

## Genus Power Infrastructures Limited

(Corporate Identification Number (CIN): L51909UP1992PLC051997)

(Registered Office: G-123, Sector-63, Noida-201307, Uttar Pradesh, India) (Tel.:+91-120-2581999)

(Email: info@genus.in; Email for Shareholders: cs@genus.in; Website: www.genuspowers.com)

(Corporate Office: SPL-3, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022 Rajasthan, India) (Tel.: +91-141-7102400/500)

### NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the twenty-ninth (29<sup>th</sup>) annual general meeting ("AGM" / "meeting") of the shareholders of Genus Power Infrastructures Limited ("company") will be held on Thursday, September 16, 2021 at 3:30 p.m. (India Time) through video conferencing ("VC") / other audio visual means ("OAVM") to transact the following business:

#### ORDINARY BUSINESS

1. To consider and adopt (a) the audited standalone financial statements of the company for the financial year ended March 31, 2021, together with the reports of the board of directors and auditors thereon; and (b) the audited consolidated financial statements of the company for the financial year ended March 31, 2021, together with the report of the auditors thereon and in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions**:
  - (a) **"RESOLVED THAT** the audited standalone financial statements of the company for the financial year ended March 31, 2021 and the reports of the board of directors and auditors thereon as circulated to the shareholders, be and are hereby considered and adopted."
  - (b) **"RESOLVED THAT** the audited consolidated financial statements of the company for the financial year ended March 31, 2021 and the report of auditors thereon as circulated to the shareholders, be and are hereby considered and adopted."
2. To declare a dividend of Re.0.50 (Fifty paise) per equity share of face value of Re.1 each for the financial year ended March 31, 2021 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** a dividend of Re.0.50 (Fifty paise) per equity share of face value of Re.1 each of the company, as recommended by the board of directors, be and is hereby declared for the financial year ended March 31, 2021 and the same be paid out of the profits of the company for the financial year ended March 31, 2021."
3. To appoint a director in place of Mr. Rajendra Kumar Agarwal, who retires from office by rotation, and being eligible, offers himself for reappointment and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of section 152 and other applicable provisions of the Companies Act, 2013, Mr. Rajendra Kumar Agarwal (DIN: 00011127), who retires by rotation at this meeting and being eligible, has offered himself for reappointment, be and is hereby appointed as a director of the company, liable to retire by rotation."
4. 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, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of section 152 and other applicable provisions 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 appointed as a director of the company, liable to retire by rotation."

#### SPECIAL BUSINESS

5. To ratify the remuneration of cost auditors for the financial year ending March 31, 2022 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration, as approved by the board of directors and set out in the statement annexed to the notice, to be paid to the cost auditors appointed by the board of directors, to conduct the audit of cost records of the company for the financial year ending March 31, 2022, be and is hereby ratified."
6. To appoint Mr. Subhash Chandra Garg 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 and 152 and other applicable provisions of the Companies Act, 2013 ("Act") and rules made thereunder read with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the articles of association of the company, Mr. Subhash Chandra Garg (DIN: 01064347), who was appointed as an additional and independent director by the board of directors at its meeting held on November 11, 2020 and as recommended by the nomination and remuneration committee and whose term of office expires at this annual general meeting in terms of section 161 of the Act and in respect of whom the company has received a notice in writing under section 160 of the Act proposing his candidature for the office of director of the company and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act, be and is hereby appointed as an independent and non-executive director of the company to hold office for a term of three consecutive years from November 11, 2020 to November 10, 2023.

**RESOLVED FURTHER THAT** the board of directors of the company be and is hereby authorised to do all acts and take all such steps (including settlement of any question or difficulty arising in the matter), as may be necessary, proper or expedient to give effect to this resolution.”

7. To appoint Dr. Keith Mario Torpy as a director of the company and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 152 and other applicable provisions of the Companies Act, 2013 (“Act”) and rules made thereunder and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the articles of association of the company, Dr. Keith Mario Torpy (DIN: 01451387), who was appointed as an additional director of the company in the capacity of non-executive, non-independent director by the board of directors at its meeting held on December 12, 2020 and as recommended by the nomination and remuneration committee and whose term of office expires at this annual general meeting in terms of section 161 of the Act and in respect of whom the company has received a notice in writing under section 160 of the Act proposing his candidature for the office of director of the company, be and is hereby appointed as a director of the company in the capacity of non-executive, non-independent director.

**RESOLVED FURTHER THAT** pursuant to provisions of section 197 and other applicable provisions of the Companies Act, 2013 (“Act”) and rules made thereunder and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the shareholders of the company be and is hereby accorded for payment of remuneration or fees to Dr. Keith Mario Torpy as may be determined by the managing director and chief executive officer of the company in accordance with the provisions of section 198 of the Act and subject to the applicable provisions of the Act.

**RESOLVED FURTHER THAT** the managing director and chief executive officer of the company be and is hereby authorised to do all acts and take all such steps (including settlement of any question or difficulty arising in the matter), as may be necessary, proper or expedient to give effect to this resolution.”

8. To pay commission or fees to the non-executive directors, including independent directors and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 197 and any other applicable provisions of the Companies Act, 2013 (“Act”) [including any statutory modification(s) or reenactment(s) thereof for the time being in force] and regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, consent of the shareholders of the company be and is hereby accorded for payment of commission or fees to the non-executive directors, including independent directors of the company (i.e., directors other than the managing director and/or whole time directors) to be determined by the board of directors for each of such non-executive director for each financial year and distributed between such directors in such a manner as the board of directors may from time to time determine within the overall maximum limit of 1% (one percent) of the net profits of the company for that financial year computed in accordance with the provisions of section 198 of the Act or such other percentage as may be specified by the Act from time to time in this regard.

**RESOLVED FURTHER THAT** the above remuneration shall be in addition to fees payable to the director(s) for attending the meetings of the board or committees thereof or for any other purpose whatsoever as may be decided by the board of directors and reimbursement of expenses for participation in the board and other meetings.

