

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: 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 thirty-first (31st) annual general meeting ("AGM" / "Meeting") of the Members of Genus Power Infrastructures Limited (the "Company") will be held on **Thursday, September 28, 2023 at 11:00 a.m.** (IST) through video conferencing ("VC") / other audio visual means ("OAVM") to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2023, 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, 2023, 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**:
 - "RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2023 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."
 - "RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon, as circulated to the Members of the Company, be and are hereby considered and adopted."
- To declare a dividend of Re. 0.75 (Seventy Five paise) per equity share of face value of Re.1 each for the financial year ended March 31, 2023 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. 0.75 (Seventy Five paise) 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, 2023 and the same be paid out of the profits of the Company for the financial year ended March 31, 2023."
- To appoint a director in place of Mr. Rajendra Kumar 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. Rajendra Kumar Agarwal (DIN: 00011127), who retires by rotation 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."
- To appoint a director in place of Dr. Keith Mario Torpy, 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, Dr. Keith Mario Torpy (DIN: 01451387), who retires by rotation 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

- To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2024 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 31st 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, 2024, be and is hereby ratified."
- To approve the re-appointment of Mr. Subhash Chandra Garg as Independent Director of the Company and in this regard, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the "Act") and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and other laws, rules and regulations as may be applicable from time to time and pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company (the "Board"), the consent of the Members be and is hereby accorded for the re-appointment of Mr. Subhash Chandra Garg (DIN: 01064347), as a Non-Executive, Independent Director of the Company, for the second term to hold office for a period of five years, on expiry of his present term of office, i.e. commencing from November 11, 2023, whose office shall not be liable to retire by rotation, on such terms and conditions including remuneration, determined or to be determined by the Board.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and any other applicable provisions of the Act [including any statutory modification(s) or re-enactment(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, the consent of the Members of the Company be and is hereby accorded for payment of commission or fees to Mr. Subhash Chandra Garg (DIN: 01064347), till the expiry of his tenure, 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 him for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and other Meetings.

RESOLVED FURTHER THAT the Board (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.”

7. 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 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 (DIN: 01064347), Independent, Non-Executive Director of the Company during the financial year ending March 31, 2024 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, 2024 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.”

8. To approve waiver of excess managerial remuneration paid to Mr. Ishwar Chand Agarwal, Executive Chairman (Whole-time Director) for FY 2022-23 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 and Remuneration Committee, the consent of the Members of the Company be and is hereby accorded to ratify and approve the excess remuneration amounting to Rs. 45.53 lakhs paid for FY 2022-23 to Mr. Ishwar Chand Agarwal (DIN: 00011152), Executive Chairman (Whole-time Director), which was found to be in excess of the maximum permissible limits as per the applicable provisions of the Act.

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 amounting to Rs. 45.53 lakhs paid to Mr. Ishwar Chand Agarwal, Executive Chairman (Whole-time Director (DIN: 00011152) for FY 2022-23, in excess of the prescribed limits, in case when company have no profit or inadequate profit as per the applicable provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company 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. Rajendra Kumar Agarwal, Managing Director & CEO for FY 2022-23 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 and Remuneration Committee, the consent of the Members of the Company be and is hereby accorded to ratify and approve the excess remuneration amounting to Rs. 37.52 lakhs paid for FY 2022-23 to Mr. Rajendra Kumar Agarwal (DIN: 00011127), Managing Director & CEO of the Company, which was found to be in excess of the maximum permissible limits as per the applicable provisions of the Act.

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 amounting to Rs. 37.52 lakhs paid to Mr. Rajendra Kumar Agarwal (DIN: 00011127), Managing Director & CEO of the Company for FY 2022-23, in excess of the prescribed limits, in case when company have no profit or inadequate profit as per the applicable provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company 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 waiver of excess managerial remuneration paid to Mr. Jitendra Kumar Agarwal, Joint Managing Director for FY 2022-23 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 and Remuneration Committee, the consent of the Members of the Company be and is hereby accorded to ratify and approve the excess remuneration amounting to Rs. 37.52 lakhs paid for FY 2022-23 to Mr. Jitendra Kumar Agarwal (DIN: 00011189), Joint Managing Director of the Company, which was found to be in excess of the maximum permissible limits as per the applicable provisions of the Act.

