

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.genuspower.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 thirtieth (30th) annual general meeting (“AGM” / “Meeting”) of the Members of Genus Power Infrastructures Limited (“the Company”) will be held on Thursday, September 08, 2022 at 3:30 p.m. (IST) through video conferencing (“VC”) / other audio visual means (“OAVM”) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2022, 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, 2022, 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, 2022 and the reports of the Board of Directors and Auditors thereon as circulated to the Members of the Company, 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, 2022 and the report of Auditors thereon as circulated to the Members of the Company, be and are hereby considered and adopted.”
2. To declare a dividend of Re. 0.25 (Twenty Five paisa) per equity share of face value of Re.1 each for the financial year ended March 31, 2022 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. 0.25 (Twenty Five paisa) per equity share of face value of Re.1 each of the Company, as recommended by the Board of Directors of the Company, be and is hereby declared for the financial year ended March 31, 2022 and the same be paid out of the profits of the Company for the financial year ended March 31, 2022.”
3. To appoint a director in place of Mr. Ishwar Chand Agarwal, who retires from office by rotation, and being eligible, offers himself for re-appointment 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. Ishwar Chand Agarwal (DIN: 00011152), who retires by rotation at this 30th AGM and being eligible, has offered himself for re-appointment, 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. Kailash Chandra Agarwal, who retires from office by rotation, and being eligible, offers himself for re-appointment 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. Kailash Chandra Agarwal (DIN: 00895365), who retires by rotation at this 30th AGM and being eligible, has offered himself for re-appointment, 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, 2023 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 of the Company and set out in the explanatory statement annexed to the Notice of the 30th AGM, to be paid to the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year ending March 31, 2023, be and is hereby ratified.”
6. To approve annual remuneration payable to single Non-Executive Director and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Regulation 17(6)(ca) and other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment(s), modification(s), variation(s) or re-enactment thereof for the time being in force and pursuant to the approval of Members of the Company at the annual general meeting held on September 16, 2021 and subject to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 (“the Act”) and rules made thereunder, an annual approval of the Members of the Company be and is hereby accorded for payment of remuneration or commission or fees to Mr. Subhash Chandra Garg, Independent, Non-Executive Director of the Company during the financial year ending March 31, 2023 exceeding fifty percent (50%) of the total annual remuneration payable to all non-executive directors of the Company during the financial year ending March 31, 2023 within the overall maximum limit of 1% (one percent), if applicable, of the net profits of the Company for all the non-executive directors 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.”

7. To approve waiver of excess managerial remuneration paid to Mr. Ishwar Chand Agarwal, Chairperson (Executive Director) for FY 2021-22 and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 197, 198 Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the approval of the Board of Directors of the Company on the recommendation of Nomination & Remuneration Committee and Audit Committee, the consent of the Members of the Company be and is hereby accorded to ratify and approve the excess remuneration of Rs. 110.76 lakhs paid for FY 2021-22 to Mr. Ishwar Chand Agarwal, Chairman (Executive Director) (DIN: 00011152), which was found to be in excess of the maximum permissible limits as per the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to the provisions of sub-section (10) of Section 197 and other applicable provisions, if any, of the Act including any statutory modification(s) or re-enactment thereof, read with Schedule V to the Act, the consent of the Members of the Company be and is hereby accorded to waive the recovery of remuneration of Rs. 110.76 lakhs paid to Mr. Ishwar Chand Agarwal, Chairman (Executive Director) (DIN: 00011152) for FY 2021-22, in excess of the prescribed limits, in case when company have no profit or inadequate profits as per the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof, be and is hereby, authorized to take such steps as may be necessary, statutory, contractual or otherwise, in relation to the above, to settle all matters arising out of and incidental thereto, to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

8. To approve waiver of excess managerial remuneration paid to Mr. Rajendra Kumar Agarwal, Managing Director & CEO for FY 2021-22 and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 197, 198 Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the approval of the Board of Directors of the Company on the recommendation of Nomination & Remuneration Committee and Audit Committee, the consent of the Members of the Company be and is hereby accorded to ratify and approve the excess remuneration of Rs. 91.26 lakhs paid for FY 2021-22 to Mr. Rajendra Kumar Agarwal, Managing Director & CEO (DIN: 00011127), which was found to be in excess of the maximum permissible limits as per the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to the provisions of sub-section (10) of Section 197 and other applicable provisions, if any, of the Act including any statutory modification(s) or re-enactment thereof, read with Schedule V to the Act, the consent of the Members of the Company be and is hereby accorded to waive the recovery of remuneration of Rs. 91.26 lakhs paid to Mr. Rajendra Kumar Agarwal, Managing Director & CEO (DIN: 00011127) for FY 2021-22, in excess of the prescribed limits, in case when company have no profit or inadequate profits as per the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof, be and is hereby, authorized to take such steps as may be necessary, statutory, contractual or otherwise, in relation to the above, to settle all matters arising out of and incidental thereto, to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

9. To approve waiver of excess managerial remuneration paid to Mr. Jitendra Kumar Agarwal, Joint Managing Director for FY 2021-22 and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 197, 198 Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the approval of the Board of Directors of the Company on the recommendation of Nomination & Remuneration Committee and Audit Committee, the consent of the Members of the Company be and is hereby accorded to ratify and approve the excess remuneration of Rs. 91.26 lakhs paid for FY 2021-22 to Mr. Jitendra Kumar Agarwal, Joint Managing Director (DIN: 00011189), which was found to be in excess of the maximum permissible limits as per the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to the provisions of sub-section (10) of Section 197 and other applicable provisions, if any, of the Act including any statutory modification(s) or re-enactment thereof, read with Schedule V to the Act, the consent of the Members of the Company be and is hereby accorded to waive the recovery of remuneration of Rs. 91.26 lakhs paid to Mr. Jitendra Kumar Agarwal, Joint Managing Director (DIN: 00011189) for FY 2021-22, in excess of the prescribed limits, in case when company have no profit or inadequate profits as per the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof, be and is hereby, authorized to take such steps as may be necessary, statutory, contractual or otherwise, in relation to the above, to settle all matters arising out of and incidental thereto, to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

