

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.genuspowers.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-Second (32nd) annual general meeting (“AGM” / “Meeting”) of the Members of Genus Power Infrastructures Limited (the “Company”) will be held on Monday, September 30, 2024 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, 2024, 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, 2024, 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, 2024 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, 2024 and the report of Auditors thereon, as circulated to the Members of the Company, be and are hereby considered and adopted.”
- To declare dividend of Re. 0.60 (Sixty Paise) per equity share of face value of Re.1 each for the financial year ended March 31, 2024 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT dividend of Re. 0.60 (Sixty 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, 2024 and the same be paid out of the profits of the Company.”
- To appoint a director in place of Mr. Kailash Chandra Agarwal, who retires from office by rotation, and being eligible, offers himself for re-appointment and

in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Kailash Chandra Agarwal (DIN: 00895365), who retires by rotation at this meeting 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 Mr. Jitendra 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. Jitendra Kumar Agarwal (DIN: 00011189), who retires by rotation at this meeting 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 M/s. M S K A & Associates, as joint statutory auditors of the Company and to determine their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) read with Companies (Audit and Auditors) Rules, 2014 as amended, and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, M/s. M S K A & Associates, Chartered Accountants (ICAI Firm Registration No. 105047W) be and are hereby appointed as Joint Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of the 32nd Annual General Meeting (AGM) till the conclusion of 37th Annual General Meeting to be held in 2029 at such remuneration plus applicable taxes and actual out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things

as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

6. To reappoint M/s. Kapoor Patni & Associates, as joint statutory auditors of the Company and to determine their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) read with Companies (Audit and Auditors) Rules, 2014 as amended, and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, M/s. Kapoor Patni & Associates, Chartered Accountants (ICAI Firm Registration No. 019927C) be and are hereby reappointed as Joint Statutory Auditors of the Company, to hold office for a second term of five consecutive years from the conclusion of the 32nd Annual General Meeting (AGM) till the conclusion of 37th Annual General Meeting to be held in 2029 at such remuneration plus applicable taxes and actual out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

SPECIAL BUSINESS

7. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2025 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 32nd 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, 2025, be and is hereby ratified.”

8. To approve payment of commission to the executive directors/managing directors and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification from time to time or any re-enactment thereof for the time being in force) and the Rules framed thereunder read with Schedule V to the Companies Act, 2013, and pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company (the “Board”), approval of the Members of the Company, be and is hereby accorded for payment of commission (in addition to their fixed remuneration) calculated with reference to net profit of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year or a part of the year, to the following directors with effect from April 01, 2024, and up to expiration of their respective tenure of appointment, as follows:

S. No	Name of Executive Director / Managing Director	Date of expiration of tenure of appointment as per Shareholders’ approval	Commission Per Year
1.	Mr. Ishwar Chand Agarwal (DIN: 00011152)	January 23, 2029	2% of Net Profits of the Company per year (Subject to a ceiling of one year’s remuneration i.e. INR 4.20 crore per year)
2.	Mr. Rajendra Kumar Agarwal (DIN: 00011127)	May 28, 2029	2% of Net Profits of the Company per year (Subject to a ceiling of one year’s remuneration i.e. INR 3.60 crore per year)
3.	Mr. Jitendra Kumar Agarwal (DIN: 00011189)	September 19, 2029	2% of Net Profits of the Company per year (Subject to a ceiling of one year’s remuneration i.e. INR 3.60 crore per year)

RESOLVED FURTHER THAT the Board 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 for obtaining approvals, statutory or otherwise 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.”

9. To approve annual remuneration payable to single Non-Executive Director, exceeding fifty percent (50%) of the total annual remuneration payable to all non-executive directors 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, 2025 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, 2025 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.”

10. To approve the re-appointment of Ms. Sharmila Chavaly as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of 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”), Ms. Sharmila Chavaly (DIN: 06411077), who was appointed as an Independent Director and who holds office up to April 30, 2025 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation and to hold office for a second term of 3 (three) consecutive years, that is, up to April 30, 2028, 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 Ms. Sharmila Chavaly (DIN: 06411077), till the expiry of her 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 her 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 of Directors of the Company (“the Board”) 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 for obtaining approvals, statutory or otherwise 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.”

