

Genus/STX/AR/2016/
September 10, 2016

National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051.

(NSE Symbol: GENUSPOWER)

Dear Sir/Madam,

BSE Limited
P.J. Towers,
Dalal Street, Fort,
Mumbai – 400001

(BSE Code: 530343)

Sub: Annual Report for the financial year 2015-16.

Pursuant to Regulation 34(1) of the SEBI.(Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Annual Report of the Company for the Financial Year 2015-16. The said Annual Report, inter alia, contains Directors' Report, Report on Corporate Governance, Business Responsibility Report, Auditors' Report and Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2016.

We request to kindly take the same on record.

Thanking you,

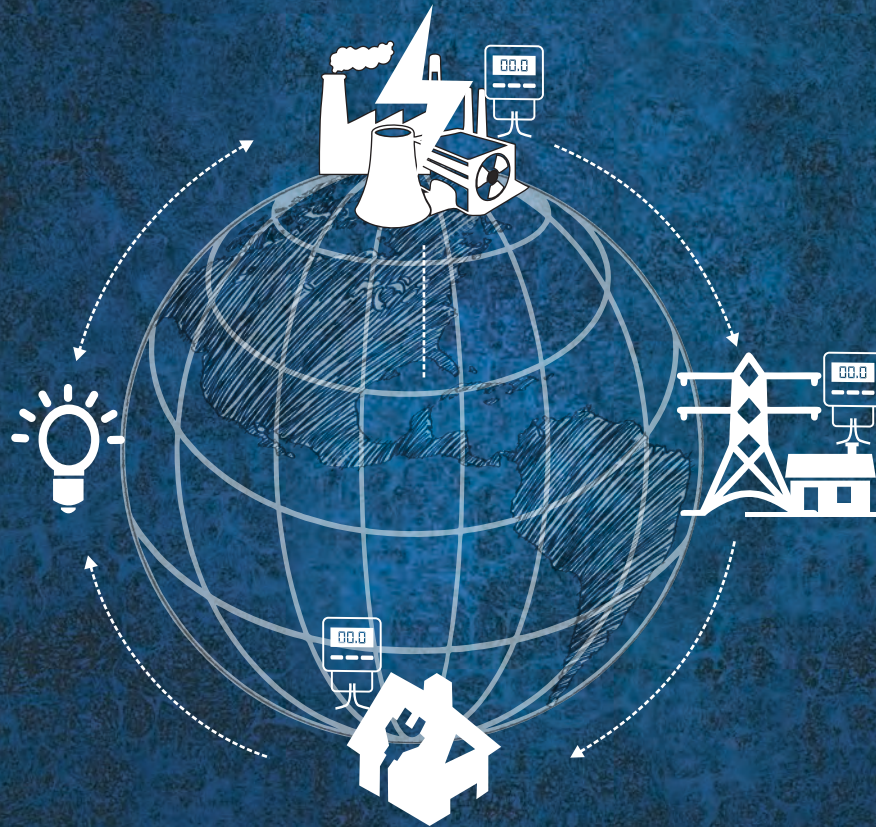
For **Genus Power Infrastructures Limited**



Director/Company Secretary



Encl. as above



Technology | Quality | Consistency

ANNUAL REPORT
2015-2016

MAKE QUALITY RELATION PROUD...

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GENUS

// A QUICK REVIEW

BUSINESS VERTICALS

Genus Power Infrastructures Limited, an ISO 9001 & 14001 certified company is a leading player in integrated power infrastructures space. It operates in two distinctive business verticals – “Smart Metering Solutions” and “ECC turnkey solutions for power T&D sector”.

SMART METERING SOLUTIONS

Genus offers a wide spectrum of smart metering solutions, which includes High-end multifunction Single Phase and Three Phase Meters, CT Operated Meters, ABT & Grid Meters, Distribution Transformer (DT) Meters, Pre-payment Meters, Gas Meter, Smart Street Light Management Solution, Net-metering Solution for rooftop solar, Data Concentrator, Energy Management Solution for building management and DC Metering Solution, etc. Genus specializes in providing end-to-end metering solutions (AMI) with communication modules and software under its Smart Energy Management Solution.