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

“RESOLVED THAT pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made there under, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions or approvals, as may be required in that behalf, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to advance loan (including loan in the form of deposits or debentures and/or loan represented by a book debt), and/or give guarantee and/or provide security in connection with loan taken/to be taken by any entity which is a subsidiary or associate or joint venture of the Company or any person in whom any of the Directors of the Company is interested as specified in the explanation to sub-section 2 of the Section 185 of the Act, in one or more tranches, up to an aggregate amount not exceeding Rs. 75 crore (Rupees Seventy Five Crore only), outstanding at any point of time and on such terms and conditions, including interest and tenure, as the Board may in its absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilised by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid loans / guarantees / securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

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

Ankit Jhanjhari
Company Secretary
ICSI M. No.: A16482

Jaipur, August 03, 2022

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 continuing COVID-19 pandemic, social distancing norms and pursuant to the provisions of the Ministry of Corporate Affairs ('MCA') General Circular No. 2/2022 dated May 5, 2022 and Circular No. 21/2021 dated December 14, 2021 read with Circular No. 20/2020 dated May 5, 2020 along with Circular Nos. 14 & 17/2020 dated April 8, 2020 and April 13, 2020 respectively, and the Securities and Exchange Board of India ('SEBI') Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (collectively referred to as 'Applicable Circulars'), the MCA has allowed companies to conduct AGM through video conferencing ("VC") or other audio-visual means ("OAVM") and has given relaxation from dispatching of physical copy of the annual report. Accordingly, in compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations") and Applicable Circulars, the 30th AGM of the Company is being held through VC/OAVM without the physical presence of members. The deemed venue for the AGM shall be the registered office of the Company.
2. Pursuant to the provisions of the Act, a member 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 member of the Company. Since this AGM is being held through VC/OAVM in accordance with the Applicable Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM, and hence the proxy form and attendance slip are not annexed to the 'Notice of the 30th AGM' ("Notice").
3. The explanatory statement, pursuant to Section 102(1) of the Act and Secretarial Standard-2 ("SS-2") issued by the Institute of Company Secretaries of India ("the ICSI") as approved by the Central Government on General Meetings (SS-2), setting out material facts relating to the relevant resolutions of this Notice is annexed herewith and the same should be taken as part of this Notice.
4. In terms of the provisions of Section 152 of the Act, Mr. Ishwar Chand Agarwal and Mr. Kailash Chandra 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 re-appointments. Mr. Ishwar Chand Agarwal and Mr. Kailash Chandra 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. Mr. Rajendra Kumar Agarwal and Mr. Jitendra Kumar 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. Ishwar Chand Agarwal and Mr. Kailash Chandra 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.

5. Pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and the SS-2 issued by the ICSI, the relevant details of directors seeking appointments or reappointment at this AGM are also annexed as 'Annexure-A' 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 member 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. Members, 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 August 03, 2022 has recommended a dividend of Re 0.25 (Twenty Five paise) per equity share on equity shares of the face value of Re.1 each (i.e. 25% of the face value) for the FY 2021-22 to the members for their approval. The register of members and share transfer books of the Company will remain closed from Friday, September 02, 2022 to Thursday, September 08, 2022 (both days inclusive) for the purpose of AGM and for determining the entitlement of members to the dividend. The dividend, once approved by the members in the ensuing AGM, will be paid on or before October 07, 2022 (i.e. within a period of 30 days from the date of declaration) to those members whose name appears in the register of members as of the close of business hours on Thursday, September 01, 2022 subject to deduction of tax at source, where applicable. The dividend will be paid through various online transfer modes to the members, who have updated their bank account details.

Further, in order to receive the dividend in a timely manner, members (holding shares in physical form who have not updated their mandate for receiving dividends directly in their bank accounts through Electronic Clearing Service or any other means) are requested to submit duly filled form ISR-1 along with necessary supporting documents in physical form, to the Company's Registrar and Share Transfer Agent ("RTA") latest by Thursday, September 01, 2022. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such members for change/addition/deletion in such bank details. Accordingly, members holding shares in demat/electronic form are requested to update their Electronic Bank Mandate with their respective Depository Participants ("DPs"). Further, please note that instructions, if any, already given by members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

For the members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall, in due course, dispatch the dividend warrant/demand draft to such members.

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 in the Income Tax Act, 1961 ("the IT Act"). Generally, to enable compliance with TDS requirements, members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their DPs or in case shares are held in physical form, with the Company/its RTA.

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/DP 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 Thursday, September 01, 2022 to enable the Company to determine the appropriate TDS / withholding tax rate. Any communication on the tax determination/ deduction, received post Thursday, September 01, 2022, 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/electronic 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. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, permanent account number (PAN), nominations, power of attorney, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC code), etc., to their DPs, in case the shares are held in electronic form, and to the Company's RTA, through Form ISR-1/ISR-2, as applicable, along with necessary supporting documents, in case the shares are held in physical form. Further, members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

13. As per the provisions of Section 72 of the Act, the facility for making nominations is available for the members in respect of the shares held by them. Members, who have not yet registered their nomination, are requested to register the same by submitting Form No.SH-13. If a member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14. If a member desires to opt out from the nomination facility, then he/she may submit the same in Form No. ISR-3. The said forms can be downloaded from the Company's website at <https://genuspower.com/investor-category/investor-information/>. Members 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.

14. SEBI vide its Circular dated November 3, 2021 read with clarification dated December 14, 2021 has mandated compulsory furnishing of PAN, Nomination (for all eligible folios) and KYC details (i.e. contact details, bank account details and specimen signature by holders of physical securities). It has prescribed freezing of folios by RTA, wherein any of the cited documents/details are not available on or after April 1, 2023.

It has also mandated compulsory linking of PAN and Aadhaar by all holders of physical securities. The folios in which PAN is not valid, i.e., PAN is not linked to Aadhaar, as on the notified cut-off date of March 31, 2022 or any other date as may be specified by the Central Board of Direct Taxes ("CBDT"), shall be frozen by the RTA. The Company's RTA may revert the frozen folios to normal status upon:

- receipt of all the aforesaid documents/details; or
- dematerialisation of all the securities in such folios.

