

## 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 Seventh (27th) Annual General Meeting ('AGM') of the Shareholders of Genus Power Infrastructures Limited ("the Company") will be held on Friday, September 06, 2019 at 11:00 a.m. IST at Jaipuria Institute of Management, A-32A, Sector-62, Opp. IBM, Noida-201309 (Uttar Pradesh), to transact the following businesses:

#### ORDINARY BUSINESS

- To receive, consider and adopt (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2019, together with the reports of the Auditors and Board of Directors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2019, together with the report of the Auditors thereon and in this regard, pass the following resolutions as **Ordinary Resolutions**:
  - "RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2019 and the reports of the Auditors and Board of Directors thereon laid before this meeting, be and are hereby received, considered and adopted."
  - "RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2019 and the report of Auditors thereon laid before this meeting, be and are hereby received, considered and adopted."
- To declare a dividend of ₹ 0.58 per equity share of face value of ₹1 each for the financial year ended March 31, 2019 and in this regard, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** a dividend of ₹0.58 per equity share of face value of ₹1 each of the Company be and is hereby declared for the financial year ended March 31, 2019 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2019."
- To appoint a director in place of Mr. Ishwar Chand Agarwal, who retires from office by rotation, and being eligible, offers himself for reappointment and in this regard, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Ishwar Chand Agarwal (DIN: 00011152), who retires by rotation at this meeting and being eligible, has offered himself for reappointment, be and is hereby reappointed as a director of the Company, liable to retire by rotation."
- To appoint a director in place of Mr. Jitendra Kumar Agarwal, who retires from office by rotation, and being eligible, offers himself for reappointment and in this regard, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Jitendra Kumar Agarwal (DIN: 00011189), who retires by rotation at this meeting and being eligible, has offered himself for reappointment, be and is hereby reappointed as a director of the Company, liable to retire by rotation."
- To appoint joint statutory auditors of the Company and to determine their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 ("Act") read with Companies (Audit and Auditors) Rules, 2014 as amended, and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, M/s. Kapoor Patni & Associates, Chartered Accountants, Jaipur (Firm Registration No. 019927C) be and are hereby appointed as Joint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 32nd AGM of the Company to be held in 2024 at such remuneration plus applicable taxes and actual out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors."
- To reappoint joint statutory auditors of the Company and to determine their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 ("Act") read with Companies (Audit and Auditors) Rules, 2014 as amended, and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004), be and are hereby reappointed as Joint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 32nd AGM of the Company to be held in 2024 at such remuneration plus applicable taxes and actual out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

## SPECIAL BUSINESS

7. To ratify remuneration to be paid to the cost auditors for the financial year ending March 31, 2020 and in this regard, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any amendment, modification or variation thereof, the Company hereby ratifies the remuneration of ₹35,000/- (Rupees Thirty Five Thousand Only) plus GST & other applicable tax and reimbursement of out-of-pocket expenses payable to M/s. K.G. Goyal & Associates, Cost Accountants (Firm Registration No.000024) who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended, for the financial year ending March 31, 2020.

**RESOLVED FURTHER THAT** the Board of Directors of the Company ("the Board") and/or any committee or person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution in the best interest of the Company."

8. To appoint Mrs. Mansi Kothari as a director of the Company and in this regard, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** Mrs. Mansi Kothari (DIN: 08450396), who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 11, 2019 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

9. To appoint Mrs. Mansi Kothari as an independent director of the Company and in this regard, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mrs. Mansi Kothari (DIN: 08450396) be and is hereby appointed as an Independent Director and Non-executive Director of the Company to hold office for a tenure of five consecutive years from May 11, 2019 to May 10, 2024."

10. To reappoint Mr. Ishwar Chand Agarwal as executive chairman of the Company and in this regard, pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, and subject to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Articles of Association of the Company, approval of the Shareholders of the Company, be and is hereby accorded for the reappointment of Mr. Ishwar Chand Agarwal (DIN: 00011152) as Whole-time Director, designated as Executive Chairman of the Company for a period of five years with effect from January 24, 2019 as well as to continue to hold such position after attaining the age of 70 years, on the remuneration and terms and conditions as detailed hereunder.

- a) Salary: ₹25,00,000/- per month
- b) Allowances & Perquisites:
  - i) Furnished residential accommodation with water, gas, electricity, maintenance, sweeper, gardener, watchman and personal attendant or House Rent Allowance in lieu thereof.
  - ii) Medical benefits for self and family: Reimbursement of all expenses actually incurred in India and/or abroad.
  - iii) Leave travel concession for self, wife and minor children once a year.
  - iv) Fees of clubs subject to a maximum of two clubs.
  - v) Premium on personal accident insurance policy as per the Company's rules.
  - vi) Premium on medical insurance for self and family as per the Company's rules.
  - vii) Company's contribution towards provident fund as per rules of the Company but not exceeding 12% of salary.
  - viii) Gratuity not exceeding one half month's salary for each completed year of service.
  - ix) Encashment of leave as per rules of the Company.
  - x) Free use of car with driver for official use.
  - xi) Free telephone facility at residence including mobile phone for official use.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/or as approved by any competent authority prescribed in the Act and rules as are applicable from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company ("the Board") and/or any committee or person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution in the best interest of the Company."

11. To reappoint Mr. Rajendra Kumar Agarwal as managing director and chief executive officer of the Company and in this regard, pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, and subject to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Articles of Association of the Company, approval of the Shareholders of the Company, be and is hereby accorded for the reappointment 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 on the remuneration and terms and conditions as detailed hereunder.

- a) Salary: ₹20,00,000/- per month.
- b) Allowances & Perquisites:
  - i) Furnished residential accommodation with water, gas, electricity, maintenance, sweeper, gardener, watchman and personal attendant or House Rent Allowance in lieu thereof.
  - ii) Medical benefits for self and family: Reimbursement of all expenses actually incurred in India and/or abroad.
  - iii) Leave travel concession for self, wife and minor children once a year.
  - iv) Fees of clubs subject to a maximum of two clubs.
  - v) Premium on personal accident insurance policy as per the Company's rules.
  - vi) Premium on medical insurance for self and family as per the Company's rules.
  - vii) Company's contribution towards provident fund as per rules of the Company but not exceeding 12% of salary.
  - viii) Gratuity not exceeding one half month's salary for each completed year of service.
  - ix) Encashment of leave as per rules of the Company.
  - x) Free use of car with driver for official use.
  - xi) Free telephone facility at residence including mobile phone for official use.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/or as approved by any competent authority prescribed in the Act and rules as are applicable from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company ("the Board") and/or any committee or person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution in the best interest of the Company."

12. To reappoint Mr. Jitendra Kumar Agarwal as joint managing director of the Company and in this regard, pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, and subject to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Articles of Association of the Company, approval of the Shareholders of the Company, be and is hereby accorded for the reappointment of Mr. Jitendra Kumar Agarwal (DIN: 00011189), as Joint Managing Director (JMD) of the Company for a period of five years with effect from September 20, 2019 on the remuneration and terms and conditions as detailed hereunder.

- a) Salary: ₹20,00,000/- per month.
- b) Allowances & Perquisites:
  - i) Furnished residential accommodation with water, gas, electricity, maintenance, sweeper, gardener, watchman and personal attendant or House Rent Allowance in lieu thereof.
  - ii) Medical benefits for self and family: Reimbursement of all expenses actually incurred in India and/or abroad.
  - iii) Leave travel concession for self, wife and minor children once a year.
  - iv) Fees of clubs subject to a maximum of two clubs.
  - v) Premium on personal accident insurance policy as per the Company's rules.
  - vi) Premium on medical Insurance for self and family as per the Company's rules.
  - vii) Company's contribution towards provident fund as per rules of the Company but not exceeding 12% of salary.
  - viii) Gratuity not exceeding one half month's salary for each completed year of service.
  - ix) Encashment of leave as per rules of the Company.
  - x) Free use of car with driver for official use.
  - xi) Free telephone facility at residence including mobile phone for official use.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/or as approved by any competent authority prescribed in the Act and rules as are applicable from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company ("the Board") and/or any committee or person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution in the best interest of the Company."

13. To approve payment of commission to the executive directors and in this regard, pass the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification from time to time or any re-enactment thereof for the time being in force) and the Rules framed thereunder read with Schedule V to the Companies Act, 2013, and subject to the approval of the Central Government, if required and such other authorities as may be necessary, approval of the Shareholders of the Company, be and is hereby accorded for payment of commission (in addition to their fixed remuneration) calculated with reference to net profit of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year or a part of the year, within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and subject to adequate profit, to the following directors with effect from April 01, 2019, and up to expiration of their respective tenure of appointment:

- |  |   |                                       |
|--|---|---------------------------------------|
| 1. Mr. Ishwar Chand Agarwal (DIN:00011152)   | : | upto 2% of Net Profits of the Company |
| 2. Mr. Rajendra Kumar Agarwal (DIN:00011127) | : | upto 2% of Net Profits of the Company |
| 3. Mr. Jitendra Kumar Agarwal (DIN:00011189) | : | upto 2% of Net Profits of the Company |

**RESOLVED FURTHER THAT** the Board of Directors of the Company ("the Board") and/or any committee or person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution in the best interest of the Company."

14. To approve loan, guarantee or security under Section 185 of Companies Act, 2013 and in this regard, pass the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 185 of the Companies Act, 2013 ("Act") as amended by the Companies (Amendment) Act, 2017 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions of the Act and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the enabling provisions of the Memorandum and Articles of Association of the Company, approval of the Shareholders of the Company, be and is hereby accorded for making of loan(s) including loan represented by way of Book Debt (the "Loan") of an aggregate outstanding amount not exceeding ₹10 crores (Rupees Ten Crores only) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan of an aggregate outstanding amount not exceeding ₹120 crores (Rupees One Hundred Twenty Crores only) taken/to be taken by Yajur Commodities Limited ("YCL"), being entity covered under

the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2) of the Act, for the business activities of YCL, on such terms and conditions as may be mutually agreed between the Company and YCL.

**RESOLVED FURTHER THAT** the Board of Directors of the Company ("the Board") and/or any committee or person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution in the best interest of the Company."

15. To approve amendment to the total number of options and shares under the Employee Stock Option Scheme 2012 and in this regard, pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in partial modification of earlier special resolution passed by the Shareholders of the Company on December 29, 2012 approving the 'Employee Stock Option Scheme 2012' ("ESOS 2012") pursuant to the provisions of the Companies Act, 2013, Regulation 7 of the SEBI (Share Based Employee Benefits) Regulations 2014 along with other relevant notifications of the Securities and Exchange Board of India, and subject to approval of the agenda item 16 for approval of ESARP 2019 by the Shareholders of the Company and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Shareholders of the Company be and is hereby accorded to amend, by way of reduction, the total number of options and total number of shares under the ESOS 2012 to be 49,45,000 (Forty-nine Lacs and Forty-five Thousand), without any retrospective effect on existing options granted under ESOS 2012.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include Nomination and Remuneration Committee or any authorized committee which the Board of Directors may constitute or has constituted to exercise its powers, including the powers, conferred by this resolution) be and is hereby authorised on behalf of the Company to make any / further modifications, changes, variations, alterations or revisions in the ESOS 2012 from time to time as permitted under and in due compliance with provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014 and to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid amendments in ESOS 2012 and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Shareholders of the Company."