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 amounting to Rs. 37.52 lakhs paid to Mr. Jitendra Kumar Agarwal (DIN: 00011189), Joint Managing Director of the Company for FY 2022-23, in excess of the prescribed limits, in case when company have no profit or inadequate profit as per the applicable provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company 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."

11. To approve the re-appointment of Mr. Ishwar Chand Agarwal as Executive Chairman of the Company and in this regard, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (the "Act") and the Rules made there under (including any statutory modification or re-enactment thereof) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded, for the re-appointment of Mr. Ishwar Chand Agarwal (DIN: 00011152) as Whole-time Director, designated as Executive Chairman of the Company for a period of five years, on expiry of his present term of office, i.e. with effect from January 24, 2024, as well as to continue to hold such position after attaining the age of 70 years pursuant to Section 196(3) of the Act, and for the increased remuneration payable to him with effect from October 01, 2023 till the expiry of his tenure i.e. January 23, 2029, as under:

a) Salary: Rs. 35,00,000/- per month

b) Allowances & Perquisites:

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

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

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

12. To approve the re-appointment of Mr. Rajendra Kumar Agarwal as Managing Director and Chief Executive Officer of the Company and in this regard, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (the "Act") and the Rules made there under (including any statutory modification or re-enactment thereof) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded, for the re-appointment of Mr. Rajendra Kumar Agarwal (DIN: 00011127), as Managing Director ('MD') and Chief Executive Officer ('CEO') of the Company for a period of five years, on expiry of his present term of office, i.e. with effect from May 29, 2024, and for the increased remuneration payable to him with effect from October 01, 2023 till the expiry of his tenure i.e. May 28, 2029, as under:

a) Salary: Rs. 30,00,000/- per month.

b) Allowances & Perquisites:

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

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

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

13. To approve the re-appointment of Mr. Jitendra Kumar Agarwal as Joint Managing Director of the Company and in this regard, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, and subject to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (the "Act") and the Rules made there under (including any statutory modification or re-enactment thereof) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded, for the re-appointment of Mr. Jitendra Kumar Agarwal (DIN: 00011189), as Joint Managing Director ('JMD') of the Company for a period of five years, on expiry of his present term of office, i.e. with effect from September 20, 2024, and for the increased remuneration payable to him with effect from October 01, 2023 till the expiry of his tenure i.e. September 19, 2029, as under:

a) Salary: Rs. 30,00,000/- per month.

b) Allowances & Perquisites:

- i) Furnished residential accommodation with water, gas, electricity, maintenance, sweeper, gardener, watchman and personal attendant or House Rent Allowance in lieu thereof.
- ii) Medical benefits for self and family: Reimbursement of all expenses actually incurred in India and/or abroad.
- iii) Leave travel concession for self, wife and minor children once a year.

- iv) Fees of clubs subject to a maximum of two clubs.
- v) Premium on personal accident insurance policy as per the Company's rules.
- vi) Premium on medical Insurance for self and family as per the Company's rules.
- vii) Company's contribution towards provident fund as per rules of the Company but not exceeding 12% of salary.
- viii) Gratuity not exceeding one half month's salary for each completed year of service.
- ix) Encashment of leave as per rules of the Company.
- x) Free use of car with driver for official use.
- xi) Free telephone facility at residence including mobile phone for official use.