Shareholders of physical securities are requested to take note of the same and furnish their KYC details at the earliest, to the Company's RTA. The relevant forms for updation of KYC are available on the websites of the Company and the Company's RTA. The Company, through the RTA, has sent individual letters, alongwith the relevant forms, to the shareholders of physical securities with incomplete KYC details requesting them to furnish/update their KYC details at the earliest. The details of various forms for updating KYC details for shareholders holding physical shares, for your reference, are as follows:

- Form ISR-1 - Request for Registering PAN, KYC Details or Changes/Updation thereof
- Form ISR-2 - Confirmation of Signature of securities holder by the Banker
- Form ISR-3 - Declaration Form for Opting-out of Nomination
- Form SH-13- Registration of Nomination
- Form SH-14 - Cancellation or Variation of Nomination

Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company.

15. As per Regulation 40 of the SEBI Listing Regulations, securities of listed companies can be transferred, transmitted and transposed only in dematerialised form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or Company's RTA for assistance in this regard. Members may also visit the Company's website at <https://genuspower.com/investor-category/investor-information/>.

16. The SEBI through its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated that all listed entities shall issue the securities in dematerialised form only while processing service requests relating to issue of duplicate securities certificate, claim from unclaimed suspense account; renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, and transmission.

Members will have to submit duly filled up Form ISR-4 for the above-mentioned requests and surrender their original securities certificate(s) for processing of service requests to the Company's RTA. The Company's RTA shall thereafter issue a 'Letter of Confirmation' in lieu of physical securities certificate(s), to the securities holder/claimant within 30 days of its receipt of such request after removing objections, if any. The 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the DP for dematerialising the said securities. Form ISR-4 is available on the website of the Company and its RTA.

17. 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.

18. The Company has transferred the unpaid or unclaimed dividends declared up to FY 14, from time to time on due dates, to the investor education and protection fund ("IEPF"). Members, who have not yet encashed their dividend warrant(s) issued for the FY 15 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 16, 2021 (date of last AGM) on the website of the Company at www.genuspower.com, and also on the website of MCA.

Members may also 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 members 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.

The members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in.

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 secretarial auditors regarding ESOPs and ESARs, and the relevant documents referred to in the Notice will be available electronically, for inspection by the members during the AGM.

20. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to 'cs@genus.in'.

21. In compliance with the aforesaid Applicable Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those members, whose email addresses are registered with the Company/Depositories/RTA. Members may note that the Notice and Annual Report 2021-22 will also be made available on the Company's website at www.genuspower.com, websites of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL at www.evotingindia.com. To support this 'Green Initiative', members, 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).

22. Institutional/Corporate members (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 member to the scrutinizer at 'cssandeep@armsandassociates.com' with a copy marked to 'helpdesk.evoting@cdslindia.com'.

23. Instructions for e-voting and joining the AGM through VC/OAVM are as follows:

- (I) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations, and Applicable Circulars, the Company is providing facility of remote e-voting to its members 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 member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- (II) The members 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 at least 1000 members on a first come first served basis. This will not include large members (members 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 members, attending the AGM through VC/OAVM, will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
- (IV) Pursuant to Applicable Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Sections 112 and 113 of the Act, representatives of the members can attend the AGM through VC/OAVM and cast their votes through e-voting.
- (V) In line with the Applicable Circulars, the Notice calling this AGM has been uploaded on the website of the Company at 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 and 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) at www.evotingindia.com.
- (VI) The Company has appointed Mr. Sandeep Jain of M/s. ARMS & Associates LLP, Company Secretaries, Jaipur (Membership No. FCS 5398, CP No. 4151) 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 members for remote e-voting are as under:
 - (i) The voting period begins on Monday, September 05, 2022 at 9:00 am (IST) and ends on Wednesday, September 07, 2022 at 5:00 pm (IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, September 01, 2022 may cast their vote electronically. The voting rights of members 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) Members who have already voted prior to the AGM date would not be entitled to vote at the AGM venue.

Step 1: Access through Depositories (CDSL/NSDL) e-Voting system in case of individual shareholders holding shares in demat mode.

(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. Members 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	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on login icon and select new system Myeasi. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-voting page by providing demat account number and PAN number from an e-voting link available on www.cdslindia.com 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 NSDL	<ol style="list-style-type: none"> 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: https://eservices.nsd.com 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 & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select 'Register Online for IDeAS Portal' or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 & voting during the meeting.
Individual shareholders (holding securities in demat mode) login through their Depository Participants	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: Members, 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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

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.
- (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 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:

For Physical shareholders OR Non-individual shareholders holding shares in Demat.	
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"> • *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.
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"> • 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).

- (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 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.
 - After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the board resolution and power of attorney (POA), which they have issued in favour of the custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - 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: ‘cssandeep@armsandassociates.com’ and 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 and e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
- (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 or call toll free no. 1800 22 55 33.

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) Members are encouraged to join the AGM through laptops / ipads for better experience.
- (IV) Members, 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.
- (V) Further, members 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) Members 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 and mobile number at cs@genus.in. Members, 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 and mobile number at cs@genus.in. These queries will be replied appropriately by email.
- (VIII) Those members, 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 members, 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 members through the e-voting available during the AGM and if the same members have not participated in the AGM through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the AGM is available only to the members attending the AGM.

Process for those shareholders, whose email / mobile number is 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 the Company/RTA email-id.
- (II) For demat shareholders: Please update your email-id and mobile number with your respective DP.
- (III) For individual demat shareholders: Please update your email id and mobile number with your respective 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 two days 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 at 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 08, 2022.

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

Ankit Jhanjhari
Company Secretary
ICSI M. No.: A16482

Jaipur, August 03, 2022

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, 2023 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 members of the Company. Accordingly, consent of the members is sought for resolution as ordinary resolution for ratification of the remuneration payable to the cost auditors for the financial year ending March 31, 2023, as set out at agenda item no. 5 in the Notice of the 30th AGM ("Notice"). The Board recommends the resolution as an ordinary resolution as set out at agenda item no. 5 of the Notice for the members' consideration and approval.

None of the directors, key managerial personnel or any of their respective relatives is in any way, concerned or interested, whether financially or otherwise, in the resolution mentioned at agenda item no. 5 of the Notice.

Item No. 6

Pursuant to Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, companies require to obtain approval of the members by passing of a special resolution, every year, for payment of remuneration to a non-executive director exceeding 50% (fifty percent) of the total annual remuneration payable to all non-executive directors.

