

Genus Power Infrastructures Limited

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

(Email: cs@genus.in; Website: www.genuspower.com; Corporate Identification Number (CIN): L51909UP1992PLC051997)

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

POSTAL BALLOT NOTICE

(Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as the “Act”), Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as the “Rules”) read with the General Circular Nos. 14/2020 dated April 08, 2020; 17/2020 dated April 13, 2020; 22/2020 dated June 15, 2020; 33/2020 dated September 28, 2020; 39/2020 dated December 31, 2020; 10/2021 dated June 23, 2021; 20/2021 dated December 08, 2021; 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and other relevant circulars and notifications issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “the MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with all other applicable provisions under the SEBI Listing Regulations and the circulars, notifications and rules issued thereunder by the Securities and Exchange Board of India (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and pursuant to other applicable laws and regulations, the resolutions as set out below in this Notice are proposed to be passed by the Members of Genus Power Infrastructures Limited (“the Company”) by means of Postal Ballot only through ‘remote electronic voting’ (remote e-voting).

In compliance with the MCA Circulars and pursuant to other applicable laws and regulations, the Notice of Postal Ballot (“Notice”) is being sent only in electronic form to those Members whose e-mail addresses are registered with the registered with the Company / Registrar and Transfer Agent (“RTA”) / Depository Participants (“DPs”) / Depositories to enable them to cast their votes electronically. The instructions for remote e-voting are appended to the Notice.

The Company has appointed Mr. Sandeep Jain (Membership No. FCS 5398, CP No. 4151) and in his absence Ms. Lata Gyanmalani (Membership No. FCS 10106, CP No. 9774), partners of M/s. ARMS & Associates LLP, Practicing Company Secretaries, Jaipur as the Scrutinizer for conducting the Postal Ballot only through the remote e-voting process and for scrutinizing the votes casted therein, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In accordance with the provisions of the MCA Circulars, Members can vote only through the remote e-voting process. Members are requested to read the instructions in the Notes forming part of this Notice to cast their vote electronically through the remote e-voting process which commences on Sunday, July 02, 2023 at 9.00 a.m. (IST) and ends on Monday, July 31, 2023 at 5:00 p.m. (IST).

The Scrutinizer will submit his report to the Chairman or in his absence, any other person authorised by him, after completion of scrutiny of the votes. The results of the voting by Postal Ballot (through e-voting process) along with the Scrutinizer's report will be announced by the Chairman of the Company or any other person authorized by him, on or before Wednesday, August 02, 2023 and will be posted on the Company's website at www.genuspower.com and the website of CDSL at www.evotingindia.com. The results will be communicated to the Stock Exchanges, where the equity shares of the Company are listed (i.e. NSE and BSE), National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (together the "Depositories"). The Company will also display the results of the Postal Ballot (through e-voting process) at its Registered Office.

SPECIAL BUSINESS

1. To appoint Ms. Sharmila Chavaly (DIN: 06411077) as an Independent Director of the Company and to approve remuneration payable to her by way of commission or fees

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], Ms. Sharmila Chavaly (DIN: 06411077), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a period of two years, commencing from May 01, 2023 up to April 30, 2025 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and any other applicable provisions of the Companies Act, 2013 ("Act") [including any statutory modification(s) or reenactment(s) thereof for the time being in force] and Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, consent of the Members of the Company, be and is hereby accorded for payment of commission or fees to Ms. Sharmila Chavaly (DIN: 06411077), Independent Director of the Company for a period of two years commencing from May 01, 2023 up to April 30, 2025, as determined or to be determined by the Board of Directors within the overall maximum limit of 1% (one percent) of the net profits of the Company for that financial year computed in accordance with the provisions of Section 198 of the Act or such other percentage as may be specified by the Act from time to time in this regard, provided the total amount of sum paid to all the non-executive Directors of the Company for the time being in force together with the money(ies) already paid in a financial year shall not exceed the overall limits as specified under the provisions of the Act and the rules made thereunder.

