

Annexure-A to the notice dated August 31, 2024 of the 32nd 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 S. No.	Mr. Ishwar Chand Agarwal ('ICA') (1)	Mr. Kailash Chandra Agarwal ('KCA') (2)
DIN & (Age in Years)	00011152 & (74)	00895365 & (53)
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	Mr. Ishwar Chand Agarwal has more than five decades of experience across various industries such as power, paper, coal and coke, apparels, and agri-commodities, with special domain in power infrastructure field. He is an expert in industrial leadership and succession planning and proficient in formulating strategies for expansion and growth. Possessing a visionary mindset, he can rapidly and effectively implement strategies for change to address future challenges. He is adept at assessing contentious issues from a legal perspective and evaluating the associated risks.	Mr. Kailash Chandra Agarwal has over three decades of extensive and diverse experience across various businesses. He possesses thorough knowledge of the paper, coal, and power industries. He is an expert in business restructuring, finance and banking functions, corporate strategy development, and building investor relationships.
Terms and Conditions of Appointment / Reappointment	Appointed by the members in 31 st AGM held on September 28, 2023 as executive chairman for a period of five years from January 24, 2024 to January 23, 2029.	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. 360 lakhs (Remuneration)	Nil
Remuneration proposed to be paid (Rs.)	As per the existing approved terms of appointment read with the resolution no. 8 of this Notice.	Nil (No change)
Date of first appointment on the Board	25.05.1994	24.01.2011
Shareholding in the Company as on March 31, 2024	89,35,801	1,23,98,356
Relationship with other Directors/ Key Managerial Personnel	Father of KCA, RKA and JKA	Son of ICA and Brother of RKA & JKA
Number of meetings of the Board attended during the year	6	7

Name of Director	Mr. Ishwar Chand Agarwal ('ICA')	Mr. Kailash Chandra Agarwal ('KCA')
S. No.	(1)	(2)
Directorships of other Boards as on March 31, 2024	<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, 2024	<p>Genus Power Infrastructures Ltd.:</p> <ul style="list-style-type: none"> • CSR • FC • SC • SAC <p>Yajur Commodities Limited:</p> <ul style="list-style-type: none"> • NRC • CSR 	<p>Yajur Commodities Ltd.:</p> <ul style="list-style-type: none"> • NRC • CSR • AC <p>Genus Paper & Boards Limited:</p> <ul style="list-style-type: none"> • RMC • CSR • AC • CODFBF <p>Genus Apparels Limited:</p> <ul style="list-style-type: none"> • NRC • AC

Name of Director S. No.	Mr. Rajendra Kumar Agarwal ('RKA') (3)	Mr. Jitendra Kumar Agarwal ('JKA') (4)
DIN & (Age in Years)	00011127 & (49)	00011189 & (47)
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	Mr. Rajendra Kumar Agarwal possesses immense experience in the power distribution sector and industry verticals such as smart metering, smart grid, solar panels, and batteries. He sets and evolves strategic directions for the company and its product portfolios while nurturing a strong leadership team to drive execution. Overseeing technology development, R&D, long-term growth, strategic planning, alliances, and partnerships, he pursues growth ambitions balanced with a strong emphasis on risk and compliance management. Additionally, he is proficient in driving digital transformation, formulating and implementing company policies and strategies, and is an expert in identifying and engaging the right talent resources aligned with company goals.	Mr. Jitendra Kumar Agarwal is an expert in marketing, branding, and sales within the power distribution sector and power backup solution industry. He is proficient in evaluating and developing marketing strategies and plans. He has a keen ability to identify new business leads, convert them into opportunities, and drive them to success. He oversees trade shows, major events, social media marketing strategies, and content marketing, while also gaining expertise in Opex business models.
Terms and Conditions of Appointment / Reappointment	Appointed on September 28, 2023 as MD & CEO for a period of five years from May 29, 2024 to May 28, 2029.	Appointed on September 28, 2023 as Joint MD for a period of five years from September 20, 2024 to September 19, 2029.
Remuneration last drawn (including sitting fees and commission, if any)	Rs. 307.20 lakhs (Remuneration)	Rs. 307.20 lakhs (Remuneration)
Remuneration proposed to be paid (Rs.)	As per the existing approved terms of appointment read with the resolution no. 8 of this Notice.	As per the existing approved terms of appointment read with the resolution no. 8 of this Notice.
Date of first appointment on the Board	01.01.2001	06.05.2004
Shareholding in the Company as on March 31, 2024	35,50,586	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	8	7
Directorships of other Boards as on March 31, 2024	<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 Technologies Private Limited • Genus Assam package-4 SPV Limited • Genus Assam Package-2 SPV Limited • Hi-Print Assam package-3 SPV Limited 	<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 • Gemstar Infra India Private Limited (Formerly known as Hi-Print Infra Private Limited) • Hi-Print Technologies Private Limited • Genus Assam package-3 SPV Limited • Genus Assam Package-5 SPV Limited