16. To approve 'Employees Stock Appreciation Rights Plan 2019' and in this regard, pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and relevant provisions of Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI SBEB Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Memorandum and Articles of Association of the Company and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Shareholders of the Company be and is hereby accorded respectively to the introduction and implementation of 'Employees Stock Appreciation Rights Plan 2019' ("ESARP 2019"/ "Plan") and authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and under Regulation 5 of the SEBI SBEB Regulations) to create, and grant from time to time, in one or more tranches, employee stock appreciation rights ("ESARs"), to or for the benefit of such person(s) who are in permanent employment of the Company and its subsidiary company(ies) within the meaning of ESARP 2019, including any director, whether whole time or otherwise (other than promoters of the Company, independent directors and directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), as may be decided under ESARP 2019, exercisable into not more than 30,00,000 (Thirty Lacs) equity shares of face value of ₹1/- (Rupee One) each fully paid-up, where one ESAR upon exercise shall entitle for lesser than one equity share of the Company to be issued on such terms and conditions, as may be determined in accordance with the provisions of the ESARP 2019 and in due compliance with the applicable laws and regulations including SEBI SBEB Regulations.

**RESOLVED FURTHER THAT** the equity shares so issued and allotted as mentioned hereinbefore shall rank pari passu with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the ESAR Grantees for the purpose of making a fair and reasonable adjustment to the ESARs granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued.

**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the ESAR Grantees under the plans shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹1/- per equity share bears to the revised face value of the equity shares of the

Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of the securities allotted under the ESARP 2019 on the stock exchanges, where the equity shares of the Company are listed in due compliance with SEBI SBEB Regulations and other applicable laws.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESARP 2019.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESARP 2019 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESARP 2019 and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, SEBI SBEB Regulations and any other applicable laws in force.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint merchant Bankers, brokers, solicitors, registrars, compliance officer, investors service centre and other advisors, consultants or representatives, being incidental to the effective implementation and administration of ESARP 2019 as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.”

17. To approve grant of employee stock appreciation rights to the employees/directors of the subsidiary company(ies) of the Company under 'Employees Stock Appreciation Rights Plan 2019' ("ESARP 2019") and in this regard, pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and relevant provisions of Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI SBEB Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Memorandum and Articles of Association of the Company and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Shareholders of the Company be and is hereby accorded for authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and under Regulation 5 of the SEBI SBEB Regulations), to create, offer and grant from time to time, in one or more tranches, such number of employee stock appreciation rights ("ESARs") under 'Employees Stock Appreciation Rights Plan 2019' ("ESARP 2019"/ "Plan") within the limit prescribed therein to or for the benefits of the permanent employees including directors (other than promoter(s), independent directors and directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), of any subsidiary company(ies) of the Company, whether in or outside India, as may be decided under ESARP 2019, exercisable into corresponding number of equity shares of face value of ₹1/- (Rupee One) each fully paid-up, where one ESAR upon exercise shall entitle for lesser than one equity share of the Company to be issued, on such terms and conditions, as may be determined in accordance with the provisions of the Plan and in due compliance with the applicable laws and regulations.”

18. To approve Employee Stock Option Plan 2019 (ESOP 2019) through trust route and in this regard, pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) ("the Act") read with the rules made thereunder, and subject to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("the SEBI ESOP Regulations"), including the relevant circulars and notifications, if any, issued by the Securities and Exchange Board of India ("SEBI") from time to time and the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, Companies (Share Capital and Debentures) Rules, 2014 and the Articles of Association of the Company and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors including the committee constituted by the Board, consent of the Shareholders of the Company be and is hereby accorded to the Board to adopt and implement Employee Stock Option Plan - 2019 ("ESOP 2019"), for the benefit of present and future permanent employees of the Company and its subsidiaries (other than a promoter or a person who belongs to the promoter group, Independent Directors(s) and Director who directly or indirectly holds more than 10% of the

outstanding shares of the Company), as approved by the Board of Directors.

**RESOLVED FURTHER THAT** the ESOP 2019 be implemented through the proposed Genus Employees Trust ("ESOP Trust") based on the guidelines formulated by the Nomination and Remuneration Committee of the Board ("Compensation Committee") provided that the total number of options that can be granted in one or more tranches under ESOP 2019 shall not exceed 1,28,00,000 options ("Options"), exercisable into equivalent number of equity shares of ₹1 each of the Company (representing 4.97% of paid up capital of the Company as at March 31, 2019) (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) to be acquired by the ESOP Trust from the secondary market, at an exercise price that shall be determined by the Compensation Committee for each grant, which shall not be less than a 50% (fifty percent) discount to the Market Price (closing price on the Stock Exchange having the highest trading volume, where the shares of the Company are listed) of the equity shares of the Company one day prior to the date of grant and on such other terms and conditions as the Compensation Committee or the ESOP Trust, as the case may be, may determine from time to time.

**RESOLVED FURTHER THAT** the Compensation Committee be and is hereby authorised to:

- i. Delegate to the ESOP Trust, the authority to administer, implement and supervise the operation of ESOP 2019 on such terms and conditions as it may specify;
- ii. determine the terms and conditions of grant, issue, re-issue, cancellation and withdrawal of options from time to time;
- iii. formulate, approve, evolve, decide upon and bring into effect, suspend, withdraw or revive any sub-scheme or plan for the purpose of grant of options to the employees and to make any modifications, changes, variations, alterations or revisions in such sub-scheme or plan from time to time;
- iv. to do all such acts, deeds, things and matters as may be considered necessary or expedient for the purpose of giving effect to the above resolution including delegation of all or any of the powers herein conferred by this resolution to the ESOP Trust; and
- v. to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the Shareholders of the Company.

**RESOLVED FURTHER THAT** the Compensation Committee be and is hereby also authorised to determine, modify and vary all or any of the terms and conditions of ESOP 2019 as it may in its absolute discretion determine subject to applicable laws including the SEBI ESOP Regulations.

**FURTHER RESOLVED THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI ESOP Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP 2019."

19. To approve grant of stock options to the employees/director of Subsidiary Companies under ESOP 2019 and in this regard, pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) ("the Act") read with the rules made thereunder, and subject to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("the SEBI ESOP Regulations"), including the relevant circulars and notifications, if any, issued by the Securities and Exchange Board of India ("SEBI") from time to time and the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, Companies (Share Capital and Debentures) Rules, 2014 and the Articles of Association of the Company and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors including the committee constituted by the Board, consent of the Company be and is hereby accorded to the Board to grant to the present and future, permanent employees of the subsidiary company(ies) of the Company and their director(s) whether whole time director or not (other than a promoter or a person who belongs to the promoter group, Independent Directors(s) and Director who directly or indirectly holds more than 10% of the issued capital of the Company), such number of stock options which together with the stock options granted to the employees of the Company shall not in the aggregate exceed 1,28,00,000 options ("Options"), in one or more tranches, exercisable into equivalent number of equity shares of ₹ 1/- each of the Company (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organization of the capital structure of the Company as may be applicable from time to time), under Employee Stock Option Plan - 2019 ("ESOP 2019"), as approved by the Board of Directors, at an exercise price that shall be determined by the Compensation Committee for each grant, which shall not be less than a 50% (fifty percent) discount to the Market Price (closing price on the Stock Exchange having the highest trading volume, where the shares of the Company are listed) of the equity shares of the Company one day prior to the date of grant and on such other terms and conditions as the Nomination and Remuneration Committee of the Board of the Company ("Compensation Committee") or the proposed Genus Employees Trust ("ESOP Trust"), as the case may be, may determine from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Compensation Committee be and is hereby authorized to do all such acts, deeds, things and matters as may be considered necessary or expedient including delegation of all or any of the powers herein conferred by this resolution to the ESOP Trust and to settle any questions, difficulties or doubts that may arise in this regard

without requiring to secure any further consent or approval of the Shareholders of the Company.

**RESOLVED FURTHER THAT** the Compensation Committee be and is hereby also authorized to determine, modify and vary all or any of the terms and conditions of ESOP 2019 as it may in its absolute discretion determine subject to applicable laws including the SEBI ESOP Regulations.”

20. To authorize the ESOP Trust for secondary market acquisition of equity shares and in this regard, pass the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 67 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, and subject to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“the SEBI ESOP Regulations”), including the relevant circulars and notifications, if any, issued by the Securities and Exchange Board of India (“SEBI”) from time to time, approval of the Shareholders of the Company be and is hereby accorded to the proposed Genus Employees Trust (“ESOP Trust”) to acquire equity shares of the Company, in one or more tranches, from the secondary market, provided that such acquisition in any financial year shall not exceed 2% of the paid up equity share capital of the Company as at the end of the previous financial year, for the purpose of implementation of Employee Stock Option Plan - 2019 (“ESOP 2019”) as approved by the Board of Directors, at such price and at such terms and conditions that the ESOP Trust may deem fit and to do all such acts, deeds and things as maybe incidental or ancillary in this regard.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 67 and all other applicable provisions, if any, of the Act, read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, approval of the Shareholders of the Company be and is hereby accorded to the Board of Directors (“Board” which term shall be deemed to include any Committee thereof) to extend loan or to provide guarantee or security in connection with a loan granted or to be granted to the ESOP Trust of such amounts from time to time whereby the value of shares to be purchased in the aggregate together with the money provided by the Company on such terms and conditions as may be decided by the Board and mutually agreed at the time of grant of the loan, shall not exceed five per cent of the aggregate of paid up capital and free reserves of the Company for the purpose of implementation of ESOP 2019 subject to overall limits, if any, specified under the Act and I or the SEBI ESOP Regulations.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issue, buy-back of shares, split or consolidation of shares etc. of the Company, the number and percentage of shares of the Company to be acquired from the secondary market by the ESOP Trust shall be appropriately adjusted.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Compensation Committee and the ESOP Trust be and is hereby authorized to do all such acts, deeds, things and matters as may be considered necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the Shareholders of the Company.”

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

ICSI M.No.: A16482

Jaipur, July 25, 2019

**NOTES:**

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, (the “Act”) which sets out details relating to special business to be transacted at this annual general meeting, is annexed hereto.
2. **A Shareholder 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 Shareholder of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight (48) hours before the commencement of the Meeting. A person can act as a proxy on behalf of Shareholders 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 Shareholder 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 Shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting. Proxies submitted on behalf of companies and other bodies corporate, societies, trust, etc., must be supported by an appropriate resolution, as applicable.**
3. A corporate Shareholder, entitled to attend the meeting, shall along with their authorised representative(s) send a certified true copy of a resolution passed by the Board of Directors and vote on their behalf at the Meeting.
4. Shareholders / 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.