11. To approve the Material Related Party Transactions and in this regard, to consider and if thought fit, to pass the following resolution as a **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“Act”) read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company to enter into and / or continue the related party transaction(s) /contract(s) / arrangement(s) / agreement(s) (in terms of Regulation 2(1)(zc)(i) of the SEBI Listing Regulations) as set out in the explanatory statement to this resolution on the respective material terms & conditions.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial

Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

12. To clarify the Objects and Utilization of Proceeds of the funds raised through issue of convertible warrants by way of preferential allotment, approved by the members of the Company at the EGM held on July 31, 2023 and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 read with the rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) (“the Act”) and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and other applicable provisions, if any, consent of the Members of the Company be and is hereby accorded to the clarification to the “Objects of the Preferential Issue” as mentioned under the heading “Necessary information/details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Companies Act, 2013 (“Act”) read with the rules issued thereunder” provided in the Explanatory Statement to the special business mentioned in item no. 1 of the notice of EGM dated July 04, 2023 read with the “Corrigendum / Addendum to the notice of the extraordinary general meeting, issued on July 21, 2023”, which was issued for the sake of clarity and avoidance of doubt, by the below to the existing Objects of the preferential issue:

“1. Objects of the Preferential Issue

The Company intends to utilize the Issue Proceeds towards (1) general corporate purposes; (2) investment in related party for AMISP projects; and (3) working capital, as defined in the table set out below.

It is difficult to quantify the exact amount of fund to be used against each of the objects. However, Members may note that the proceeds of the issue of aforementioned Share Warrants and Equity Shares allotted pursuant to the exercise of the Share Warrants will be primarily used to meet any of the following purposes or any combination thereof as deemed fit by the management of the Company:

S. No.	Objects of the preferential issue	Total estimated amount to be utilized (In INR)	Tentative timeline for utilization of issue proceeds for each of the object
1.	Investment in Related Parties for AMISP projects.	350 crore	By June 30, 2025
2.	The Company is in the process of expanding its manufacturing, supply and ancillary services in relation to smart meters and proposes to utilize towards the working capital and other requirements with respect to the aforesaid purpose.	150 crore	By June 30, 2025
3.	General Corporate Purposes	19 crore	By June 30, 2025

In terms of NSE Notice No. NSE/CML/2022/56 and BSE Notice No. 20221213-47, dated December 13, 2022, the amount specified for the above-mentioned object of issue size may deviate +/- 10% depending upon future circumstances.

Pending utilization of the Issue Proceeds for the purposes described above, our Company intends to deposit the Gross Proceeds with scheduled commercial banks.”

The Company shall invest in related parties (existing as well as future, including M/s Gemstar Infra Pte Ltd, which is an existing related party of the Company) for purposes of AMISP business/projects. The two conditions for the use of proceeds towards “Investment in Related Parties for AMISP projects” are – (A) the entities in which the Company invests are related parties; and (B) such related parties are associated/involved with the AMISP business (including but not limited to directly or indirectly, investing in the special purpose vehicle companies incorporated for the purpose of each tender and corresponding AMISP projects).

In order to supplement the manufacturing and execution prowess with access to capital to undertake AMISP Concessions in India, the Company has entered into a joint venture agreement on July 04, 2023 with Gem View Investment Pte Ltd, an affiliate of GIC, Singapore (“GIC”) and, has set up a Platform Company with GIC namely ‘Gemstar Infra Pte Ltd’, Singapore with the intent to mobilise fund for these AMISP Concessions. As per the agreement, GIC affiliate will hold 74% stake while Genus will hold 26% stake in the Platform Company.

In this background, it is to be noted that, these “related parties” as stated in the Corrigendum Notice read with the EGM Notice, include M/s Gemstar Infra Pte Ltd. The Company has and shall continue to invest the issue proceeds in M/s Gemstar Infra Pte Ltd which utilises such proceeds in connection with the AMISP business, including by investing the special purpose vehicle companies incorporated for the purpose of each tender, and corresponding AMISP projects. The mention of special purpose vehicles as related parties under the Corrigendum Notice was illustrative and did not exhaustively cover all

the related parties of the Company which are engaged in the AMISP business. Further, any amounts invested in M/s Gemstar Infra Pte Ltd by the Company have been and shall continue to be used in connection with the AMISP business only.”

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board or any duly constituted Committee of the Board or person authorized by the Board/Committee from time to time be and is hereby authorised to do all such acts, deeds, matters and things as they/he/she may, in their/his/her absolute discretion, deem necessary, proper or desirable for such purpose, including but not limited to (i) making the necessary applications, filing of requisite documents and taking all other steps as may be necessary (ii) execution of various deeds, documents, writings, and agreements, and also to modify, accept and give effect to any modifications therein and the terms and conditions of the issue, as may be required by the statutory, regulatory and other appropriate authorities (iii) to settle all queries or doubts that may arise in the proposed issue, without being required to seek any further consent or approval of the members; and (iv) to do all such acts deeds and things as may be necessary and incidental to give effect to this resolution.

RESOLVED FURTHER THAT any director and joint company secretary of the Company be and is hereby severally authorised to issue/provide a Certified True Copy of this resolution, as and when required.”