'ENGINEERING, CONSTRUCTIONS AND CONTRACTS' TURNKEY SOLUTIONS

Genus provides customized and turnkey 'Engineering, Constructions and Contracts' ('ECC') solutions to the power transmission and distribution (T&D) sector. Under the turnkey ECC solutions, Genus provides one-stop total solution of metering, engineering and construction from 'concept to commissioning' with distinctive specialization in smart metering solutions and advance metering infrastructure.

INFRASTRUCTURE AND FACILITIES

Genus is equipped with automated SMT lines, Lean Assembly techniques and the state-of-the-art manufacturing facilities with complete forward and backward integration, which enable it to provide highly innovative solutions at affordable price.

RESEARCH AND DEVELOPMENT (R&D)

Powered by in-house avant-garde R&D Center, recognised by the Ministry of Science and Technology, Govt. of India and accredited by National Accreditation Body for Testing Labs 'NABL', Genus is uniquely positioned to shape the future of our industry, and more than ever before, to give earlier response to the changing needs of our clients.

RECOGNITIONS AND CERTIFICATIONS

Genus, a proud CMMI level 3 Company, is accredited with various national and international certifications/recognitions such as ISI, KEMA, SABS, STS, ZIGBEE, UL, DLMS etc., which is amongst the highest in Indian Metering Solutions Industry. This facilitates the Company to secure the orders/repetitive orders from power utilities/discoms across the world.

WORKFORCE

Armed with long-term, highly-experienced and best-in-class scientist, engineers and executives, Genus always remains ready to take newer challenges, which positively impact the growth of company. For Genus, they are real face and brand builders, whose attitude truly describe the Company.

MISSION AND VALUES

MISSION

Delight customers with high quality, innovative products and services in electrical and electronic fields.