Name of Director	Mr. Rajendra Kumar Agarwal ('RKA')	Mr. Jitendra Kumar Agarwal ('JKA')
S. No.	(3)	(4)
Membership / Chairmanship of Committees as on March 31, 2023	Genus Power Infrastructures Ltd.: <ul style="list-style-type: none"> • CSR • FC • SC • RMC • AC • SAC 	Genus Power Infrastructures Ltd.: <ul style="list-style-type: none"> • CSR • FC • SC • RMC • SAC

Name of Director	Dr. Keith Mario Torpy ('KMT')	Mr. Subhash Chandra Garg ('SCG')
S. No.	(5)	(6)
DIN & (Age in Years)	01451387 & (64)	01064347 & (63)
Board Position	Non-Executive, Non-Independent	Independent Director
Qualifications	PhD (Nanotechnology), MBA (Strategic Management & International Business development), Master in Electronics	CS, ICWA, LLB, B.Com.
Experience (including expertise in specific functional area)/Brief Resume	Mr. Keith Mario has more than 25 years of international experience in business and technology strategy conceptualization and implementation. He has had the privilege of working for multinational companies while being based in India, Hong Kong, Switzerland, and Australia. His career includes managing a research and development organization spread across 18 sites worldwide. He has been awarded 18 international patents for innovations in nanotech coatings, electricity and gas meter devices, and energy management solutions that integrate smart bots using artificial intelligence and machine learning plug-ins. As an expert in technology strategy, he specializes in the conceptualization and implementation of energy management solutions.	Mr. S.C. Garg joined the IAS as part of the 1983 batch in the Rajasthan cadre. He has served in several prestigious positions including Economic Affairs Secretary (July 2017-July 2019), Finance Secretary of India in the Ministry of Finance, and Secretary in the Ministry of Power (July 2019-October 2019). Additionally, he served as an Executive Director at the World Bank based in Washington DC. He is an expert in the implementation of accounting standards, accounting techniques, and corporate governance practices, and he is proficient in the formulation of economic, financial, and fiscal policies and strategies. His specialization includes assessing contentious issues from a legal perspective and evaluating associated risks.
Terms and Conditions of Appointment / Reappointment	Appointed on September 16, 2021 as a non-executive, non-independent director	Re-appointed on September 28, 2023 as an Independent director for the second term of 5 year from November 11, 2023 to November, 10, 2028.
Remuneration last drawn (including sitting fees and commission, if any)	Nil	Rs. 14.50 lakhs (Commission and Sitting fees)
Remuneration proposed to be paid (Rs.)	No change	No change
Date of first appointment on the Board	12.12.2020	11.11.2020
Shareholding in the Company as on March 31, 2024	Nil	Nil
Relationship with other Directors/Key Managerial Personnel	None	None

Name of Director S. No.	Dr. Keith Mario Torpy ('KMT') (5)	Mr. Subhash Chandra Garg ('SCG') (6)
Number of meetings of the Board attended during the year	8	10
Directorships of other Boards as on March 31, 2024	Nil	<ul style="list-style-type: none"> Subhanjali Consultancy Services Private Limited
Membership / Chairmanship of Committees as on March 31, 2024	None	Genus Power Infrastructures Limited: <ul style="list-style-type: none"> AC RMC