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

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

By Order of the Board of Directors
For **Genus Power Infrastructures Limited**
Ankit Jhanjhari
Company Secretary
ICSI M. No.: A16482
Jaipur, August 26, 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. Pursuant to General Circulars issued by the Ministry of Corporate Affairs ("MCA") vide Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022 and 11/2022 dated April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021, May 05, 2022 and December 28, 2022 respectively (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and other relevant circulars issued by the Securities and Exchange Board of India ("SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 (the "Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), the Annual General Meeting ("AGM" or "Meeting") of the Company is being conducted through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. The AGM of the Company is being convened through VC/OAVM in compliance with the applicable provisions of the Act read with all the applicable MCA Circulars and SEBI Circulars. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Generally, 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, physical attendance of members has been dispensed with in accordance with the MCA Circulars/ SEBI Circulars. 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 31st AGM (the "Notice" or "Notice of AGM").
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 special business mentioned in this Notice is annexed herewith and the same should be taken as part of the Notice.
4. In terms of the provisions of Section 152 of the Act, Mr. Rajendra Kumar Agarwal, Director (DIN: 00011127) and Dr. Keith Mario Torpy, Director (DIN: 01451387), 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. Rajendra Kumar Agarwal, Director (DIN: 00011127) and Dr. Keith Mario Torpy, Director (DIN: 01451387) 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. Ishwar Chand Agarwal, Mr. Kailash Chandra 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. Rajendra Kumar Agarwal and Dr. Keith Mario Torpy may also 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/additional details of directors seeking appointment or re-appointment at this AGM are also provided in the 'Annexure-A' to this Notice.
6. Since the AGM is being 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 any matter to be placed at this AGM, are requested to write to the Company Secretary of the Company at an early date so as to enable the management to keep the information ready at the AGM.
9. The Board at its meeting held on July 04, 2023 has recommended a dividend of Re. 0.75 (Seventy Five paise) per equity share on equity shares of the face value of Re.1 each (i.e. 75% of the face value) for the FY 2022-23 to the members for their approval. The Company has fixed Thursday, September 21, 2023 as the "Record Date" for the purpose of determining the Members eligible to receive dividend for the financial year 2022-23. The dividend approved by the Members at the AGM will be paid within a period of 30 days from the conclusion of the AGM, to the Members whose names appear on the Company's Register of Members as on the Record Date, and in respect of the shares held in dematerialised mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date, subject to deduction of tax at source, where applicable. Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. Dividend warrants / demand drafts will be despatched to the registered address of the Members who have not updated their bank account details.
10. Pursuant to the requirement of the Income Tax Act, 1961, the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its Shareholders. The TDS / withholding tax rate would vary depending on the residential status of the Shareholder and documents submitted by the Shareholder with the Company / Company's RTA / Depository Participant. Hence, to enable compliance with TDS requirements, Shareholders are requested to complete and/or update their Residential Status, PAN, Category and other required information 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 21, 2023 to enable the Company to determine the appropriate TDS / withholding tax rate. Any communication on the tax determination/deduction, received post Thursday, September 21, 2023, 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. 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 Registrar and Share Transfer Agent (i.e. M/s. Niche Technologies Private Limited, Kolkata) ("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.
12. 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 (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.
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 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.

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 update of KYC are available on the websites of the Company at 'www.genuspower.com' and the Company's RTA at 'www.nichetechpl.com'. 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 DPs only and not to the Company.

Further, Shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, after 31 December 2025.

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' / 'Entitlement Letter' 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' / 'Entitlement Letter' 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 2014-15, from time to time on due dates, to the investor education and protection fund ("IEPF"). Members, who have not yet cashed 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 ("IEPF Rules"), 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. However, shareholders may note that both the unclaimed dividend and corresponding shares transferred to the IEPF Authority can be claimed back by making an application to the IEPF Authority (in Form No. IEPF-5 available on 'www.iepf.gov.in') and after following the procedure prescribed in the IEPF Rules as amended.

19. All documents referred to in the Notice will 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'.
20. In accordance with the MCA Circulars and SEBI Circulars read with the SEBI Circular dated January 5, 2023, the Notice of AGM is being sent only through electronic mode (email) to those members, whose email addresses are registered with the Company / Company's Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that the Notice 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).

In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their email address:

- (i) Members holding shares in electronic form/mode, who have not registered their email address, are requested to register the same with the DP(s) 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 email address with the Company, are requested to register / update their email 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 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/or 'cs@genus.in'.
21. The Notice of AGM will be sent to those Members / Beneficial Owners electronically, whose name will appear in the Register of Members / List of Beneficiaries received from the depositories as on August 18, 2023. Any person who has acquired shares and become member of the Company after the dispatch of this Notice and holding shares as on the cut-off date i.e. Thursday, September 21, 2023 may obtain an electronic copy of Notice of AGM by sending a request to the Company or Company's RTA.
 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. Company Secretary and Compliance Officer of the Company shall be responsible for addressing all the grievances in relation to this AGM including e-voting. The Members may contact at the following address:
 - The Company Secretary and Compliance Officer,
Genus Power Infrastructures Limited,
SPL-3, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022, Rajasthan
Tel. 0141-7102400/500; Email: cs@genus.in