VALUES

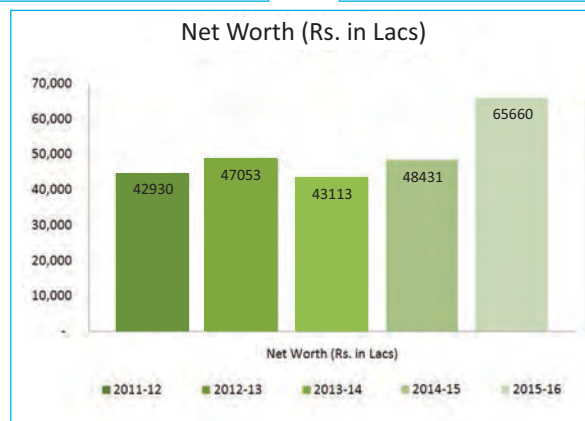
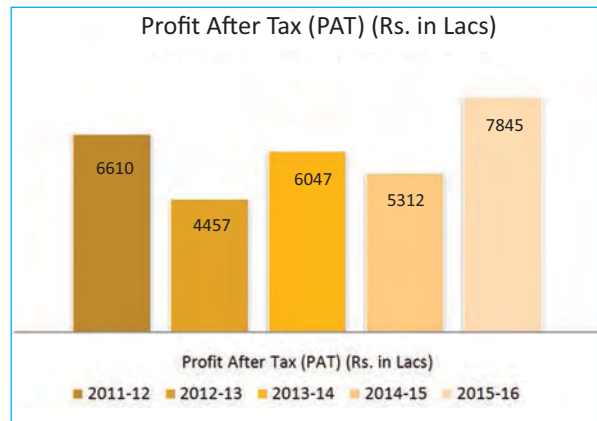
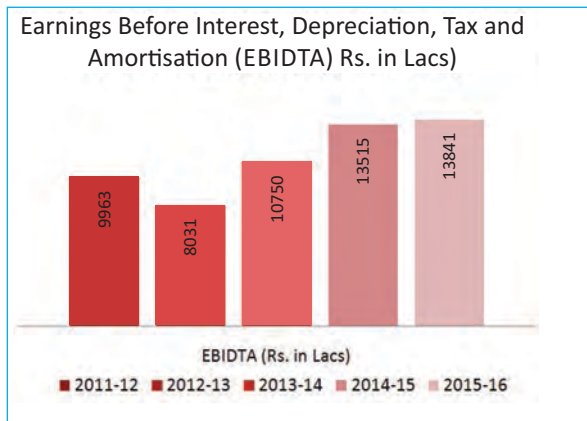
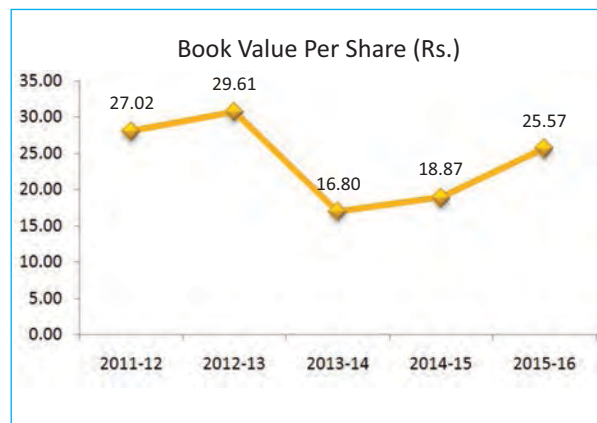
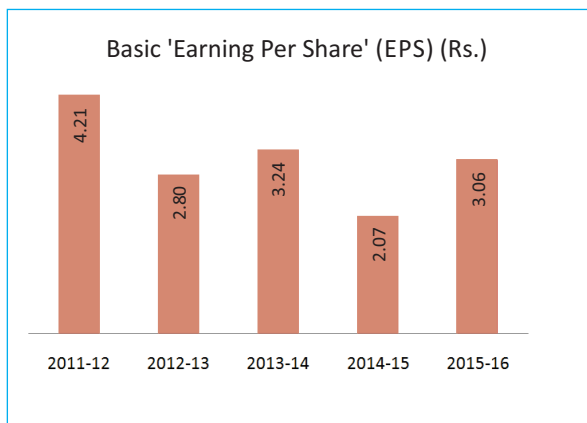
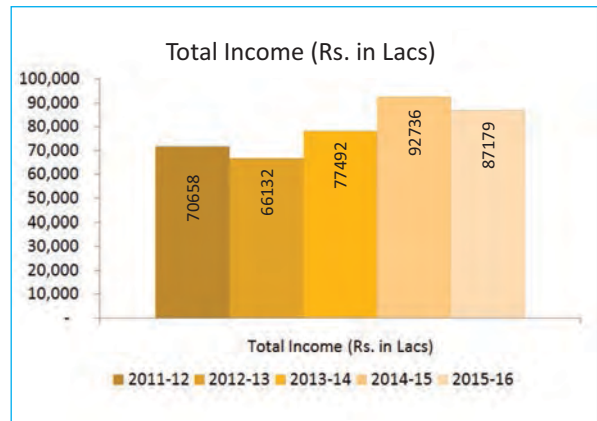
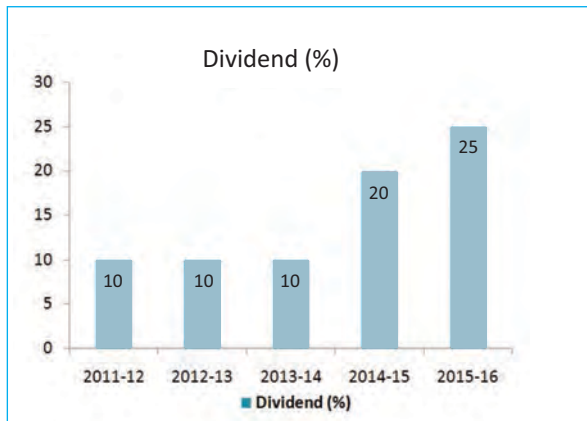
The values that guide our every action are:

Exceed customer satisfaction in terms of quality, price, on-time delivery and support

Always adhere to proper and high business ethics

Provide a place and nurturing environment for our employees to flourish and grow.

Develop long term relationships with the vendors/business partners to support our goals.



Working Hard and Delivering Excellence with Simplicity...
...Maximising Value to WIN.

Ishwar Chand Agarwal
Chairman



CHAIRMAN'S LETTER TO SHAREHOLDERS

My Fellow Shareholders,

I am delighted to have the privilege of apprising you about Genus again. The aim is to recognize our accomplishments during the financial year 2015-16 and to share with you our outlook and plans for the future. I am gratified with the continued growth of market share in the arena of 'smart metering' and 'power infrastructure'. I am more excited about the pace and scale of execution that our Company is undertaking to fulfil our unwavering aim of creating long-term shareholder value.

