Genus
energizing lives

Genus Power Infrastructures Limited

(Registered Office: G-14, Sector-63, Noida-201307, Uttar Pradesh)
(Tele-fax: +91-120-4227116; E-mail: cs@genus.in; Website: www.genuspower.com)
(CIN: L51909UP1992PLC051997)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Sixth (26th) Annual General Meeting ('AGM') of the Members of Genus Power Infrastructures Limited ("the Company") will be held on Friday, September 21, 2018 at 11:00 a.m. at Jaipuria Institute of Management, A-32A, Sector-62, Opp. IBM, Noida-201309 (Uttar Pradesh), to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt:
   (a) the audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the reports of the Board of Directors and the Auditors thereon; and
   (b) the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, together with the report of the Auditors thereon.
2. To declare a Dividend of Re.0.41/- (i.e. 41%) per equity share of face value of Re.1 each for the financial year ended March 31, 2018.
3. To appoint a Director in place of Mr. Rajendra Kumar Agarwal (DIN: 00011127), who retires from office by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Smt. Sharmila Agarwal (DIN: 07137624), who retires from office by rotation, and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

5. **To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2019.**

   To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. K.G. Goyal & Associates, Cost Accountants (Registration No.000024), appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019, be paid the remuneration as set out in the Statement annexed to the Notice convening this Annual General Meeting.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. **To re-appoint Mr. Bhairon Singh Solanki as Independent Director.**

   To consider and if thought fit, to pass the following resolution as an **Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and new regulation 17(1A) notified by the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Mr. Bhairon Singh Solanki (DIN: 00012141), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for reappointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for another term of five consecutive years with effect from April 01, 2019 to March 31, 2024".

7. **To re-appoint Mr. Rameshwar Pareek as Independent Director.**

   To consider and if thought fit, to pass the following resolution as an **Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and new regulation 17(1A) notified by the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Mr. Rameshwar Pareek (DIN: 00014224), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for reappointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for another term of five consecutive years with effect from April 01, 2019 to March 31, 2024".

8. To re-appoint Mr. Dharam Chand Agarwal as Independent Director.

To consider and if thought fit, to pass the following resolution as an **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Dharam Chand Agarwal (DIN: 00014211), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for reappointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for another term of five consecutive years with effect from April 01, 2019 to March 31, 2024".

9. To re-appoint Mr. Indraj Mal Bhutoria as Independent Director.

To consider and if thought fit, to pass the following resolution as an **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Indraj Mal Bhutoria (DIN: 00762361), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for reappointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for another term of five consecutive years with effect from April 01, 2019 to March 31, 2024".

10. To re-appoint Mr. Udit Agarwal as Independent Director.

To consider and if thought fit, to pass the following resolution as an **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Udit Agarwal (DIN: 02820615), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for reappointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for another term of five consecutive years with effect from April 01, 2019 to March 31, 2024".

Registered Office:
G-14, Sector-63, Noida-201307, Uttar Pradesh
Tele-fax: +91-120-4227116; E-mail: cs@genus.in; Website: www.genuspower.com;
Corporate Identification Number (CIN): L51909UP1992PLC051997

By Order of the Board of Directors
For **Genus Power Infrastructures Limited**
Sd/-
Ankit Jhanjhari
Company Secretary

Jaipur, August 10, 2018

NOTES:

1. **A Member entitled to attend and vote at the Annual General Meeting (the "Meeting" or "AGM") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company carrying voting rights. A Member holding more than ten (10) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member. The holder of proxy shall prove his identity at the time of attending the Meeting.**
2. An Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, which sets out details relating to special business to be transacted at the Meeting, is annexed hereto.
3. Corporate Members desiring to send their authorised representative 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.
4. Members / proxies are requested to bring their Attendance Slip duly filled in along with their copy of Annual Report to the meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members, seeking any information with regard to the accounts of the Company, are requested to write to the Company, at an early date, so as to enable the Management to keep the information ready at the Meeting.
7. The Board has recommended a dividend of Re.0.41 (i.e. 41%) per equity share on equity shares of the face value of Re.1 each for the FY 2017-18 to shareholders for their approval.
8. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, September 15, 2018 to Friday, September 21, 2018 (both days inclusive).