**RESOLVED FURTHER THAT** the managing director and chief executive officer of the company be and is hereby authorised to do all acts and take all such steps (including settlement of any question or difficulty arising in the matter), as may be necessary, proper or expedient to give effect to this resolution.”

9. To alter the object clause of the memorandum of association of the company and in this regard, pass the following resolution as a **Special Resolution**:

**RESOLVED THAT** pursuant to provisions of sections 4 and 13 and other applicable provisions of the Companies Act, 2013 (“Act”) and rules made thereunder and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to approval of the registrar of companies, consent of the shareholders of the company be and is hereby accorded for effecting the alteration in the existing object clause of the memorandum of association (“MOA”) of the company in the following manner: -

**The MOA be altered by substituting existing sub-clause (1) of Clause III(A) with the following sub-clause (1) of Clause III(A):**

- To carry in India or elsewhere the business to manufacture, contract manufacture, produce, assemble, alter, acquire, build, convert, commercialize, design, develop, display, demonstrate, equip, fabricate, repair, maintain, modify, market, machine, recondition, remodel, import, export, buy, sell, resell, research and to act as agent, supplier, contractors, consultants, engineers, collaborators, or otherwise to deal in all types of electrical, electronic, mechanical magnetic, electro-magnetic, optical, hydraulic, pneumatic items, instruments, equipments, plants machines, computer based industrial electronics, consumer based electronics and equipments, goods and appliances such as electric and electronic meters (such as electronic energy meters, gas meters and water meters including smart energy meters, smart gas meters, smart water meters), Complete range of Smart postpaid and prepayment meters, Smart Metering Solutions, Communication modules, net meters, smart group meter, prepayment meter, DIN meters, street light management solutions, DCU (Data Concentrator Unit), Gateways, power quality meters, reference meters, meter reading instruments, Hand held unit (HHU), Softwares such as MDAS (Meter Data Acquisition System), HES (Head End System), MDMS (Meter Data Management System), Dash Board, mobile apps for smart energy meter, meter billing & collection services, testing & measurement services, ABT meters, all types of Metering

Enclosures, CTs (Current Transformers), electronic controls, MPTT charge controllers, high voltage distribution systems (HVDS), low voltage distribution systems (LVDS), micro processors, based control, micro processors based control panels, modems, invertors, solar inverters, UPS, transformers, poles (electric and electronic), solar wafers, solar cells, solar modules, fuel cells, e-bikes, switchgears, telephones, electronic digital products software, metering software, billing software, display devices, communication equipments, generating sets, batteries, battery chargers, CVT, stabilizers, engines, digital signature receivers, hardware components, accessories, tools, their by-products and computers and their attachments and accessories, spares thereof and engineering products, wireless equipments and systems, Assembled printed circuits boards (PCB), Switch Assemblies, Hybrid micro circuits (HMC).

**RESOLVED FURTHER THAT** the board of directors of the company be and is hereby authorised to do all acts and take all such steps (including settlement of any question or difficulty arising in the matter), as may be necessary, proper or expedient to give effect to this resolution along with filing of necessary e-form with the registrar of companies.”

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

**Ankit Jhanjhari**  
Company Secretary  
ICSI M. No.: A16482  
Jaipur, July 29, 2021

Registered Office:

G-123, Sector-63, Noida-201307, Uttar Pradesh, India  
Tel.: 91-120-2581999; Email: cs@genus.in; Website: www.genuspower.com;  
CIN: L51909UP1992PLC051997

**NOTES:**

1. In view of the outbreak of the COVID-19 pandemic, social distancing norms and pursuant to the circular no. 14/2020 dated April 08, 2020, circular no.17/2020 dated April 13, 2020 issued by the ministry of corporate affairs ("MCA") followed by circular no. 20/2020 dated May 05, 2020 and circular no.02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time (collectively referred to as "MCA circulars"), the MCA has permitted the holding of the annual general meeting ("AGM") through video conferencing ("VC") / other audio visual means ("OAVM"), without the physical presence of the shareholders at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and MCA circulars, the AGM of the company is being held through VC / OAVM. The deemed venue for the AGM shall be the registered office of the company.
2. The explanatory statement pursuant to section 102(1) of the Act, which sets out details relating to special business to be transacted at this AGM, is annexed hereto.
3. In terms of the provisions of section 152 of the Act, Mr. Rajendra Kumar Agarwal and Mr. Jitendra Kumar Agarwal, Directors, retire by rotation at this AGM. The nomination and remuneration committee (NRC) and the board of directors (the board) of the company have recommended their reappointments. Mr. Rajendra Kumar Agarwal and Mr. Jitendra Kumar Agarwal are interested (to the extent of the appointment) in the ordinary resolutions set out at item no.3 and 4 respectively of the Notice of the 29<sup>th</sup> AGM ("notice"). Mr. Ishwar Chand Agarwal and Mr. Kailash Chandra Agarwal, directors, being relatives may be deemed to be interested (to the extent of the appointment) in the resolutions set out at item no.3 and 4 of the notice. The other relatives of Mr. Rajendra Kumar Agarwal and Mr. Jitendra Kumar Agarwal may be deemed to be interested in the resolutions set out at item no.3 and 4 of the notice, to the extent of their shareholding interest, if any, in the company. Save and except the above, none of the directors / key managerial personnel of the company / their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding interest, if any, in the ordinary business set out at item nos. 1 to 4 of the notice.
4. Pursuant to regulations 26(4) and 36(3) of the Listing Regulations and the secretarial standard on general meetings issued by the Institute of Company Secretaries of India, the relevant details of directors seeking appointments or reappointment at this AGM are also annexed to this notice.
5. Pursuant to the provisions of the Act, a shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a shareholder of the company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the shareholders will not be available for the AGM and hence the proxy form and attendance slip are not annexed to this notice.
6. Since the AGM will be held through VC/OAVM, the route map of the venue of the AGM is not annexed hereto.
7. In case of joint holders, the shareholder whose name appears as the first holder in the order of names as per the register of members of the company will be entitled to vote at the AGM.
8. Shareholders, seeking any information with regard to the accounts of the company or any matter to be placed at the AGM, are requested to write to the company secretary of the company at an early date so as to enable the management to keep the information ready at the AGM.
9. The board at its meeting held on July 29, 2021 has recommended a dividend of Re.0.50 (Fifty paise) per equity share on equity shares of the face value of Re.1 each (i.e. 50% of the face value) for the FY 2020-21 to the shareholders for their approval. The register of members and share transfer books of the company will remain closed from Friday, September 10, 2021 to Thursday, September 16, 2021 (both days inclusive) for the purpose of AGM and for determining the entitlement of shareholders to the dividend. The dividend, once approved by the shareholders in the ensuing AGM, will be paid on or before October 15, 2021 (i.e. within a period of 30 days from the date of declaration) to those shareholders whose name appears in the register of members as of the close of business hours on Thursday, September 09, 2021 subject to deduction of tax at source, where applicable. The dividend will be paid through various online transfer modes to the shareholders, who have updated their bank account details. For shareholders, who have not updated their bank account details, dividend warrant/cheque will be sent to their registered address upon normalization of postal services. To avoid delay in receiving the dividend, shareholders are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the company's registrar and transfer agent (RTA) in the attached format (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.
10. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the company is required to deduct tax at source ("TDS") from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the company/RTA (in case shares are held in physical mode) and depositories (in case shares are held in demat mode).

A resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in form no. 15G/15H, to avail the benefit of non-deduction of tax at source. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. No tax shall be deducted on the dividend payable to a resident individual shareholders, whose dividend does not exceed Rs.5000/-. However, where the PAN is not updated in company/RTA/depository participant records or in case of an invalid PAN, the company will deduct TDS u/s 194 without considering the exemption limit of Rs.5000/-.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. no permanent establishment and beneficial ownership declaration, tax residency certificate, form 10F, any other documents, which may be required to avail the tax treaty benefits.

The aforesaid documents such as Form 15G/15H, tax residency certificate, etc. can be submitted to "cs@genus.in" on or before September 09, 2021 to enable the company to determine the appropriate TDS / withholding tax rate, applicable. Any communication on the tax determination/ deduction, received post September 09, 2021, shall not be considered. In case TDS is deducted at a higher rate, an option is still available with the

- shareholder to file the return of income and claim an appropriate refund.
11. Non-resident Indian shareholders are requested to immediately inform their depository participant (in case shares are held in demat form) or the company's RTA (i.e. M/s. Niche Technologies Private Limited, Kolkata) (in case shares are 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.
  12. SEBI has mandated the submission of the permanent account number (PAN) by every participant in the securities market. Shareholders holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Shareholders holding shares in physical form are required to submit their PAN details to the RTA of the company.
  13. Shareholders, whose shareholding is in electronic mode, are requested to notify about change of address and updates about bank account details to their respective depository participants(s) (DP), directly. Shareholders, who hold shares in physical form, are requested to notify such changes to the company's RTA.
  14. As per the provisions of section 72 of the Act, the facility for making nomination is available for the shareholders in respect of the shares held by them. Shareholders, who have not yet registered their nomination, are requested to register the same by submitting Form No.SH-13. The form can be downloaded from the company's website at <https://genuspower.com/investor-category/investor-information/>. Shareholders are requested to submit these details to their DP, in case the shares are held by them in electronic form, and to the company's RTA, in case the shares are held in physical form.
  15. As per regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, shareholders holding shares in physical form are requested to consider converting their holdings to dematerialized form. Shareholders can contact the company or company's RTA for assistance in this regard. Shareholders may also visit the company's website at <https://genuspower.com/investor-category/investor-information/>.
  16. The company has designated a separate email ID of the grievance redressal division / compliance officer i.e. 'cs@genus.in', exclusively for the purpose of registering complaints by investors.
  17. The company has transferred the unpaid or unclaimed dividends declared up to financial year 2012-13, from time to time on due dates, to the investor education and protection fund ("IEPF") established by the central government. Shareholders, who have not yet encashed their dividend warrant(s) issued for the financial year 2013-14 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 25, 2020 (date of last AGM) on the website of the company ([www.genuspower.com](http://www.genuspower.com)), and also on the website of ministry of corporate affairs.
  18. Please note that pursuant to the 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 becomes 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.
  19. The register of directors and key managerial personnel and their shareholding maintained under section 170 of the Act, the register of contracts or arrangements in which the directors are interested maintained under section 189 of the Act, a certificate of the auditors regarding ESOPs and ESARs, and the relevant documents referred to in the notice will be available electronically, for inspection by the shareholders during the AGM.
  20. All documents referred to in the notice will also be available electronically for inspection without any fee by the shareholders from the date of circulation of this notice up to the date of AGM. Shareholders seeking to inspect such documents can send an email to 'cs@genus.in'.
  21. In compliance with the aforesaid MCA circulars and SEBI circulars, notice of the AGM along with the annual report 2020-21 is being sent only through electronic mode to those shareholders, whose email addresses are registered with the company/ depositories/RTA. Shareholders may note that the notice and annual report 2020-21 will also be made available on the company's website [www.genuspower.com](http://www.genuspower.com), websites of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).
  22. To support the 'Green Initiative', shareholders, who have not yet registered their email addresses, are requested to register the same with their DPs (in case shares are held by them in electronic form) and with the company's RTA (in case shares are held by them in physical form).
  23. Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (in PDF/JPG format) of its board or governing body resolution/authorisation, etc., authorizing their representative to attend the AGM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent through the registered email address of the shareholder to the scrutinizer at 'bindalcm@yahoo.com' with a copy marked to 'helpdesk.evoting@cdslindia.com'.
  24. Instructions for e-voting and joining the AGM through VC/OAVM are as follows:
    - (i) Pursuant to the provisions of section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA circulars, the company is providing facility of remote e-voting to its shareholders in respect of the business to be transacted at the AGM. For this purpose, the company has entered into an agreement with Central Depository Services (India) Limited