In terms of the approval of members of the Company at the AGM held on September 16, 2021 and the provisions of Section 197 and other applicable provisions of the Act, the Board has approved the payment of the profit-related commission of Rs. 2,50,000/- per fiscal quarter to Mr. Subhash Chandra Garg, Independent Director of the Company, with effect from January 01, 2021 till the expiry of his tenure.

Since the amount of the profit-related commission of Rs. 2,50,000/- per fiscal quarter payable to Mr. Subhash Chandra Garg, Independent Director of the Company for the financial year ending March 31, 2023, exceeds 50% of the total annual remuneration payable to all non-executive directors of the Company, approval of the members is required by way of a special resolution.

Mr. Garg was an IAS officer from the 1983 batch in Rajasthan cadre. He has served as Economic Affairs Secretary (July 2017-July 2019) and Finance Secretary of India in the Ministry of Finance and as Secretary, Ministry of Power (July 2019-October 2019). His appointment provides an important layer of oversight, which helps us further strengthen our internal controls, corporate governance and prepare for our next stage of growth. His appointment strengthens our board and fortifies our corporate policies with a commitment to maximize value for our shareholders.

The Board recommends the resolution as set out at agenda item no. 6 of the Notice as a special resolution for the members' consideration and approval.

None of the directors (except Mr. Subhash Chandra Garg), key managerial personnel or any of their respective relatives is in any way, concerned or interested, whether financially or otherwise, in the resolutions mentioned at agenda item no. 6 of this Notice.

Item No. 7 to 9

During the financial year ended March 31, 2022 ("FY 22"), the profit of the Company was impacted due to higher raw material prices coupled with reduced capacity utilization on account of acute shortage of semiconductors and other key electronic components attributable to global-wide phenomenon of logistical and supply issues in the wake of continuing COVID-19 pandemic.

As a result, the remuneration paid to Mr. Ishwar Chand Agarwal (Executive Chairman), Mr. Rajendra Kumar Agarwal (Managing Director & CEO) and Mr. Jitendra Kumar Agarwal (Joint Managing Director) in accordance with the provisions of Section 197, 198 and Schedule V of the Companies Act, 2013 ("the Act"), exceeded the limits prescribed therein. Thus, the Company is required to obtain approval from its members by way of Special Resolution for ratifying and the consequent waiver of recovery of the excess remuneration paid to the said directors as mentioned in the Resolutions at set out in agenda item nos. 7, 8 & 9 of the Notice of the 30th AGM ("Notice").

(a) Ishwar Chand Agarwal

The members, at the 27th AGM held on September 06, 2019 by way of Special Resolution, approved the re-appointment of Mr. Ishwar Chand Agarwal as Executive Chairman of the Company for a tenure of 5 years commencing from January 24, 2019, including the terms of his remuneration as summarized below:

- a) Salary: Rs. 25,00,000/- per month
- b) Allowances & Perquisites:
 - Furnished residential accommodation with water, gas, electricity, maintenance, sweeper, gardener, watchman and personal attendant or House Rent Allowance in lieu thereof.
 - Medical benefits for self and family: Reimbursement of all expenses actually incurred in India and/or abroad.
 - Leave travel concession for self, wife and minor children once a year.
 - Fees of clubs subject to a maximum of two clubs.
 - Premium on personal accident insurance policy as per the Company's rules.
 - Premium on medical Insurance for self and family as per the Company's rules.
 - Company's contribution towards provident fund as per rules of the Company but not exceeding 12% of salary.
 - Gratuity not exceeding one half month's salary for each completed year of service.

- Encashment of leave as per rules of the Company.
- Free use of car with driver for official use.
- Free telephone facility at residence including mobile phone for official use.

The above remuneration was approved after taking into consideration the responsibilities shouldered by him, financial position of the Company, trend in the industry and his qualification, experience, past performance & past remuneration. Payment of remuneration to Mr. Ishwar Chand Agarwal for the period from January 24, 2019 to March 31, 2021 was well within the statutory limits/limits as approved by the members of the Company.

In view of the above, and in conformity and furtherance to the members' special resolution passed at the AGM held on September 06, 2019, the approval of the members is now being sought for ratifying and the consequent waiver of recovery of the excess remuneration of Rs. 110.76 lakhs paid for FY 22 to him, which was found to be in excess of the maximum permissible limits as per the applicable provisions of the Act, in case when company have no profit or inadequate profits as per the applicable provisions of the Act.

A brief profile and other information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations") and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India ("ICSI") are provided in 'Annexure A' to this Notice.

(b) Rajendra Kumar Agarwal

The members, at the 27th AGM held on September 06, 2019 by way of Special Resolution, approved the re-appointment of Mr. Rajendra Kumar Agarwal as Managing Director and Chief Executive Officer of the Company for a tenure of 5 years commencing from May 29, 2019, including the terms of his remuneration as summarized below:

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

The above remuneration was approved after taking into consideration the responsibilities shouldered by him, financial position of the Company, trend in the industry and his qualification, experience, past performance & past remuneration. Payment of remuneration to Mr. Rajendra Kumar Agarwal for the period from May 29, 2019 to March 31, 2021 was well within the statutory limits/limits as approved by the members of the Company.

In view of the above, and in conformity and furtherance to the members' special resolution passed at the AGM held on September 06, 2019, the approval of the members is now being sought for ratifying and the consequent waiver of recovery of the excess remuneration of Rs. 91.26 lakhs paid for FY 22 to him, which was found to be in excess of the maximum permissible limits as per the applicable provisions of the Act, in case when company have no profit or inadequate profits as per the applicable provisions of the Act.

A brief profile and other information as required under Regulation 36(3) of the SEBI Listing Regulations and the SS-2, issued by the ICSI are provided in 'Annexure A' to this Notice.

(c) Jitendra Kumar Agarwal

The members, at the 27th AGM held on September 06, 2019 by way of Special Resolution, approved the re-appointment of Mr. Jitendra Kumar Agarwal as Joint Managing Director of the Company for a tenure of 5 years commencing from September 20, 2019, including the terms of his remuneration as summarized below:

- a) Salary: Rs. 20,00,000/- per month
- b) Allowances & Perquisites:
 - Furnished residential accommodation with water, gas, electricity, maintenance, sweeper, gardener, watchman and personal attendant or House Rent Allowance in lieu thereof.
 - Medical benefits for self and family: Reimbursement of all expenses actually incurred in India and/or abroad.
 - Leave travel concession for self, wife and minor children once a year.
 - Fees of clubs subject to a maximum of two clubs.
 - Premium on personal accident insurance policy as per the Company's rules.