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

- (I) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations, and MCA/SEBI 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 atleast 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 the MCA/SEBI Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Act, and rules made thereunder, representatives of the members such as the President of India or the Governor of a State or body corporate are entitled to appoint their authorised representatives to attend the AGM through VC/OAVM and participate and cast their votes through remote e-voting and e-voting during the AGM of the Company.
 - (V) In accordance with the MCA/SEBI 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 (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, Company Secretaries, Jaipur as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process, in a fair and transparent manner.
 - (VII) Recorded transcript of the Meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company.
- (I) The instructions for Members for e-voting and joining virtual meeting are as under:
- (i) The voting period begins on Monday, September 25, 2023 at 9:00 am (IST) and ends on Wednesday, September 27, 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 Thursday, September 21, 2023 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 provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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 or joining virtual meeting & voting during the meeting. 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 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 or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>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</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>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</p>

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 e-Voting and joining virtual meetings 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.	
<p>PAN</p>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • *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)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> 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.
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- (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 mandatorily 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.
- (II) 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.
- (III) 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, 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.
- (IV) Members are encouraged to join the AGM through laptops / ipads for better experience.
- (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.

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 working 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 28, 2023.

By Order of the Board of Directors
For **Genus Power Infrastructures Limited**
Ankit Jhanjhari
Company Secretary
ICSI M. No.: A16482
Jaipur, August 26, 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")]

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, 2024 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, 2024, as set out at agenda item no. 5 in the Notice of the 31st AGM (the "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

Mr. Subhash Chandra Garg (DIN: 01064347) is the independent, non-executive directors of the Company. Pursuant to the provisions of the Companies Act, 2013 (the "Act"), he was appointed as independent, non-executive director to hold offices for three consecutive years for a term upto November 10, 2023 (first term), by the members of the Company in the 29th AGM held on September 16, 2021. As per Section 149(10) of the Act, an independent director shall hold office for a term of upto five consecutive years on the board of a company, but shall be eligible for re-appointment on passing a special resolution by the company for another term of upto five consecutive years on the board of a company.

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company (the "Board") and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), Mr. Subhash Chandra Garg, being eligible for re-appointment as independent director and offering himself for re-appointment, is proposed to be re-appointed as independent director for the second term to hold office for a period of five (5) years, on expiry of his present term of office, i.e. with effect from November 11, 2023, whose office shall not be liable to retire by rotation.

A brief profile of Mr. Subhash Chandra Garg is given in the annexure attached to the accompanying Notice of the 31st AGM (the "Notice").

In the opinion of the Board, Mr. Subhash Chandra Garg fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI Listing Regulations for re-appointment as an independent non-executive director of the Company and is independent of the management. Copy of the draft letter for appointment as an independent director setting out terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of 31st AGM of the Company.

The Board was of view that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of the said director as an independent director.

Accordingly, the Board recommends special resolution in relation to re-appointment of Mr. Subhash Chandra Garg as independent directors for the second term to hold office for a period of five (5) years, on expiry of his present term of office, i.e. with effect from November 11, 2023, on such terms and conditions including remuneration, determined/ to be determined by the Board, for approval by the members of the Company.

Except Mr. Subhash Chandra Garg, being appointee, none of the directors and key managerial personnel of the company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 6 of the Notice. He is not related to any director of the Company. This explanatory statement together with the Notice may also be regarded as disclosure under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) of the ICSI.

Item No. 7

Pursuant to Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), 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 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 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, 2024, 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. Subhash Chandra 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 stakeholders.

The Board recommends the resolution as set out at agenda item no. 7 of the Notice of the 31st AGM (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 resolution mentioned at agenda item no. 7 of the Notice.

Item No. 8 to 10

During the financial year ended March 31, 2023 ("FY 2022-23"), the profit of the Company was impacted due to higher raw material prices coupled with reduced capacity utilization on account of an untiring shortage of semiconductors and other key electronic components.