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

Puran Singh Rathore

Joint Company Secretary & Compliance Officer

ICSI M. No.: A25543

Jaipur, August 31, 2024

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, December 28, 2022 and September 25, 2023 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 Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by SEBI 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 i.e. G-123, Sector-63, Noida, Uttar Pradesh-201307.
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 32nd 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. Kailash Chandra Agarwal, Director (DIN: 00895365) and Mr. Jitendra Kumar Agarwal, Director (DIN: 00011189), retire by rotation at this AGM, the Board of Directors (the “Board”) of the Company have recommended their re-appointment. Mr. Kailash Chandra Agarwal, Director (DIN: 00895365) and Mr. Jitendra Kumar Agarwal, Director (DIN: 00011189) are interested, Mr. Ishwar Chand Agarwal and Mr. Rajendra Kumar Agarwal, Directors, and other relative 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, 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 in this 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 27, 2024 has recommended a dividend of Re. 0.60 (Sixty Paisa) per equity share on equity shares of the face value of Re.1 each (i.e. 60% of the face value) for the FY 2023-24 to the members for their approval. The register of members and share transfer books of the Company will remain closed from Tuesday, September 24, 2024 to Monday, September 30, 2024 (both days inclusive) for the purpose of AGM and for determining the entitlement of members to the dividend. The dividend, once approved by the members in the ensuing AGM, will be paid within a period of 30 days from the date of declaration to those members whose name appears in the register of members as of the close of business hours on Monday, September 23, 2024, 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 (including Foreign Institutional Investors - FIIs/Foreign Portfolio Investors - FPIs) 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 can be submitted to "cs@genus.in" on or before Monday, September 23, 2024 to enable the Company to determine the appropriate TDS / withholding tax rate. Any communication on the tax determination/deduction, received post Monday, September 23, 2024 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. Effective April 1, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible to get dividend only in electronic mode. Accordingly, payment of dividend, subject to approval at the ensuing AGM, shall be paid to physical holders only after the above details are updated in their folios.

Shareholders of physical securities are requested to take note of the same and furnish their KYC details at the earliest to the Company's RTA. The relevant forms for 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.

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 2016-17(Interim), 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 2016-17 (Final) 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 28, 2023 (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 aforesaid circular, 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.genuspowers.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 23, 2024. 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. Monday, September 23, 2024 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. Joint 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:
 - Joint 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.genuspowers.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 Friday, September 27, 2024 at 9:00 am (IST) and ends on Sunday, September 29, 2024 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 Monday, September 23, 2024 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.

Type of shareholders	Login method
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 18002109911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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

(iv) Login method for 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.

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • *Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
 - vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (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.
 - (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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (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.
- (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

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, non-individual shareholders are required mandatory to send the relevant board resolution/ authority letter etc. together with attested specimen signature of the duly authorized signatory, who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; 'cssandeep@armsandassociates.com' and cs@genus.in, respectively, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
 - For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
 - For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository, if any.
- (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. 18002109911.
- (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. 18002109911.

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. Monday, September 30, 2024

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

Puran Singh Rathore

Joint Company Secretary & Compliance Officer
ICSI M. No.: A25543
Jaipur, August 31, 2024

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

Statement / Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars issued thereunder

The following Statement sets out all material facts relating to the business mentioned under Item Nos. 5 to 12 in the Notice:

Item No. 5 and 6

Members of the Company at the 27th Annual General Meeting ("AGM") had approved, the reappointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (FRN 101049W/E300004) ("Retiring Auditors") for a second term of 5 (five) consecutive years, from the conclusion of said AGM till the conclusion of sixth AGM from the said AGM, and the appointment of M/s. Kapoor Patni & Associates, Chartered Accountants (Firm Registration No. 019927C) as the Auditors of the Company to hold office for a first term of 5 (five) consecutive years from the conclusion of said AGM till the conclusion of the sixth AGM from the said AGM.

In accordance with the provisions of Section 139 of the Act, M/s. Kapoor Patni & Associates, Chartered Accountants will complete their first term on the conclusion of this AGM, and they are eligible for reappointment as auditors of the Company for the second term. The Board of Directors considering the experience and expertise and on the recommendation of the Audit Committee, proposed to the Members of the Company, the reappointment of M/s. Kapoor Patni & Associates, Chartered Accountants, as joint statutory auditors for the second term of 5 (five) consecutive years, from the conclusion of this 32nd AGM till the conclusion of the 37th AGM, from the Financial Years 2024-25 to 2028-29 at such remuneration as shall be fixed by the Board of Directors of the Company ("the Board").

Further, M/s S.R. Batliboi & Associates LLP will complete their second consecutive term on the conclusion of this AGM and in accordance with the provisions of Section 139 of the Companies Act, 2013 and rules made thereunder, they shall retire as auditors of the Company on the conclusion of this AGM.