9. The record date for the purpose of payment of dividend shall be Friday, September 14, 2018. The dividend will be credited/ dispatched between September 22, 2018 and October 09, 2018 as under: -
   - To all those beneficial owners holding shares in electronic form as per the beneficial ownership data as may be available to the Company by NSDL and CDSL as at the end of business day hours on Friday, September 14, 2018; or
   - To all those Members holding shares in physical form whose names appear on the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company / Registrar upto the close of business hours on Friday, September 14, 2018.
10. - To prevent fraudulent transactions, members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (i.e. Agency/Bank, with whom they are maintaining their demat accounts), directly. Members, who hold shares in physical form, are requested to notify such changes to the Company's Registrars and Share Transfer Agents (i.e. M/s. Niche Technologies Private Limited, Kolkata).
    - Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the Members.
    - Further, as per the RBI instruction/circular, for making payments (i.e. dividend, etc.) to the investors, Companies have to use, NEFT / RTGS / ECS facilities. In cases where either the bank details such as MICR, IFSC, etc. for electronic transfer are not available or the electronic payment instructions have failed or have been rejected by the bank, companies may use physical payment instruments **but companies shall mandatorily print the bank account details of the investors on such payment instruments.** Members, who hold shares in physical form, are requested to notify immediately the details of their bank account, to the Company/Registrars and Share Transfer Agents of the Company.
    - Non Resident Indian members are requested to immediately inform their depository participant (in case of shares held in dematerialized form) or the Registrars and Transfer Agents of the Company (in case of shares 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.
11. 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 to the Company or its Registrar and Share Transfer Agent.
12. Pursuant to SEBI circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, shareholders, whose ledger folios do not have/have incomplete details with respect to PAN and Bank Account particulars, are mandatorily required to furnish these details to the Issuer Company/RTA for registration in the folio. The concerned are hence requested to submit the following documents within 21 days of receipt of this communication:
    - Enclosed Form duly filled in and signed by all the shareholders.
    - Self-Attested Copy of Pan Card of all the shareholders,
    - Cancelled Cheque Leaf with Name (if name is not printed on cheque - self-attested copy of first page of pass book) of all the shareholders and
    - Address Proof (self-attested copy of Aadhaar-Card of all the shareholders)
13. The amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018 has mandated that transfer of securities would be carried out in dematerialized form only. Accordingly, with effect from December 5, 2018, shares which are lodged for transfer shall be in dematerialized form only. The concerned are hence requested to get their physical shares dematerialized urgently as with effect from December 5, 2018, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form.
14. The Company has designated a separate e-mail ID of the grievance redressal division / compliance officer named 'cs@genus.in' exclusively for the purpose of registering complaints by investors.
15. - The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2009-10, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Members, who have not yet encashed their dividend warrant(s) issued for the financial year 2010-11 and onwards, are requested to make their claims without any delay to the Company.
    - Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 22, 2017 (date of last Annual General Meeting) on the website of the Company (www.genuspower.com), and also on the Ministry of Corporate Affairs website.
    - **Please note that pursuant to provision of section 124(6) of the Companies Act, 2013 (the "Act") and rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares, in respect of which**

dividend has not been paid or claimed for seven consecutive years or more, shall be transferred by the company in the name of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the Fund established under sub-section (1) of section 125 of the Act. Thus, all concerned shareholders are requested to claim their unpaid/unclaimed dividend, if any before it become due to be transferred to the Fund. The details of shares liable for transfer to the IEPF Authority may be ascertained from the investor section on the company's website.

16. The Certificate from the Auditors of the Company certifying that the Company' Employees Stock Option Scheme-2012 (ESOS-2012) has been implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolution of the Members passed at the general meeting, will be available for inspection by the Members at the AGM.
17. All relevant documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection by the Members at the Registered Office of the Company during normal business hours (9:00am to 5:00pm) on all working days (i.e. except Saturday, Sunday and Public Holiday) upto the date of the AGM.
18. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Shareholders at the AGM.
19. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Shareholders at the AGM.
20. The details as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, with regard to persons seeking appointment or re-appointment as Directors, etc., are provided in the 'Annexure' to this Notice.
21. The requirement to place the matter relating to appointment of Auditors for ratification by members at every annual general meeting is done away with vide MCA's notification dated May 7, 2018. Accordingly, no resolution is proposed for ratification of appointment of Auditors.
22. Pursuant to Regulation 36(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a soft copy of full Annual Report and Notice of the Meeting are being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members, who have not registered their e-mail address, so far, are requested to register their e-mail addresses with their concerned Depository Participants or the Company at 'cs@genus.in' or Registrar, M/s. Niche Technologies Private Limited at 'genus@nichetechpl.com' for receiving all communication from the Company, electronically.
23. Voting through electronic means (e-voting):
    (I) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited ("CDSL").

    (II) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

    (III) **The procedure and instructions for casting your vote electronically are as under:**

        (i) The remote e-voting period commences on Tuesday, September 18, 2018 (9:00 a.m.) and ends on Thursday, September 20, 2018 (5:00 p.m.). 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 Friday, September 14, 2018, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

        (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

        (iii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.

