

The Board of Directors of the Company at their meeting held on March 30, 2019 inter alia has approved and took on record the following changes in the Board of Directors of the Company:

(1) Resignation of the following Independent Directors of the Company from the post of director including member/chairman of all committees and independent director of the Company with effect from April 01, 2019:

- Mr. Bhairon Singh Solanki (DIN: 00012141) resigned due to health issues (illness) with growing age (92 years). As per the resignation letter, his health issues (illness) with growing age (92 years) restricts him to attend board/committee meetings as well as spend time to perform the duties of Director and Independent Director of the Company. He also confirmed that there is no other material reason other than those provided.
- Mr. Indraj Mal Bhutoria (DIN: 00762361) resigned due to preoccupation. As per the resignation letter, he is occupied in other areas and would not be able to devote his time to perform the duties in the capacity of Director and Independent Director of the Company. He also confirmed that there is no other material reason other than those provided.

In view of above, Mr. Bhairon Singh Solanki (DIN: 00012141) and Mr. Indraj Mal Bhutoria (DIN: 00762361), Independent Directors of the Company cease to be a Director and an Independent Director of the Company with effect from April 01, 2019.

(2) Re-appointment of the following Independent Directors of the Company for a second term of 5 consecutive years with effect from April 01, 2019 up to March 31, 2024, pursuant to provisions of Section 149 of the Companies Act 2013, Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and approval of the Shareholders in the 26th Annual General Meeting of the Company held on 21.09.2018:

- Mr. Rameshwar Pareek (DIN 00014224);
- Mr. Dharam Chand Agarwal (DIN 00014211); and
- Mr. Udit Agarwal (DIN 02820615).

The above Directors being appointed as independent director are not debarred from holding the office of Director by virtue of any SEBI order or any other such authority and therefore, they are not disqualified to be re-appointed as an independent director.

Mr. Rameshwar Pareek Mr. Dharam Chand Agarwal and Mr. Udit Agarwal are not related to any other director of the Company.

DETAILS/BRIEF PROFILE OF DIRECTORS FOR RE-APPOINTMENT

- **Mr. Rameshwar Pareek** (DIN: 00014224), aged 74 years, is an independent director of the company. He holds a Master's degree in Economics. He brings to the table four decades of vast experience in the field of trade policies, corporate & commercial law, and accounting & auditing techniques. Prior to joining the board of Genus, he was associated with Rajasthan Financial Corporation, Jaipur and has also served on deputation with the Bureau of Industrial Promotion (BIP), Jaipur. He believes in achieving success with strong work ethic and sense of responsibility. He has played a key role in improvising the standard of accounting techniques and corporate governance of the company through implementation of best prevalent policies and practices. He is chairperson of audit committee and member of nomination and remuneration committee, and stakeholders' relationship committee of the company. He is on the board of several public limited companies i.e. Kailash Vidyut & Ispat Limited, K G Petro Chem Limited, Genus Prime Infra Limited, Genus Paper & Boards Limited, and Virtuous Infra Limited. He does not hold any equity shares of the company.

- **Mr. Dharam Chand Agarwal** (DIN: 00014211), aged 69 years, is an independent director of the company. He holds a bachelor's degree in commerce. He is an industrialist of repute with over four decades of experience in the Timber & Plywood industry. He has a vast experience of business management and having expertise in dealing with the financial & operational risks and investors' related issues. At Genus, he is chairperson of nomination and remuneration committee, risk management committee, and stakeholders' relationship committee and member of audit committee, and corporate social responsibility committee of the company. He is director of Genus Prime Infra Limited. He does not hold any equity shares of the company.

- **Mr. Udit Agarwal** (DIN: 02820615), aged 46 years, is an independent director of the company. He holds degree of bachelor in commerce (Hons.). He belongs to a reputed business group - 'Saran Group' and has over two decades of rich experience in the field of manufacturing and export of handicraft items. He is a young and energetic industrialist with strong ability to provide astute analysis and suggestions. He brings with him vast experience and thorough understanding of foreign trade policies, international trade and indirect taxes. He is director of Genus Paper & Boards Limited. He does not hold any equity shares of the company.