RESOLVED FURTHER THAT the above remuneration shall be in addition to fees payable to her for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other Meetings.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to do all such acts, deeds, matters, things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred by this resolution to any committee of Directors and/or Directors and/or Officers of the Company to give effect to this resolution."

2. To approve revision in overall borrowing powers of the Company under Section 180(1)(c) of Companies Act, 2013

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

“RESOLVED THAT in supersession of all earlier resolutions passed in this regard and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company and/or any Committee thereof, to borrow from time to time, as it may consider fit, any sum or sums of money not exceeding Rs. 3,000 crore (Rupees Three Thousand Crore) on such terms and conditions as it may deem fit, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained/to be obtained from the Company’s bankers in the ordinary course of business) will or may exceed the aggregate of the paid up share capital of the Company and its free reserves and securities premium.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and are hereby authorized to finalise the terms and conditions of all such borrowings from time to time as it may deem fit and to sign and execute all such deeds, contracts, instruments, agreements and any other documents as may be required and to do all such acts, deeds, matters, things as may be deemed necessary, expedient and incidental thereto and to settle any questions, difficulty or doubt that may arise and to delegate all or any of its powers herein conferred by this resolution to any Committee of Directors and/or Directors and/or Officers of the Company.”

3. To approve creation of securities/mortgage/charge on the assets of the Company under Section 180(1)(a) of Companies Act, 2013

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

“RESOLVED THAT in supersession of all earlier resolutions passed in this regard, consent of the Members of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 [including any statutory modification(s) or re-enactment thereof for the time being in force] to the Board of Directors of the Company and/or any Committee thereof, to mortgage, pledge, create charges or hypothecation and to provide securities as may be necessary on all movable and/or immovable properties wherever situated both present and future on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board and/or any Committee thereof, in its absolute discretion thinks fit, in favour of any Bank(s) or Financial Institution(s) or any other Lender(s), Agent(s) and Trustee(s) whether shareholder of the Company or not, to secure borrowing availed or to be availed by the Company or subsidiary(ies) or associate(s) of the Company, whether by way of debentures, loans, credit facilities, debts, financial obligations or any other securities or otherwise, in foreign currency or in Indian rupees, within the overall limits of the borrowing powers of the Board as determined from time to time by members of the Company, pursuant to Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to finalize, with the Bank(s) or Financial Institution(s) or any other Lender(s), Agent(s) and Trustee(s), all such deeds, contracts,

instruments, agreements and any other documents for creating the aforesaid mortgages, pledge, charges and /or hypothecations and to accept any modifications thereto, or to modify, alter or vary, the terms and conditions of the existing deeds, contracts, instruments, agreements documents and to do all such acts, deeds, matters, things as may be deemed necessary, expedient and incidental thereto and to settle any questions, difficulty or doubt that may arise and to delegate all or any of its powers herein conferred by this resolution to any Committee of Directors and/ or Directors and/or officers of the Company.”

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

Ankit Jhanjhari
Company Secretary
ICSI M. No.: A16482
Jaipur, June 30, 2023

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. A Statement, pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice, is appended hereto and the same should be taken as part of the Notice.
2. Pursuant to Regulation 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 are also annexed hereto as ‘Annexure-A’.
3. In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting only.
4. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear on the Register of Members / List of Beneficial Owners as at the close of business hours on Friday, June 23, 2023 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / RTA / DPs / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and prepaid business reply envelopes are not being sent to Members for this Postal Ballot. Any person who is not a member as on the Cut-Off Date or becomes a member after the Cut-Off Date should treat this Postal Ballot Notice for information purposes only.
5. This Postal Ballot Notice will also be available on the Company’s website at ‘www.genuspower.com’, 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 and on the website of CDSL at ‘www.evotingindia.com’.
6. The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e. Monday, July 31, 2023.
7. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of e-voting. Members seeking to inspect such documents can send an email to ‘cs@genus.in’.

8. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address:
 - (i) Members holding shares in electronic form/mode, who have not registered their email address, are requested to register the same with the DPs where they maintain their demat accounts, which is mandatory while e-Voting; and
 - (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.genuspower.com) duly filled and signed along with requisite supporting documents to the Company's RTA at M/s. Niche Technologies Private Limited at 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata-700017; website: 'www.nichetechpl.com'. In case of any queries, for registering email address, Members may write to 'nichetechpl@nichetechpl.com' and 'cs@genus.in'.
9. Non-resident Indian shareholders are requested to immediately inform their DPs (in case shares are held in demat/electronic form) or the Company's RTA (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.
10. 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.
11. 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 DPs, 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.
12. SEBI vide its Circular dated November 3, 2021 read with clarification dated December 14, 2021 and SEBI Circular dated March 16, 2023 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 October 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 June 30, 2023 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, along with 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.

13. 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/>.
14. 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.

15. The Company has transferred the unpaid or unclaimed dividends declared up to FY 2014-15, 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 2015-16 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 08, 2022 (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'.

16. The Company has designated a separate email ID of the grievance redressal division / compliance officer i.e. 'cs@genus.in', exclusively for the purpose of registering complaints by investors.

17. Procedure for e-voting are as follows:

- (I) Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the SEBI Listing Regulations read with relevant SEBI Circulars, SS-2 and any amendments thereto, the Company is providing e-voting facility to its Members to exercise their right to vote on the proposed resolutions by electronic means. 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 will be provided by CDSL.
- (II) The instructions for members for remote e-voting are as under:
 - (i) The e-voting period begins on Sunday, July 02, 2023 at 9:00 am (IST) and ends on Monday, July 31, 2023 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 Friday, June 23, 2023 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the said Cut-Off Date.
 - (ii) Once the vote on the resolution is cast by the Members, the Members shall not be allowed to change it subsequently.

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 for individual shareholders holding securities in demat mode (CDSL/NSDL) is given below:

Type of shareholders	Login method
Individual	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach

<p>Shareholders holding securities in Demat mode with CDSL Depository</p>	<p>e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website at www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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, if any & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL at website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a 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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: 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.</p> <p>2) 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</p> <p>3) 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.</p>

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.
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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 : 022 - 4886 7000 and 022 - 2499 7000

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

- (iv) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form:
- (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 and other than 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.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians – For Remote e-Voting only:
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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.

PROCESS FOR THOSE SHAREHOLDERS, WHOSE EMAIL / MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

- For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
 - For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
 - For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository, if any.
- (III) Contact details of the person responsible to address the queries/grievances connected with the voting by Postal Ballot including voting by electronic means, if any:
- If you have any queries or issues regarding 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.
 - 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 at toll free no. 1800 22 55 33.
 - The Company Secretary, Genus Power Infrastructures Limited, SPL-3, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022, Rajasthan; Tel. 0141-7102400/500; E-mail: cs@genus.in.

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

Ankit Jhanjhari
Company Secretary
ICSI M. No.: A16482
Jaipur, June 30, 2023

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”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

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

Item No. 1

Pursuant to the recommendation made by the Nomination and Remuneration Committee (“NRC”) of the Company, the Board of Directors of the Company (“Board”) in its meeting held on May 01, 2023 has approved the appointment of Ms. Sharmila Chavaly (DIN: 06411077) as an additional director of the Company to hold office up to the date of the ensuing annual general meeting and as independent director to hold office for a period of two years commencing from May 01, 2023 up to April 30, 2025 subject to approval of the Members of the Company.