## Notice of the 27<sup>th</sup> Annual General Meeting

6. Shareholders, 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 ₹0.58 per equity share on equity shares of the face value of ₹ 1 each (i.e 58% of face value of equity share) for the FY19 to the Shareholders for their approval.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 31, 2019 to Friday, September 06, 2019 (both days inclusive) for the purpose of payment of dividend for the financial year ended on March 31, 2019 and for the AGM.
9. Subject to the provisions of the Act, dividend as recommended by the Board, if declared at the AGM, will be paid on or before October 05, 2019 (i.e. within a period of 30 days from the date of declaration), 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, August 30, 2019; or
  - To all those Shareholders holding shares in physical form whose names appear on the Register of Members of the Company as at the end of business day hours on Friday, August 30, 2019.
10.
  - To prevent fraudulent transactions, Shareholders holding shares in dematerialised form are requested to intimate directly about 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. Agent with whom Shareholders are maintaining their demat accounts). Shareholders, 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) (the "RTA").
  - Shareholders holding shares in demat 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 RTA cannot act on any request received directly from the Shareholders holding shares in demat form for any change of bank particulars or bank mandates. Such changes are to be advised only to the depository participant by the Shareholders.
  - 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**. Hence, the Shareholders, who hold shares in physical form, are requested to notify immediately the details of their bank account, to the Company or its RTA.
  - Non-Resident Indian Shareholders are requested to immediately inform their depository participant (in case of shares held in demat form) or the RTA 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. Shareholders holding shares in demat form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Shareholders holding shares in physical form can submit their PAN to the Company or its RTA.
12. Pursuant to SEBI norms, 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 Company/RTA for registration in the folio. The concerned Shareholders 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, then 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 the SEBI (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 demat form only. Accordingly, with effect from December 5, 2018, shares which are lodged for transfer shall be in demat form only. The concerned Shareholders 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 demat form.
14. The Company has designated a separate e-mail ID of the grievance redressal division / compliance officer i.e. '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 2010-11, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Shareholders, who have not yet encashed their dividend warrant(s) issued for the financial year 2011-12 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 21, 2018 (date of last AGM) on the website of the Company ([www.genuspowers.com](http://www.genuspowers.com)), and also on the website of Ministry of Corporate Affairs.

- **Please note that pursuant to provision of Section 124(6) of 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 to 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. A 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 SEBI (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolution of the Shareholders passed at the general meeting, will be available for inspection by the Shareholders at the AGM.
  17. All relevant documents referred to in the accompanying Notice and explanatory statement shall be open for inspection by the Shareholders at the registered office of the Company during normal business hours (9:00 am to 5:00 pm) 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, maintaining under Section 170 of the Act will be available for inspection by the Shareholders at the AGM.
  19. The register of contracts or arrangements in which the directors are interested, maintaining under Section 189 of the Act will be available for inspection by the Shareholders at the AGM.
  20. The details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, with regard to persons seeking appointment or reappointment as directors, etc., are provided in the 'Annexure' to this Notice.
  21. Pursuant to Regulation 36(1) of the SEBI (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 (e-mail) to those Shareholders, whose e-mail addresses are registered with the Company / Depositories, unless any Shareholder has requested for a physical copy of the same. For Shareholders who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Shareholders, 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 RTA (M/s. Niche Technologies Private Limited) at 'genus@nichetechpl.com' for receiving all communication from the Company, electronically (e-mail).
  22. Voting through electronic means (e-voting):
    - (I) In compliance with provisions of Section 108 of the Act, 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 to the Shareholders the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means (e-voting) and the business may be transacted through e-voting services. The facility of casting the votes by the Shareholders 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 Shareholders 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 Shareholders 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 03, 2019 (9:00 a.m.) and ends on Thursday, September 05, 2019 (5:00 p.m.). During this period, the Shareholders of the Company, holding shares either in physical form or in demat form as on the cut-off date (record date) of Friday, August 30, 2019, 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 Shareholder, the Shareholder 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](http://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 DPID 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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>• 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).</li> </ul>

- (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 Shareholders 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 changed 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](mailto: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](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- (IV) Institutional Shareholders / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy in 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 05, 2019, 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, August 30, 2019. A person who is not a Shareholder as on cut-off date should treat this notice for information purpose only.
- (VI) The Notice of AGM will be sent to the Shareholders, whose names appear in the Register of Members / Beneficial Owners position list provided by Depositories at closing hours of business, on Friday, July 19, 2019.
- (VII) The Shareholders shall have one vote per equity share held by them as on the cut-off date of Friday, August 30, 2019. 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 Shareholders 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, August 30, 2019 and not casting their vote electronically, may only cast their vote at the AGM. Since e-voting facility (including Ballot Forms) is provided to the Shareholders pursuant to the provisions of Section 108 of the Act, 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 (through e-mail) to all the Shareholders whose e-mail IDs are registered with the Company or depository participant(s). For Shareholders who request for a hard copy and for those who have not registered their email address, physical copy of the same is being sent through the permitted mode.
- (X) Investors, who became Shareholders of the Company subsequent to the dispatch of the Notice/Email and hold the shares as on the cut-off date i.e. Friday, August 30, 2019, are requested to send 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) Mr. C M Bindal, Practicing Company Secretary (FCS No. 103, CP No. 176) (M/s. C M Bindal & Co.) of Jaipur has 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 of the Company.
- (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 06, 2019.
- (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.
- (XV) The route map showing directions to reach the venue of the 27th Annual General Meeting is annexed.

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

Jaipur, July 25, 2019

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

Sd/-  
**Ankit Jhanjhari**  
Company Secretary  
ICSI M.No.: A16482

## EXPLANATORY STATEMENT

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

### Item No.5

In accordance with the provisions of Section 139(1) of the Act read with the Companies (Audit and Auditors) Rules, 2014, M/s. D. Khanna & Associates, Chartered Accountants (Firm Registration No. 012917N) were appointed as the statutory auditors of the Company at the 22nd annual general meeting ('AGM') held on September 29, 2014 for the second term of 5 years i.e. to hold office upto the AGM for the financial year 2018-19. Pursuant to provisions of Section 139 of the Act and the transitional provisions provided under Rule 6 of the Companies (Audit and Auditors) Rules, 2014, M/s. D. Khanna & Associates can not be reappointed for another term as they have already completed their two terms of 5 consecutive years.

In view of above, M/s. Kapoor Patni & Associates, Chartered Accountants, Jaipur, (Firm Registration No. 019927C) are proposed to be appointed as joint statutory auditors of the Company. They have signified their assent and confirmed their eligibility to be appointed as statutory auditors in terms of the provisions of Section 141 of the Act and Rule 4 of the Companies (Audit and Auditors) Rules, 2014.

### Credentials

M/s. Kapoor Patni & Associates, Chartered Accountants, Jaipur, (Firm Registration No. 019927C) ("the Audit Firm"), is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. The Audit Firm was established in the year 2014 and is a partnership firm formed in India. It has registered office at D-6, Ashish Vihar, RBI Colony, Jagatpura, Jaipur-302025, Rajasthan. The Audit Firm has valid Peer Review certificate. It is primarily engaged in providing audit and assurance services to its clients.

Considering the above, the Board is of opinion that the appointment of M/s. Kapoor Patni & Associates, as joint statutory auditors is in the interest of the Company and therefore recommends the resolution as set out at agenda item no.5 of the accompanying notice for the Shareholders' consideration and approval.

The proposed terms and conditions of appointment are as follows:

- (a) Term of appointment: 5 years from the conclusion of this AGM till the conclusion of 32nd AGM to be held in 2024.
- (b) Proposed fees: ₹6.00 Lacs plus applicable taxes, travelling and other out-of-pocket expenses incurred by them in connection with the statutory audit including limited review of the Company for the year ending March 31, 2020. The proposed fees is based on knowledge, expertise, industry experience, time and efforts required to be put in by M/s. Kapoor Patni & Associates, Chartered Accountants, Jaipur, (Firm Registration No. 019927C). The proposed fees are also in line with the industry benchmarks. The fees for services in the nature of statutory certifications and other professional work will be in addition to the audit fee as above and will be decided by the Board of Directors in consultation with the Auditors. There is no material change in the fee payable to M/s. Kapoor Patni & Associates, Chartered Accountants, Jaipur, (Firm Registration No. 019927C), from that paid to the outgoing auditors {i.e. M/s. D. Khanna & Associates, Chartered Accountants (Firm Registration No. 012917N)}.

None of the directors and key managerial personnel of the Company including their relatives are concerned or interested, financially or otherwise, in the resolution as set out at agenda item no.5 of the accompanying notice of the 27th AGM.

### Item No. 6

In accordance with the provisions of Section 139(1) of the Act read with the Companies (Audit and Auditors) Rules, 2014, M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (FRN 101049W/E300004) were appointed as the joint statutory auditors of the Company at the 22nd annual general meeting ('AGM') held on September 29, 2014 for a term of 5 years i.e. to hold office upto the AGM for the financial year 2018-19. In accordance with Section 139(2) of the Act and the transitional provisions provided under Rule 6 of the Companies (Audit and Auditors) Rules, 2014, M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (FRN 101049W/E300004) are eligible for reappointment for a second term of 5 years. M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004) have signified their assent and confirmed their eligibility to be reappointed as joint statutory auditors in terms of the provisions of Section 141 of the Act and Rule 4 of the Companies (Audit and Auditors) Rules, 2014 till the conclusion of the 32nd AGM of the Company.

### Credentials

M/s. S.R. Batliboi & Associates LLP (FRN 101049W/E300004), ("the Audit Firm"), is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. The Audit Firm was established in the year 1965 and is a limited liability partnership firm ("LLP") incorporated in India. It has registered office at 22, Camac Street, Kolkata and has 10 branch offices in various cities in India. The Audit Firm has valid Peer Review certificate. It is primarily engaged in providing audit and assurance services to its clients.

Considering the above, the Board is of opinion that the reappointment of M/s. S.R. Batliboi & Associates LLP as joint statutory auditors is in the interest of the Company and therefore recommends the resolution as set out at agenda item no.6 of the accompanying notice for the Shareholders' consideration and approval.

The proposed terms and conditions of reappointment are as follows:

- (a) Term of reappointment: 5 years from the conclusion of this AGM till the conclusion of 32nd AGM to be held in 2024.
- (b) Proposed Fees: ₹44.50 Lacs plus applicable taxes, travelling and other out-of-pocket expenses incurred by them in connection with the statutory audit including limited review of the Company for the year ending March 31, 2020. The proposed fees is based on knowledge, expertise, industry experience, time and efforts required to be put in by M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004). The proposed fees are also in line with the industry benchmarks. The fees for services in the nature of statutory certifications and other professional work will be in addition to the audit fee as above and will be decided by the Board of Directors in consultation with the Auditors.

None of the directors and key managerial personnel of the Company including their relatives are concerned or interested, financially or otherwise, in the resolution as set out at agenda item no.6 of the accompanying notice of the 27th AGM.

#### **Item No.7**

Pursuant to recommendation of the audit committee, the Board of Directors of the Company ("the Board") in its meeting held on May 11, 2019 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, 2020 on a remuneration of ₹35,000/- (Rupees Thirty Five Thousand Only) 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 Shareholders of the Company. Accordingly, consent of the Shareholders is sought for resolution as ordinary resolution for ratification of the remuneration payable to the cost auditors for the financial year ending March 31, 2020, as set out under agenda item no.7 in the Notice of the 27th AGM. The Board recommends the resolution as an ordinary resolution as set out at agenda item no.7 of the accompanying notice for the Shareholders' consideration and approval.