(CDSL) for facilitating voting through electronic means, as the authorized e-voting’s agency. The facility of casting votes by a shareholder using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

- (II) The shareholders can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on a first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the audit committee, nomination and remuneration committee and stakeholders’ relationship committee, auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- (III) The attendance of the shareholders, attending the AGM through VC/OAVM, will be counted for the purpose of ascertaining the quorum under section 103 of the Companies Act, 2013.
- (IV) Pursuant to MCA circulars, the facility to appoint proxy to attend and cast vote for the shareholders is not available for this AGM. However, in pursuance of section 112 and section 113 of the Companies Act, 2013, representatives of the shareholders can attend the AGM through VC/OAVM and cast their votes through e-voting.
- (V) In line with the MCA circulars, the notice calling the AGM has been uploaded on the website of the company at [www.genuspower.com](http://www.genuspower.com). The notice can also be accessed from the websites of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively. The AGM notice is also disseminated on the website of CDSL (agency for providing the remote e-voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
- (VI) The company has appointed Mr. C. M. Bindal of M/s. C. M. Bindal & Co., Company Secretaries (Membership No. FCS 103) as the scrutinizer to scrutinize the voting at the AGM and remote e-voting process, in a fair and transparent manner.
- (VII) The instructions for shareholders for remote e-voting are as under:
  - (i) The voting period begins on Monday, September 13, 2021 at 9:00 am (IST) and ends on Wednesday, September 15, 2021 at 5:00 pm (IST). During this period, shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, September 09, 2021 may cast their vote electronically. The voting rights of shareholders shall be in proportion to their share in the paid-up equity share capital of the company as on the said cut-off date. The remote e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Shareholders who have already voted prior to the AGM date would not be entitled to vote at the AGM venue.
  - (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Shareholders are advised to update their mobile number and email-id in their demat accounts in order to access e-voting facility.

**Pursuant to aforesaid SEBI circular, the login method for e-voting and joining virtual meetings for individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login method
Individual shareholders holding securities in demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon and select new system Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting service providers i.e. CDSL / NSDL / KARVY / LINKINTIME, so that the user can visit the e-voting service providers’ website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> . 4) Alternatively, the user can directly access e-voting page by providing demat account number and PAN number from an e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered mobile & email as recorded in the demat account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.

Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a personal computer or on a mobile. Once the home page of e-services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. A new screen will open. You will have to enter your user ID and password. After successful authentication, you will be able to see e-voting services. Click on 'Access to e-voting' under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select 'Register Online for IDeAS Portal' or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your user ID (i.e. your sixteen digit demat account number hold with NSDL), password/OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting

**Important note:** Shareholders, who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Login method for e-voting and joining virtual meeting for physical shareholders and shareholders other than individual holding in demat form is given below:**

- (1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (2) Click on "Shareholders" module.
- (3) Now enter your User ID
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Shareholders holding shares in physical form should enter folio number registered with the company.
- (4) Next enter the Image Verification as displayed and Click on Login.
- (5) 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 e-voting of any company, then your existing password is to be used.
- (6) If you are a first time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• *Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <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 (3).</li> </ul>

- (7) After entering these details appropriately, click on "SUBMIT" tab.
- (8) Shareholders holding shares in physical form will then directly reach the company selection screen. However, shareholders 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.
- (9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (10) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (11) 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.
- (12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (13) 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.
- (14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (17) 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 [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - 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.
  - Alternatively non-individual shareholders are required to send the relevant board resolution/ authority letter etc. together with attested specimen signature of the duly authorized signatory, who are authorized to vote, to the scrutinizer and to the company at the email address viz; [bindalcm@yahoo.com](mailto:bindalcm@yahoo.com) and [cs@genus.in](mailto:cs@genus.in), respectively, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (VIII) If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.
- (IX) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**Instructions for shareholders attending the AGM through VC/OAVM and e-voting during meeting are as under:**

- (I) The procedure for attending AGM and e-voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.
- (II) The link for VC/OAVM to attend AGM will be available where the EVSN of the company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
- (III) Shareholders are encouraged to join the AGM through laptops / ipads for better experience.
- (IV) Shareholders, who have voted through remote e-voting, will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
- (V) Further, shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the AGM.
- (VI) Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- (VII) Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request in advance atleast five (5) days prior to AGM mentioning their name, demat account number/folio number, email id, mobile number at [cs@genus.in](mailto:cs@genus.in). The shareholders, who do not wish to speak during the AGM but have queries may send their queries in advance five (5) days prior to AGM mentioning their name, demat account number/folio number, email id, mobile number at [cs@genus.in](mailto:cs@genus.in). These queries will be replied to by the company suitably by email.



- (VIII) Those shareholders, who have registered themselves as a speaker, will only be allowed to express their views or ask questions during the AGM. The company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- (IX) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
- (X) If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the AGM through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the AGM is available only to the shareholders attending the AGM.

**Process for those shareholders, whose email / mobile number are not registered with the company / depositories:**

- (I) For physical shareholders: Please provide necessary details, like folio number, name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to company/ RTA email-id.
- (II) For demat shareholders: Please update your email-id and mobile number with your respective depository participant (DP).
- (III) For individual demat shareholders: Please update your email id and mobile number with your respective depository participant (DP), which is mandatory while e-voting and joining virtual meetings through depository.

