

**NOTICE**

Notice is hereby given that the 27<sup>th</sup>Annual General Meeting of the Members of '**Genesis IBRC India Limited**' (Formerly '**SSK Lifestyles Limited**') will be held on **Friday, the 27<sup>th</sup> day of September, 2019** at 04.00 p.m.at Registered Office of the Company situated at Sy Nos: 241/2 & 389/2, Dwaraka Tirumala Road, Denduluru Village and Mandal-534432, West Godavari Dist, Andhra Pradesh to transact the following business:

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**ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statements of the Company for the financial year 2018-19 together with the Report of the Board of Directors and Auditors thereon; and

**SPECIAL BUSINESS:**

2. Appointment of Mrs. Vanitha Nagulavari (DIN: 07271674) as Non-Executive Director

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 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Regulation 17 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 (including any statutory modification(s) or reenactment thereof for the time being in force) Mrs. Vanitha Nagulavari (DIN: 07271674) who was appointed as an Additional Director of the Company by the Board of Director in their meeting held on 01.01.2019 as per section 161(1) of the Companies Act, 2013 and who holds office only up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as Non-Executive Director of the Company, whose office is liable to retire by rotation."

**By Order of the Board  
For, Genesis IBRC India Limited**

Hyderabad, 24<sup>th</sup> August, 2019

**SD/-  
K Ratnakara Rao  
Whole Time Director  
DIN: 06376269**

**Notes:**

1. Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of Special Business is annexed hereto.
2. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on a poll instead of him/her and such proxy need not be a member of the company.
3. A person can act as proxy on behalf of members not exceeding 50 (fifty) in number and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.
4. The instrument appointing the proxy in order to be effective should be duly filled in, signed and should be deposited at the registered office of the Company, at least 48 hours before commencement of the AGM.
5. A proxy form is being sent herewith and is annexed to this Annual Report. Only registered members of the Company or any proxy appointed by such registered members may attend the AGM as provided under the provisions of the Companies Act, 2013.
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, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company (10.00 a.m. to 1.00 p.m.), provided not less than 3 days' written notice is given to the Company.
7. **The Register of Members and Share Transfer Books of the Company in respect of Equity Shares will remain closed from Saturday, 21<sup>st</sup> September, 2019 to Friday, 27<sup>th</sup> September, 2019 (both days inclusive).**
8. In case you are holding the Company's shares in dematerialized form, please contact your depository Participant and give suitable instructions to update and to notify any changes with respect to any changes of addresses, email id and other details.  
  
In case you are holding Company's shares in physical form, please inform Company's RTA viz. M/s. Venture Capital and Corporate Investments Pvt. Ltd, 12-10-167, Bharat Nagar, Hyderabad - 500 018 to update and to notify any changes with respect to any changes of addresses, email id and other details.
9. M/s. Venture Capital and Corporate Investments Pvt. Ltd, 12-10-167, Bharat Nagar, Hyderabad -500 018 is the Share Transfer Agent (STA) of the Company. All communications in respect of share transfers and change in the address of the members may be communicated to them.
10. Members holding shares in the same name under different Ledger Folios are requested to apply for Consolidation of such Folios and send the relevant share certificates to the Share Transfer Agent/Company.
11. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
12. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the Company on all working days, between 11.00 A.M. to 1.00 P.M. up to the date of the meeting.
13. Members/Proxies are requested to bring the attendance slip annexed to this Annual Report, duly filled in for attending the Meeting.

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / RTA.
15. Electronic copy of the Notice for the 27<sup>th</sup> Annual General Meeting and the Annual Report 2018-19 are being sent by electronic mode to all the members whose email ids are registered with the Company / depository participant(s) and for members who have not registered their email addresses, physical copy of the Notice together with the Annual Report are being sent in permitted mode to all those members whose names appear in the Company's register of members/register of beneficial owners on 31<sup>st</sup> August, 2019. Upon request, printed copy of the Notice together with the Annual Report will be supplied to the shareholders free of cost. The Notice together with the Annual Report is also available on the Company's Website - <https://www.genesisiiil.com/assets/images/AnnualReports/AnnualReport2019.pdf> for their download.
16. Under Rule 18 of Companies (Management and Administration) Rules, 2014, Members, who have not registered their E-Mail IDs, are requested to register their email address and changes therein with the Company/RTA in case of physical shares and with Depository Participants in case of dematerialized shares. Members are also requested to provide their Unique Identification Number and PAN (CIN in the case of Corporate Members) to the Company/RTA/Depository Participants.
17. Mr. M B Suneel, Company Secretary in Whole Time Practice, (CP No. 31197, M No. 14449) of P S Rao & Associates, Hyderabad has been appointed as the Scrutinizer to Scrutinize the voting by ballot or polling at the meeting in a fair and transparent manner.
18. The Company has fixed Friday, 20<sup>th</sup> September, 2019 as cut-off date for identifying the Shareholders for determining the eligibility to vote by electronic means or in meeting by the ballot or polling. A persons whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off/entitlement date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting.
19. The voting rights will be reckoned on the paid-up value of the shares registered in the name of the shareholders on Friday, 20<sup>th</sup> September, 2019 the cut-off date for identifying the Shareholders for determining the eligibility to vote by electronic means or in meeting by the ballot or polling.
20. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, during business hours (10.00 a.m. to 1.00 p.m.) up to the date of the meeting.
21. Members may address their queries / communications at [csgenesisiiil@gmail.com](mailto:csgenesisiiil@gmail.com).
22. (i) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is providing members a facility to exercise their right to vote at the Annual General Meeting by electronic means and the business may be transacted through such voting, through e-Voting services provided by Central Depository Services (India) Limited (CDSL).  
  