None of the directors and key managerial personnel of the Company including their relatives are concerned or interested, financially or otherwise, in the resolution as set out at agenda item no.7 of the accompanying notice of the 27th AGM.

#### **Item No. 8 to 9**

The Board in its meeting held on May 11, 2019, on the recommendation of nomination and remuneration committee, has appointed Mrs. Mansi Kothari (DIN: 08450396), as an additional director to hold office upto the date of the forthcoming AGM. Further, at the same meeting, the Board also appointed Mrs. Mansi Kothari as independent director to hold office for a term of 5 (five) consecutive years commencing from May 11, 2019 to May 10, 2024 subject to approval of the Shareholders. Thus, approval of the Shareholders is sought for the proposed resolution as set out at agenda item no.8 & 9 of the accompanying notice of the 27th AGM. The Board recommends the resolution as an ordinary resolution as set out at agenda item no.8 & 9 of the accompanying notice for the Shareholders' consideration and approval.

The Company has received a notice in writing from a Shareholder under Section 160 of the Act, proposing his candidature for the office of director of the Company. In the opinion of the Board, Mrs. Mansi Kothari fulfils the criteria/conditions specified under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as an independent director of the Company. Mrs. Mansi Kothari is not related to any director of the Company. A brief profile and other information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India are provided in "Annexure A" to this Notice.

None of the directors and key managerial personnel of the Company including their relatives (except Mrs. Mansi Kothari, to the extent of her appointment), are concerned or interested, financially or otherwise, in the resolution at agenda item no.8 & 9 of the accompanying notice of the 27th AGM.

#### **Item No.10**

On recommendation of the nomination and remuneration committee, the Board in its meeting held on January 22, 2019 has reappointed Mr. Ishwar Chand Agarwal (DIN: 00011152) as Whole-time Director designated as Executive Chairman of the Company for the period of five years from January 24, 2019 to January 23, 2024 subject to approval of the Shareholders of the Company. Thus, approval of the Shareholders is sought for the proposed resolution set out at agenda item no.10 of the accompanying notice. The Board recommends the said resolution as a special resolution set out at agenda item no.10 for the Shareholders' consideration and approval.

A brief profile and other information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India is provided in "Annexure A" to this Notice.

None of the directors (except Mr. Ishwar Chand Agarwal, Mr. Kailash Chandra Agarwal, Mr. Rajendra Kumar Agarwal, and Mr. Jitendra Kumar Agarwal), key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the special resolution at agenda item no.10 of the accompanying notice of the 27th AGM.

### Item No.11

On recommendation of the nomination and remuneration committee, the Board in its meeting held on May 11, 2019 has reappointed Mr. Rajendra Kumar Agarwal as Managing Director and Chief Executive Officer of the Company for a period of five years with effect from May 29, 2019, subject to approval of the Shareholders. Thus, approval of the Shareholders is sought for the proposed resolution. The Board recommends resolution as a special resolution as set out at agenda item no.11 for the Shareholders' consideration and approval.

A brief profile and other information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India is provided in "Annexure A" to this Notice.

None of the directors (except Mr. Ishwar Chand Agarwal, Mr. Kailash Chandra Agarwal, Mr. Rajendra Kumar Agarwal, and Mr. Jitendra Kumar Agarwal), key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the special resolution at agenda item no.11 of the accompanying notice of the 27th AGM.

### Item No.12

The tenure of the Mr. Jitendra Kumar Agarwal (DIN: 00011189) as Joint Managing Director is available up to September 19, 2019. Considering his efforts towards the growth of the Company, the Board and nomination and remuneration committee have recommended the reappointment of Mr. Jitendra Kumar Agarwal as Joint Managing Director of the Company for a further period of five years with effect from September 20, 2019, subject to approval of the Shareholders. Thus, approval of the Shareholders is sought for the proposed resolution. The Board recommends the resolution as a special resolution as set out at agenda item no.12 for the Shareholders' consideration and approval.

A brief profile and other information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India is provided in "Annexure A" to this Notice.

None of the directors (except Mr. Ishwar Chand Agarwal, Mr. Kailash Chandra Agarwal, Mr. Rajendra Kumar Agarwal, and Mr. Jitendra Kumar Agarwal), key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the special resolution at agenda item no.12 of the accompanying notice of the 27th AGM.

### Item No.13

Considering the significant contribution made by Mr. Ishwar Chand Agarwal, Executive Chairman, Mr. Rajendra Kumar Agarwal, MD & CEO, and Mr. Jitendra Kumar Agarwal, Joint MD of the Company towards the growth of the Company, the Board in its meeting held on July 25, 2019 has, subject to approval of the shareholders, approved the payment of commission (in addition to their fixed remuneration) calculated with reference to net profit of the Company in a particular financial year, as may be determined by the Board at the end of each financial year, within the overall limits as specified under the relevant provisions of the Act and subject to adequate profit, to the following directors with effect from April 01, 2019, and up to expiration of their respective tenure of appointment:

- |   |   |                                       |
|---|---|---------------------------------------|
| 1. Mr. Ishwar Chand Agarwal (DIN: 00011152)   | : | upto 2% of Net Profits of the Company |
| 2. Mr. Rajendra Kumar Agarwal (DIN: 00011127) | : | upto 2% of Net Profits of the Company |
| 3. Mr. Jitendra Kumar Agarwal (DIN: 00011189) | : | upto 2% of Net Profits of the Company |

Thus, approval of the shareholders is sought for the proposed resolution. The Board recommends the resolution as a special resolution as set out at agenda item no.13 for the Shareholders' consideration and approval.

None of the Directors (except Mr. Ishwar Chand Agarwal, Mr. Kailash Chandra Agarwal, Mr. Rajendra Kumar Agarwal, and Mr. Jitendra Kumar Agarwal), Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the special resolution at agenda item no.13 of the accompanying notice of the 27th AGM.

### Item No.14

The Company has given corporate guarantee for a sum of ₹230 crores on August 05, 2016 in connection with loan taken/to be taken by M/s. Yajur Commodities Limited ('YCL'). The said loans/guarantees were utilised by YCL for their principal business activities including matters connected and incidental thereto and for general corporate purposes. Now, YCL has proposed to reduce the said corporate guarantee to ₹120 crores from ₹230 crores. The Company may also be required to make loan(s) including loan represented by way of Book Debt (the "loan") to YCL. YCL is entity covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to amended Sub-section 2 of the Section 185 of the Act and hence consent of the Shareholders is being sought by way of a special resolution pursuant to Section 185 of the Act [as amended by the Companies (Amendment) Act, 2017] for making of loan(s) including loan represented by way of Book Debt (the "Loan") of an aggregate outstanding amount not exceeding ₹10 crores (Rupees Ten Crores only) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan of an aggregate outstanding amount not exceeding ₹120 crores (Rupees One Hundred Twenty Crores only) taken/to be taken by YCL on the terms mentioned in the resolution as set out at agenda item no. 14 and necessary delegation of authority to the Board for this purpose.

YCL is a public limited company, incorporated under the Companies Act, 2013. YCL principal business activities inter-alia consists of manufacturing of coke and coal trading along with supplying highly competitive coal products with a high reactivity and excellent combustion characteristics. YCL provide high-quality coal import and trading services for industrial clients and have an end-to-end solution delivery model for coal handling, custom clearance and logistics services. YCL needs fund for their principal business activities and for general corporate purposes.

The key particulars and material terms of the transaction of the proposed loan/guarantee/security are as under –

Name of the related party	Yajur Commodities Limited (“YCL”)
Name of director(s) or key managerial person who is related	The following are common directors with Company and YCL: 1. Mr. Ishwar Chand Agarwal; and 2. Mr. Kailash Chandra Agarwal.
Nature of relationship between the Company and YCL	Common Directorship
Particulars of loans to be given, or guarantee to be given or security to be provided	(1) Loan(s) including loan represented by way of Book Debt (the “Loan”) of an aggregate outstanding amount not exceeding ₹10 crores (Rupees Ten Crores only); and/or (2) Guarantee(s), and/or providing of security(ies) in connection with any Loan of an aggregate outstanding amount not exceeding ₹120 crores (Rupees One Hundred Twenty Crores only)
Purpose	For principal business activities including matters connected and incidental thereto and for general corporate purposes

Further, as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material related party transactions shall require approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

The audit committee of the Company, at its meeting held on July 25, 2019, had approved the said loan/ guarantee(s)/security(ies), subject to approval of the Board and fulfillment of other requirements, if any. In view of the above and as an abundant caution, the Board, at its meeting held on July 25, 2019, had approved unanimously the said loan/guarantee(s)/security(ies), subject to the approval of the Shareholders of the Company and other requisite approvals and requirements, if any. Thus, approval of the Shareholders is sought for the proposed resolution as a special resolution. The Board is of the opinion that said loan/guarantee(s)/security(ies) is in the interests of the Company, and therefore, recommends the resolution as a special resolution as set out at agenda item no.14 of the accompanying notice of the 27th AGM for approval of the Shareholders.

None of the directors (except Mr. Ishwar Chand Agarwal, Mr. Kailash Chandra Agarwal, Mr. Rajendra Kumar Agarwal, and Mr. Jitendra Kumar Agarwal), key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the special resolution set out at agenda item no.14 of the accompanying notice of the 27th AGM.

#### Item No.15 to 17

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock based compensation scheme. Your Company believes that equity based compensation plans are an effective tool to reward the talents working with your the Company and its subsidiary companies. With a view to motivate the key work force seeking their contribution to the corporate growth, to create an employee ownership culture, to attract new talents, and to retain them for ensuring sustained growth, your Company intends to implement an employee stock appreciation rights (“ESARs”) plan namely ‘Employees Stock Appreciation Rights Plan 2019’ (“ESARP 2019”/ “Plan”) seeking to cover eligible employees of the Company and of its subsidiary companies.

The Company had previously implemented equity based compensation plans namely the Employee Stock Option Scheme 2012 (“ESOS 2012”) pursuant to shareholder approval vide special resolution dated December 29, 2012 for approval of the ESOS 2012. The ESOS 2012 was implemented with a view to attract and retain key talents by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability. A variation is now sought by reduction in total number of options and shares available for grant under the ESOS 2012.

The ESOS 2012 prior to this amendment had a total number of 79,45,000 shares available through exercise of equal number of options. Over course of its operation, grants have been made under the ESOS 2012, however substantial portion of options remain ungranted. It is proposed that the objective of the Company and greater benefit for employees is met under the proposed ESARP 2019. Hence it is sought to have the ungranted number of options, and equal number of shares, reduced from the total number available for grant under the ESOS 2012 and have total number of options and shares under the ESOS 2012 post amendment be 49,45,000 options, each exercisable into one equity share having face value of ₹1 fully paid up. The number of shares reduced under ESOS 2012 shall be adjusted in grants to employees from the proposed equity share pool under ESARP 2019. No change in terms of existing options granted to employees is sought and such amendment shall only be brought into effect for options, and equal number of shares, not granted as on date.