The Board, considering the experience and expertise and on the recommendation of the Audit Committee, proposed to the Members of the Company, the appointment of M/s M S K A & Associates, Chartered Accountants (ICAI Firm Registration No. 105047W) as joint statutory auditors of the Company in place of the retiring auditors, for a term of 5 (five) consecutive years, from the conclusion of this 32nd AGM till the conclusion of the 37th AGM, from the Financial Years 2024-25 to 2028-29 at such remuneration as shall be fixed by the Board of Directors of the Company.

M/s. Kapoor Patni & Associates, Chartered Accountants, (ICAI Firm Registration No. 019927C) is a Jaipur based Chartered Accountants Firm ("the Audit Firm"), which has successfully completed 10 years of providing professional services to its reputed clientele. The Audit Firm provides services relating to Auditing and Assurance, Tax related

services, ROC compliances and many more services. The Audit Firm has a valid peer review certificate. The Audit Firm specializes in providing compliance and advisory services to growth oriented, entrepreneurial companies and adopts international tools, methodologies and independence/ risk management standards for all its services.

M/s M S K A & Associates, Chartered Accountants, (ICAI Firm Registration No. 105047W) ("the Audit Firm"), is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. The Audit Firm was established in the year 1978 and is a partnership firm formed in India. It has registered office at 602, Floor 6, Raheja Titanium, Western Express Highway, Geetanjali Railway Colony, Ram Nagar, Goregaon, (E) Mumbai-40063, Maharashtra, India. The Audit Firm has valid Peer Review certificate. It is primarily engaged in providing audit and assurance, Tax and advisory services to its clients.

The Company has received consent letters and eligibility certificates from M/s. M S K A & Associates, Chartered Accountants and M/s. Kapoor Patni & Associates, Chartered Accountants, confirming their willingness and eligibility for appointment/reappointment as auditors of the Company. The auditors have confirmed that they are not disqualified for appointment/reappointment as auditors of the Company.

The proposed remuneration to be paid to Joint Statutory Auditors for the financial year 2024-25 is Rs. 52 lakhs. The said remuneration excludes applicable taxes and out of pocket expenses. The remuneration for the subsequent year(s) of their term shall be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee. There is no material change in the remuneration proposed to be paid to Auditors for the financial year 2024-25 and the remuneration paid to the Auditors for the financial year 2023-24.

The Board recommends the Ordinary Resolutions set out at Item No. 5 and 6 of the Notice for approval by the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution mentioned at agenda item no. 5 and 6 of the Notice.

Item No. 7

Pursuant to recommendation of the Audit Committee, the Board of Directors of the Company (the "Board") has approved the reappointment 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, 2025 on a remuneration of Rs. 90,000/- (Rupees Ninety 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, 2025, as set out at agenda item no. 7 in the Notice of the 32nd AGM (the "Notice"). The Board recommends the resolution as an ordinary resolution as set out at agenda item no. 7 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. 7 of the Notice.

Item No. 8

The smart metering landscape in India is a rapidly-developing space. The government of India has approved the Revamped Distribution Sector Scheme ("RDSS"), a reforms-based and results-linked roll-out scheme which aims to bring about improvement in the operational efficiency and financial sustainability of all state-owned Discoms by providing them with financial assistance for strengthening supply infrastructure. In 2021, the Ministry of Power, Government of India announced an estimated outlay of INR 3037.58 billion over five years under the RDSS to implement prepaid smart meter projects across India in a phased manner. Under RDSS, AMISP (Advanced Metering Infrastructure Provider) concessions are awarded by various state utilities with a concession life of upto 10 (ten) years and concessionaires receive a monthly service charge during this period for installing and maintaining meters and the associated infrastructure. With the implementation of the RDSS, the entire landscape of the Indian metering industry has undergone through a radical transformation. In the new TOTEX (CAPEX + OPEX) model, the system integrator (also known as 'Advanced Metering Infrastructure Service Provider' or simply 'AMISP') is responsible for all capital expenditures under the Design Build Finance Own Operate and Transfer (DBFOOT) arrangement.

Starting from July 2023, Genus Power Infrastructures Limited ("the Company") has consistently achieved remarkable success by receiving highly esteemed orders for the installation of around 2 crore Smart Meters in India. The Company's total order book including all SPVs and GIC Platform now stands at about Rs. 32,500 crore (net of taxes), giving a clear glance of the roadmap for the next 8 to 10 years and showing a positive outlook for future revenue growth.

Before embracing the new business model (i.e. AMISP Concession), the Company used to do business of around INR 800 crore which mainly came from manufacturing and providing of metering solutions. Now, under the AMISP concession, the Company is also responsible for comprehensive end-to-end service solutions, including

meter installation, meter maintenance, data analytics, and MDM solutions, among others on DBFOOT basis, which will result into a multi-fold increase in the Company's topline and margins if the management put in extraordinary and unwavering effort.