**Other Information**

- (I) The scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, who are not in the employment of the company and make, not later than 48 hours of conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the chairman or a person authorised by him in writing, who shall countersign the same.
- (II) The chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated scrutinizer's report, declare the results of the voting. The result declared, along with the scrutinizer's report, shall be placed on the company's website www.genuspower.com and on the website of CDSL, immediately after the results are declared and communicated to the stock exchanges, where the equity shares of the company are listed.
- (III) 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 AGM, i.e. Thursday, September 16, 2021.

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

**Ankit Jhanjhari**  
Company Secretary  
ICSI M. No.: A16482  
Jaipur, July 29, 2021

Registered Office:

G-123, Sector-63, Noida-201307, Uttar Pradesh, India  
Tel.: 91-120-2581999; Email: cs@genus.in; Website: www.genuspower.com;  
CIN: L51909UP1992PLC051997

## EXPLANATORY STATEMENT

[Pursuant to section 102(1) of the Companies Act, 2013 ("Act")]

The following statement sets out all material facts relating to the special business mentioned in the notice:

### Item No.5

Pursuant to recommendation of the audit committee, the board of directors of the company ("the board") has 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, 2022 on a remuneration of Rs.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, 2022, as set out at agenda item no.5 in the notice of the 29<sup>th</sup> AGM. The board recommends the resolution as an ordinary resolution as set out at agenda item no.5 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 mentioned at agenda item no.5 of the accompanying notice of the 29<sup>th</sup> AGM.

### Item No.6

As per the recommendation of nomination and remuneration committee, the board in its meeting held on November 11, 2020 has appointed Mr. Subhash Chandra Garg (DIN: 01064347) as an additional director of the company to hold office up to the date of this AGM and as independent director to hold office for a term of three consecutive years from November 11, 2020 to November 10, 2023 subject to approval of the shareholders. In the opinion of the board, Mr. Garg brings a wealth of experience and financial acumen to the board. His vast experience in the realm of corporate governance will help us further strengthen our internal control and corporate governance. Further, he possesses integrity and relevant proficiency, which will strengthen our board and fortify our corporate policies with a commitment to maximise value for our shareholders. The board recommends his appointment to the shareholders.

Thus, approval of the shareholders is sought for the proposed resolution as set out at agenda item no.6 of the accompanying notice of the 29<sup>th</sup> AGM. The board recommends the resolution as an ordinary resolution as set out at agenda item no.6 of the accompanying notice for the shareholders' consideration and approval.

The company has received a notice in writing under section 160(1) of the Act, proposing his candidature for the office of director of the company. In the opinion of the board, Mr. Subhash Chandra Garg fulfils the criteria/conditions specified under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") for appointment as an independent director of the company. Mr. Subhash Chandra Garg is not related to any director of the company. A brief profile and other information as required under regulation 36(3) of the Listing Regulations and secretarial standard on general meetings, issued by the Institute of Company Secretaries of India are provided in the annexure to this notice.

Copy of the draft letter of appointment of Mr. Subhash Chandra Garg, setting out the terms and conditions of appointment, is available electronically for inspection by the shareholders.

None of the directors and key managerial personnel of the company including their relatives (except Mr. Subhash Chandra Garg, to the extent of his appointment) are concerned or interested, financially or otherwise in the resolution mentioned at agenda item no.6 of the accompanying notice of the 29<sup>th</sup> AGM.

### Item No.7

As per the recommendation of nomination and remuneration committee, the board in its meeting held on December 12, 2020 has appointed Dr. Keith Mario Torpy (DIN: 01451387) as an additional director of the company in the capacity of non-executive, non-independent director to hold office up to the date of this AGM.

In the opinion of the board, Dr. Torpy brings strong domain knowledge of smart metering business combined with a deep understanding of how new digital technologies are evolving. He will play a key role in building a new platform of growth, developing new products capabilities, expanding our international footprint and securing our long-term growth. The board recommends his appointment to the shareholders.

Thus, approval of the shareholders is sought for the proposed resolution as set out at agenda item no.7 of the accompanying notice of the 29<sup>th</sup> 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.

The company has received a notice in writing under section 160(1) of the Act, proposing his candidature for the office of director of the company. Dr. Keith Mario Torpy is not debarred from holding the office of director by virtue of any SEBI order or any other such authority and therefore, he is not disqualified to be appointed as a non-executive, non-independent director. Further, Dr. Keith Mario Torpy is not related to any other director or promoter of the company. A brief profile and other information as required under regulation 36(3) of the Listing Regulations and secretarial standard on general meetings, issued by the 'Institute of Company Secretaries of India' are provided in the annexure to this Notice.

None of the directors and key managerial personnel of the company including their relatives (except Dr. Keith Mario Torpy, to the extent of his appointment) are concerned or interested, financially or otherwise in the resolution mentioned at agenda item no.7 of the accompanying notice of the 29<sup>th</sup> AGM.

### Item No.8

The shareholders had, at the AGM held on September 08, 2016 approved payment of a sum not exceeding one (1) percentage of the net profits of the company per annum, calculated in accordance with the provisions of section 198 of the Act, amongst the non-executive directors of the company or some or any of them (other than the managing director and whole-time directors) in such amounts, subject to prescribed ceiling, and in such manner and

in all respects as may be decided by the board of directors and such payments shall be made in respect of the profits of the company for each year, for a period of five years, commencing from April 01, 2016.

With the enhanced corporate governance requirements under the Act and the Listing Regulations coupled with the size, complexity and global operations of the company, the role and responsibilities of the board, particularly independent directors has become more onerous, requiring greater time commitments, attention and a higher level of oversight. In view of the above and as per recommendation of the nomination and remuneration committee, the board at its meeting held on July 29, 2021 approved payment of commission/fees not exceeding 1% of the net profits of the company for the FY 2021-22 and onwards, in terms of section 197 of the Act, computed in accordance with the provisions of section 198 of the Act or such other percentage as may be specified from time to time. Regulation 17(6) of the Listing Regulations authorises the board to recommend all fees and compensation, if any, paid to non-executive directors, including independent directors and the same would require approval of members in general meeting. This commission/fees will be distributed amongst all or some of the non-executive directors, taking into consideration parameters such as attendance, role and responsibility as chairman/ member of the committees/board and overall contribution as well as time spent on operational matters otherwise than at the meetings, etc. in accordance with the directions given by the board as prescribed under the remuneration policy of the company.