Given the nature of proposed amendment, it is not detrimental to the interests of existing grantee-employees and is to give greater benefit to employees of the Company. Given the details of variation, rationale thereof and beneficiaries of such variation, as per Regulation 7 of the SEBI (Share Based Employee Benefits) Regulations 2014, your approval is sought for the proposed variations /amendments to the ESOS 2012 in the lines stated above.

Accordingly, the Nomination and Remuneration Committee of the directors (“Committee”) and the Board of Directors of the Company at their respective meetings held on July 24, 2019 and July 25, 2019 had approved the introduction of ESARP 2019, subject to your approval.

In terms of Section 62(1)(b) of the Companies Act, 2013 read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee



Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), the Company seeks your approval as regards implementation of the Plan and grant of ESARs thereunder to the eligible employees of the Company and of its subsidiary companies as decided from time to time as per provisions of the Plan read with provisions of SEBI SBEB Regulations.

The main features of the ESARP 2019 are as under:

**1. Brief description of the ESARP 2019:**

Keeping view the aforesaid objectives, the ESARP 2019 contemplates grant of ESARs to the eligible employees of the Company and of its subsidiary companies. The SEBI SBEB Regulations permit granting ESARs to employees which entitle them to receive appreciation in the value of shares of the Company at a future date and in a pre-determined manner, where such appreciation is settled by way of allotment of shares of the Company.

The Nomination and Remuneration Committee shall act as Compensation Committee for the administration of ESARP 2019. All questions of interpretation of the ESARP 2019 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in ESARP 2019.

**2. Total number of ESARs to be granted/ equity shares to be issued:**

The total number of ESARs to be granted shall be such which upon exercise shall not exceed 30,00,000 (Thirty Lacs) equity shares in aggregate in the Company of face value of ₹1/- each fully paid-up unless otherwise intended to be settled by way of cash at the discretion of the Board, as may be determined in accordance with the provisions of the Plan and in due compliance with the applicable laws and regulations.

Further, SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the ESARs granted. In this regard, the Committee shall adjust the number and price of the ESARs granted in such a manner that the total value of the ESARs granted under the ESARP 2019 remain the same after any such corporate action. Accordingly, if any additional ESARs are issued by the Company to the ESARs grantees for making such fair and reasonable adjustment, the ceiling of 30,00,000 (Thirty Lacs), shall be deemed to be increased to the extent of such additional ESARs issued.

If the settlement results in fraction of an equity share, then the consideration for such fraction of a share shall be settled in cash as per requirements of SEBI SBEB Regulations.

**3. Identification of classes of employees entitled to participate in ESARP 2019:**

Following classes of employees are entitled to participate in ESARP 2019:

- (a) permanent employees of the Company, working in India or out of India;
- (b) a director of the Company, whether a whole time director or not but excluding an independent director; or
- (c) an employee as defined in clause (a) or (b) of a subsidiary companies of the Company, in or outside India.

**but does not include-**

- (a) an employee who is a promoter or belongs to the promoter group;
- (b) a director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company;

**4. Requirements of vesting and period of vesting:**

All the ESARs granted on any date shall vest not earlier than minimum of 1 (One) year and not later than a maximum of 6 (Six) years from the date of grant of ESARs as may be determined by the Committee. The Committee may extend, shorten or otherwise vary the vesting period from time to time subject to these minimum and maximum vesting period.

The vesting dates in respect of the ESARs granted under the ESARP 2019 shall be determined by the Committee and may vary from an employee to employee or any class thereof and / or in respect of the number or percentage of ESARs to be vested.

ESARs shall vest essentially based on continuation of employment/ service as per requirements of SEBI SBEB Regulations. Apart from that the Committee may prescribe achievement of any performance condition(s) for vesting.

**5. Maximum period within which the ESARs shall be vested:**

All the ESARs granted on any date shall vest not later than a maximum of 6 (Six) years from the date of grant of ESARs as stated above.

**6. ESAR price or pricing formula:**

The ESAR price per ESAR shall not be less than a 50% (fifty percent) discount to the Market Price of the Equity Shares as on date of grant.

**7. Exercise period and the process of exercise:**

The exercise period would commence from the date of vesting and will expire on completion 3 (Three) years from the date of respective vesting or such other shorter period as may be decided by the Committee from time to time.

The vested ESARs shall be exercisable by the ESAR Grantees by a written application to the Company expressing his/ her desire to exercise such ESARs in such manner and on such format as may be prescribed by the Committee from time to time. The ESARs shall lapse if not exercised within the specified exercise period.

**8. Appraisal process for determining the eligibility of employees under ESARP 2019:**

The appraisal process for determining the eligibility of the employees will be decided by the Committee from time to time. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company, performance during the previous year(s), contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, corporate governance, etc.

**9. Maximum number of ESARs to be issued per employee and in aggregate:**

The maximum number of ESARs that may be granted to any specific employee of the Company per employee and in aggregate under the ESARP 2019 shall not exceed 1 (One) per cent of the Issued capital (excluding outstanding warrants and conversions) of the Company at the time of the grant of such ESARs.

**10. Maximum quantum of benefits to be provided per employee under the ESARP 2019:**

Apart from grant of ESARs as stated above, no monetary benefits are contemplated under the ESARP 2019.

**11. Route of ESARP 2019:**

The ESARP 2019 shall be implemented and administered directly by the Company.

**12. Source of acquisition of shares under ESARP 2019:**

The ESARP 2019 contemplates issue of new fresh/ primary shares by the Company and does not involve any secondary acquisition.

**13. The amount of loan to be provided for implementation of the ESARP 2019 by the Company to the Trust, its tenure, utilisation, repayment terms etc.:**

This is currently not contemplated under the present ESARP 2019.

**14. Maximum percentage of secondary acquisition that can be made by the Trust for the purchase of the scheme:**

This is not relevant under the present ESARP 2019 as administration through a trust is not present.

**15. Accounting and disclosure policies:**

The Company shall follow the IND AS 102 on Share based Payments and/ or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein. In case, the existing rules, guidance note or accounting standards do not prescribe accounting treatment or disclosure requirements, any other accounting standard that may be issued by ICAI or any other competent authority shall be adhered to in due compliance with the requirements of Regulation 15 of SEBI SBEB Regulations.

**16. Method of ESARs valuation:**

The Company shall adopt 'fair value method' for valuation of ESARs as prescribed under guidance note or under the accounting standard, as applicable, notified by appropriate authorities from time to time.

**17. Declaration:**

In case, the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the ESARs and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

Consent of the Shareholders is being sought pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB Regulations.

A draft copy of the ESARP 2019 is available for inspection at the Company's Registered Office / Corporate Office during official hours on all working days till the date of the 27th Annual General Meeting.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent of their entitlements, if any, under the Plan.

In light of above, the Board recommends the resolutions as a special resolutions as set out at agenda item nos.15, 16 & 17 of the accompanying notice for the Shareholders' consideration and approval.

**Item No.18 to 19**

Stock options represent a reward system based on performance. They help companies to attract retain and motivate the best available talent. Stock options also have gone a long way in aligning the interest of the employees with that of the organisation besides providing employees an opportunity to participate in the growth of the Company and creating long term wealth in their hands.

The Board of Directors of the Company at its meeting held on July 25, 2019 have approved Employee Stock Option Plan 2019 ("ESOP 2019") to be implemented through the Trust route involving acquisition of equity shares of the Company by the Trust through secondary market and the Board authorized the Nomination and Remuneration Committee (hereinafter referred to as Compensation Committee) for the superintendence of ESOP 2019. Grant of stock options under ESOP 2019 shall be as per the terms and conditions as may be decided by the Compensation Committee from time to time in accordance with the provisions of Companies Act, 2013, the rules made thereunder and the Securities and Exchange Board of India

(Share Based Employee Benefits) Regulations, 2014 ("SEBI ESOP Regulations"). The ESOP Plan 2019 is proposed to be implemented through the proposed Genus Employees Trust ("ESOP Trust"). The ESOP Trust will acquire equity shares of the Company from the secondary market for this purpose. As consequence to the aforesaid the statement under Section 102 and relevant resolutions at Item No.18 and 19 which is proposed for approval of the Shareholders are set out in this Notice.

The main features of ESOP 2019 and other details of the Scheme as required under Regulation 6(2) of SEBI ESOP Regulations, are as under:

### 1. Total number of Options to be granted under the Scheme

- i. A total of 1,28,00,000 options (not exceeding 5% of the paid up capital of the Company as on March 31, 2019) would be available for grant to the eligible employees including employees of the subsidiaries of the Company and its director(s) (other than a promoter or a person who belongs to the promoter group, Independent Directors(s) and Director who directly or indirectly holds more than 10% of the outstanding shares of the Company) under ESOP 2019.
- ii. Number of options shall be adjusted due to any corporate action(s) such as rights issue, bonus issue, buy-back of shares, split or consolidation of shares etc. of the Company.
- iii. Each option when exercised would give the option holder a right to get one fully paid equity share of ₹ 1/- each of the Company.
- iv. In cases where options, whether vested or unvested, lapse or expire or are forfeited for any reason, the Compensation Committee may re-issue the options to other eligible employees. The options so issued shall be subject to the terms and conditions of ESOP 2019.

### 2. Implementation of ESOP through ESOP Trust

The ESOP 2019 would be implemented through the ESOP Trust since it is proposed that the equity shares of the Company would be acquired from the secondary market. The Company believes that the implementation of the ESOP through secondary market acquisition is in the best interests of the Company and its shareholders and it will not cause any loss to the existing shareholders from dilution in their shareholding besides being easier and efficient in implementation. The ESOP Trust shall be authorized to acquire equity shares of the Company from the secondary market. The Company proposes to provide financial assistance to the ESOP Trust for this purpose subject to the overall limits specified under the applicable laws. In terms of the SEBI ESOP Regulations, the Compensation Committee shall delegate the administration and implementation of ESOP 2019 to the ESOP Trust.

### 3. Classes of employees entitled to participate in the ESOP 2019

Present and future, permanent employees and directors (whether whole time director or not but excluding independent directors) of the Company and its subsidiary company(ies) as may be determined by Compensation Committee from time to time, shall be eligible to participate in ESOP 2019. The promoter, the person belonging to the promoter group or a director, who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company, shall not be eligible to participate in the ESOP 2019. Moreover, independent directors are also not eligible to participate in the ESOP 2019.

### 4. Requirements of Vesting, period of Vesting and maximum period of Vesting

The options granted shall vest so long as the employee continues to be in the employment of the Company or any of its subsidiary companies. The vesting period shall be decided by the Compensation Committee from time to time but shall not be less than one year and not more than 6 years from the date of grant of options. Vesting may happen in one or more tranches. The detailed terms and conditions for vesting will be governed by ESOP 2019.

### 5. Exercise Price or pricing formula

The exercise price shall be determined by the Compensation Committee for each grant, which shall not be less than a 50% (fifty percent) discount to the Market Price (closing price on the Stock Exchange having the highest trading volume, where the shares of the Company are listed) of the equity shares of the Company one day prior to the date of grant. Employee shall bear all tax liability in relation to the options.