In order to supplement the manufacturing and execution prowess with access to capital, the Company has signed definitive agreements with Gem View Investment Pte Ltd, an affiliate of GIC, Singapore and set up a Platform for undertaking AMISP concessions.

Also, with a robust bidding pipeline and continued government support for smart metering projects, the Company needs to be ready to capitalize on the rapidly growing demand and expected healthy order inflow in the upcoming years. Thus, the Company is also expanding its manufacturing capacity to meet the increasing demand for smart meters. Hence, the coming years shall be transformative years for the Company, characterized by strong financial performance, strategic partnerships, and a robust order book.

So in conclusion, the Company needs inordinate and steadfast efforts from the executive management to make sure that every detail is carefully attended in order to ensure a smooth and successful execution process of the awarded AMISP contracts. The Company needs to complete various formalities that are essential for commencing the respective contracts/projects. These formalities cover a variety of activities, such as requisite approvals, contractual negotiations, and logistical arrangements among others. The Company is also required to focus on innovation, operational excellence, and strategic investments positions well for sustained growth and value creation in the years ahead.

In light of this, and to incentivize the executive directors to set up this new AMISP business model, and to align pay with their performance and Company's future prospects, and upon recommendation of the Nomination and Remuneration Committee, the Board of Directors ("the Board") of the Company has recommended to include a commission element in the remuneration structure for each of the executive directors/managing directors. The Board has proposed to fix a threshold of 2% of profits (Subject to ceiling of one year's remuneration per year) as mentioned in the special resolution set out at item no. 08 of the Notice, for each of its executive directors/managing directors effective from April 01, 2024, and up to expiration of their respective tenure of appointment. The commission, if approved, will be paid over and above the fixed pay. The proposed profit-linked commission is linked with the future growth in profits/operations of the Company. The Board believes that having a variable component in remuneration is a good practice to establish a linkage between pay and performance.

As per provisions of Section 197 of the Companies Act, 2013 ("Act"), the remuneration payable to any single managing director or whole-time director or manager shall not exceed five percent (5%) of the net profits of the company

and if there is more than one such director remuneration shall not exceed ten percent (10%) of the net profits to all such Directors and manager taken together. In case when a company has no profit or inadequate profits as per the applicable provisions of the Act, the excess remuneration paid/payable needs the shareholders' approval by way of special resolution.

Thus, approval of the shareholders is sought for the proposed resolution. The Board recommends the resolution as a special resolution as set out at agenda item no. 08 for the Members' consideration and approval.

Mr. Ishwar Chand Agarwal, Mr. Rajendra Kumar Agarwal, and Mr. Jitendra Kumar Agarwal are interested in the resolution set out at Item No. 8 of the Notice. Mr. Kailash Chandra Agarwal, being related to the above directors, may be deemed to be interested in the resolution. The other relatives of Mr. Ishwar Chand Agarwal, Mr. Rajendra Kumar Agarwal, and Mr. Jitendra Kumar Agarwal may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 9

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, 2025, 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/association 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/association 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. 9 of the Notice of the 32nd 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. 9 of the Notice.

Item No. 10

The members of the Company, through postal ballot resolution passed on July 31, 2023 had approved the appointment of Ms. Sharmila Chavaly (DIN: 06411077) as an Independent Director of the Company, to hold office up to April 30, 2025 ("first term"). The Nomination and Remuneration Committee (the "NRC") of the Board of Directors, on the basis of the report of performance evaluation, has recommended the re-appointment of Ms. Sharmila Chavaly as an Independent Director, for a second term of 3 (three) consecutive years, on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the NRC, considers that, given her professional background and experience and contributions made by her during her tenure, her continuance as an Independent Director would be beneficial to the Company. Accordingly, it is proposed to re-appoint Ms. Sharmila Chavaly as an Independent Director of the Company, not liable to retire by rotation, for a second term of 3 (three) consecutive years on the Board of the Company.

Ms. Sharmila Chavaly is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 (the "Act") and has given her consent to act as a Director. The Company has also received declaration from Ms. Sharmila Chavaly that she meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") and that she is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India or any such authority.

In the opinion of the Board, Ms. Sharmila Chavaly fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations. Ms. Sharmila Chavaly is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director. 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. The requisite details and information pursuant to the provisions of (i) the SEBI Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice. She shall be paid remuneration by way of fee for attending the meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

In accordance with the provisions of Section 149 read with Schedule IV of the Act and other applicable provisions of the Act and in terms of Regulation 25(2A) of the SEBI Listing Regulations, re-appointment of Ms. Sharmila Chavaly as an Independent Director requires approval of members of the Company by passing a special resolution. Accordingly, the approval of members is sought for re-appointment of Ms. Sharmila Chavaly as an Independent Director. Draft letter of re-appointment to be issued to Ms. Sharmila Chavaly setting out the terms and conditions of her re-appointment is available for inspection, by the Members, electronically. Members seeking to inspect the same can send an email to cs@genus.in.