The above commission/fees shall be in addition to fees payable to the director(s) for attending meetings of the board/committees or for any other purpose whatsoever as may be decided by the board and reimbursement of expenses for participation in the board and other meetings.

The board recommends the ordinary resolution set out at agenda item no.8 of the notice for approval by the shareholders. Accordingly, shareholders' approval is sought by way of an ordinary resolution for payment of commission to the non-executive directors as set out in the said resolution.

None of the directors and key managerial personnel of the company including their relatives (except the non-executive directors, to the extent of the commission/fees that may be received by them) are concerned or interested, financially or otherwise in the resolution mentioned at agenda item no.8 of the accompanying notice of the 29<sup>th</sup> AGM.

#### **Item No.9**

The company is currently engaged in manufacturing of all types of electronic and gas meters. It also undertakes 'engineering, constructions and contracts' business for the power sector. In order to make the main object clause of the memorandum of association (MOA) more comprehensive and explicable and also to include other activities to be undertaken by company i.e. smart energy meters, smart gas meters, smart water meters, prepayment smart meters, net meters, smart group meter, prepayment meter, DIN meters, street light management solutions, power quality meters, reference meters, meter reading instruments, mobile apps for smart energy meter, meter billing & collection services and testing & measurement services, it is proposed to substitute the existing sub-clause (1) of Clause III(A) with the new sub-clause (1) of Clause III(A) having products/services with clear descriptions for better understanding of our clients.

The above amendment is subject to the approval of the statutory or regulatory authority, as may be necessary. The proposed changes in the object clause require the approval of shareholders by way of special resolution pursuant to the provisions of section 13 of the Act.

The board at its meeting held on July 29, 2021 has approved alteration of the object clause of MOA of the company and recommends the special resolution set out at agenda item no.9 of the notice for approval by the shareholders. Accordingly, shareholders' approval is sought by way of a special resolution for the same.

A copy of the amended MOA of the company is available electronically for inspection by the shareholders.

None of the directors and key managerial personnel of the company including their relatives are concerned or interested, financially or otherwise in the resolution mentioned at agenda item no.9 of the accompanying notice of the 29<sup>th</sup> AGM.

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

**Ankit Jhanjhari**  
Company Secretary  
ICSI M. No.: A16482  
Jaipur, July 29, 2021

#### Registered Office:

G-123, Sector-63, Noida-201307, Uttar Pradesh, India  
Tel.: 91-120-2581999; Email: cs@genus.in; Website: www.genuspower.com;  
CIN: L51909UP1992PLC051997

**ANNEXURE TO THE NOTICE DATED JULY 29, 2021 OF THE 29<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 are as follows:

Name of Director	Mr. Ishwar Chand Agarwal ('ICA')	Mr. Kailash Chandra Agarwal ('KCA')
S. No.	(1)	(2)
DIN & (Age in Years)	00011152 & (71)	00895365 & (50)
Board Position	Executive Chairman (Whole-time Director)	Vice-Chairman (Non-Executive, Non-Independent)
Qualifications	Commerce Graduate	Science Graduate
Experience (including expertise in specific functional area)/Brief Resume	<ul style="list-style-type: none"> <li>• Possess 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>• Expert in industrial leadership and succession planning</li> <li>• Proficient in formulation of strategies for expansion and growth</li> <li>• Own 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>• Possess over two decades of extensive and diverse work experience in several businesses with thorough knowledge of Paper, Coal and Power Industries</li> <li>• Expert in business restructuring, finance &amp; banking functions, making corporate strategies and building investors relationship</li> </ul>
Terms and Conditions of Appointment / Reappointment	Reappointment as whole-time director designated as executive chairman for a period of five years w.e.f. January 24, 2019 on terms & conditions as mentioned in the resolution passed in the 27 <sup>th</sup> AGM held on September 06, 2019	Appointment as non-executive, vice chairman w.e.f. May 29, 2013 pursuant to resolution passed by the shareholders in AGM held on 18.09.2013
Remuneration last drawn (including sitting fees and commission, if any)	Rs. 379.50 Lakh (FY 2020-21)	Nil
Remuneration proposed to be paid (Rs.)	No change	Nil (No change)
Date of first appointment on the Board	25.05.1994	24.01.2011
Shareholding in the Company as on March 31, 2021	89,35,801	1,23,98,356
Relationship with other Directors/Key Managerial Personnel	Father of KCA, RKA and JKA	Son of ICA and Brother of RKA & JKA
Number of meetings of the Board attended during the year	5	6
Directorships of other Boards as on March 31, 2021	<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</li> <li>• Genus Apparels Limited</li> <li>• Genus Paper &amp; Coke Limited</li> <li>• Yajur Comtrade Private 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>
Membership / Chairmanship of Committees as on March 31, 2021	Genus Power Infrastructures Ltd.: <ul style="list-style-type: none"> <li>• CSR</li> <li>• FC</li> <li>• SC</li> </ul> Yajur Commodities Limited: <ul style="list-style-type: none"> <li>• NRC</li> <li>• CSR</li> </ul>	Yajur Commodities Ltd.: <ul style="list-style-type: none"> <li>• NRC</li> <li>• CSR</li> <li>• AC</li> </ul> Genus Paper & Boards Limited: <ul style="list-style-type: none"> <li>• RMC</li> <li>• CSR</li> <li>• AC</li> </ul> Genus Apparels Limited: <ul style="list-style-type: none"> <li>• NRC</li> </ul>