### 6. Exercise Period and process of exercise

The Compensation Committee shall decide the exercise period from time to time which can be extended upto three years from the vesting date(s). The grantee can exercise the options at any time after the vesting date and during the exercise period either in full or in tranches by making full payment of exercise price and applicable taxes and by execution of such documents as may be prescribed by the Compensation Committee, from time to time. The ESOP 2019 will also permit cashless exercise of options. When a grantee exercises the option, the corresponding shares relating to such option exercised will be sold within a reasonable time on a stock exchange on which the shares are listed and publicly traded at the time of such cashless exercise, and the grantee will be entitled to receive the difference between the selling price and the exercise price for the options exercised by him after deducting taxes payable on exercise/ sale, if any, and other amounts, expenses and charges due from him (including that in connection with the sale of shares). For the purpose of implementing the cashless exercise, the Compensation Committee shall be entitled to specify such procedures and/or mechanisms for exercise of the options as may be necessary and the same shall be binding on the grantee.

### 7. Appraisal process for determining the eligibility of the employees

The process for determining the eligibility of the employees will be specified by the Compensation Committee and will be based on various

parameters, such as length of service, designation, performance, technical knowledge, leadership qualities, merit, contribution and conduct, future potential etc., and such other functional and managerial parameters such as may be deemed appropriate by the Compensation Committee at its sole discretion, from time to time.

**8. Maximum number of options to be granted per employee**

The maximum number of options to be granted to an eligible employee will be determined by the Compensation Committee on case to case basis and shall be lesser than 1 % (One percent) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options.

**9. Compliance with Accounting Policies**

The Company shall comply with the disclosures, the accounting policies and other requirements as may be prescribed under regulation 15 of the SEBI ESOP Regulation, and other applicable laws from time to time.

**10. Method of valuation of options**

The Company will adopt the fair value method for accounting purposes.

The Compensation Committee shall have all the powers to take necessary decisions for effective implementation of ESOP 2019. In terms of the provisions of the SEBI ESOP Regulations, the ESOP 2019 is required to be approved by the Shareholders by passing of special resolution.

The SEBI ESOP Regulations also require separate approval of Shareholders by way of special resolution to grant stock options to the employees of subsidiary companies. Accordingly, a separate resolution under Item no.19 is proposed, to extend the benefits of ESOP 2019 to the employees of subsidiary company(ies) as may be decided by the Compensation Committee from time to time under applicable laws.

A copy of the draft ESOP 2019 will be available for inspection at the Company's Registered Office / Corporate Office during official hours on all working days till the date of the 27th Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolutions except to the extent of the stock options that may be granted to them under the ESOP 2019.

In light of above, the Board recommends the resolutions as a special resolution as set out at agenda item nos.18 & 19 of the accompanying notice for the Shareholders' consideration and approval.

**Item No. 20**

In terms of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("ESOP Regulations"), employees' welfare schemes may be implemented inter-alia by acquisition of existing shares of the Company from the secondary market through a trust.

It is proposed that the proposed Genus Employees Trust ("ESOP Trust") be entrusted with the responsibility of administration and implementation of Employees Stock Option Plan - 2019 ("ESOP 2019") for this purpose. Upon approval of the Shareholders and after complying with the procedural and statutory formalities, the ESOP Trust, is empowered to acquire in a financial year in one or more tranches, equity shares of the Company from the secondary market not exceeding 2% of the paid up equity capital of the Company in the previous financial year for the implementation of the ESOP 2019. The Company proposes to provide financial assistance in the form of loans on such terms and conditions as may be decided by the Board and mutually agreed at the time of grant of the loan to the ESOP Trust for implementation of ESOP 2019, details of which are as follows:

**Amount of loan:** Maximum amount of loan to be provided to the ESOP Trust at any time shall be such amount whereby the value of shares to be purchased in the aggregate together with the money provided by the Company shall not exceed five per cent of the aggregate of paid up capital and free reserves of the Company.

**Tenure of the loan:** Till the objects of the ESOP Trust are accomplished or the repayment of loan is made, whichever is later.

**Utilisation:** The loan amount will be utilized by the ESOP Trust for the objects as mentioned in the Trust deed including the implementation of the ESOP 2019 whereby it will purchase the equity shares of the Company from the secondary market.

**Repayment Terms:** The ESOP Trust shall repay the loan to the Company by either utilizing the proceeds realised from exercise of options by the employees or sale of equity shares in the secondary market by the ESOP Trust as permissible under the SEBI ESOP Regulations, as the case may be.

**Disclosures as required under Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014:**

**1. The class of employees for whose benefit the scheme is being implemented and money is being provided for purchase of or subscription to shares:**

Present and future, permanent employees and directors (whether whole time director or not but excluding independent directors) of the Company and its Indian subsidiary company(ies) as may be determined by the Compensation Committee from time to time, shall be eligible to participate in the ESOP 2019. The promoter, the person belonging to the promoter group or director, who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company, shall not be eligible to participate in the ESOP 2019. Moreover, independent directors are also not eligible to participate in the ESOP 2019.

**2. The particulars of the trustee or employees in whose favour such shares are to be registered:**

The shares will be registered in the name of all or any of the trustees to hold equity shares of the Company for and on behalf of the ESOP Trust.

**3. The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:**

The Board of Directors of the Company in its meeting held on July 25, 2019 has decided that the proposed Genus Employees Trust ("ESOP Trust") shall be formed after getting shareholders' approval for Employee Stock Option Plan 2019 ("ESOP 2019") through trust route. Further, the name and other details of the trustee of the said proposed ESOP Trust shall be determined only after getting shareholders' approval for ESOP 2019 through trust route, in due course subject to compliance of the provisions of applicable laws.

None of the trustees shall be related to the Promoters/Directors/Key Managerial Personnel of the Company. Subject to compliance of the provisions of applicable laws, the trustees may be changed at any time.

**4. Any interest of Key Managerial Personnel, Directors or Promoters in such scheme or trust and effect thereof:**

The Key Managerial Personnel and Directors are interested in the ESOP only to the extent of stock options, if any, that may be granted to them under ESOP 2019.

**5. The detailed particulars of benefits which will accrue to the employees from the implementation of the scheme:**

Upon exercise of stock options, the eligible employees will be entitled to equivalent number of equity shares of the Company, at a pre-determined exercise price as per the terms of grant and such exercise price being lesser than the market price.

**6. The amount of loan to be provided for implementation of the scheme(s) by the Company to the Trust, its tenure, utilization, repayment terms etc.:**

The amount of loan to be provided to the ESOP Trust shall not at any time exceed 5% of the aggregate of paid up capital and free reserves of the Company. The loan granted will be utilized by the ESOP Trust for making secondary market purchases of the securities of the Company for implementing the scheme and shall be repaid by the ESOP Trust from the exercise price realized (sale proceeds under cashless exercise) as and when the employees exercise their vested options or from sale of equity shares in the secondary market by the ESOP Trust as permissible.

**7. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the scheme(s):**

Secondary acquisition by the Trust in a financial year shall not exceed 2% of the paid up equity capital of the Company as at the end of the previous financial year and holding of shares acquired shall at no time exceed 5% of paid up equity capital as at the end of the financial year prior to the year of the passing of this resolution for all the schemes in the aggregate, in terms of the ESOP Regulations.

**8. The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised:**

The ESOP Trust would be considered as the registered shareholder of the shares acquired for the purpose of implementation of ESOP 2019 till the date of transfer of shares to the employees under the terms of ESOP 2019.

In line with the requirements of the SEBI ESOP Regulations, the trustees of the ESOP Trust shall not exercise voting rights in respect of the shares of the Company held in the ESOP Trust.

Once the shares are transferred to the employees upon their exercise, the employee is will be treated as the shareholder of the Company and shall acquire the right to vote in respect of such shares.

In terms of the Companies Act 2013, read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and the SEBI ESOP Regulations, the approval of the Shareholders by passing of special resolution as set out under item no. 20 is sought for the secondary market acquisition of equity shares of the Company by the ESOP Trust for the implementation of the ESOP 2019 and also to extend financial assistance to the trust towards acquisition of such shares.

None of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of the stock options that may be granted to them under ESOP 2019.

In light of above, the Board recommends the resolutions as a special resolution as set out at agenda item no.20 of the accompanying notice for the Shareholders' consideration and approval.

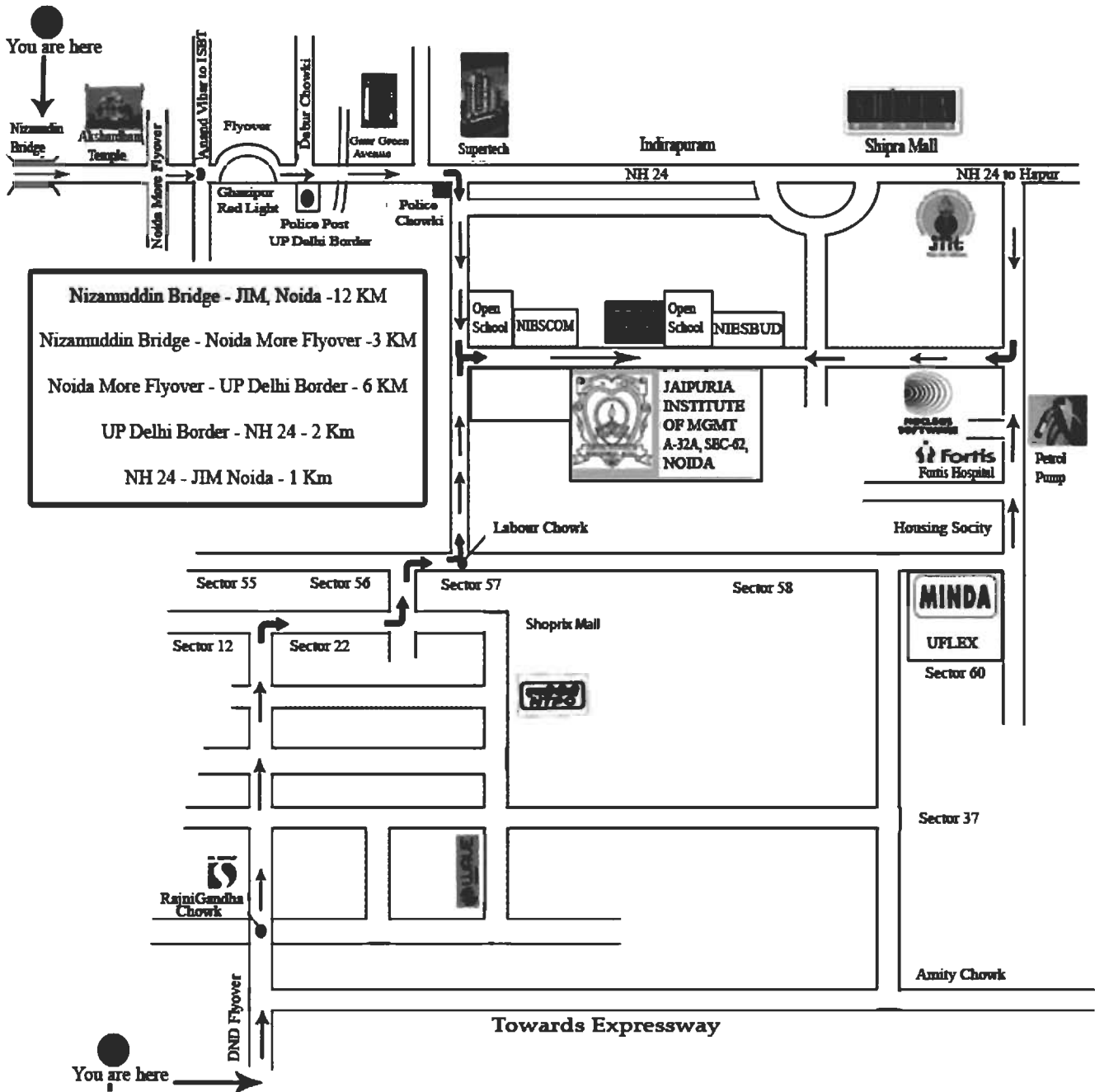
Registered Office:  
G-14, Sector-63, Noida-201307, Uttar Pradesh  
Tele-fax: +91-120-4227116; E-mail: cs@genus.in; Website: www.genuspower.com;  
Corporate Identification Number (CIN): L51909UP1992PLC051997