The Board recommends the Special Resolution set out at Item No. 10 of the Notice for approval by the Members.

Ms. Sharmila Chavaly is interested in the resolution set out at Item No. 10 of the Notice with regard to her re-appointment. The relatives of Ms. Sharmila Chavaly may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 11

Genus Power Infrastructures Limited ("Genus" or "the Company") is one of India's largest producers of end-to-end energy measurement solutions, including electricity, gas and water meters. Genus also undertakes Advanced Metering Infrastructure Service Provider (AMISP) Concessions for Smart Metering on 'Design-Build-Finance-Own-Operate-Transfer' (DBFOOT) basis, in the Power Transmission & Distribution Sector.

Government of India ("GoI") is implementing the National Smart Metering Project, under the Revamped Distribution Sector Scheme (RDSS), with a plan to install 25,00,00,000 (250 million) meters by 2025 with an estimated investment of USD 30,000,000,000 (USD 30 billion). Under the said RDSS, the Company including all SPVs and the GIC Platform has been awarded Advanced Metering Infrastructure Service Provider (AMISP) Concessions/Projects/Contracts worth about Rs. 32,500 crore (net of taxes) by various state utilities with a concession life of 8 to 10 years.

To undertake AMISP Concessions in India, the Company has entered into a joint venture agreement with Gem View Investment Pte Ltd, an affiliate of GIC, Singapore ("GIC") and, has set up a Platform Company with GIC, namely 'Gemstar Infra Pte Limited', Singapore to mobilise fund for these AMISP Concessions. The Platform Company shall bid for new AMISP concessions and/or execute AMISP contracts/projects including existing AMISP contracts awarded to Genus (including its subsidiaries) through 'Gemstar Infra India Private Limited (Erstwhile: Hi-Print Infra Private Limited)' (may be referred to as "BidCo") and/or the special purpose vehicle (SPV) companies incorporated for the purpose of each tender and corresponding AMISP project. The Company will be an exclusive supplier of AMISP solutions to the Platform Company/BidCo/SPV/AMISP projects under the Concessions.

In view of the above, the Company is looking to work closely with its related parties (including subsidiaries and joint ventures) to achieve its business objectives (including the business objective in relation to the transaction with Gem View Investments Pte Ltd) and enter into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm's length basis.

The annual consolidated turnover of the Company as on March 31, 2024 is Rs. 1200.58 crore.

In furtherance of its business activities, the Company and its Subsidiaries have entered into / will enter into transactions / contract(s) / agreement(s) / arrangement(s) with related parties in terms of Regulation 2(1)(zc)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations").

All related party transactions of the Company with related parties/Subsidiaries/JV are / will be at arm's length and in the ordinary course of business.

The Company has a well-defined governance process for the related party transactions undertaken by it. These transactions are independently reviewed for arm's length consideration and compared with the benchmarks available for similar type of transactions.

Further, all related party transactions are undertaken after obtaining prior approval of the Audit Committee. All related party transactions have been unanimously approved by the Audit Committee after satisfying itself

that the related party transactions are at arm's length and in the ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into by the Company during the previous quarter, pursuant to its approvals.

In accordance with Regulation 23 of the SEBI Listing Regulations, approval of the shareholders is sought for (a) related party transactions which in a financial year, exceed the lower of (i) Rs. 1,000 crore; and (ii) 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company; and (b) any subsequent material modifications thereto as defined by the Audit Committee of the Company.

At the Extraordinary General Meeting of the Company held on July 31, 2023, the Members had approved inter alia the proposal for entering and/ or continuing with Material Related Party Transactions/ contracts/ arrangements/ agreements with Gemstar Infra India Private Limited (Erstwhile: Hi-Print Infra Private Limited) and with Gemstar

Infra Pte. Ltd., for a period of one year commencing from the conclusion of the said Extraordinary General Meeting.

The Company proposes entering and/or continuing with Material Related Party Transactions/ contracts/ arrangements/ agreements, as follows:

- (a) With Gemstar Infra India Private Limited (Erstwhile: Hi-Print Infra Private Limited) for sale or supply of smart metering solutions/services, any goods or materials against the consideration as agreed upon or as may be mutually agreed upon from time to time, to execute/implement the Advanced Metering Infrastructure Service Provider (AMISP) Contracts/ Concessions/Projects.
- (b) With Gemstar Infra Pte. Ltd., Singapore for providing financial support by way of investments / granting loans / giving guarantees to execute/implement the Advanced Metering Infrastructure Service Provider (AMISP) Contracts/Concessions/Projects.