Name of Director	Mr. Rajendra Kumar Agarwal ('RKA')	Mr. Jitendra Kumar Agarwal ('JKA')
S. No.	(3)	(4)
DIN & (Age in Years)	00011127 & (46)	00011189 & (44)
Board Position	Managing Director (MD) & Chief Executive Officer (CEO)	Joint Managing Director (JMD)
Qualifications	B.E. (Electronics)	MBA (Marketing)
Experience (including expertise in specific functional area)/Brief Resume	<ul style="list-style-type: none"> <li>• Possess immense experience in power distribution sector and industry vertical such as Smart Metering, Smart Grid, Solar Panel, Batteries, etc</li> <li>• Sets and evolves strategic directions for the company and product portfolios, while nurturing a strong leadership team to drive its execution</li> <li>• Oversee technology development, R&amp;D, long-term growth, strategic planning, alliances and partnerships</li> <li>• Pursue growth ambitions balanced with a strong emphasis on risk and compliance management</li> <li>• Driving digital transformation</li> <li>• Proficient in formulation and implementation of company policies and strategies</li> <li>• Expert in identifying and engaging right talent resources aligned with company goals</li> </ul>	<ul style="list-style-type: none"> <li>• Expert in the fields of marketing, branding and sales in power distribution sector and power backup solution industry</li> <li>• Proficient in evaluating and developing marketing strategies and marketing plans</li> <li>• Very sharp in catching new business leads, converting them to opportunities and then to success</li> <li>• Oversee trade shows, major events, social media marketing strategy and content marketing</li> <li>• Getting expertise on Opex business models</li> </ul>
Terms and Conditions of Appointment / Reappointment	Reappointment as MD & CEO for a period of five years w.e.f. May 29, 2019 on terms & conditions as mentioned in the resolution passed in the 27 <sup>th</sup> AGM held on September 06, 2019	Reappointment as JMD for a period of five years w.e.f. September 20, 2019 on terms & conditions as mentioned in the resolution passed in the 27 <sup>th</sup> AGM held on September 06, 2019
Remuneration last drawn (including sitting fees and commission, if any)	Rs. 196.10 Lakh (FY 2020-21)	Rs. 201.60 Lakh (FY 2020-21)
Remuneration proposed to be paid (Rs.)	No change	No change
Date of first appointment on the Board	01.01.2001	06.05.2004
Shareholding in the Company as on March 31, 2021	35,50,485	36,34,256
Relationship with other Directors/Key Managerial Personnel	Son of ICA and Brother of KCA & JKA	Son of ICA and Brother of KCA & RKA
Number of meetings of the Board attended during the year	10	10
Directorships of other Boards as on March 31, 2021	<ul style="list-style-type: none"> <li>• Hi-Print Electromack Private Limited</li> <li>• Hi-Print Investments 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>
Membership / Chairmanship of Committees as on March 31, 2021	Genus Power Infrastructures Ltd.: <ul style="list-style-type: none"> <li>• CSR</li> <li>• FC</li> <li>• SC</li> <li>• RMC</li> </ul>	Genus Power Infrastructures Ltd.: <ul style="list-style-type: none"> <li>• CSR</li> <li>• FC</li> <li>• SC</li> <li>• RMC</li> </ul>



Name of Director	Mr. Rameshwar Pareek ('RP')	Mr. Dharam Chand Agarwal ('DCA')
S. No.	(5)	(6)
DIN & (Age in Years)	00014224 & (76)	00014211 & (72)
Board Position	Independent Director	Independent Director
Qualifications	Master's degree in Economics	Bachelor's degree in commerce
Experience (including expertise in specific functional area)/Brief Resume	<ul style="list-style-type: none"> <li>• Possess over 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 served on deputation with the Bureau of Industrial Promotion (BIP), Jaipur</li> <li>• Expert in implementation of accounting standards, 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>• Possess huge experience of business management</li> <li>• Expert in dealing with the financial &amp; operational risks and investors' related issues</li> </ul>
Terms and Conditions of Appointment / Reappointment	Appointed by the shareholders in AGM held on 21.09.2018 as independent director for five 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 five consecutive years from April 01, 2019 to March 31, 2024
Remuneration last drawn (including sitting fees and commission, if any)	Rs.1.89 lakhs (Sitting fees in FY 2020-21)	Rs.2.17 lakhs (Sitting fees in FY 2020-21)
Remuneration proposed to be paid (Rs.)	Nil (No Change)	Nil (No Change)
Date of first appointment on the Board	29.01.2003	14.12.2005
Shareholding in the Company as on March 31, 2021	Nil	Nil
Relationship with other Directors/Key Managerial Personnel	None	None
Number of meetings of the Board attended during the year	8	7
Directorships of other Boards as on March 31, 2021	Nil	<ul style="list-style-type: none"> <li>• Genus Prime Infra Limited</li> <li>• Genus Paper &amp; Boards Limited</li> </ul>
Membership / Chairmanship of Committees as on March 31, 2021	Genus Power Infrastructures Limited: <ul style="list-style-type: none"> <li>• AC</li> <li>• NRC</li> <li>• SRC</li> </ul>	Genus Power Infrastructures Limited: <ul style="list-style-type: none"> <li>• AC</li> <li>• CSR</li> <li>• NRC</li> <li>• RMC</li> <li>• SRC</li> </ul> Genus Prime Infra Limited: <ul style="list-style-type: none"> <li>• AC</li> <li>• NRC</li> <li>• SRC</li> </ul> Genus Paper & Boards Limited <ul style="list-style-type: none"> <li>• AC</li> <li>• NRC</li> <li>• SRC</li> <li>• CSR</li> </ul>