Name of Director S. No.	Mrs. Sharmila Chavaly ("SC") (7)	Mr. Chirag Mansukh Patel ("CMP") (8)
DIN & (Age in Years)	06411077 (62 Years)	02388862 (56 Years)
Board Position	Independent Director	Independent Director
Qualifications	Master's degree in Humanities	B.E. Mechanical Engineering from The Maharaja Sayajirao University of Baroda; M.Sc. in Materials, Process Design & Management from London School of Polymer Technology; and MBA (Strategy, Marketing & Operations) from University of Warwick.
Experience (including expertise in specific functional area)/Brief Resume	Ms. Sharmila Chavaly has leadership skills and vast operational experience. She has served as an officer in the Indian Railway Accounts Service (IRAS) (1986 batch) and has held key positions such as Advisor at NISG, Principal Financial Advisor for Northern Railway, and Joint Secretary in the Department of Economic Affairs, Ministry of Finance, Government of India. She has been the Executive Director of the Railway Board. She has also been a Government Nominee Director on the Boards of India Infrastructure Finance Company Limited (IIFCL), Indian Railway Finance Corporation Limited, and ONGC Videsh Limited. Her areas of expertise encompass 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	He is an Advisor and Mentor to various start-ups in sports, health, wellness, climate change and financial services sector. He is the Founder of a bespoke advisory firm 'Samanya' and Managing Partner of a Venture Development firm "Triarchh Ventures". He is also the Managing Trustee of KOOH Sports Foundation driving various non for profit initiatives and Board Member of TIE Rajasthan.
Terms and Conditions of Appointment / Reappointment	Appointed with effect from May 01, 2023 as an Independent Director for a term of two years. The Board has recommended to re-appoint for a further term of 3 (three) years, with effect from May 01, 2025 up to April 30, 2028, to the approval of shareholders in the item no. 10 to this notice.	Appointed as an Independent Director for a period of 5 (five) consecutive years, with effect from April 01, 2024 up to March 31, 2029.
Remuneration last drawn (including sitting fees and commission, if any)	Rs. 10.03 lakhs (Commission and Sitting fees)	Not Applicable

Name of Director	Mrs. Sharmila Chavaly (“SC”)	Mr. Chirag Mansukh Patel (“CMP”)
S. No.	(7)	(8)
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.	He shall be paid remuneration by way of fee for attending of the Board and Committees thereof or for any other purposes as decided by the Board and reimbursement of expenses for participating in the Board and other meetings.
Date of first appointment on the Board	01.05.2023	01.04.2024
Shareholding in the Company as on March 31, 2024	Nil	170
Relationship with other Directors/Key Managerial Personnel	None	None
Number of meetings of the Board attended during the year	9	Not Applicable
Directorships of other Boards as on March 31, 2024	NIL	1. Samanya Advisory Private Limited; and 2. Chipra Plastics and Allied Products Private Limited
Membership / Chairmanship of Committees as on March 31, 2024	Nil	Nil

Name of Director	Mr. Gyan Prakash (“GP”)	Ms. Shweta Gupta (“SG”)
S. No.	(9)	(10)
DIN & (Age in Years)	07766029 (69 Years)	01637588 (45 Years)
Board Position	Independent Director	Independent Director
Qualifications	Graduate in Commerce and Law	Bachelor of Arts (BA Hons) in English from University of Rajasthan and Web Design diploma from Chubb Institute, New Jersey (USA)
Experience (including expertise in specific functional area)/Brief Resume	He has over 45 years of diverse industry experience, having worked with leading Indian industry groups such as Birla, Tata, Mallya Group, and ICI India. He held senior managerial positions across various sectors including healthcare, FMCG, soft beverages, agriculture and Infrastructure.	She has garnered extensive experience in web designing; having successfully led and executed various IT projects. With a strong background and extensive experience in Web/Apps designing/application and Literature.
Terms and Conditions of Appointment / Reappointment	Appointed as an Independent Director for a period of 5 (five) consecutive years, with effect from April 01, 2024 up to March 31, 2029.	Appointed as an Independent Director for a period of 5 (five) consecutive years, with effect from April 01, 2024 up to March 31, 2029.
Remuneration last drawn (including sitting fees and commission, if any)	Not Applicable	Not Applicable
Remuneration proposed to be paid (Rs.)	He shall be paid remuneration by way of fee for attending of the Board and Committees thereof or for any other purposes as decided by the Board and reimbursement of expenses for participating in the Board and other meetings.	She shall be paid remuneration by way of fee for attending of the Board and Committees thereof or for any other purposes as decided by the Board and reimbursement of expenses for participating in the Board and other meetings.

Name of Director	Mr. Gyan Prakash (“GP”)	Ms. Shweta Gupta (“SG”)
S. No.	(9)	(10)
Date of first appointment on the Board	01.04.2024	01.04.2024
Shareholding in the Company as on March 31, 2024	Nil	500
Relationship with other Directors/Key Managerial Personnel	None	None
Number of meetings of the Board attended during the year (FY 2023-24)	Not Applicable	Not Applicable
Directorships of other Boards as on March 31, 2024	Priakki Global Private Limited	1. DMX Software and Services Private Limited; and 2. Green Point Energy Private Limited
Membership / Chairmanship of Committees as on March 31, 2024	Nil	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 Directors for Bank Funding - CODFBF; Shares Allotment Committee - SAC