        (iv) Click on "Shareholders/Members" tab.

        (v) 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, excluding the special characters.

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

        (vii) 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.

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

PAN	**For Members holding shares in Demat Form and Physical Form** 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. • 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. Eg. If your name is Ramesh Kumar with sequence 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 (v).

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

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

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

(xii) Click on the EVSN for the relevant Company Name i.e. GENUS POWER INFRASTRUCTURES LIMITED on which you choose to vote.

(xiii) 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.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) 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. iPhone 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.

(xx) Note for Non-Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to https://www.evotingindia.com and register themselves as Corporates.
- 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 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.

(xxi) 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.

(IV) Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory/(ies) who are authorized to vote through e-mail at "bindalcm@yahoo.com" with a copy marked to "helpdesk.evoting@cdslindia.com" on or before September 20, 2018, upto 5:00 pm without which the vote shall not be treated as valid.

(V) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, September 14, 2018. A person who is not a member as on cut-off date should treat this notice for information purpose only.

(VI) The Notice of Annual General Meeting will be sent to the Members, whose names appear in the Register of Members / Beneficial Owners position list provided by Depositories at closing hours of business, on Friday, August 03, 2018.

(VII) The shareholders shall have one vote per equity share held by them as on the cut-off date of Friday, September 14, 2018. The facility of e-voting would be provided once for every Folio / Client-ID, irrespective of the number of joint holders.

(VIII) Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, September 14, 2018 and not casting their vote electronically, may only cast their vote at the Annual General Meeting. Since e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.

(IX) Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.

(X) Investors, who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. Friday, September 14, 2018, are requested to send the written / email communication to the Company at "cs@genus.in" by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.

(XI) M/s. C. M. Bindal & Company, Practising Company Secretaries (Proprietor: Mr. C.M. Bindal, FCS No.103, CP No.176), of Jaipur have been appointed as the Scrutinizer to scrutinize the e-voting process and voting at the venue of the AGM in a fair and transparent manner. The Scrutinizer will, after the conclusion of voting at the AGM, scrutinize the votes cast at the meeting and the votes cast through remote e-voting, make a consolidated Scrutinizer's report and submit the same to the Chairman or Authorised Person.

(XII) The results declared along with the consolidated Scrutinizer's report shall be placed on the Company's website at 'www.genuspower.com' and on the website of CDSL. The results will simultaneously be communicated to the stock exchanges viz. BSE Limited and National Stock Exchange of India Limited (NSE).

(XIII) 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 Meeting, i.e. Friday, September 21, 2018.

(XIV) In case you have any grievance connected with the e-voting, please contact Mr. Ankit Jhanjhari, Company Secretary, SPL-3, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022, E-mail: 'cs@genus.in', Phone Number: 0141-7102412.

Registered Office:
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Corporate Identification Number (CIN): L51909UP1992PLC051997

Jaipur, August 10, 2018

By Order of the Board of Directors
For **Genus Power Infrastructures Limited**
Sd/-
Ankit Jhanjhari
Company Secretary

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act"))

Item No. 5: Approval for the remuneration of the Cost Auditors for the financial year ending March 31, 2019:

Pursuant to recommendation of the audit committee, the board in its meeting held on July 27, 2018 had approved the appointment of M/s. K. G. Goyal & Associates, Cost Accountants, as cost auditors to conduct the audit of the cost records of the company for the financial year ending March 31, 2019 on a remuneration of Rs.35,000/- (Rupees Thirty Five Thousand Only) (annually) plus GST & other applicable tax and reimbursement of out-of-pocket expenses. In accordance with the provisions of section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the cost auditors has to be ratified by the members of the company. Accordingly, consent of the shareholders is sought for ordinary resolution for ratification of the remuneration payable to the cost auditors for the financial year ending March 31, 2019, set out under item no.5 in the notice of this AGM.

Item No. 6 to 10: Re-appointment of Independent, Directors:

Mr. Rameshwar Pareek, Mr. Dharam Chand Agarwal, Mr. Bhairon Singh Solanki, Mr. Indraj Mal Bhutoria and Mr. Udit Agarwal, are the independent non-executive directors of the company. Pursuant to the Act, they were appointed as independent non-executive directors to hold offices for five consecutive years for a term upto March 31, 2019 (first term), by the members of the company in the 22nd AGM held on September 29, 2014. As per section 149(10) of the Act, an independent director shall hold office for a term of upto five consecutive years on the board of a company, but shall be eligible for re-appointment on passing a special resolution by the company for another term of upto five consecutive years on the board of a company.