Jaipur, July 25, 2019

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

**Ankit Jhanjhari**  
Company Secretary  
ICSI M.No.: A16482

## Route Map of the Venue of the Annual General Meeting



ANNEXURE TO THE NOTICE (DATED JULY 25, 2019) OF THE 27<sup>TH</sup> AGM

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

Name of Director	Mr. Ishwar Chand Agarwal ('ICA')	Mr. Kailash Chandra Agarwal ('KCA')	Mr. Rajendra Kumar Agarwal ('RKA')	Mr. Jitendra Kumar Agarwal ('JKA')	Mrs. Sharmila Agarwal* ('SA')
DIN & (Age in Years)	00011152 & (69)	00895365 & (48)	00011127 & (44)	00011189 & (42)	07137624 & (48)
Board Position	Executive Chairman (Whole-time Director)	Vice-Chairman (Non-Executive, Non-Independent)	Managing Director (MD) & Chief Executive Officer (CEO)	Joint Managing Director (JMD)	Director (Non-Executive, Non-Independent)
Qualifications	Commerce Graduate	Science Graduate	B.E. (Electronics)	MBA (Marketing)	MBA (Marketing)
Experience (including expertise in specific functional area)/Brief Resume	<ul style="list-style-type: none"> <li>Over four decades of experience across various industries such as Power, Paper, Coal &amp; Coke, Apparels, Agri Commodities etc. with special domain in Power Infrastructures field</li> <li>Expertise in industrial leadership and succession planning</li> <li>Formulate strategies for expansion and growth of the Company.</li> <li>Constantly on the lookout for new opportunities and having a long track record of adding value</li> <li>Having visionary mindset to rapidly and effectively implement a strategy for change to deal with future and challenging times.</li> <li>Good in assessment of any contentious issue from legal angle and the associated risks.</li> </ul>	<ul style="list-style-type: none"> <li>Over two decades of extensive and diverse work experience in several businesses with thorough knowledge of Paper and Power Industry</li> <li>Expertise in business restructuring, finance/banking functions, making corporate strategies, and building investor relationship to create value.</li> </ul>	<ul style="list-style-type: none"> <li>Immense experience in power distribution sector, and industry vertical such as Smart Metering, Smart Grid, Solar Panel, Batteries, etc</li> <li>Sets and evolves the strategic direction for the Company and its portfolio of offerings, while nurturing a strong leadership team to drive its execution.</li> <li>Responsible for technology development (R&amp;D), long-term growth, strategic planning, alliances and partnerships.</li> <li>Pursuing growth ambitions balanced with a strong emphasis on risk and compliance management.</li> <li>Driving digital transformation.</li> <li>Formulation and successful implementation of Company policies.</li> </ul>	<ul style="list-style-type: none"> <li>Handles sales and marketing functions with special focus on reinforcing the brand positioning.</li> <li>Expertise in the fields of marketing, branding and sales in power distribution sector and power backup solution industry.</li> <li>Evaluating and developing marketing strategy and marketing plan, very sharp in catching new business opportunities and converting them into success.</li> <li>Representing the Company to major customers and professional associations.</li> <li>Overseeing Company trade shows, major events, social media marketing strategy and content marketing.</li> </ul>	<ul style="list-style-type: none"> <li>Rich experience of working in e-commerce industry.</li> <li>Intense understanding of business culture and operational environment</li> <li>Engaged in social works and welfare activities of local communities</li> </ul>
Terms and Conditions of Appointment /	Reappointment as Whole-time Director	Appointment as Non-executive, Vice Chairman	Reappointment as MD & CEO for a period of 5 years	Reappointment as JMD for a period of 5 years	Appointed as Non-Executive Women Director pursuant to

Reappointment	designated as Executive Chairman for a period of 5 years w.e.f. January 24, 2019 on terms & conditions as mentioned in the resolution and/or explanatory statement as set out at agenda item no. 10 of the Notice of 27 <sup>th</sup> AGM.	w.e.f. May 29, 2013 pursuant to resolution passed by the Shareholders in AGM held on 18.09.2013	w.e.f. May 29, 2019 on terms & conditions as mentioned in the resolution and/or explanatory statement as set out at agenda item no. 11 of the Notice of 27 <sup>th</sup> AGM.	w.e.f. September 20, 2019 on terms & conditions as mentioned in the resolution and/or explanatory statement as set out at agenda item no. 12 of the Notice of 27 <sup>th</sup> AGM.	resolution passed by the Shareholders in AGM held on 26.09.2015
Remuneration last drawn (including sitting fees and commission, if any)	₹300 Lakh (FY19)	Nil	₹275.00 Lakh (FY19)	₹275.00 Lakh (FY19)	Nil
Remuneration proposed to be paid (₹)	No change	Nil (No change)	No change	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, 2019	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	10	9	10	9	9
Directorships of other Boards as on March 31, 2019	<ul style="list-style-type: none"> <li>• Kailash Industries Limited</li> <li>• Genus Paper &amp; Boards Limited</li> <li>• Genus International Commodities Limited</li> <li>• Yajur Commodities Limited</li> <li>• Virtuous Mining Limited</li> <li>• Greentech Mega Food Park Limited</li> <li>• Gulf Guar Gum Company LLC SFZ</li> </ul>	<ul style="list-style-type: none"> <li>• Genus Paper &amp; Boards Limited</li> <li>• Yajur Commodities Limited</li> <li>• Kailash Coal And Coke Company Limited</li> <li>• Genus Mobility Solutions Limited (Formerly Yajur Coal &amp; Coke Limited)</li> <li>• Genus Apparels Limited</li> <li>• Maple Natural Resources Pte. Ltd.</li> <li>• Pt. Maple Natural Resources</li> <li>• Maple Natural Resources DWC LLC</li> <li>• Gulf Guar Gum Company LLC SFZ</li> <li>• Shanti Globiz INC.</li> </ul>	<ul style="list-style-type: none"> <li>• Hi-Print Electromack Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Genus International Commodities Limited</li> <li>• Indian Electrical And Electronics Manufacturers Association (IEEMA)</li> </ul>	Nil



**Annexure to Notice of the 27<sup>th</sup> Annual General Meeting**

Membership / Chairmanship of Committees as on March 31, 2019	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 Apparels Limited: • NRC	Genus Power Infrastructures Ltd.: • CSR • FC • SC • RMC	Nil
<b>Name of Director</b>	<b>Mr. Rameshwar Pareek (RP)</b>	<b>Mr. Dharam Chand Agarwal (DCA)</b>	<b>Mr. Udit Agarwal (UA)</b>	<b>Mr. Bhalron Singh Solanki</b>
DIN & (Age in Years)	00014224 & (74)	00014211 & (70)	02820615 & (46)	00012141 & (92)
Board Position	Independent Director	Independent Director	Independent Director	Independent Director
Qualifications	Master's degree in Economics	Bachelor's degree in commerce	Bachelor in commerce (Hons.)	B.E. (Hons) and M.Sc. (Engg.) from Cranfield University, England
Experience (including expertise in specific functional area)/Brief Resume	<ul style="list-style-type: none"> <li>• Four decades of vast experience in the field of trade policies, corporate &amp; commercial laws, and accounting &amp; auditing techniques.</li> <li>• Worked with Rajasthan Financial Corporation, Jaipur and has also served on deputation with the Bureau of Industrial Promotion (BIP), Jaipur.</li> <li>• Expertise in implementation of accounting standard, accounting techniques and corporate governance practices.</li> </ul>	<ul style="list-style-type: none"> <li>• An industrialist of repute with over four decades of experience in the Timber &amp; Plywood industry.</li> <li>• Huge experience of business management.</li> <li>• Expertise in dealing with the financial &amp; operational risks and investors' related issues.</li> </ul>	<ul style="list-style-type: none"> <li>• Belongs to a reputed business family, engaged in supplying &amp; trading of Fine diamond jewellery.</li> <li>• Rich experience of working in Jewellery industry and has deep understanding of business culture and operational processes.</li> <li>• Specialization in the field of governance and risk management.</li> <li>• Vigorously involved in the activities for conservation of environment and welfare of local</li> </ul>	<ul style="list-style-type: none"> <li>• Worked in Indian Air Force from 1952 to 1970 and involved in different fields from teaching to development.</li> <li>• Developed the first ever made Early Warning Radar Set while working at No.9 BRD, AF Pune.</li> <li>• As Chief Technical Instructor (Radar), imparted training &amp; developed an ECM system to counteract missile guidance radar of enemy.</li> <li>• Awarded 'Vishist Sewa Medal' in 1972 by the President of India.</li> <li>• Worked as Chief Designer &amp; GM of</li> </ul>
	<b>Mr. Indraj Mal Bhutoria</b>			<b>Mr. Indraj Mal Bhutoria</b>
	00762361 & (51)			00762361 & (51)
	Independent Director			Independent Director
	Bachelor's degree in commerce			Bachelor's degree in commerce
	Rich experience of over two decades in commodities business.			Rich experience of over two decades in commodities business.
	Expertise in varied fields such as trade policies, marketing strategies, etc.			Expertise in varied fields such as trade policies, marketing strategies, etc.