The details of transactions as required under Regulation 23(4) of the SEBI Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no.SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 (**"SEBI Master Circular"**) are set forth below:

Sl. No.	Particulars	Details	
(i)	Name of the related party	Gemstar Infra India Pvt. Ltd. ("BidCo")	Gemstar Infra Pte. Ltd. ("PlatformCo")
(ii)	Name of the director or key managerial personnel who is related, if any;	Jitendra Kumar Agarwal (DIN: 00011189)	Kailash Chandra Agarwal (DIN: 00895365)
(iii)	Nature of relationship with the company	(1) Wholly Owned Subsidiary of the Associate Company (The Company holds 26% of the total paid-up equity share capital of the Associate Company (i.e. PlatformCo); and the PlatformCo holds 100% shares capital of BidCo). (2) Director of the Company has directorship in BidCo.	(1) Associate Company (The Company holds 26% of the total paid-up equity share capital of the Associate Company (i.e. PlatformCo)) (2) Director of the Company has directorship in PlatformCo.
(iv)	Nature, material terms, monetary value and particulars of the contract or arrangements;	Commercial contracts of providing End-to-End Energy Metering Solutions and Services or any goods or materials against the consideration as agreed upon or as may be mutually agreed upon from time to time, to execute / implement the Advanced Metering Infrastructure Service Provider (AMISP) Contracts / Concessions / Projects, pursuant to the joint venture agreement and EPC agreement.	As per the joint venture agreement executed by and between the Company, PlatformCo, Promoters of the Company and Gem View Investments Pte. Ltd., the Company shall subscribe to the securities issued by PlatformCo, aggregating to 26% (twenty six per cent), on a fully diluted basis.

Sl. No.	Particulars	Details	
		<p>The above transactions will be carried out at market rates.</p> <p>The monetary value of the agreement when completed will be approximately USD 2,000,000,000 (United States Dollars Two Billion).</p>	<p>The Company shall not be under an obligation to commitment in excess of USD 211,000,000 (United States Dollars Two Hundred and Eleven Million).</p> <p>The Company will make investments by way of subscription, purchase or otherwise in securities / debt instruments and/or provide loans, advances, and guarantees to / on behalf of PlatformCo for business purposes.</p> <p>The interest charged is / will be in compliance with the provisions of section 186 of the Companies Act, 2013. Investment in securities of PlatformCo will be in accordance with the provisions of the Companies Act, 2013</p>
(v)	Tenue of the proposed transaction	<p>The above arrangements are continuing business transactions.</p> <p>Approval of the shareholders is being sought for transactions during the 10 financial years i.e., from FY 2024-25 to FY 2033-34.</p>	<p>The above arrangements are continuing business transactions.</p> <p>Approval of the shareholders is being sought for transactions during the 10 financial years i.e., from FY 2024-25 to FY 2033-34.</p>
(vi)	Value of the proposed transaction	<p>Not exceeding Rs. 7,500 crore* in a financial year.</p> <p>*The upper limit mentioned is an enabling limit to help the business operate smoothly without interruptions.</p>	<p>Not exceeding USD 211 million* (approx. Rs. 1,700 crore) in a financial year.</p> <p>*The upper limit mentioned is an enabling limit to help the business operate smoothly without interruptions</p>
(vii)	Percentage of the company's annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	Approximately 625% of consolidated revenue of the Company.	Approximately 142% of consolidated revenue of the Company.
(viii)	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:		
	a) details of the source of funds in connection with the proposed transaction	Not applicable	Own funds
	b) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> i) nature of indebtedness; ii) cost of funds; and iii) tenure; 	Not applicable	Not applicable

Sl. No.	Particulars	Details	
	c) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not applicable	<p>Loans:</p> <ul style="list-style-type: none"> - Tenure - Upto 15 years; - Interest rate - Charged/to be charged in compliance with the provisions of applicable laws. - Nature - Unsecured <p>Investment:</p> <p>In compliance with the provisions of the Companies Act, 2013.</p>
	d) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not applicable	To mobilise fund to undertake the AMISP Concessions (Ultimately, it shall be used mainly to undertake the AMISP concessions / contracts) and general corporate purpose.
	Justification as to why the RPT is in the interest of the listed entity;	The Company will be able to cater huge domestic demand for smart energy metering solutions due to increasing electricity demand, urbanization and smart city projects. The Company will achieve, financial stability and strong project management capabilities, crucial for successful AMISP operations and for large-scale project undertakings.	The Company including all SPVs and the GIC Platform will have sufficient resources pool to execute smoothly its current order-book of AMISP Concessions / Projects / Contracts worth about Rs. 32,500 crore (net of taxes).
(viii)	A copy of the valuation or other external party report, if any such report has been relied upon;	Not applicable	Not applicable
(ix)	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

The approval of the shareholders is being sought for the related party transactions / contracts / agreements / arrangements set out above.