In a state of flux in the economies across the world, we maintained capability to demonstrate a strong performance on the strength of our in-house innovation and engineering capabilities with constant cost discipline. We closed the financial year 2015-16 on strong note with revenue and profit almost in line with our estimates. I am happy to inform that Genus achieved its highest ever operating profit (EBIDTA) of Rs.138.41 crore during the year. Post adjustment of power backup solutions business (discontinued with effect from April 01, 2015), our sales increased by 6% to Rs.869.24 crore and the bottom line (PAT) increased by 53% to Rs.78.45 crore. We creditably reduced our gross debts by 35% to Rs.233 crore from Rs.360 crore reported in the previous year. The Company has a vision to make it a debts free company in coming years and it will be done by internal accruals and by liquidating its investments and loans. Our net worth reached to Rs.656.60 crore with a book value of Rs.26 per share. In line with our commitment to deliver an incremental reward corresponding to performance of the Company, the Board has recommended a higher dividend of Re.0.25 (i.e. 25% of the face value of Re.1 per share) per equity share as against Re.0.20 (i.e. 20%) per equity share in the previous year.

While the challenges of Indian economy's and power sector's continued, we remained stimulated by our founding principles – work hard and deliver excellence with simplicity. Genus continued to widen its wings in the area of providing smart metering solutions to power T&D sector with unique range of end-to-end smart metering solutions. Genus's smart metering solutions are continuing to achieve the improbable results, in tackling the issue of power utilities/discoms and in improving their competency & profitability. Genus's closed-loop smart metering solutions are also playing a key role in smart grid infrastructures and giving boost to the efficiency of the entire power value chain. Genus plays a vital role when it comes to balancing the need for innovative metering solution with low-pricing.

With recent initiatives like UDAY Scheme, Integrated Power Development Scheme, Deen Dayal Upadhyaya Gram Jyoti Yojana, Make in India, Digital India, Smart Cities, Housing for All, Solar Net Metering and higher budgetary allocations, the present government has created many positive waves for the industry. With the decades of experience in providing customized and top notched solutions for power transmission and distribution sector such as smart metering solutions, smart metering communications including control & automation software, smart prepayment meters and net metering solutions, Genus is uniquely positioned to cater to needs of the power sector and to become one of the largest beneficiaries of the government's ongoing reform initiatives.

While India continues to be our stronghold market, we believe that our next level of growth will come from developing international markets. We understand that UK and African markets are offering huge opportunities to deploy latest and most innovative energy metering technologies such as Smart Meters, Prepayment Meters and Net Metering Solutions to create a smart energy infrastructure. Our focused international thrust is based on constant rising demand and building aspiration for smart metering solution in identified international markets. We are strategically ready to capture the opportunities through our representative offices in fastest growing regions in the world. Towards this, Genus has already opened an office in Singapore to assess and grab business opportunities in that region. Looking forward, with the aggressive plans to increase our access to the domestic and international market as well, I am fully optimistic of the rapid growth of the Company in the upcoming years.

We are working very hard to transform our 'engineering, construction and contract (ECC) - power project business' into a truly frontrunner, rather than a supportive business. We have already taken significant steps to reinforce the capabilities of this business and to meet the aspirations of power T&D sector for turnkey solutions. With increasing trust of government on revival of power T&D sector, rural electrification and smart grid space, we see significant headroom for growth in this area of business.

Our success is highly driven by deep insights into our customer's needs. Our decade of experience, in-house research and development (R&D) centre and state-of-the-art manufacturing facilities with complete forward-backward integration have been backing our ability to beforehand understand, anticipate and embrace changes affecting the clients. It always keeps us in winning position and helps in gaining unflinching trust of our clients. We have always been a strong believer of achievement of sustainable growth through constant R&D. We spent more than 14 percent of our profit on R&D during the year under review. Our constant focus on R&D always provides us a competitive advantage in all areas of business and makes us the preferred choice of power utilities/discoms.

Genus has always been very active in discharging its responsibilities towards the society specially the local community in the areas, where it is located. During the year under review, Genus supported various educational programmes conducted in far reaching areas of the tribal belts of Rajasthan. With a view to provide basic computer knowledge to rural women to make them self-confident & self-reliant, the Company also promoted the computer training programmes in the tribal belts of Rajasthan. Toward healthcare, the Company organized various medical camps and awareness programs in remote villages of Rajasthan. The Company also supported a naturopathy center in Moradabad, which is established to deliver holistic services for healthy life to every class of people at subsidized rates.