- Premium on medical Insurance for self and family as per the Company's rules.
- Company's contribution towards provident fund as per rules of the Company but not exceeding 12% of salary.
- Gratuity not exceeding one half month's salary for each completed year of service.
- Encashment of leave as per rules of the Company.
- Free use of car with driver for official use.
- Free telephone facility at residence including mobile phone for official use.

The above remuneration was approved after taking into consideration the responsibilities shouldered by him, financial position of the Company, trend in the industry and his qualification, experience, past performance & past remuneration. Payment of remuneration to Mr. Jitendra Kumar Agarwal for the period from September 20, 2019 to March 31, 2021 was well within the statutory limits/limits as approved by the members of the Company.

In view of the above, and in conformity and furtherance to the members' special resolution passed at the AGM held on September 06, 2019, the approval of the members is now being sought for ratifying and the consequent waiver of recovery of the excess remuneration of Rs. 91.26 lakhs paid for FY 22 to him, which was found to be in excess of the maximum permissible limits as per the applicable provisions of the Act, in case when company have no profit or inadequate profits as per the applicable provisions of the Act.

A brief profile and other information as required under Regulation 36(3) of the SEBI Listing Regulations and the SS-2, issued by the ICSI are provided in 'Annexure A' to this Notice.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V OF THE ACT IN RESPECT TO ITEM NOS. 7, 8 and 9 OF THIS NOTICE

I. GENERAL INFORMATION:

(1) Nature of Industry:

The Company is engaged in the business of manufacturing and providing smart metering solutions & services, and also undertaking 'engineering construction and contracts' on turnkey basis for the power sector.

(2) Date or expected date of commencement of commercial production:

Not applicable as the Company is already in operations.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable.

(4) Financial performance based on given indicators: (Rs. In lakhs)

Particulars	FY 2021-22	FY 2020-21	FY 2019-20	FY 2018-19	FY 2017-18
Total income	71186.12	63533.05	107951.36	107338.58	85854.42
Profit before tax	4032.10	8241.42	13698.22	9253.86	7509.30
Profit after tax	2582.08	5115.64	9366.70	7237.44	5154.48

(5) Foreign Investments or collaborations, if any:

The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company. Foreign Portfolio Investors are investors in the Company on account of secondary market purchases.

II. INFORMATION ABOUT THE APPOINTEE(S):

(1) Ishwar Chand Agarwal, Executive Chairman

(i) Background details:

Mr. Ishwar Chand Agarwal, aged 72 years, is the core promoter and Executive Chairman (Whole-time Director) of the Company. He holds a bachelor's degree in commerce. He has been in business for over 5 decades and brings with him vast experience in varied businesses such as coke, coal, sugar, finance, leasing, cement, paper, power, electronics, apparels and agro processing with special domain in power infrastructures field. He has a strong track record of executing business turnarounds and managing successful acquisitions. For the past 26 years, he has been leading the Company and has been instrumental not only in developing the line of business but also for the organic and inorganic growth. His acute belief in constant research and development for newer products/ technologies remained the backbone of distinguished growth of the Company and the same has been continuing till date.

(ii) Past remuneration (Rs. In lakhs):

Particulars	FY 2020-21	FY 2019-20	FY 2018-19
Salary & Allowances	300.00	300.00	300.00
Commission	79.50	125.00	-
Total	379.50	425.00	300.00

(iii) Recognition or Awards: Nil

(iv) Job profile and his suitability:

Mr. Ishwar Chand Agarwal as Executive Chairman of the Company is entrusted with substantial powers of management of the affairs of the Company, subject to the superintendence, control and direction of the Board of Directors. He is involved in formulation of strategies for expansion and growth, succession planning, implementation of strategies for change to deal with future and challenging times. He is currently the Chairperson of Corporate Social Responsibility Committee, Finance Committee, and Sales Committee of the Company.

(v) Remuneration proposed:

In conformity and furtherance to the members' special resolution passed at the 27th AGM held on September 06, 2019, the Company proposes to ratify and the consequent waiver of recovery of the excess remuneration of Rs. 110.76 lakhs paid for FY 22 which was found to be in excess of the maximum permissible limits as per the applicable provisions of the Act, in case when company have no profit or inadequate profits as per the applicable provisions of the Act.

(vi) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of her origin):

The 'Nomination and Remuneration Committee' constituted by the Board in terms of the Act and the SEBI Listing Regulations, perused remuneration of managerial persons prevalent in the industry and other companies comparable with the size of the Company, industry benchmarks in general, profile, responsibilities, duties, past performance and vast experience of Mr. Ishwar Chand Agarwal in the industry, before recommending waiver of recovery of excess remuneration amounting to Rs. 110.76 lakhs.

(vii) Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel (or other director), if any:

Besides the remuneration paid to Mr. Ishwar Chand Agarwal (Executive Chairman), Mr. Rajendra Kumar Agarwal (Managing Director & CEO) and Mr. Jitendra Kumar Agarwal (Joint Managing Director), he belongs to promoter group. He does not have any other pecuniary interest.

(2) Rajendra Kumar Agarwal, Managing Director & CEO

(i) Background details:

Mr. Rajendra Kumar Agarwal, aged 47 years, is a B.E. in Electronics. He has vast experience in the field of power distribution infrastructure with special domain in Smart Metering and industry verticals such as Smart Grid, Solar Panel, Batteries and Smart Gas Meter, among others. He is now a well-known and respected personality in the field of power infrastructure and electronics. He has extensively visited the most renowned units in the world giving him an opportunity to interact with world's leading enterprises for technology transfer / collaboration and expand the Company's global footprint.

(ii) Past remuneration (Rs. In lakhs):

Particulars	For FY 2020-21	For FY 2019-20	For FY 2018-19
Salary & Allowances	123.60	229.20	240.00
Commission	72.50	100.00	35.00
Total	196.10	329.20	275.00

(iii) Recognition or Awards:

During the 5th ANNUAL WATER and ENERGY CONGRESS WEEK (WE WEEK) 2020, held in Sharjah UAE at Sharjah Chamber of Commerce by Alleem Business Congress (ABC), he was awarded with "2020 Brand Ambassador" award for his active contribution towards innovative solutions in the power sector.