In addition to the transactions set out above, approval of the shareholders is also being sought for any other transactions between the parties for transfer of resources, services and obligations in the ordinary course of business, on arm's length basis and in compliance with applicable laws, as approved by the Audit Committee. The values of such additional transactions are included in the values set out above.

This statement may also be regarded as an appropriate disclosure under the Act and the SEBI Listing Regulations.

The Board recommends the Ordinary Resolution set out at Item No. 11 of the Notice for approval by the members.

The Members may note that as per the provisions of the SEBI Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transaction or not), shall not vote to approve the resolution set out at item No. 11.

Mr. Kailash Chandra Agarwal and Mr. Jitendra Kumar Agarwal are interested in the resolution set out at Item No. 11 of the Notice. Mr. Ishwar Chand Agarwal and Mr. Rajendra Kumar Agarwal, being related to the above directors, may be deemed to be interested in the resolution. The other relatives of Mr. Kailash Chandra Agarwal and Mr. Jitendra Kumar Agarwal may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 12

We draw the attention of all the members of the Company towards the EGM Notice dated July 04, 2023 ("EGM Notice") inter-alia, for point number 2 of the Explanatory Statement of Special Resolution pertaining to Item No. 1 as detailed in the said Notice, read with the Corrigendum/Addendum issued on July 21, 2023 ("Corrigendum Notice"), with respect to the "Objects of the Preferential Issue" paragraph and to provide the members further details and context for the same.

While the Corrigendum Notice has provided better clarity and understanding, the Board of Directors of the Company ("Board") wishes to further clarify that, the two conditions for the use of issue proceeds towards the first head under the 'use of proceeds' (i.e., Investment in Related Parties for AMISP projects) are - (A) the entities in which the Company invests are related parties; and (B) such related parties are associated/involved with the AMISP business (including but not limited to directly or indirectly, investing in the special purpose vehicle companies incorporated for the purpose of each tender and corresponding AMISP projects).

In order to supplement the manufacturing and execution prowess with access to capital to undertake AMISP Concessions in India, the Company has entered into a joint venture agreement on July 04, 2023 with Gem View Investment Pte Ltd, an affiliate of GIC, Singapore ("GIC") and, has set up a Platform Company with GIC namely 'Gemstar Infra Pte Ltd', Singapore with the intent to mobilise fund for these AMISP Concessions. As per the agreement, GIC affiliate will hold 74% stake while Genus will hold 26% stake in the Platform Company.

These "related parties" as stated in the Corrigendum Notice read with the EGM Notice, include M/s Gemstar Infra Pte Ltd, which utilises such proceeds in connection with the AMISP business, including by investing the special purpose vehicle companies incorporated for the purpose of each tender, and corresponding AMISP projects. The mention of special purpose vehicles as related parties under the Corrigendum Notice was illustrative and did not exhaustively cover all the related parties of the Company which are engaged in the AMISP business. Further, any amounts invested in M/s Gemstar Infra Pte Ltd by the Company have been and shall continue to be used in connection with the AMISP business only.

In view of the foregoing, the Board wishes to inform its members that the Company continues to use the proceeds of the preferential issue in accordance with the EGM Notice and Corrigendum Notice.

Given the above is in the nature of a clarification which should be read as a part and parcel of the EGM Notice and Corrigendum Notice, the Board has approved this clarification to form part of the EGM Notice and Corrigendum Notice in relation to the 'object of the preference issue', i.e.,

S. No.	Objects of the preferential issue	Total estimated amount to be utilized (In INR)	Tentative timeline for utilization of issue proceeds for each of the object
1.	Investment in Related Parties for AMISP projects.	350 Crores	By June 30, 2025
2.	The Company is in the process of expanding its manufacturing, supply and ancillary services in relation to smart meters and proposes to utilize towards the working capital and other requirements with respect to the aforesaid purpose.	150 Crores	By June 30, 2025
3.	General Corporate Purposes	19 Crores	By June 30, 2025

The Board recommends the special resolution as set out at Item No. 12 of the Notice for approval by the members.

None of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution.

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

Puran Singh Rathore
Joint Company Secretary & Compliance Officer
ICSI M. No.: A25543
Jaipur, August 31, 2024

Registered Office:

G-123, Sector-63, Noida-201307, Uttar Pradesh, India

Tel.: 91-120-2581999; Email: cs@genus.in; Website: www.genuspowers.com; CIN: L51909UP1992PLC051997

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