As a result, 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 at agenda item nos. 8, 9 & 10 of the Notice of the 31st AGM (the "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 (Whole-time Director) of the Company for a term 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 Board has also approved the above remuneration 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 amounting to Rs. 45.53 lakhs paid for FY 2022-23 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 (the "SEBI Listing Regulations") and Secretarial Standard on General Meetings (the "SS-2"), issued by the Institute of Company Secretaries of India (the "ICSI") are provided in 'Annexure A' to the 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 term 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 Board has also approved the above remuneration 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 amounting to Rs. 37.52 lakhs paid for FY 2022-23 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 the 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 term 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 Board has also approved the above remuneration 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 amounting to Rs. 37.52 lakhs paid for FY 2022-23 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 the Notice.

**THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V OF THE ACT IN RESPECT TO
ITEM NOS. 8, 9 and 10 OF THE 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 2022-23	FY 2021-22	FY 2020-21	FY 2019-20	FY 2018-19
Total income	82675.06	71186.12	63533.05	107951.36	107338.58
Profit before tax	5027.37	4032.10	8241.42	13698.22	9253.86
Profit after tax	3498.42	2582.08	5115.64	9366.70	7237.44

(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 during the financial year 2022-23. 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 73 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 three decades, 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 2021-22	FY 2020-21	FY 2019-20
Salary & Allowances	300.00	300.00	300.00
Commission	0	79.50	125.00
Total	300.00	379.50	425.00

(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 amounting to Rs. 45.53 lakhs paid for FY 2022-23 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 provisions 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 the waiver of recovery of excess remuneration amounting to Rs. 45.53 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 48 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 2021-22	For FY 2020-21	For FY 2019-20
Salary & Allowances	247.20	123.60	229.20
Commission	0.00	72.50	100.00
Total	247.20	196.10	329.20

(iii) Recognition or Awards: Nil

(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 amounting to Rs. 37.52 lakhs paid for FY 2022-23 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 provisions 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 the waiver of recovery of excess remuneration amounting to Rs. 37.52 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 46 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 2021-22	For FY 2020-21	For FY 2019-20
Salary & Allowances	247.20	123.60	229.20
Commission	0.00	78.00	175.00
Total	247.20	201.60	404.20

(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. He also oversees trade shows, major events, customer relationship, liaising, social media marketing strategy and content marketing across the world.

(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 amounting to Rs. 37.52 lakhs paid for FY 2022-23 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 provisions 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 the waiver of recovery of excess remuneration amounting to Rs. 37.52 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 2022-23, the profit of the Company was not adequate. The persistent shortage of semiconductors and other electronic components has hindered revenue growth and reduced capacity utilization in FY 2022-23. Increased costs for raw materials and lower capacity utilisation have had an effect on the Company's operating profits.

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

The Company is mainly involved in the business of manufacturing and providing smart metering solutions.

Government of India is implementing the National Smart Metering Project, under the Revamped Distribution Sector Scheme (RDSS), with a plan to install 250 million meters by 2025 with an estimated investment of US\$30 bn. This will result in strong order inflows, healthy topline growth, and a significantly improved working capital cycle for the Company in the coming years.

Genus has been improving the architecture and layout of the AMI software range. It allows us to participate as a strong and capable AMISP (AMI Service Provider) in the new TOTEX (CAPEX + OPEX) model under the DBFOOT arrangement. With the addition of new product modules and apps to the software portfolio, there are now more opportunities for System Integrators coming forward.

The Company has also been adopting a robust inventory management system based on adoption of multiple sourcing strategies. In order to impede the risk of late deliveries of some critical components, the Company has been signing long-term strategic supply agreements with some key manufacturers & distribution partners. 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 been improving supply-chain management of the Company.

(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 2023-24.

Pursuant to recommendation of the Nomination and Remuneration Committee, the Board recommends the resolutions as set out at agenda item nos. 8, 9 & 10 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. 8, 9 & 10 of this Notice.

Item No. 11

Mr. Ishwar Chand Agarwal is the Executive Chairman of the Company. Pursuant to the provisions of the Companies Act, 2013 (the "Act"), he was appointed as Whole-time Director, designated as Executive Chairman of the Company to hold offices for five years for a term upto January 23, 2024, by the members of the Company in the 27th AGM held on September 06, 2019.

