

This is to inform that the Board of Directors of the Company at their meeting held on May 11, 2019 has, inter alia, -

- (1) proposed and appointed Smt. Mansi Kothari as an Additional Director of the Company in the capacity of Independent Woman Director subject to the allotment of DIN (Director Identification Number) and with effect from the date of such allotment of DIN to hold office till the conclusion of the next Annual General Meeting and subject to the approval of the members in the ensuing General Meeting, for appointment as an Independent Woman Director to hold office for a term upto five consecutive years.

Pursuant to the circular dated June 20, 2018, issued by the Stock Exchanges and the declaration received from Smt. Mansi Kothari, we hereby confirm that Smt. Mansi Kothari being appointed as independent director is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority and therefore, he is not disqualified to be appointed as an independent director. Further, Smt. Mansi Kothari is not related to any other director or promoter of the Company.

- (2) accepted the resignation of Smt. Sharmila Agarwal (DIN: 07137624), Non Executive, Non-Independent Directors of the Company from the post of director of the Company with effect from May 13, 2019.

Smt. Sharmila Agarwal (DIN: 07137624) has tendered her resignation with effect from May 13, 2019 due to pre-occupation. As per the resignation letter, she is occupied in other areas and would not be able to devote her time to perform the duties in the capacity of Director of the Company. She also confirmed that there is no other material reason other than those provided.

In view of above, Smt. Sharmila Agarwal (DIN: 07137624) Director of the Company ceases to be a Director of the Company with effect from May 13, 2019.

- (3) approved the re-appointment of Mr. Rajendra Kumar Agarwal (DIN: 00011127) as Managing Director (MD) and Chief Executive Officer (CEO) of the Company for a period of five years with effect from May 29, 2019 subject to the approval of the members in the ensuing General Meeting of the Company and the provisions of the Companies Act, 2013 and rules as are applicable from time to time.

The brief profile of Appointee Directors is enclosed as Annexure A.

**BRIEF PROFILE OF APPOINTEE DIRECTOR**

- **Mrs. Mansi Kothari**, aged 40 years, is a graduate in arts (Hons. in English) from University Maharani College, Jaipur and post graduate in psychology from University of Rajasthan, Jaipur. With numerous achievements to her credit during academic session, she has gone through various meticulous screening processes. She belongs to a reputed business family, engaged in supplying & trading of Fine diamond jewellery. She has rich experience of working in Jewellery industry and has deep understanding of business culture and operational processes. She has specialization in the field of governance and risk management. With new and innovative ideas, she added great value to her family business and helped in improving its financial performance. She is vigorously involved in the activities for conservation of environment and welfare of local deprived communities. She does not hold any equity shares of the Company.
  
- **Mr. Rajendra Kumar Agarwal**, aged 43 years, is the managing director and chief executive officer of the Company. In 2001, he joined the management team and in 2013, he became managing director and chief executive officer of the Company. Since then he has been steering the management team and driving the Company's growth & profitability through technological & operational excellence. He is a versatile electronic professional with multi-disciplinary experience of over two decades. He has immense understanding of power distribution industry and intense knowledge of smart grid management, transmission & distribution infrastructures, energy management control & automation and smart metering solutions. He believes in a participative style of management and encourages open communication. At Genus, besides managing routine operations, he focuses on technology development (R&D), long-term growth, strategic planning, alliances and partnerships to make Genus a successful global player. He is a member of Young Presidents' Organization (YPO). At Genus, he is member of corporate social responsibility committee, finance committee, risk management committee, and sales committee of the Company. He holds 35,50,485 equity shares of the Company.