(iv) Job profile and his suitability:

Mr. Rajendra Kumar Agarwal, as Managing Director & CEO of the Company, devotes his full time and attention to the day to day affairs of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him by exercising such powers as may be assigned to him, subject to the superintendence, control and directions of the Board.

He sets and evolves strategic directions for the Company and product portfolios, while nurturing a strong leadership team to drive its execution. He also oversees technology licensing, development, R&D, and strategic alliances & partnerships. He pursues growth ambitions balanced with a strong emphasis on risk and compliance management. He is proficient in formulation and implementation of Company's policies and strategies. He is also expert in identifying and engaging right talent resources aligned with Company's goals. He is also actively involved in driving digital transformation. He has been instrumental in implementing of 'Lean Manufacturing' in the Company, which has resulted in increased productivity.

(v) Remuneration proposed:

In conformity and furtherance to the members' special resolution passed at the 27th AGM held on September 06, 2019, the Company proposes to ratify and the consequent waiver of recovery of the excess remuneration of Rs. 91.26 lakhs paid for FY 22 which was found to be in excess of the maximum permissible limits as per the applicable provisions of the Act, in case when company have no profit or inadequate profits as per the applicable provisions of the Act.

(vi) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of her origin):

The 'Nomination and Remuneration Committee' constituted by the Board in terms of the Act and the SEBI Listing Regulations, perused remuneration of managerial persons prevalent in the industry and other companies comparable with the size of the Company, industry benchmarks in general, profile, responsibilities, duties, past performance and rich experience of Mr. Rajendra Kumar Agarwal in the industry, before recommending waiver of recovery of excess remuneration amounting to Rs. 91.26 lakhs.

(vii) Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel (or other director), if any:

Besides the remuneration paid to Mr. Ishwar Chand Agarwal (Executive Chairman), Mr. Rajendra Kumar Agarwal (Managing Director & CEO) and Mr. Jitendra Kumar Agarwal (Joint Managing Director), he belongs to promoter group. He does not have any other pecuniary interest.

(3) Jitendra Kumar Agarwal, Joint Managing Director**(i) Background details:**

Mr. Jitendra Kumar Agarwal, aged 45 years, is a MBA (Marketing). He is expert in the fields of Marketing, Branding, Liaising and Sales. He is proficient in evaluating and developing marketing strategies and sales plans. He is very sharp in catching new business leads, converting them to opportunities and then to success.

(ii) Past remuneration (Rs. in lakhs):

Particulars	For FY 2020-21	For FY 2019-20	For FY 2018-19
Salary & Allowances	123.60	229.20	240.00
Commission	78.00	175.00	35.00
Total	201.60	404.20	275.00

(iii) Recognition or Awards: Nil**(iv) Job profile and his suitability:**

Mr. Jitendra Kumar Agarwal, as Joint Managing Director of the Company devotes his full time and attention to the day to day marketing and sales operations of the Company and perform such other duties as may be entrusted to him by the Board from time to time and separately communicated to him by exercising such powers as may be assigned to him, subject to the superintendence, control and directions of the Board.

He mainly handles sales, marketing and branding of products and services of the Company across the world. He also oversees trade shows, major events, customer relationship, liaising, social media marketing strategy and content marketing.

(v) Remuneration proposed:

In conformity and furtherance to the members' special resolution passed at the 27th AGM held on September 06, 2019, the Company proposes to ratify and the consequent waiver of recovery of the excess remuneration of Rs. 91.26 lakhs paid for FY 22 which was found to be in excess of the maximum permissible limits as per the applicable provisions of the Act, in case when company have no profit or inadequate profits as per the applicable provisions of the Act.

(vi) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of her origin):

The 'Nomination and Remuneration Committee' constituted by the Board in terms of the Act and the SEBI Listing Regulations, perused remuneration of managerial persons prevalent in the industry and other companies comparable with the size of the Company, industry benchmarks in general, profile, responsibilities, duties, past performance and rich experience of Mr. Jitendra Kumar Agarwal in the industry, before recommending waiver of recovery of excess remuneration amounting to Rs. 91.26 lakhs.

(vii) Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel (or other director), if any:

Besides the remuneration paid to Mr. Ishwar Chand Agarwal (Executive Chairman), Mr. Rajendra Kumar Agarwal (Managing Director & CEO) and Mr. Jitendra Kumar Agarwal (Joint Managing Director), he belongs to promoter group. He does not have any other pecuniary interest.

III. OTHER INFORMATION:**(1) Reasons of loss or inadequate profits:**

During FY 22, the profit of the Company was not adequate and reduced to significant level due to higher raw material prices coupled with reduced capacity utilization on account of acute shortage of semiconductors and other key electronic components attributable to global-wide phenomenon of logistical and supply issues in the wake of continuing COVID-19 pandemic.

(2) Steps taken or proposed to be taken for improvement:

Genus is implementing stringent cost control measures across the organization to reduce the cost of production and to preserve liquidity to survive tough times and respond to any unexpected events in the future due to the pandemic. The Company has adopted a YOYO system to manage the cost according to level of operations and to build flexibility and an operation system to reach minimum/maximum level in a very short span of time. The Company has also adopted a system of initiating discussions with its customers, vendors and other stakeholders to protect the business, deliver its services and to propel the business forward.

The Company has adopted a robust inventory management system based on adoption of multiple sourcing strategies. In order to thwart the risk of delayed deliveries of some critical components like micro controllers, multi-layer ceramic capacitors (MLCCS) & chip resistors following global shortages, the Company has signed long-term strategic supply agreements with some key manufacturers & distribution partners. A separate dedicated function, 'Production, Planning & Control' (PPC) would ensures efficient operations in order to bring about the desired manufacturing results in terms of quality, quantity, timely deliveries, and cost. The Company has developed complete forward and backward integration facilities to carry out manufacturing of sub-parts / assemblies in-house. Adoption of Kraljic Matrix has further improved supply-chain management of the Company. The Company has also provisioned for safety stock of critical items having longer lead time.