Mr. Ishwar Chand Agarwal, aged 73 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. He has been leading the Company for around three decades 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. His reappointment will enable us to advance to the next phase of our growth. His re-appointment will continue to reinforce our board and fortifies our corporate policies with a commitment to maximize value for our shareholders.

A brief profile and other information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India is provided in "Annexure A" to the Notice of the 31st AGM (the "Notice").

On recommendation of the Nomination and Remuneration Committee (the "NRC"), the Board in its meeting held on August 26, 2023 has approved the re-appointment of Mr. Ishwar Chand Agarwal (DIN: 00011152) as Whole-time Director designated as Executive Chairman of the Company for the period of five years, on expiry of his present term of office, i.e. with effect from January 24, 2024 as well as to continue to hold such position after attaining the age of 70 years pursuant to Section 196(3) of the Act, and the increased remuneration payable to him with effect from October 01, 2023 till the expiry of his tenure i.e. January 23, 2029, subject to approval of the members of the Company by way of special resolution.

The NRC and the Board have also approved & recommended the increased remuneration after taking into consideration the responsibilities shouldered by him, future prospective of the Company, trend in the industry and his qualification, experience, past performance & past remuneration.

The Board recommends the said special resolution set out at agenda item no. 11 for the members' consideration and approval. Thus, approval of the members is sought for the proposed special resolution set out at agenda item no. 11 of the Notice.

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

Item No. 12

Mr. Rajendra Kumar Agarwal is the Managing Director (MD) and Chief Executive Officer (CEO) of the Company. Pursuant to the provisions of the Companies Act, 2013 (the "Act"), he was appointed as Managing Director (MD) and Chief Executive Officer (CEO) of the Company to hold offices for five years for a term upto May 28, 2024, by the members of the Company in the 27th AGM held on September 06, 2019.

On recommendation of the Nomination and Remuneration Committee, the Board in its meeting held on August 26, 2023 has approved the re-appointment of Mr. Rajendra Kumar Agarwal as Managing Director and Chief Executive Officer of the Company for a period of five years, on expiry of his present term of office, i.e. with effect from May 29, 2024, and the increased remuneration payable to him with effect from October 01, 2023 till the expiry of his tenure i.e. May 28, 2029, subject to approval of the members.

The NRC and the Board have approved & recommended the increased remuneration after taking into consideration the responsibilities shouldered by him, future prospective of the Company, trend in the industry and his qualification, experience, past performance & past remuneration.

The Board recommends the said special resolution set out at agenda item no. 12 for the members' consideration and approval. Thus, approval of the members is sought for the proposed special resolution set out at agenda item no. 12 of the Notice of the 31st AGM (the "Notice").

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

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

Item No. 13

Mr. Jitendra Kumar Agarwal is the Joint Managing Director ('JMD') of the Company. Pursuant to the provisions of the Companies Act, 2013 (the "Act"), he was appointed as JMD of the Company to hold offices for five years for a term upto September 19, 2024, by the members of the Company in the 27th AGM held on September 06, 2019.

On recommendation of the Nomination and Remuneration Committee, the Board in its meeting held on August 26, 2023 has approved the re-appointment of Mr. Jitendra Kumar Agarwal as Joint Managing Director of the Company for a period of five years, on expiry of his present term of office, i.e. with effect from September 20, 2024, and the increased remuneration payable to him with effect from October 01, 2023 till the expiry of his tenure i.e. September 19, 2029, subject to approval of the members.

The NRC and the Board have approved & recommended the increased remuneration after taking into consideration the responsibilities shouldered by him, future prospective of the Company, trend in the industry and his qualification, experience, past performance & past remuneration.

The Board recommends the said special resolution set out at agenda item no. 13 for the members' consideration and approval. Thus, approval of the members is sought for the proposed special resolution set out at agenda item no. 13 of the Notice of the 31st AGM (the "Notice").

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

None of the directors (except Mr. Ishwar Chand Agarwal, Mr. Kailash Chandra Agarwal, Mr. Rajendra Kumar Agarwal, and Mr. Jitendra Kumar Agarwal), key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the special resolution at agenda item no. 13 of the Notice.