Further pursuant to new Regulation 17(1A) notified by the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (effective with effect from April 01, 2019), no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect. In view of this, Mr. Bhairon Singh Solanki and Mr. Rameshwar Pareek need to be re-appointed as independent non-executive director(s) by passing of special resolution by the company.

Based on recommendation of nomination and remuneration committee and in terms of the provisions of sections 149, 150, 152 read with schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Rameshwar Pareek, Mr. Dharam Chand Agarwal, Mr. Bhairon Singh Solanki, Mr. Indraj Mal Bhutoria and Mr. Udit Agarwal, being eligible for re-appointment as independent director(s) and offering themselves for re-appointment, are proposed to be re-appointed as independent director(s) for another term of five consecutive years from April 01, 2019 upto March 31, 2024.

A brief profile of the independent directors is given in the annexure attached to the accompanying Notice of the AGM.

In the opinion of the board, all the independent directors fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for re-appointment as an independent non-executive director of the company and are independent of the management. Copy of the draft letter for appointment as an independent director setting out terms and conditions would be available for inspection without any fee by the members at the registered office of the company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the company.

The board considers that their continued association would be of immense benefit to the company and it is desirable to continue to avail services of the said directors as an independent director.

Accordingly, the board recommends special resolution in relation to eligibility and re-appointment of Mr. Rameshwar Pareek, Mr. Dharam Chand Agarwal, Mr. Bhairon Singh Solanki, Mr. Indraj Mal Bhutoria and Mr. Udit Agarwal as independent directors for another term of five consecutive years with effect from April 01, 2019 to March 31, 2024, for the approval by the shareholders of the company.

Except Mr. Rameshwar Pareek, Mr. Dharam Chand Agarwal, Mr. Bhairon Singh Solanki, Mr. Indraj Mal Bhutoria and Mr. Udit Agarwal, being appointees, none of the directors and key managerial personnel of the company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no.6 to 10 of the accompanying notice of the AGM. They are not related to any director of the company. This explanatory statement together with the accompanying notice of the AGM may also be regarded as disclosure under regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

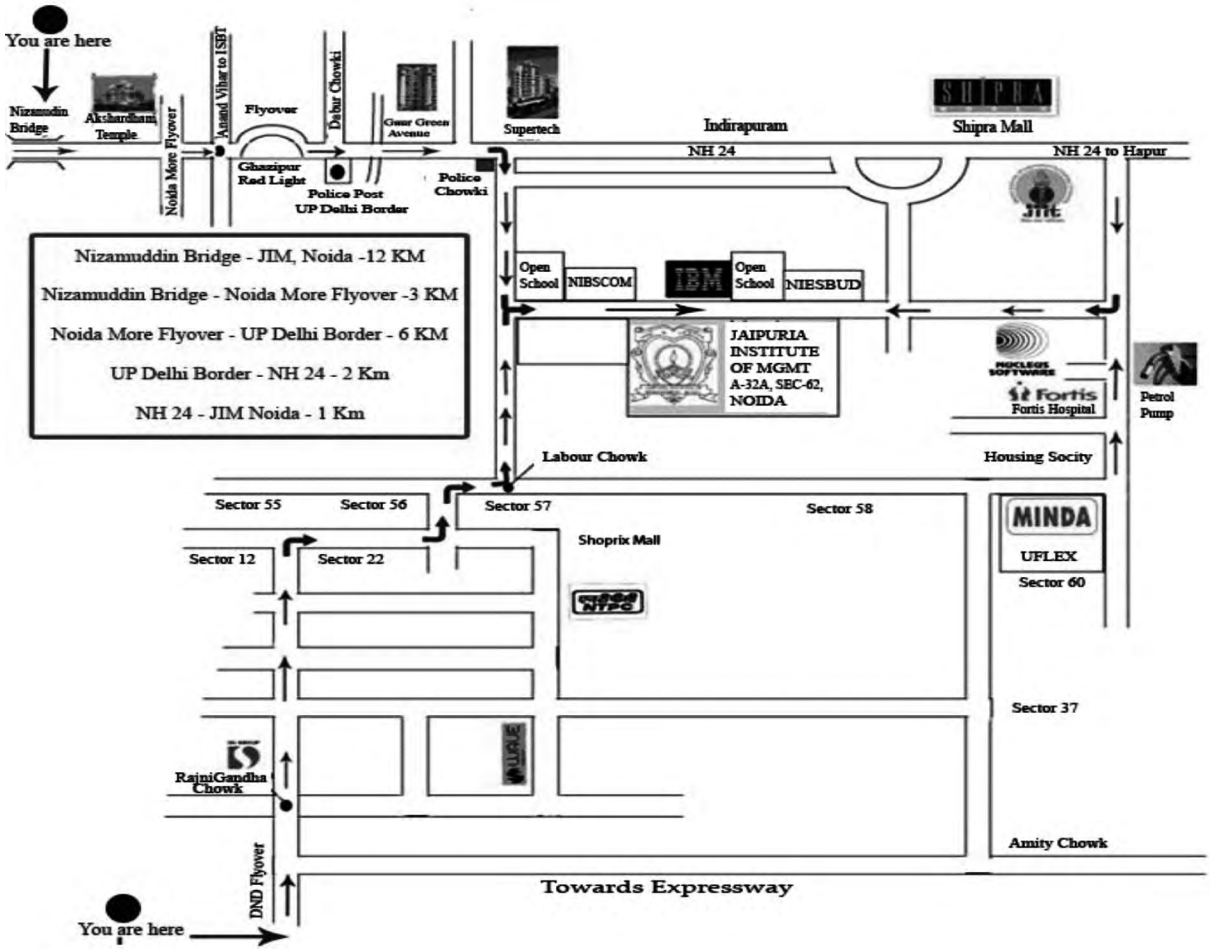
Registered Office:
G-14, Sector-63, Noida-201307, Uttar Pradesh
Tele-fax: +91-120-4227116; E-mail: cs@genus.in;
Website: www.genuspower.com;
Corporate Identification Number (CIN): L51909UP1992PLC051997