I personally believe that our accomplishments would have never been possible without the never-compromised honesty & integrity and long-term association of our management team. While I am very thankful to our senior management team, I am even more grateful to our executive team for the successful execution of our plans and for the fair & friendly culture that has embedded in Genus. I honestly consider our personnel at all levels as our good fortune.

I want to conclude this letter with special thanks to our amazing group of long-term shareholders who not only supported us, but also encouraged us for our long term approach to business mission. I promise them for the next phase of superlative growth in the coming years.

Ishwar Chand Agarwal

Chairman

DIN: 00011152

Jaipur, July 29, 2016

Directors' Report

Dear Shareholders,

Your Directors have pleasure in presenting the 24th Annual Report together with the audited financial statement of the Company for the financial year ended March 31, 2016.

FINANCIAL RESULTS

The financial performance of the Company for the financial year ended March 31, 2016 is as under:

(Rs. in lacs, except per share data)

Particulars	Standalone		Consolidated
	Year ended March 31, 2015	Year ended March 31, 2016	Year ended March 31, 2016
Revenue from operations (gross)	92393.53	86923.96	86923.96
Total income from operations (net)	92736.47	87179.22	87179.22
Total expenses (excluding interest, depreciation and amortization)	79221.02	73338.12	73338.12
Earnings before interest, depreciation and amortization	13515.45	13841.10	13841.10
Less: Interest, depreciation and amortization expenses	4933.29	4286.61	4286.61
Profit before exceptional and extraordinary items	8582.16	9554.49	9554.49
Add/(Less): Exceptional items	(1743.58)	235.86	235.86
Profit before tax and extraordinary items	6838.58	9790.35	9790.35
Add/(Less): Extraordinary items	240.86	-	-
Profit before tax	7079.44	9790.35	9790.35
(Less): Tax expenses (including MAT credit)	(1767.10)	(1945.29)	(1945.29)
Profit after tax (PAT)	5312.34	7845.06	7850.50
Earnings per share (after extraordinary items) (Basic) (Rs.)	2.07	3.06	3.06
Earnings per share (after extraordinary items) (Diluted) (Rs.)	2.06	3.04	3.04

REVIEW OF FINANCIAL PERFORMANCE AND THE STATE OF COMPANY'S AFFAIRS

Your Company performed well in Financial Year (FY) 2015-16 with a highest ever made operating profit and net profit. Your Company demonstrated a strong financial performance on the back of financial discipline, domain proficiency and in-house innovation capabilities.

The key performance highlights are as under:

- The revenue from operations decreased by 5.92% to Rs.86923.96 lacs from Rs.92393.53 lacs reported in the previous year. However, post adjustment of power backup solutions business (discontinued with effect from April 01, 2015), the revenue from operations ('Adjusted Sales') increased by 5.77% to Rs.86923.96 lacs from Rs.82184.70 lacs in the previous year. This was the result of our increased market share in the arena of smart metering and power infrastructure on the strength of our in-house innovation and engineering capabilities with constant cost discipline. The present government's increased thrust on revival of power utilities/discoms through smart grid and smart metering, mainly to improve their financial health by stoppage of power transmission and distribution losses, has helped the Company in increasing its market share in the arena of smart metering and power infrastructure.
- Earnings before interest, tax, depreciation and amortization (Operating Profit) increased by 2.41% to Rs.13841.10 lacs from

Rs.13515.45 lacs in previous year, as a result of the higher adjusted sales, improved cost discipline and effective material management.