(3) Expected increase in productivity and profits in measurable terms:

Looking at the past performance and efforts being made, the Company is expecting around 25 per cent increase in its turnover and profits during FY 23.

Pursuant to recommendations of the Nomination & Remuneration Committee and the Audit Committee, the Board recommends the resolutions as set out at agenda item nos. 7, 8 & 9 of the Notice as special resolutions for the members' 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 or any of their respective relatives is in any way, concerned or interested, whether financially or otherwise, in the resolutions mentioned at agenda item nos. 7, 8 & 9 of this Notice.

Item No. 10

The Company's subsidiary(ies) / associate(s) / JV(s) / group entity(ies) or any person in whom any of the directors of the Company is interested, explore various options to raise funds through loan / issuance of debentures / bonds etc. which may be backed by securities or corporate guarantee. The proceeds raised by the aforesaid entities would be utilised for their principal business activities.

Pursuant to Section 185 of the Companies Act, 2013 ("the Act"), a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the members of the Company is obtained by way of passing a special resolution and requisite disclosures are made in the explanatory statement.

The management is of the view that the Company may be required to invest surplus funds, if available in its subsidiary companies or associates companies, group companies or to any other body corporate(s) in which the Directors of the Company are interested, as and when required. Hence, as an abundant caution, the Board decided to seek approval of the members pursuant to the amended provisions of Section 185 of the Act to advance loan (including loan in the form of deposits or debentures and/or loan represented by a book debt), or give guarantee or provide security in connection with loan taken by any entity which is a subsidiary or associate or joint venture of the Company or any person in whom any of the Directors of the Company or group company is interested as specified in the explanation to sub-section 2 of the Section 185 of the Act, in one or more tranches, up to an aggregate amount not exceeding Rs. 75 crore (Rupees Seventy Five Crore only), outstanding at any point of time and on such terms and conditions, including interest and tenure, as the Board may in its absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

It is proposed to grant loan or give guarantee or provide security in respect of any loan granted/to be granted as aforesaid and the proposed loan shall be at the interest rate of prevailing market rate and shall be used by the borrowing Company for its principal business activities only.

The Board recommends the resolution as set out at agenda item no. 10 of the Notice as a special resolution for the members' 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 or any of their respective relatives is in any way, concerned or interested, whether financially or otherwise, in the resolution mentioned at agenda item no. 10 of this Notice.

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

Ankit Jhanjhari
Company Secretary
ICSI M. No.: A16482

Jaipur, August 03, 2022

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-A TO THE NOTICE DATED AUGUST 03, 2022, OF THE 30TH ANNUAL GENERAL MEETING

Details/brief profile of directors including directors retiring by rotation, seeking appointment/re-appointment, etc., at the 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 & (72)	00895365 & (51)
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"> • Possess over four decades of experience across various industries such as power, paper, coal & coke, apparels, agri-commodities etc. with special domain in power infrastructures field • Expert in industrial leadership and succession planning • Proficient in formulation of strategies for expansion and growth • Own visionary mindset to rapidly and effectively implement a strategy for change to deal with future and challenging times • Good in assessment of any contentious issue from legal angle and the associated risks 	<ul style="list-style-type: none"> • Possess over two decades of extensive and diverse work experience in several businesses with thorough knowledge of Paper, Coal and Power Industries • Expert in business restructuring, finance & banking functions, making corporate strategies and building investors relationship
Terms and Conditions of Appointment / Reappointment	Re-appointment 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 th AGM held on September 06, 2019	Appointment as non-executive, vice chairman w.e.f. May 29, 2013 pursuant to resolution passed by the members in AGM held on 18.09.2013
Remuneration last drawn (including sitting fees and commission, if any)	Rs. 300 Lakh (Remuneration)	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, 2022	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	6	5
Directorships of other Boards as on March 31, 2022	<ul style="list-style-type: none"> • Kailash Industries Limited • Genus Paper & Boards Limited • Genus International Commodities Limited • Yajur Commodities Limited • Virtuous Mining Limited • Greentech Mega Food Park Limited • Gulf Guar Gum Company LLC SFZ 	<ul style="list-style-type: none"> • Genus Paper & Boards Limited • Yajur Commodities Limited • Kailash Coal And Coke Company Limited • Genus Mobility Solutions Limited • Genus Apparels Limited • Genus Paper & Coke Limited • Yajur Comtrade Private Limited • Kailash Waste Solution Private Limited • NS Paper Limited • Virtuous Infra Limited • Kailash Chemicals Private Limited • Maple Natural Resources Pte. Ltd. • Pt. Maple Natural Resources • Maple Natural Resources DWC LLC • Gulf Guar Gum Company LLC SFZ • Shanti Globiz INC.

Membership / Chairmanship of Committees as on March 31, 2022	<p>Genus Power Infrastructures Ltd.:</p> <ul style="list-style-type: none"> • CSR • FC • SC <p>Yajur Commodities Limited:</p> <ul style="list-style-type: none"> • NRC • CSR 	<p>Yajur Commodities Ltd.:</p> <ul style="list-style-type: none"> • NRC • CSR • AC <p>Genus Paper & Boards Limited:</p> <ul style="list-style-type: none"> • RMC • CSR • AC • CODFBF <p>Genus Apparels Limited:</p> <ul style="list-style-type: none"> • NRC • AC
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Name of Director	Mr. Rajendra Kumar Agarwal ('RKA')	Mr. Jitendra Kumar Agarwal ('JKA')
S. No.	(3)	(4)
DIN & (Age in Years)	00011127 & (47)	00011189 & (45)
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"> • Possess immense experience in power distribution sector and industry vertical such as Smart Metering, Smart Grid, Solar Panel, Batteries, etc • Sets and evolves strategic directions for the company and product portfolios, while nurturing a strong leadership team to drive its execution • Oversee technology development, R&D, long-term growth, strategic planning, alliances and partnerships • Pursue growth ambitions balanced with a strong emphasis on risk and compliance management • Driving digital transformation • Proficient in formulation and implementation of company policies and strategies • Expert in identifying and engaging right talent resources aligned with company goals 	<ul style="list-style-type: none"> • Expert in the fields of marketing, branding and sales in power distribution sector and power backup solution industry • Proficient in evaluating and developing marketing strategies and marketing plans • Very sharp in catching new business leads, converting them to opportunities and then to success • Oversee trade shows, major events, social media marketing strategy and content marketing • Getting expertise on Opex business models
Terms and Conditions of Appointment / Reappointment	Re-appointment 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 th AGM held on September 06, 2019	Re-appointment 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 th AGM held on September 06, 2019
Remuneration last drawn (including sitting fees and commission, if any)	Rs. 247.20 Lakh (Remuneration)	Rs. 247.20 Lakh (Remuneration)
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	6	5
Directorships of other Boards as on March 31, 2022	<ul style="list-style-type: none"> • Hi-Print Electromack Private Limited • Hi-Print Investments Private Limited • Genus Power Solutions Private Limited 	<ul style="list-style-type: none"> • Genus International Commodities Limited • Indian Electrical And Electronics Manufacturers Association (IEEMA) • Genus Power Solutions Private Limited
Membership / Chairmanship of Committees as on March 31, 2022	<p>Genus Power Infrastructures Ltd.:</p> <ul style="list-style-type: none"> • CSR • FC • SC • RMC • AC 	<p>Genus Power Infrastructures Ltd.:</p> <ul style="list-style-type: none"> • CSR • FC • SC • RMC