By Order of the Board of Directors
For **Genus Power Infrastructures Limited**
Ankit Jhanjhari
Company Secretary
ICSI M. No.: A16482
Jaipur, August 26, 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 AUGUST 26, 2023 OF THE 31ST 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 & (73)	00895365 & (52)
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 five 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 three 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	As per the resolution at item no. 11 of the Notice convening this 31 st AGM read with explanatory statement thereto, Mr. Ishwar Chand Agarwal is proposed to be re-appointed as whole-time director designated as executive chairman for a period of five years	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 lakhs (Remuneration)	Nil
Remuneration proposed to be paid (Rs.)	Please refer the resolution at item no. 11 of the Notice convening this 31 st AGM read with explanatory statement thereto	Nil (No change)
Date of first appointment on the Board	25.05.1994	24.01.2011
Shareholding in the Company as on March 31, 2023	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	3	3
Directorships of other Boards as on March 31, 2023	<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 • Genus Power Solutions Private Limited • Hi-Print Metering Solutions Private Limited • Hi-Print Energy Solutions Private Limited 	<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. • Bull Mining Private Limited • Sarg Impex Private Limited

Membership / Chairmanship of Committees as on March 31, 2023	Genus Power Infrastructures Ltd.: <ul style="list-style-type: none"> • CSR • FC • SC Yajur Commodities Limited: <ul style="list-style-type: none"> • NRC • CSR 	Yajur Commodities Ltd.: <ul style="list-style-type: none"> • NRC • CSR • AC Genus Paper & Boards Limited: <ul style="list-style-type: none"> • RMC • CSR • AC • CODFBF Genus Apparels Limited: <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 & (48)	00011189 & (46)
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	As per the resolution at item no. 12 of the Notice convening this 31 st AGM read with explanatory statement thereto, Mr. Rajendra Kumar Agarwal is proposed to be re-appointed as MD & CEO for a period of five years	As per the resolution at item no. 13 of the Notice convening this 31 st AGM read with explanatory statement thereto, Mr. Jitendra Kumar Agarwal is proposed to be re-appointed as JMD for a period of five years
Remuneration last drawn (including sitting fees and commission, if any)	Rs. 247.20 lakhs (Remuneration)	Rs. 247.20 lakhs (Remuneration)
Remuneration proposed to be paid (Rs.)	Please refer the resolution at item no. 12 of the Notice convening this 31 st AGM read with explanatory statement thereto	Please refer the resolution at item no. 13 of the Notice convening this 31 st AGM read with explanatory statement thereto
Date of first appointment on the Board	01.01.2001	06.05.2004
Shareholding in the Company as on March 31, 2023	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	4	4
Directorships of other Boards as on March 31, 2023	<ul style="list-style-type: none"> • Hi-Print Electromack Private Limited • Hi-Print Investments Private Limited • Genus Power Solutions Private Limited • Hi-Print Metering Solutions Private Limited • Hi-Print Energy Solutions Private Limited • Hi-Print Infra Private Limited • Hi-Print Technologies Private Limited • Genus Assam package-4 SPV Limited • Genus Assam Package-2 SPV Limited • Hi-Print Assam package-3 SPV Limited • HOP Electric Mobility Private Limited (resigned w.e.f. May 24, 2023) 	<ul style="list-style-type: none"> • Genus International Commodities Limited • Indian Electrical And Electronics Manufacturers Association (IEEMA) • Genus Power Solutions Private Limited • Hi-Print Metering Solutions Private Limited • Hi-Print Energy Solutions Private Limited • Hi-Print Infra Private Limited • Hi-Print Technologies Private Limited • Genus Assam package-3 SPV Limited • Genus Assam Package-5 SPV Limited