- Finance cost reduced to Rs.2887.51 lacs from Rs.3323.93 lacs in the previous year on account of effective utilisation of available funds and reduction in the higher-cost debts. Further, the gross debts decreased by 35% to Rs.23303.88 lacs from Rs.36056.65 lacs in the previous year.
- Profit before exceptional and extraordinary items raised by 11% to Rs.9554.49 lacs from Rs.8582.16 lacs in the previous year.
- Exceptional items of Rs.235.86 lacs for the year ended March 31, 2016 represent gain on disposal of its power backup solutions business. Exceptional items of Rs.1743.58 lacs for the year ended March 31, 2015 pertain to provision for diminution in value of investment in Genus SA Brazil. In the best interest of the Company in longer perspective, the Board of Directors of the Company has approved the disinvestment through transfer by way of sale of shares of the joint venture namely Genus S.A., Brazil or disinvestment through other legitimate procedures/ways involving write-off of the investment (or financial commitment) of Rs.1743.58 lacs in 'Genus SA', Brazil from the books of accounts of the Company under automatic route/general permission of the Reserve Bank of India as per Regulation 16 and Regulation 16(1A) of FEMA 120, amended/inserted in the Foreign Exchange

Management (Transfer or Issue of Any Foreign Security) (Amendment) Regulations 2004 vide the Foreign Exchange Management (Transfer or Issue of any Foreign Security) (Fourth Amendment) Regulations, 2013 (Notification No.277/2013-RB dated May 08, 2013).

- Extraordinary items during the year ended March 31, 2015 amounting to Rs. 240.86 lacs relates to relief received from IOCL through RIICO Limited against damages claimed by the Company towards IOCL fire accident in year 2009.
- Net profit increased by 47.68% to Rs.7845.06 lacs from Rs.5312.34 lacs in the previous year mainly due to reduction in finance cost, gain on disposal of its power backup solutions business and due to provision for diminution in value of investment in Genus SA Brazil in the previous year.
- Earnings per share (Basic) (after extraordinary items) for the year ended March 31, 2016 stood at Rs.3.06. Earnings per share (diluted) (after extraordinary items) for the year ended March 31, 2016 stood at Rs.3.04.
- The Company has written-off liquidated damages and bad debts of Rs.1351.99 lacs, which mainly represented liquidated damages and deductions by indenting agencies as per the terms of the

contracts of supplies.

- Net worth of the Company as at March 31, 2016 climbed to Rs.65659.76 lacs from Rs.48431.25 lacs as at March 31, 2015. During the year under review, Genus Shareholders' Trust has sold 2,00,00,000 equity shares of the Company and in line with the purpose of the trust, remitted the proceeds to the Company. The surplus arising on such distribution of Rs.10051.55 lacs and the amounts received towards dividend on shares of the Company held by the trust of Rs.95.00 lacs have been recognised directly in the reserves as such amounts have arisen on shares of the Company.
- Debt-to-equity ratio is 0.35 as against 0.74 in the previous year.

For concentrating on core areas of bigger potentials, the Company had entered into an agreement with Genus Innovation Limited on February 17, 2015, for disposal of its power backup solutions business and complete range of Inverters/UPS, Solar PCU and Batteries with effect from April 1, 2015. The Company has completed the transaction and such transaction has resulted in a gain of Rs.235.86 lacs which has been disclosed as exceptional item. The income and expenses in respect of the activities attributable to above discontinued operations included in the working results are as follows:

(Rs. in lacs)

Particulars	For Year ended March 31, 2015	For Year ended March 31, 2016
Total income	10208.83	-
Total expenses	9971.63	-
Profit before tax	237.20	-
Tax expenses	49.81	-
Profit after tax	187.39	-

The carrying amount related to above business is as follows:

(Rs. in lacs)

Particulars	As at March 31, 2015	As at March 31, 2016
Total assets	5127.37	-
Total liabilities	445.23	-
Net assets	4682.14	-

OPERATIONS AND BUSINESS PERFORMANCE

The operational and business performances of the Company have been appropriately described in the report on 'Management Discussion and Analysis', which form part of the Directors' Report.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

During the financial year under review, there was no change in the nature of business of the Company.

DIVIDEND

Your Company is gratifying the shareholders by way of consecutive cash dividends considering its consistent financial performance and promising future prospects while retaining capital to support future growth. In view of the strong financial performance of the Company and in continuance of the earlier trend of dividends, your Directors have recommended a dividend of Re.0.25 (i.e. 25%) per equity share on

equity shares of the face value of Re.1 each for the financial year ended March 31, 2016 (Last Year: 20% i.e. Re.0.20 per equity share of face value of Re.1 each). The proposed dividend of 25%, if approved by the members at the forthcoming Annual General Meeting, will result in the outflow of Rs.642.02 lacs in addition to Rs.130.70 lacs by way dividend distribution tax. The dividend distribution policy has been formulated by the Company, which is available on the website of the Company.