By Order of the Board of Directors
For **Genus Power Infrastructures Limited**

Ankit Jhanjhari
Company Secretary

Jaipur, August 10, 2018

Route Map of the Venue of the Annual General Meeting



ANNEXURE TO THE NOTICE OF AGM DATED AUGUST 10, 2018

DETAILS/BRIEF PROFILE OF DIRECTORS INCLUDING DIRECTORS RETIRING BY ROTATION / SEEKING APPOINTMENT / RE-APPOINTMENT, ETC., AT THE ENSUING ANNUAL GENERAL MEETING

Name of the Director	Mr. Ishwar Chand Agarwal ("ICA")	Mr. Kailash Chandra Agarwal ("KCA")	Mr. Rajendra Kumar Agarwal ("RKA")	Mr. Jitendra Kumar Agarwal ("JKA")	Smt. Sharmila Agarwal
DIN & (Age in years)	00011152 & (68)	00895365 & (48)	00011127 & (43)	00011189 & (41)	07137624 & (47)
Board Position	Executive Chairman (Whole-time Director)	Vice-Chairman (Non-Executive)	Managing Director & Chief Executive Officer	Joint Managing Director	Non-Independent Director (Non-executive)
Qualifications	Commerce Graduate	Science Graduate	B.E. (Electronics)	MBA (Marketing)	Master's degree in business management (Marketing)
Experience (including expertise in specific functional area)/Brief Resume	• One of the most versatile and accomplished industrialists of his age • Over four decades of experience across various industries such as Power, Paper, Coal & Coke, Apparels, Agri Commodities etc. with special domain in Power Infrastructures field • Expertise in leadership development	• Over two decades of extensive and diverse work experience in several businesses with thorough knowledge of Paper and Power Industry • Expertise in business restructuring, finance/banking functions, corporate strategies and investor relationship to create value.	• Immense experience in power distribution sector, and industry vertical such as Smart Metering, Smart Grid, Solar Panel, Batteries, etc • Ability to make strategic decisions that generate profitable growth through improved cost positions and increased efficiency. • Expertise in day-to-day operational management with special focus on business expansion & innovation through in-house R&D	• Deep experience in the power distribution sector and power backup solution industry • In-depth customer insights with practical expertise in economic and operational fundamentals • Expertise in sales & marketing functions with special focus on reinforcing the brand positioning	• Rich experience of working in e-commerce industry. • Intense understanding of business culture and operational environment • Engaged in social works and welfare activities of local communities
Terms and Conditions of Appointment / Reappointment	Appointed as Executive Chairman for a period of 5 years w.e.f. January 24, 2014 on terms & conditions as per the resolution passed by the shareholders through Postal Ballot on 11.07.2014	Appointed as Non-executive, Vice Chairman w.e.f. May 29, 2013 pursuant to resolution passed by the shareholders in AGM held on 18.09.2013	Reappointed as MD & CEO for a period of 3 years w.e.f. May 29, 2016 on terms & conditions as per the resolution passed by the shareholders in AGM held on 08.09.2016	Appointed as JMD for a period of 5 years w.e.f. September 20, 2014 on terms & conditions as per the resolution passed by the shareholders in AGM held on 29.09.2014	Appointed as Non-Executive Women Director pursuant to resolution passed by the shareholders in AGM held on 26.09.2015
Remuneration last drawn (including sitting fees, if any)	Rs.300 Lakh (FY 2017-18)	Nil	Rs.247.20 Lakh (FY 2017-18)	Rs.247.20 Lakh (FY 2017-18)	Nil
Remuneration proposed to be paid (Rs.)	NA (No change)	Nil (No change)	NA (No change)	NA (No change)	Nil (No change)
Date of first appointment on the Board	25.05.1994	24.01.2011	01.01.2001	06.05.2004	30.03.2015
Shareholding in the Company as on March 31, 2018	1,04,25,801	1,32,98,356	35,50,485	36,34,256	Nil
Relationship with other Directors/Key Managerial Personnel	Father of KCA, RKA and JKA	Son of ICA and Brother of RKA & JKA	Son of ICA and Brother of KCA & JKA	Son of ICA and Brother of KCA & RKA	No