Whilst considering the appointment of Ms. Sharmila Chavaly as an independent director, the NRC and the Board reviewed and confirmed that:

- She is a fit and proper person to be appointed as a director of the Company.
- The Company has received a declaration from Ms. Sharmila Chavaly that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16, 17, 17A, 25 and other applicable provisions of the SEBI Listing Regulations.
- She is not disqualified from being appointed as a director of the Company, in terms of Section 164 of the Act and has given her consent to act as an independent director of the Company. In the opinion of the Board, she fulfils the conditions relating to her appointment as prescribed under the relevant provisions of the Act, the relevant rules notified thereunder, and the SEBI Listing Regulations.
- She is not debarred from holding the office of director by virtue of any order by SEBI or any other authority.
- She is not related to any director of the Company.
- She has the requisite skills, capabilities and expertise in functional areas viz. Infrastructure Policy, Financing of Infrastructure, Sustainable Finance, Green Finance, Project Structuring and Implementation, Budget Management and Financial Planning, Foreign Exchange Management, Public Private Partnerships, Public Procurement, and Bilateral/Multilateral Negotiations, which are beneficial to the Company. In view of these, appointment of Ms. Sharmila Chavaly as an Independent Director is in the interest of the Company.

A brief profile and other information as required under Regulation 36(3) of the SEBI Listing Regulations and secretarial standard on general meetings, issued by the Institute of Company Secretaries of India are provided in the Annexure-A, annexed hereto.

The Board recommends her appointment to the Members of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and other applicable provisions of the Act, appointment of Ms. Sharmila Chavaly as an Independent Director requires approval of Members of the Company. Further, in terms of Regulation 25(2A) of SEBI Listing Regulations, appointment of Ms. Sharmila Chavaly as an Independent Director requires approval of Members of the Company by passing a special resolution. Thus, approval of the Members is sought for the proposed resolution. The Board recommends the resolution as a special resolution for approval by the Members of the Company.

The Company has received a notice in writing under Section 160(1) of the Act, proposing her candidature for the office of director of the company.

The draft letter of appointment of Ms. Sharmila Chavaly, setting out the terms and conditions of appointment, is available electronically for inspection by the Members of the Company. Members seeking to inspect the same can send an email to 'cs@genus.in'.

She will be paid remuneration by way of commission or fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board within the limits stipulated under Section 197 of the Act.

None of the directors and key managerial personnel of the Company including their relatives (except Ms. Sharmila Chavaly and her relatives, to the extent of her appointment) are in any way concerned or interested, financially or otherwise in the resolution.

Item No. 2 and 3

The Members of the Company had accorded their consent on July 11, 2014 to the Board of Directors of the Company ("Board") for borrowing monies (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) up to Rs. 2,000 crore under Section 180(1)(c) of the Companies Act, 2013 ("the Act"). The Members of the Company had also accorded their consent on July 11, 2014 to the Board to create charge on properties or assets of the Company to secure borrowings within the overall borrowing limits fixed pursuant to Section 180(1)(c) of the Act.

In view of the increase in business activities and to seize the available business opportunities under CAPEX-OPEX-TOTEX base BOOT Model in the Power Distribution Section, it is proposed to increase in the borrowing limit from Rs. 2000 crore to Rs. 3,000 crore pursuant to Section 180 (1)(c) of the Act and accordingly, increase the limit for creation of charge to secure borrowings within the overall borrowing limits fixed pursuant to Section 180(1)(c) of the Act, subject to the approval of the Members of the Company.

Pursuant to the provisions of Section 180(1)(c) of the Act, the Board has the powers to borrow money, where the money to be borrowed, together the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeds aggregate of the paid-up share capital, free reserves and securities premium of the Company, with the consent of the Members of the Company by way of special resolution.

Further, pursuant to the provisions of Section 180(1)(a) of the Act, the Board has the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company with the consent of the Members of the Company by way of a special resolution.

In order to secure the borrowings, the Company may be required to create security by way of mortgage/ charge/ hypothecation on its assets and properties, both present and future. The terms of such security may include a right in certain events of default, to take over control of the said assets and properties of the Company. Since creation of charge on properties and assets of the Company with the right of taking over the control in certain events of default may be considered to be a sale/lease/disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Act, it is proposed to seek approval of the Members of the Company for increasing the existing limits to Rs. 3,000 crore.

Accordingly, the approval of the Members of the Company is sought for increase in the borrowing limits and to secure such borrowings by the creation of charge on assets/properties of the Company up to Rs. 3,000 crore as stated in the resolutions.