Name of Director	Mr. Rameshwar Pareek ('RP')	Mr. Dharam Chand Agarwal ('DCA')
S. No.	(5)	(6)
DIN & (Age in Years)	00014224 & (77)	00014211 & (73)
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"> • Possess over four decades of vast experience in the field of trade policies, corporate & commercial laws, and accounting & auditing techniques • Worked with Rajasthan Financial Corporation, Jaipur and served on deputation with the Bureau of Industrial Promotion (BIP), Jaipur • Expert in implementation of accounting standards, accounting techniques and corporate governance practices 	<ul style="list-style-type: none"> • An industrialist of repute with over four decades of experience in the timber & plywood industry • Possess huge experience of business management • Expert in dealing with the financial & operational risks and investors' related issues
Terms and Conditions of Appointment / Reappointment	Appointed by the members 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 members 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. 3.40 lakhs (Sitting fees)	Rs. 2.00 lakhs (Sitting fees)
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, 2022	Nil	Nil
Relationship with other Directors/Key Managerial Personnel	None	None
Number of meetings of the Board attended during the year	6	2
Directorships of other Boards as on March 31, 2022	Nil	<ul style="list-style-type: none"> • Genus Prime Infra Limited • Genus Paper & Boards Limited
Membership / Chairmanship of Committees as on March 31, 2022	Genus Power Infrastructures Limited: <ul style="list-style-type: none"> • AC • NRC • SRC • CID 	Genus Power Infrastructures Limited: <ul style="list-style-type: none"> • CSR • NRC • SRC • CID Genus Prime Infra Limited: <ul style="list-style-type: none"> • AC • NRC • SRC Genus Paper & Boards Limited <ul style="list-style-type: none"> • AC • NRC • SRC • CSR

Name of Director	Mr. Udit Agarwal ('UA')	Mrs. Mansi Kothari ('MK')
S. No.	(7)	(8)
DIN & (Age in Years)	02820615 & (49)	08450396 & (44)
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"> • Belongs to a reputed business group - 'Saran Group' • Possess over two decades of rich experience in the field of manufacturing and export of handicraft items • Own strong ability to provide astute analysis and suggestions • Expert in foreign trade policies, international trade and indirect taxes 	<ul style="list-style-type: none"> • Belongs to a reputed business family, engaged in supplying & trading of fine diamond jewellery • Rich experience of working in jewellery industry and has deep understanding of business culture and operational processes • Specialization in the field of governance and risk management • Vigorously involved in the activities for conservation of environment and welfare of local deprived communities
Terms and Conditions of Appointment / Reappointment	Appointed by the members 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 members 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. 1.50 Lakhs (Sitting fees)	Rs. 3.00 lakhs (Sitting fees)
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	5	4
Directorships of other Boards as on March 31, 2022	<ul style="list-style-type: none"> • Genus Paper & Boards Limited • Genus Prime Infra Limited • Star Vanija Private Limited 	Nil
Membership / Chairmanship of Committees as on March 31, 2022	Genus Paper & Boards Limited: <ul style="list-style-type: none"> • AC • NRC • SRC • CSR • CDFBF Genus Prime Infra Limited: <ul style="list-style-type: none"> • NRC • RIC • SRC • CID 	Genus Power Infrastructures Limited: <ul style="list-style-type: none"> • AC • NRC • SRC • CID

Name of Director	Mr. Subhash Chandra Garg ('SCG')	Dr. Keith Mario Torpy ('KMT')
S. No.	(9)	(10)
DIN & (Age in Years)	01064347 & (61)	01451387 & (62)
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"> • Joined IAS as part of 1983 batch in Rajasthan cadre • 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) • Served as an Executive Director in the World Bank based in Washington DC • Expert in implementation of accounting standard, accounting techniques and corporate governance practices • Proficient in formulation of economic, financial and fiscal policies and strategies • Specialization in assessment of contentious issues from legal perspective and the associated risks 	<ul style="list-style-type: none"> • 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 • Managed a research and development organization spread across 18 sites around the world • 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 • Expert in technology strategy conceptualization and implementation in energy management solutions
Terms and Conditions of Appointment / Reappointment	Appointed by the members in AGM held on September 16, 2021 as an independent director for three consecutive years effective from November 11, 2020	Appointed by the members in AGM held on September 16, 2021 as a non-executive, non-independent director
Remuneration last drawn (including sitting fees and commission, if any)	Rs. 15.40 lakhs (Commission and Sitting fees)	Rs. 30.09 lakhs (Consultancy fees)
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, 2022	Nil	Nil
Relationship with other Directors/Key Managerial Personnel	None	None
Number of meetings of the Board attended during the year	6	6
Directorships of other Boards as on March 31, 2022	<ul style="list-style-type: none"> • Subhanjali Consultancy Services Private Limited 	<ul style="list-style-type: none"> • Stelmec Limited
Membership / Chairmanship of Committees as on March 31, 2022	Genus Power Infrastructures Limited: <ul style="list-style-type: none"> • AC • RMC 	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
Committee of Independent Directors – CID; Committee of Directors for Bank Funding – CODFBF