Number of meetings of the Board attended during the year	6	6	5	6	6
Directorships of other Boards as on March 31, 2018	• Kailash Industries Limited • Genus Electrotech Limited • Genus Paper & Boards Limited • Genus International Commodities Limited • Yajur Commodities Limited • Godavari Commodities Limited • Virtuous Mining Limited • Greentech Mega Food Park Limited • Gulf Guar Gum Company LLC SFZ	• Genus Paper & Boards Limited • Yajur Commodities Limited • Kailash Coal And Coke Company Limited • Genus Mobility Solutions Limited (Formerly Yajur Coal & Coke Limited) • Genus Apparels Limited • Maple Natural Resources Pte. Ltd. • Pt. Maple Natural Resources • Maple Natural Resources DWC LLC • Gulf Guar Gum Company LLC SFZ • Shanti Globiz INC.	• Hi-Print Electromack Private Limited	• Genus International Commodities Limited • Indian Electrical And Electronics Manufacturers Association (IEEMA)	Nil
Membership / Chairmanship of Committees as on March 31, 2018	Genus Power Infrastructures Ltd. • CSR • FC • SC Yajur Commodities Limited • NRC • CSR	Yajur Commodities Ltd. • NRC • CSR • AC Genus Paper & Boards Limited • RMC • CSR • AC	Genus Power Infrastructures Ltd. • CSR • FC • SC • RMC	Genus Power Infrastructures Ltd. • CSR • FC • SC	Nil
Name of the Director	**Mr. Bhairon Singh Solanki**	**Mr. Rameshwar Pareek**	**Mr. Dharam Chand Agarwal**	**Mr. Indraj Mal Bhutoria**	**Mr. Udit Agarwal**
DIN & (Age in years)	00012141 & (91)	00014224 & (74)	00014211 & (66)	00762361 & (50)	02820615 & (45)
Board Position	Independent Director	Independent Director	Independent Director	Independent Director	Independent Director
Qualifications	B.E. (Hons.) and M.Sc. (Engg.) from Cranfield University, England	Master's degree in Economics	Bachelor's degree in commerce	Bachelor's degree in commerce	Bachelor in commerce (Hons.)
Experience (including expertise in specific functional area)/Brief Resume	• Renowned and honoured personality in the field of electronics • Worked in Indian Air Force from 1952 to 1970 and involved in different fields from teaching to development • Developed the first ever made Early Warning Radar Set while working at No.9 BRD, AF Pune.	• Four decades of vast experience in the field of trade policies, corporate & commercial law, and accounting & auditing techniques • Worked with Rajasthan Financial Corporation, Jaipur and has also served on deputation with the Bureau of Industrial Promotion (BIP), Jaipur	• An industrialist of repute with over four decades of experience in the Timber & Plywood industry • Huge experience of business management • Expertise in dealing with the financial & operational risks and investors' related issues	• Rich experience of over two decades in commodities business • Expertise in varied fields such as trade policies, marketing strategies, etc.	• Belongs to a reputed business group - 'Saran Group' • Over two decades of rich experience in the field of manufacturing and export of handicraft items. • Strong ability to provide astute analysis and suggestions • Expertise in foreign