					deprived communities.	Hindustan Aeronautics Ltd. and MD of Rajasthan Communications Ltd. • Expertise in technology advancement in electronics	
Terms and Conditions of Appointment/ Reappointment	Appointed by the Shareholders in AGM held on 21.09.2018 as Independent director for 5 consecutive years from April 01, 2019 to March 31, 2024.	Appointed by the Shareholders in AGM held on 21.09.2018 as Independent director for 5 consecutive years from April 01, 2019 to March 31, 2024.	Appointed by the Shareholders in AGM held on 21.09.2018 as Independent director for 5 consecutive years from May 11, 2019 as mentioned in the resolution and/or explanatory statement as set out at agenda item no. 8 & 9 of the Notice of 27 <sup>th</sup> AGM.	Appointed by the Shareholders in AGM held on 21.09.2018 as Independent director for 5 consecutive years from April 01, 2019 to March 31, 2024.	Appointed by the Shareholders in AGM held on 21.09.2018 as Independent director for 5 consecutive years from May 11, 2019 as mentioned in the resolution and/or explanatory statement as set out at agenda item no. 8 & 9 of the Notice of 27 <sup>th</sup> AGM.	Appointed by the Shareholders in AGM held on 21.09.2018 as Independent director for 5 consecutive years from April 01, 2019 to March 31, 2024.	Appointed by the Shareholders in AGM held on 21.09.2018 as Independent director for 5 consecutive years from April 01, 2019 to March 31, 2024.
Remuneration last drawn (including sitting fees, if any)	₹0.75 Lakhs (Sitting fees in FY19)	₹0.94 Lakhs (Sitting fees in FY19)	₹0.45 Lakhs (Sitting fees in FY19)	₹0.45 Lakhs (Sitting fees in FY19)	N.A. (FY19)	₹0.88 Lakhs (Sitting fees in FY19)	₹0.45 Lakhs (Sitting fees in FY19)
Remuneration proposed to be paid (₹)	Nil (No Change)	Nil (No Change)	Nil (No Change)	Nil (No Change)	Nil (No Change)	Nil (No Change)	Nil (No Change)
Date of first appointment on the Board	29.01.2003	14.12.2005	24.10.2009	11.05.2019	11.05.2019	04.03.2002	12.12.2002
Shareholding in the Company as on March 31, 2019	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Relationship with other Directors/Key Managerial Personnel	None	None	None	None	None	None	None
Number of meetings of the Board attended during the year	9	10	9	9	N.A.	10	9
Directorships of other Boards as on March 31, 2019	<ul style="list-style-type: none"> <li>• Kailash Vidyut &amp; Ispat Limited</li> <li>• Genus Prime Infra Limited</li> <li>• Virtuous Infra Limited</li> <li>• Star Vanijya Private Limited</li> <li>• Genus Paper &amp; Boards Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Genus Prime Infra Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Genus Paper &amp; Boards Limited</li> </ul>	Nil	Nil	<ul style="list-style-type: none"> <li>• Genus Paper &amp; Boards Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Godavari Commodities Limited</li> <li>• Knife Vincom Pvt. Ltd</li> <li>• Bhutoria Enterprises Private Limited</li> <li>• Bhutoria Consultancy</li> </ul>

## Annexure to Notice of the 27<sup>th</sup> Annual General Meeting

<ul style="list-style-type: none"> <li>Private Limited</li> <li>• Sursadhna Commercial Pvt. Ltd.</li> <li>• BNPT Logistic &amp; Coal Benefication Pvt. Ltd.</li> <li>• Godavari Coal Agency Private Limited</li> <li>• Trans Damodar Coal Mining Private Limited</li> <li>• Kotiratan Merchants Private Limited</li> <li>• Speedfast Merchandise Private Limited</li> <li>• Starwise Dealcomm Private Limited</li> <li>• Touchwood Barter Private Limited</li> <li>• Bluesnow Tie-Up Private Limited</li> <li>• Resume Dealtrade Private Limited</li> <li>• Happychoices Infra Projects Private Ltd.</li> </ul>						<ul style="list-style-type: none"> <li>Genus Power Infrastructures Limited (up to 31.03.2019):</li> <li>• AC</li> </ul>	<ul style="list-style-type: none"> <li>Genus Power Infrastructures Limited: (from 01.04.2019)</li> <li>• AC</li> <li>• CSR</li> </ul>
<ul style="list-style-type: none"> <li>Genus Power Infrastructures Limited:</li> <li>• AC</li> <li>• NRC</li> </ul>							<ul style="list-style-type: none"> <li>Genus Power Infrastructures Limited:</li> <li>• AC</li> <li>• CSR</li> </ul>
<ul style="list-style-type: none"> <li>Genus Power Infrastructures Limited:</li> <li>• AC</li> <li>• NRC</li> </ul>							<ul style="list-style-type: none"> <li>Genus Power Infrastructures Limited:</li> <li>• AC</li> <li>• CSR</li> </ul>
<ul style="list-style-type: none"> <li>Genus Power Infrastructures Limited:</li> <li>• AC</li> <li>• CSR</li> </ul>							<ul style="list-style-type: none"> <li>Genus Power Infrastructures Limited:</li> <li>• AC</li> <li>• CSR</li> </ul>
<ul style="list-style-type: none"> <li>Genus Power Infrastructures Limited:</li> <li>• AC</li> <li>• CSR</li> </ul>							<ul style="list-style-type: none"> <li>Genus Power Infrastructures Limited:</li> <li>• AC</li> <li>• CSR</li> </ul>
<ul style="list-style-type: none"> <li>Genus Power Infrastructures Limited:</li> <li>• AC</li> <li>• CSR</li> </ul>							<ul style="list-style-type: none"> <li>Genus Power Infrastructures Limited:</li> <li>• AC</li> <li>• CSR</li> </ul>
<ul style="list-style-type: none"> <li>Genus Power Infrastructures Limited:</li> <li>• AC</li> <li>• CSR</li> </ul>							<ul style="list-style-type: none"> <li>Genus Power Infrastructures Limited:</li> <li>• AC</li> <li>• CSR</li> </ul>
<ul style="list-style-type: none"> <li>Genus Power Infrastructures Limited:</li> <li>• AC</li> <li>• CSR</li> </ul>							<ul style="list-style-type: none"> <li>Genus Power Infrastructures Limited:</li> <li>• AC</li> <li>• CSR</li> </ul>

<ul style="list-style-type: none"> <li>• SRC</li> <li>Genus Paper &amp; Boards Limited</li> <li>• AC</li> <li>• NRC</li> <li>• SRC</li> <li>• CSR</li> <li>Genus Prime Infra Limited</li> <li>• NRC</li> <li>• RIC</li> </ul>	<ul style="list-style-type: none"> <li>• NRC</li> <li>• RMC</li> <li>• SRC</li> <li>Genus Prime Infra Limited</li> <li>• AC</li> <li>• NRC</li> <li>• SRC</li> </ul>	<ul style="list-style-type: none"> <li>• AC</li> <li>• NRC</li> <li>• SRC</li> <li>Genus Paper &amp; Boards Limited</li> <li>• AC</li> <li>• NRC</li> <li>• SRC</li> <li>• CSR</li> </ul>	<ul style="list-style-type: none"> <li>• NRC</li> <li>• RMC</li> <li>• SRC</li> <li>Genus Paper &amp; Boards Limited</li> <li>• AC</li> <li>• NRC</li> <li>• SRC</li> </ul>	
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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

\* Mrs. Sharmila Agarwal resigned from the Directorship of the Company w.e.f. May 13, 2019

\*\* Mrs. Mansi Kothari appointed as Independent Director of the Company w.e.f. May 11, 2019

\*\*\* Mr. Bhairon Singh Solanki resigned from the Directorship of the Company w.e.f. April 01, 2019

\*\*\*\* Mr. Indraj Mal Bhutoria resigned from the Directorship of the Company w.e.f. April 01, 2019

**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)

**FORM NO. MGT-11**

**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* / DPID-Client ID**: <small>(*Applicable for investors holding shares in physical form) (**Applicable for investors holding shares in electronic form)</small>	

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 27th Annual General Meeting of the Company, to be held on Friday, September 06, 2019 at 11:00 a.m. IST 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	Against
<b>Ordinary Business</b>			
1	Adoption of: (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2019, together with the reports of the Auditors and Board of Directors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2019, together with the report of the Auditors thereon.		
2	Declaration of dividend of ₹0.58 per equity share of face value of ₹1 each for the financial year ended March 31, 2019.		
3	Reappointment of Mr. Ishwar Chand Agarwal as a director, who retires by rotation.		
4	Reappointment of Mr. Jitendra Kumar Agarwal as a director, who retires by rotation.		
5	Appointment of M/s. Kapoor Patni & Associates, Chartered Accountants as joint statutory auditors of the Company and to determine their remuneration.		
6	Reappointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants as joint statutory auditors of the Company and to determine their remuneration.		
<b>Special Business</b>			
7	Ratification of remuneration to be paid to the cost auditors for the financial year ending March 31, 2020.		
8	Appointment of Mrs. Mansi Kothari as a director of the Company.		
9	Appointment of Mrs. Mansi Kothari as an independent director of the Company.		
10	*Reappointment of Mr. Ishwar Chand Agarwal as executive chairman of the Company and payment of remuneration.		
11	*Reappointment of Mr. Rajendra Kumar Agarwal as managing director and chief executive officer of the Company and payment of remuneration.		
12	*Reappointment of Mr. Jitendra Kumar Agarwal as joint managing director of the Company and payment of remuneration.		

S. No.	Resolutions	Optional**	
		For	Against
13	*Payment of commission to the executive directors.		
14	*Loan, guarantee or security under Section 185 of Companies Act, 2013.		
15	*Amendment by way of reduction to the total number of options and shares under the Employee Stock Option Scheme 2012.		
16	*Approval of 'Employees Stock Appreciation Rights Plan 2019' ("ESARP 2019").		
17	*Approval of grant of employee stock appreciation rights to the employees/Directors of the subsidiary company(ies) of the Company under ESARP 2019 of the Company.		
18	*Approval of Employee Stock Option Plan 2019 (ESOP 2019) through trust route.		
19	*Approval of grant of stock options to the employees of subsidiary companies under ESOP 2019.		
20	*Authorization to the ESOP Trust for secondary market acquisition of equity shares.		

\*Special Resolution.

Signed this..... day of.....2019

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

Affix  
Revenue  
Stamp of  
One Rupee

**Notes:**

- 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 Shareholder of the Company.**
- A person can act as a proxy on behalf of Shareholders not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A shareholder 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.
- \*\*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.

**GENUS POWER INFRASTRUCTURES LIMITED**

(Registered Office: G-14, Sector-63, Noida-201307, Uttar Pradesh)

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**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 physical form)

(\*\*Applicable for investors holding shares in electronic form)

I certify that I am a member / proxy / authorised representative for the member of the Company. I hereby record my presence at the 27th Annual General Meeting of the Company on Friday, September 06, 2019 at 11:00 a.m. IST at Jaipuria Institute of Management, A-32A, Sector-62, Opp. IBM, Noida-201309 (Uttar Pradesh).

**Notes:**

1. Please fill up and sign this attendance slip and then hand it over at the entrance of the meeting hall at the registration desk.
2. Incomplete attendance slips shall not be accepted.
3. Member/proxy/authorised representative for the member 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.**  
3A, Auckland Place, 7th Floor,  
Room No. 7A & 7B,  
Kolkata-700017

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:

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

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

<b>Name of the Bank</b>	
<b>Name of the Branch</b>	
<b>Account Number</b> (as appearing in your cheque book)	
<b>Account Type</b> (Please tick as applicable)	Saving <input type="checkbox"/> Current <input type="checkbox"/> Cash Credit <input type="checkbox"/>
<b>9 Digit MICR Number</b> (as appearing on the MICR cheque issued by the bank)	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
<b>11 Digit IFSC Code</b>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>

	Name	PAN	Signature
<b>First Holder</b>			
<b>Joint Holder1</b>			
<b>Joint Holder2</b>			

**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.