(ii) The facility for voting through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-Voting shall be able to exercise their right at the meeting.  
  
(iii) The members who have cast 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.

**E-Voting:**

The facility for remote e-Voting shall remain open from 9.00 a.m. on Tuesday, the 24<sup>th</sup> September 2019 to 5.00 p.m. on Thursday, the 26<sup>th</sup> September 2019. During this period, the members of the Company, holding shares either in Physical Form or in Dematerialized form, as on the cut-off-date, viz., Friday, 20<sup>th</sup> September, 2019, may opt for remote e-Voting. The e-voting module shall be disabled by CDSL for voting thereafter.

The instructions for e-Voting are as under:

- i) To log on to the e-Voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii) To Click on Shareholders tab.
- iii) Now enter your User ID as given below:
  - For CDSL: 16 Digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv) Next enter the Captcha Code as displayed and Click on Login.
- v) PASSWORD
  - If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
  - If you are the first time user follow the steps given below:
- a) 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 \* in the PAN Field.  
\* Sequence number is available in the address label pasted in the cover and / or in the e-mail sent to Members. 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 sequence number 1 then enter RA00000001 in the PAN Field.
- b) Please enter any one of the following details in order to login:  
Date of Birth: Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.  
Dividend Bank Details: Please enter Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.  
If both of the above details are not recorded with the depository or Company, please enter the member ID/Folio Number in the Dividend Bank details field.
- vi) After entering these details appropriately, click on "SUBMIT" tab.
- vii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Set Password' 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.
- viii) For members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- ix) Click on the relevant EVSN for 'GENESIS IBRC INDIA LIMITED' on which you choose to vote.
- x) 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.
- xi) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolutions.
- xii) 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.
- xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- xiv) You can also take out print of the voting done by you clicking on "Click here to Print" option on the Voting page. It need not be sent to the Company.
- xv) If demat account holder has forgotten the changed password, then Enter the User ID and Captcha Code and click on Forgot Password & enter the details as prompted by the system.
- xvi) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store; Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- A. 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- B. Mr. M B Suneel, Company Secretary in Whole Time Practice, (CP No. 31197, M No. 14449) of P S Rao & Associates, Hyderabad has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
- C. Copy of the Notice together with Annual Report 2018-19 are being sent to those Members whose names appear in the Register of Members / statements of beneficial ownership maintained by the Depositories as on the close of business hours on Saturday, 31<sup>st</sup> August, 2019. Any person who becomes a member of the Company after the said date and holding shares as on the cut-off date i.e. Friday, the 20<sup>th</sup> September, 2019 may obtain user ID and Password by sending an email request to [info@vccilindia.com](mailto:info@vccilindia.com). Members may also send a request to the Company Secretary by writing to him at the registered office of the Company.
- D. The Chairman shall, at the general meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting, with the assistance of scrutinizer, by use of ballot or polling paper or by using an electronic voting system for all those members who are present at the general meeting but have not cast their votes by availing the remote e-voting facility.
- E. The Scrutinizer shall, immediately after the conclusion of AGM, count the votes cast at the AGM and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 48 hours after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith. The Results so declared, along with the Scrutinizer's Report, shall be placed on the Company's website viz. [www.genesisiiil.com](http://www.genesisiiil.com). The results shall also be forwarded to stock exchange.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.****SPECIAL BUSINESS:****Item No 2:**

In accordance with the provisions of section 152 of the Companies Act, 2013, appointment of Director requires approvals of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Mrs. Vanitha Nagulavari be appointed as Non-Executive Director on the Board, whose office is liable to retire by rotation.

The appointment of Mrs. Vanitha Nagulavari shall be effective upon approval by the members in the meeting and the company has received a notice in writing from a member along with the deposit of requisite amount under section 160 of the Companies Act, 2013 proposing the candidature of Mrs. Vanitha Nagulavari for the office of Director of the Company. Mrs. Vanitha Nagulavari is not disqualified from being appointed as a director in terms of section 164 of the companies act, 2013 and has given her consent to act as Director.

**Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting**

Particulars	Vanitha Nagulavari
Date of Birth	15/04/1988
Date of Appointment	01/01/2019
Expertise in specific functional areas	Accounts, Finance and Management
Qualifications	Member of Institute of Company secretaries of India (ICSI)
No. of Shares held as on March 31, 2019	NIL
Directorships held in other companies (excluding private limited and foreign companies)	1. Kapston Facilities Management Limited 2. Novus Green Energy Systems Limited 3. Medipure Life Sciences India Private Limited 4. Sai Silks (kalamandir) Ltd (resigned w.e.f 12.04.2019)
Relationships between Directors inter-se	None
Positions held in mandatory committees in other companies	5. Chairman of Nomination and Remuneration Committee & Member of Audit committee of Kapston Facilities Management Limited

The Notice and this Statement may also be regarded as a disclosure under Regulation 36 (3) of the SEBI (LODR) Regulations, 2015.

**By Order of the Board  
For, Genesis IBRC India Limited**

Hyderabad, 24<sup>th</sup> August, 2019

**SD/-  
K Ratnakara Rao  
Whole Time Director  
DIN: 06376269**