	• As Chief Technical Instructor (Radar), imparted training and developed an ECM system to counteract missile guidance radar of the enemy • Awarded 'Vishist Sewa Medal' in 1972 by the President of India. • Also worked as Chief Designer and GM of Hindustan Aeronautics Ltd. (HAL) and MD of Rajasthan Communications Ltd. (RCL). • Expertise in Technology advancement in electronics	• Expertise in implementation of accounting standard, accounting techniques and corporate governance practice			trade policies, international trade and indirect taxes
Terms and Conditions of Appointment/Reappointment	Appointed by the shareholders in AGM held on 29.09.2014 as Independent director for a period of 5 consecutive years from April 01, 2014 to March 31, 2019.	Appointed by the shareholders in AGM held on 29.09.2014 as Independent director for a period of 5 consecutive years from April 01, 2014 to March 31, 2019.	Appointed by the shareholders in AGM held on 29.09.2014 as Independent director for a period of 5 consecutive years from April 01, 2014 to March 31, 2019.	Appointed by the shareholders in AGM held on 29.09.2014 as Independent director for a period of 5 consecutive years from April 01, 2014 to March 31, 2019.	Appointed by the shareholders in AGM held on 29.09.2014 as Independent director for a period of 5 consecutive years from April 01, 2014 to March 31, 2019.
Remuneration last drawn (including sitting fees, if any)	Rs.0.64 Lakhs (FY 2017-18)	Rs.0.55 Lakhs (FY 2017-18)	Rs.0.68 Lakhs (FY 2017-18)	Rs.0.30 Lakhs (FY 2017-18)	Rs.0.20 Lakhs (FY 2017-18)
Remuneration proposed to be paid (Rs.)	Nil (No Change)	Nil (No Change)	Nil (No Change)	Nil (No Change)	Nil (No Change)
Date of first appointment on the Board	04.03.2002	29.01.2003	14.12.2005	12.12.2002	24.10.2009
Shareholding in the Company as on March 31, 2018	Nil	Nil	Nil	Nil	Nil
Relationship with other Directors/Key Managerial Personnel	No	No	No	No	No
Number of meetings of the Board attended during the year	6	5	6	4	6
Directorships of other Boards as on March 31, 2018	• Genus Paper & Boards Limited	• Kailash Vidyut & Ispat Limited • K G Petro Chem Limited • Genus Prime Infra Limited • Virtuous Infra Limited • Star Vanijya Private Limited	• Genus Prime Infra Limited	• Godavari Commodities Limited • Knife Vincom Pvt. Ltd • Bhutoria Enterprises Private Limited • Bhutoria Securities	• Genus Paper & Boards Limited

		• Genus Paper & Boards Limited		Private Limited • Sursadhna Commercial Pvt. Ltd. • BNPT Logistic & Coal Benefication Pvt. Ltd. • Godavari Coal Agency Private Limited • Trans Damodar Coal Mining Private Limited • Kotiratan Merchants Private Limited • Speedfast Merchandise Private Limited • Starwise Dealcomm Private Limited • Touchwood Barter Private Limited • Bluesnow Tie-Up Private Limited • Resume Dealtrade Private Limited	
Membership / Chairmanship of Committees as on March 31, 2018	Genus Power Infrastructures Limited • AC • NRC • RMC • SRC Genus Paper & Boards Limited • AC • NRC • SRC	Genus Power Infrastructures Limited • AC • NRC • SRC Genus Paper & Boards Limited • AC • NRC • SRC • CSR Genus Prime Infra Limited • NRC K G Petro Chem Limited • AC • NRC	Genus Power Infrastructures Limited • AC • CSR • NRC • RMC • SRC Genus Prime Infra Limited • AC • NRC • SRC	Godavari Commodities Limited • CSR	Genus Paper & Boards Limited • AC • NRC • SRC • CSR

* Nomination & Remuneration Committee - NRC; Corporate Social Responsibility Committee - CSR; Audit Committee - AC; Risk Management Committee – RMC; Finance Committee – FC; Sales Committee – SC; Stakeholders' Relationship Committee - SRC

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GENUS POWER INFRASTRUCTURES LIMITED

(Registered Office: G-14, Sector-63, Noida-201307, Uttar Pradesh)
(Tele-fax: +91-120-4227116; E-mail: cs@genus.in; Website: www.genuspower.com) (CIN: L51909UP1992PLC051997)

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No / *Client-ID – *DPID:	

(*Applicable for investors holding shares in electronic form)

I/We, being the member(s) of _____shares of Genus Power Infrastructures Limited, hereby appoint:

