private Limited. Those holding shares in dematerialized form may intimate any change in their addresses or bank details/mandates to their Depository Participants (DP) immediately.

8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

9. The Notice of Extra Ordinary General Meeting and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s) unless a member

has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.

10. Documents referred to in the Notice and the Explanatory Statement attached hereto are available for inspection by the shareholders at the Registered Office of the Company during business hours on any working day up to the date of the Extra Ordinary General Meeting of the Company.

11. The Notice of the Extra Ordinary General Meeting is uploaded on the Company's website www.genera.in and may be accessed by the members.

12. The Board of directors has appointed Mr. Vivek Surana, Practicing Company Secretary as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.

13. E-voting cut off date is 01.03.2019. E-voting opens from 04.03.2019 at 9:00 AM IST and ends on 06.03.2019 at 5:00 PM IST.

14. Non-Resident Indian members are requested to inform the company's Registrar and Transfer Agents (M/s. Bigshare Services Private Limited), immediately of :
    a) Change in their Residential status on return to India for permanent settlement.
    b) Particulars of their Bank Account maintained in India with complete name of the Bank, branch address, account type and account number with MICR code, if not furnished earlier.

15. Voting through electronic means: In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their right to vote at the Extra Ordinary General Meeting (EGM) by electronic means, as an alternative to vote physically at the EGM, and the business may be transacted through e-voting Services provided by Central Depository Services (India) Limited (CDSL). It may be noted that this e-voting facility is optional.

16. The members who would have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The instructions for shareholders voting electronically are as under:-

Pursuant to provisions of section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 1/2019 Extra Ordinary General Meeting to be held on Thursday, the 7th

March, 2019, at 10:00 A.M. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the e-voting facility.

These details and instructions form an integral part of the Notice for the Extra Ordinary General Meeting to be held on Thursday, 7th March, 2019.

(i) The voting period begins on 04.03.2019 at 9:00 A.M. IST and ends on 06.03.2019 at 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 01.03.2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Log on to the e-voting website www.evotingindia.com

(iii) Click on Shareholders

(iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
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 as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.

(B) The voting period begins on 04.03.2019 at 9:00 A.M. IST and ends on 06.03.2019 at 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 01.03.2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

17. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 01.03.2019.

18. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Managing Director of the Company.

19. The results declared along with the Scrutinizers' Report shall be placed on the Company's website www.genera.in and on the website of CDSL within three days of the passing of the resolutions at the Extra Ordinary General Meeting of the Company held on Thursday, the 7th March, 2019 and communicated to the BSE Limited within the prescribed period.

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

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The statement pursuant to Section 102 of the Companies Act, 2013 set out all material facts relating to the Special Business mentioned in the accompanying Notice is as follows:

Appointment of Statutory Auditors to fill casual vacancy:

GLN Prasad & Associates Chartered Accountants, Hyderabad have resigned from the office of Statutory Auditors of the Company. Any casual vacancy caused by resignation in the office of the Statutory Auditors could be filled up by the Company in General Meeting as per recommendations made by the Audit Committee and Board of Directors. The Audit Committee in its meeting held on 7th February, 2019 has recommended appointment of M/s. N G Rao & Associates, Chartered Accountants, Hyderabad (Firm Registration no. 009399S), as Statutory Auditors of the Company to fill the casual vacancy and the same was considered and approved by the Board in its meeting held on 07.02.2019. subject to approval of shareholders within 3 months from the date of recommendation/appointment.

M/s. N G Rao & Associates, Chartered Accountants, Hyderabad, if appointed in the Extraordinary General Meeting will be holding office of Statutory Auditors from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting.

M/s. N G Rao & Associates, Chartered Accountants, Hyderabad, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Act.

The Board recommends the above said resolution for the approval of the shareholders.

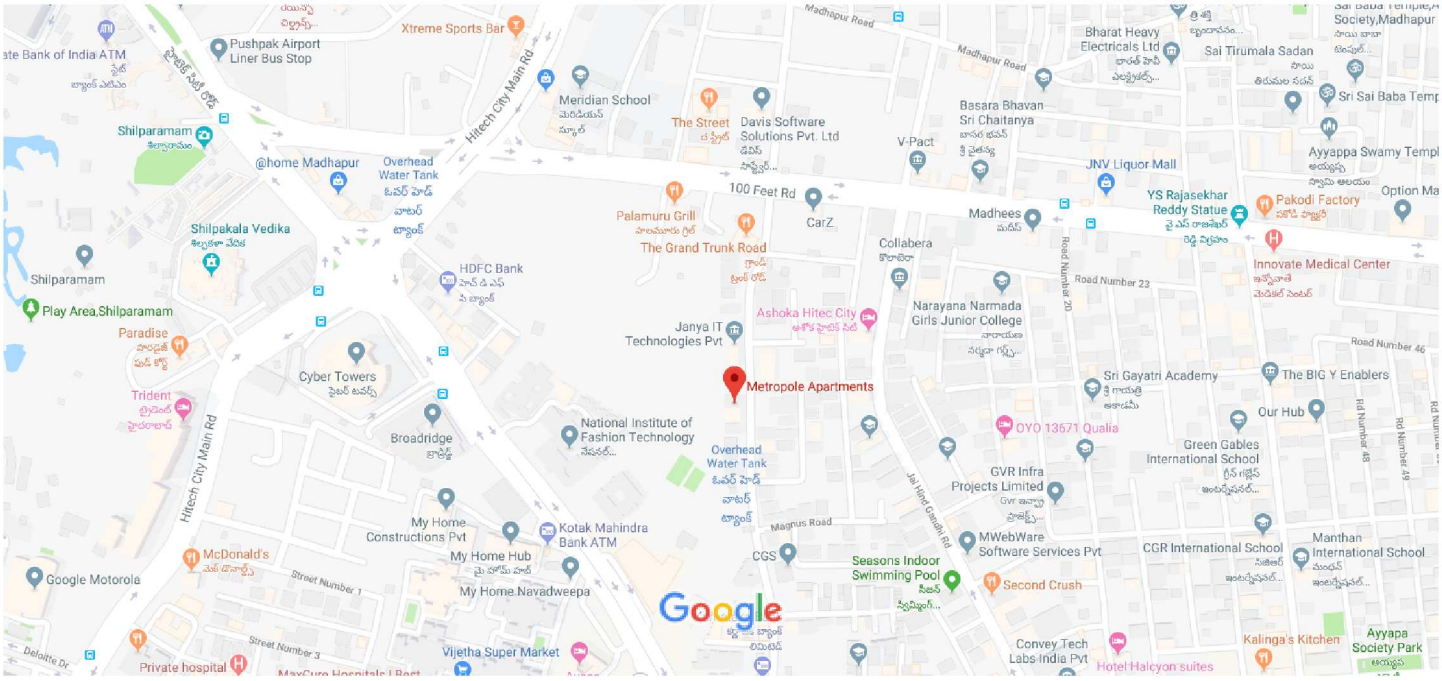
None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 1.

For and on behalf of the Board of Genera Agri Corp Limited

M. Rajesh Naidu
Managing Director
(DIN: 01920908)

Place: Hyderabad
Date: 07/02/2019

Google Maps Metropole Apartments



Metropole Apartments

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