Membership / Chairmanship of Committees as on March 31, 2023	Genus Power Infrastructures Ltd.: <ul style="list-style-type: none"> • CSR • FC • SC • RMC • AC 	Genus Power Infrastructures Ltd.: <ul style="list-style-type: none"> • CSR • FC • SC • RMC
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Name of Director	Mr. Rameshwar Pareek ('RP')	Mr. Dharam Chand Agarwal ('DCA')
S. No.	(5)	(6)
DIN & (Age in Years)	00014224 & (78)	00014211 & (74)
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 five 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. 2.70 lakhs (Sitting fees)	Rs. 2.20 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, 2023	Nil	Nil
Relationship with other Directors/Key Managerial Personnel	None	None
Number of meetings of the Board attended during the year	4	4
Directorships of other Boards as on March 31, 2023	Nil	<ul style="list-style-type: none"> • Genus Prime Infra Limited • Genus Paper & Boards Limited
Membership / Chairmanship of Committees as on March 31, 2023	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 & (50)	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 handcraft 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. 1.20 lakhs (Sitting fees)	Rs. 2.40 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, 2023	Nil	Nil
Relationship with other Directors/Key Managerial Personnel	None	None
Number of meetings of the Board attended during the year	4	3
Directorships of other Boards as on March 31, 2023	<ul style="list-style-type: none"> • Genus Paper & Boards Limited • Genus Prime Infra Limited • Star Vanijya Private Limited 	Nil
Membership / Chairmanship of Committees as on March 31, 2023	<p>Genus Paper & Boards Limited:</p> <ul style="list-style-type: none"> • AC • NRC • SRC • CSR • CDFBF <p>Genus Prime Infra Limited:</p> <ul style="list-style-type: none"> • NRC • RIC • SRC • CID <p>Genus Power Infrastructures Limited:**</p> <ul style="list-style-type: none"> • AC • NRC • SRC 	<p>Genus Power Infrastructures Limited:</p> <ul style="list-style-type: none"> • AC • NRC • SRC • CID

*resigned w.e.f. February 03, 2023 **members w.e.f. February 03, 2023

Name of Director	Mr. Subhash Chandra Garg ('SCG')	Dr. Keith Mario Torpy ('KMT')
S. No.	(9)	(10)
DIN & (Age in Years)	01064347 & (62)	01451387 & (63)
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	As per the resolution at item no. 6 of the Notice convening this 31 st AGM read with explanatory statement thereto, Mr. Subhash Chandra Garg is proposed to be re-appointed as Independent Director for a period of five years	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. 12.30 lakhs (Commission and Sitting fees)	Rs. 5.19 lakhs (Consultancy fees)
Remuneration proposed to be paid (Rs.)	Please refer the resolution at item no. 6 of the Notice convening this 31 st AGM read with explanatory statement thereto	No change
Date of first appointment on the Board	11.11.2020	12.12.2020
Shareholding in the Company as on March 31, 2023	Nil	Nil
Relationship with other Directors/Key Managerial Personnel	None	None
Number of meetings of the Board attended during the year	4	4
Directorships of other Boards as on March 31, 2023	<ul style="list-style-type: none"> • Subhanjali Consultancy Services Private Limited 	Nil
Membership / Chairmanship of Committees as on March 31, 2023	Genus Power Infrastructures Limited: <ul style="list-style-type: none"> • AC • RMC 	None

Name of Director	Mrs. Sharmila Chavaly ('SC')
S. No.	(11)
DIN & (Age in Years)	06411077 & (62)
Board Position	Independent Director
Qualifications	Master's degree in Humanities
Experience (including expertise in specific functional area)/ Brief Resume	<ul style="list-style-type: none"> • Officer of Indian Railway Accounts Service (IRAS) (1986 Batch) • 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)Served as an Executive Director in the World Bank based in Washington DC • She has also served as Government Nominee Director on the Board of Directors of India Infrastructure Finance Company Limited (IIFCL), Indian Railway Finance Corporation Limited and Director of ONGC Videsh Limited. • 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
Terms and Conditions of Appointment / Reappointment	Appointed with effect from May 01, 2023 as an independent director for two consecutive years

Remuneration last drawn (including sitting fees and commission, if any)	NA
Remuneration proposed to be paid (Rs.)	Payment of the profit-related commission of Rs. 2 lakhs per fiscal quarter with effect from May 01, 2023 till the expiry of her tenure within the overall maximum limit. This is in addition to sitting fees payable for attending the meetings of the board or committees thereof.
Date of first appointment on the Board	01.05.2023
Shareholding in the Company as on March 31, 2023	Nil
Relationship with other Directors/Key Managerial Personnel	None
Number of meetings of the Board attended during the year	NA
Directorships of other Boards as on March 31, 2023	NIL
Membership / Chairmanship of Committees as on March 31, 2023	NIL

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