(1) Name:_____ Address:_____

_____ E-mail Id:_____ Signature:_____ or failing him;

(2) Name:_____ Address:_____

_____ E-mail Id:_____ Signature:_____ or failing him;

(3) Name:_____ Address:_____

_____ E-mail Id:_____ Signature:_____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on Friday, September 21, 2018 at 11:00 a.m. at Jaipuria Institute of Management, A-32A, Sector-62, Opp. IBM, Noida-201309 (Uttar Pradesh), and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions	Optional** For	Optional** Against
Ordinary Business			
1	Consider and adopt: (a) the audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the reports of the Board of Directors and the Auditors thereon; and (b) the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, together with the report of the Auditors thereon.		
2	Declaration of a Dividend of Re.0.41/- (i.e. 41%) per equity share of face value of Re.1 each, for the financial year ended March 31, 2018.		
3	Re-appointment of Mr. Rajendra Kumar Agarwal as a Director, who retires by rotation.		
4	Re-appointment of Smt. Sharmila Agarwal as a Director, who retires by rotation.		
Special Business			
5	Approval of Remuneration of the Cost Auditors for the financial year ending March 31, 2019.		
6	Re-appointment of Mr. Bhairon Singh Solanki as Independent Director*.		
7	Re-appointment of Mr. Rameshwar Pareek as Independent Director*.		
8	Re-appointment of Mr. Dharam Chand Agarwal as Independent Director*.		
9	Re-appointment of Mr. Indraj Mal Bhutoria as Independent Director*.		
10	Re-appointment of Mr. Udit Agarwal as Independent Director*.		

*Special Resolution.

Signed this..... day of.....2018

Affix Revenue Stamp of One Rupee

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

Notes:

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

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GENUS POWER INFRASTRUCTURES LIMITED

(Registered Office: G-14, Sector-63, Noida-201307, Uttar Pradesh)
(Tele-fax: +91-120-4227116; E-mail: cs@genus.in; Website: www.genuspower.com) (CIN: L51909UP1992PLC051997)

ATTENDANCE SLIP

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

* Applicable for investors holding shares in electronic/dematerialised form.

I certify that I am a registered member / proxy for the registered member of the Company. I hereby record my presence at the 26th Annual General Meeting of the Company on Friday, September 21, 2018 at 11:00 a.m. at Jaipuria Institute of Management, A-32A, Sector-62, Opp. IBM, Noida-201309 (Uttar Pradesh).

Notes:

1. Equity Shareholders are requested to bring the Attendance Slip with them when they come to the meeting and hand it over at the entrance of the meeting hall after signing it.
2. Incomplete attendance slips shall not be accepted.
3. The Equity Shareholders / proxies are advised to bring original photo identity proof for verification.
4. Joint shareholders may obtain additional Slip at the venue of the meeting.

Signature of Member / Proxy

FORM FOR REGISTRATION/UPDATION OF EMAIL ADDRESS

To,
The Company (for members holding shares in physical mode) /
The Depository Participants (for members holding shares in Demat mode)

Dear Sir,

Sub: Registration/Updation of email address (Genus Power Infrastructures Limited)

Please register/update my email address for the purpose of sending Annual Report and other notices/documents in electronic mode:

Name of the Shareholder(s)	
Email Id	
Folio No. / DP Id	
Client Id	
Mobile No	

Date:

Place: Signature of the Shareholder(s)**

Notes:

**Please ensure that the form is signed by the registered shareholder himself, along with joint shareholders, if any.

FORM FOR FURNISHING PAN AND BANK DETAILS

To
NICHE TECHNOLOGIES PVT. LTD.
D-511, Bagree Market, 5th Floor,
71, B.R.B. Basu Road,
Kolkata -700 001

Dear Sir / Madam,

Unit: Genus Power Infrastructures Limited

Folio No. :

I/we hereby furnish our folio details along with PAN and Bank Account details for update in your records.

I/we are enclosing herewith:

1) Self-attested copies of PAN Cards of all the Shareholder(s),
2) Original cancelled cheque leaf with name (if name is not printed on cheque - self attested copy of the first page of the pass book of the bank) and
3) Address Proof viz., Aadhaar Card of all the shareholder(s), duly self attested, as required for updation of the details:

Folio No.	
Address of the sole/first named shareholder as per the share certificate	
Mobile No.	
E-Mail ID	

Bank Account Details of Sole/First Shareholder: (for electronic credit of dividends)

Name of the Bank	
Name of the Branch	
Account Number (as appearing in your cheque book)	
Account Type (Please tick as applicable)	**Saving** ☐ **Current** ☐ **Cash Credit** ☐
9 Digit MICR Number (as appearing on the MICR cheque issued by the bank)	☐☐☐☐☐☐☐☐☐
11 Digit IFSC Code	☐☐☐☐☐☐☐☐☐☐☐

	Name	**PAN**	**Signature**
First Holder			
Joint Holder1			
Joint Holder2			

Date:
Place:

NB: The above details will not be updated if the supporting documents are not attached and not duly signed by all the shareholders.