The Board has recommended the resolutions as set out in item nos. 2 and 3 of the Notice as special resolutions for the Members' approval.

None of the directors and key managerial personnel of the Company including their relatives are in any way concerned or interested, financially or otherwise in the resolution.

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

Ankit Jhanjhari
Company Secretary
ICSI M. No.: A16482
Jaipur, June 30, 2023

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 JUNE 30, 2023

Details/brief profile of directors seeking appointment/reappointment, are as follows:

Name of Director	Ms. Sharmila Chavaly
DIN	06411077
Date of birth	21-10-1960
Age in years	62
Qualifications	Master's degree in Humanities from the Jawaharlal Nehru University, New Delhi
Brief resume including experience (including expertise in specific functional area)	<p>Ms. Sharmila Chavaly (DIN: 06411077), aged 62 years has been an Officer of Indian Railway Accounts Service (IRAS) (1986 Batch) and served as Advisor, NISG, Principal Financial Advisor, Northern Railway, Joint Secretary, Department of Economic Affairs, Ministry of Finance, Govt. of India. Prior to this, she has also served as Executive Director (Railway Board) and earlier as Director (ADB), Dept. of Economic Affairs, Ministry of Finance. She has also served as Government Nominee Director on the Board of Directors of India Infrastructure Finance Company Limited (IIFCL) (from 22.10.2012 to 14.12.2017) and Indian Railway Finance Corporation Limited (from 21.11.2012 to 26.09.2017) and Director of ONGC Videsh Limited (from 21.08.2013 to 16.01.2018).</p> <p>Ms. Chavaly holds a post graduate degree in Humanities from the Jawaharlal Nehru University, New Delhi and is certified in Financial Planning and Programming by the International Monetary Fund</p> <p>She has rich experience of over three decades in infrastructure finance. Her areas of expertise include Public Private Partnerships, Infrastructure policy, Financing of Infrastructure, Sustainable Finance, Green Finance, Project structuring and implementation, Budget management and Financial Planning, Foreign Exchange management, Public Procurement, and Bilateral/Multilateral negotiations. She was the Indian representative of the G-20 Infrastructure Working Group, of the India-US and the India-China Financial Dialogue. She was also Member Secretary of the 2015 Kelkar Committee which reviewed the PPP Model of infrastructure delivery and a member of several high-level committees on infrastructure.</p> <p>During her career, Ms. Chavaly was instrumental in designing policy and investment vehicles for infrastructure and PPP, including in setting up the InvITs, the revamped REITs and revised guidelines for Municipal Bonds, the Credit Enhancement Fund and the Infrastructure Credit Rating scale. New PPP structures were also developed for projects in rural health and education, urban waste disposal and green energy.</p>

Terms and conditions of appointment / re-appointment	Appointment as an Independent Director for a period of 2 (two) consecutive years, with effect from May 01, 2023 up to April 30, 2025 (both days inclusive), not liable to retire by rotation.
Remuneration last drawn (Rs.)	Not Applicable
Remuneration proposed to be paid (Rs.)	<ul style="list-style-type: none"> • Sitting fees for attending Board Meetings and Committee meetings, if any, where she is a member. • Commission, as determined by the Board of Directors.
Date of first appointment on the Board	01-05-2023
Shareholding in the Company	Nil
Relationship with other Directors / Key Managerial Personnel	Not related to any of the Directors, Promoters or Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the year (Financial Year 2022-23)	Not Applicable
Directorships of other Boards	None
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	None
Membership / Chairmanship of Committees of other Boards	None
Justification for choosing the appointees for appointment as Independent Director (In case of Independent Director)	As explained in the explanatory statement
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements. (In case of Independent Director)	As explained in the explanatory statement
Performance evaluation report of Independent Director or summary (in case of re-appointment of Independent Directors)	Not Applicable

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

Ankit Jhanjhari
Company Secretary
ICSI M. No.: A16482
Jaipur, June 30, 2023

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