

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') |
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| 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 |

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| 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') |
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| 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 |

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| 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') |
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| 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 |

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| 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') |
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| 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 |

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| 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 |

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| 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 |

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| 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