Name of Director	Mr. Udit Agarwal ('UA')	Mrs. Mansi Kothari('MK')
S. No.	(7)	(8)
DIN & (Age in Years)	02820615 & (48)	08450396 & (43)
Board Position	Independent Director	Independent Director
Qualifications	Bachelor in commerce (Hons.)	Graduate in arts (Hons. in English) and post graduate in psychology
Experience (including expertise in specific functional area)/Brief Resume	<ul style="list-style-type: none"> <li>• Belongs to a reputed business group - 'Saran Group'</li> <li>• Possess over two decades of rich experience in the field of manufacturing and export of handicraft items</li> <li>• Own strong ability to provide astute analysis and suggestions</li> <li>• Expert in foreign trade policies, international trade and indirect taxes</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 deprived communities</li> </ul>
Terms and Conditions of Appointment / Reappointment	Appointed by the shareholders in AGM held on 21.09.2018 as independent director for five consecutive years from April 01, 2019 to March 31, 2024	Appointed by the shareholders in AGM held on 06.09.2019 as independent director for five consecutive years from May 11, 2019 to May 10, 2024
Remuneration last drawn (including sitting fees and commission, if any)	Rs.0.05 Lakhs (Sitting fees in FY 2020-21)	Rs.2.09 lakhs (Sitting fees in FY 2020-21)
Remuneration proposed to be paid (Rs.)	Nil (No Change)	Nil (No Change)
Date of first appointment on the Board	24.10.2009	11.05.2019
Shareholding in the Company as on March 31, 2021	Nil	Nil
Relationship with other Directors/ Key Managerial Personnel	None	None
Number of meetings of the Board attended during the year	1	8
Directorships of other Boards as on March 31, 2021	<ul style="list-style-type: none"> <li>• Genus Paper &amp; Boards Limited</li> <li>• Genus Prime Infra Limited</li> </ul>	Nil
Membership / Chairmanship of Committees as on March 31, 2021	Genus Paper & Boards Limited: <ul style="list-style-type: none"> <li>• AC</li> <li>• NRC</li> <li>• SRC</li> <li>• CSR</li> </ul> Genus Prime Infra Limited: <ul style="list-style-type: none"> <li>• NRC</li> <li>• RIC</li> <li>• SRC</li> </ul>	Genus Power Infrastructures Limited: <ul style="list-style-type: none"> <li>• AC</li> <li>• NRC</li> <li>• SRC</li> </ul>

Name of Director	Mr. Subhash Chandra Garg* ('SCG')	Dr. Keith Mario Torpy**('KMT')
S. No.	(9)	(10)
DIN & (Age in Years)	01064347 & (60)	01451387 & (61)
Board Position	Independent Director	Non-Executive, Non-Independent
Qualifications	CS, ICWA, LLB, B.Com.	PhD (Nanotechnology), MBA (Strategic Management & International Business development), Master in Electronics
Experience (including expertise in specific functional area)/Brief Resume	<ul style="list-style-type: none"> <li>Joined IAS as part of 1983 batch in Rajasthan cadre</li> <li>Served as Economic Affairs Secretary (July 2017-July 2019) and as Finance Secretary of India in the Ministry of Finance and as Secretary, Ministry of Power (July 2019-October 2019)</li> <li>Served as an Executive Director in the World Bank based in Washington DC</li> <li>Expert in implementation of accounting standard, accounting techniques and corporate governance practices</li> <li>Proficient in formulation of economic, financial and fiscal policies and strategies</li> <li>Specialization in assessment of contentious issues from legal perspective and the associated risks</li> </ul>	<ul style="list-style-type: none"> <li>Possess over 25 years of international experience in business/technology strategy conceptualization and implementation working for multinational companies and being based out of India, Hong Kong, Switzerland and now Australia</li> <li>Managed a research and development organization spread across 18 sites around the world</li> <li>Awarded 18 international patents for nanotech coatings, electricity and gas meter devices, energy management solutions integrating smart bots using artificial intelligence and machine learning plug-ins</li> <li>Expert in technology strategy conceptualization and implementation in energy management solutions</li> </ul>
Terms and Conditions of Appointment / Reappointment	Appointed by the board of directors as an independent director for three consecutive years effective from November 11, 2020 subject to approval of the shareholders	Appointed by the board of directors as a non-executive, non-independent director effective from December 12, 2020 subject to approval of the shareholders
Remuneration last drawn (including sitting fees and commission, if any)	Rs.0.60 lakhs (FY 2020-21)	Rs.9.03 lakhs (FY 2020-21)
Remuneration proposed to be paid (Rs.)	The board at its meeting held on May 28, 2021 has approved the payment of the profit-related commission of Rs.2.5 lakhs per fiscal quarter to Mr. Subhash Chandra Garg, with effect from January 01, 2021 till the expiry of his tenure within the overall maximum limit. This is in addition to sitting fees payable for attending the meetings of the board or committees thereof.	No change
Date of first appointment on the Board	11.11.2020	12.12.2020
Shareholding in the Company as on March 31, 2021	Nil	Nil
Relationship with other Directors/Key Managerial Personnel	None	None
Number of meetings of the Board attended during the year	2	1
Directorships of other Boards as on March 31, 2021	None	<ul style="list-style-type: none"> <li>Stelmec Limited</li> </ul>
Membership / Chairmanship of Committees as on March 31, 2021	None	None

**Note:**

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

\* Mr. Subhash Chandra Garg was appointed as an independent director of the company w.e.f. November 11, 2020.

\*\* Dr. Keith Mario Torpy was appointed as a non-executive, non-independent director of the company w.e.f. December 12, 2020.

**FORM FOR FURNISHING PAN AND BANK DETAILS**

To  
**NICHE TECHNOLOGIES PVT. LTD.**  
3A Auckland Place,  
7th Floor, Room No. 7A & 7B,  
Kolkata - 700 017

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	Current	Cash Credit
<b>9 Digit MICR Number</b> (as appearing on the MICR cheque issued by the bank)			
<b>11 Digit IFSC Code</b>			

	<b>Name</b>	<b>PAN</b>	<b>Signature</b>
<b>First Holder</b>			
<b>Joint Holder 1</b>			
<b>Joint Holder 2</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.