SHARE CAPITAL

The paid up equity share capital of the Company has increased to Rs.2568.08 lacs consisting of 25,68,07,850 equity shares of Re.1 each from Rs.2566.61 lacs consisting of 25,66,60,921 equity shares of Re.1 each, post exercise of employee stock options during the FY 2015-16. During the year under review, the Company issued 1,46,929 equity shares of Re.1 per equity share upon exercise of stock options under the Employees' Stock Option Scheme-2012 (ESOS-2012) of the Company.

The Company has neither issued shares with differential voting rights nor issued sweat equity shares.

TRANSFER TO RESERVES

During the year under review, Genus Shareholders' Trust (the 'Trust') has sold 2,00,00,000 equity shares of the Company and in line with the purpose of the Trust, remitted the proceeds to the Company. The surplus arising on such distribution of Rs.10051.55 lacs and the amounts received towards dividend on shares of the Company held by the Trust of Rs.95.00 lacs have been recognised directly in the General Reserve as such amounts have arisen on shares of the Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Loans, guarantees and investments made by the Company during the year which are covered under section 186 of the Companies Act, 2013 form part of the financial statements provided in the Annual Report.

FIXED DEPOSITS

During the year under review, your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

EMPLOYEES' STOCK OPTION SCHEME

Your Company has introduced the Employees' Stock Option Scheme-2012 (ESOS-2012) ('ESOP Scheme') to enable its employees to take part in the Company's future growth and financial discipline. Your Company rewards its employees through Stock Options for participating in significant decision making and inspiring long-term commitment towards future growth of the Company. The ESOP Scheme also enabled the Company to hire and retain the best talent for its senior management and key positions.

The ESOP Scheme is administered by the Nomination and Remuneration Committee of the Board of Directors of the Company, in accordance with the applicable SEBI Guidelines/Regulations.

The applicable disclosures as stipulated under the SEBI Guidelines/Regulations as on March 31, 2016 with regard to the ESOS-2012 are provided in 'Annexure-A' to this Report.

The issue of equity shares pursuant to exercise of options does not affect the Statement of Profit and Loss of the Company, as the exercise is made at the market price prevailing as on the date of the grant plus taxes as applicable. Voting rights on the shares issued to employees under the ESOS are either exercised by them directly or through their appointed proxy.

The Company has received a certificate from the Auditors of the Company that the Scheme has been implemented in accordance with the SEBI Guidelines/Regulations and the resolution passed by the shareholders. The certificate would be placed at the forthcoming Annual General Meeting for inspection by shareholders.

MATERIAL CHANGES AND COMMITMENTS, AFFECTING THE FINANCIAL POSITION OF THE COMPANY BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THIS REPORT

There are no material changes and commitments, affecting the financial position of the Company which has occurred between the end of the financial year of the Company and the date of this Report.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

As on March 31, 2016, the Company has no subsidiary company. During the year under review, no company has become or ceased to be an associate or subsidiary of the Company.

However, the Board of Directors of the Company has approved the disinvestment through transfer by way of sale of shares of the joint venture namely Genus S.A., Brazil or disinvestment through other legitimate procedures/ways involving write-off of the investment (or financial commitment) in 'Genus SA', Brazil from the books of accounts of the Company under automatic route/general permission of the Reserve Bank of India as per Regulation 16 and Regulation 16(1A) of FEMA 120, amended/inserted in the Foreign Exchange Management (Transfer or Issue of Any Foreign Security) (Amendment) Regulations 2004 vide the Foreign Exchange Management (Transfer or Issue of any Foreign Security) (Fourth Amendment) Regulations, 2013 (Notification No.277/2013-RB dated May 08, 2013).

As on March 31, 2016, the Company has the following associates:

1. Greentech Mega Food Park Private Limited; and
2. M.K.J. Manufacturing Pvt. Ltd.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013, a statement containing performance & salient features of the financial statements of Company's subsidiaries/associate/joint venture companies in the prescribed Form AOC-1 is attached as 'Annexure-A-1' to this Report.

The Policy for determining material subsidiaries as approved may be accessed on the Company's website at the link – "http://genuspower.com/pdf/Material%20Subsidiaries%20Policy_1.pdf".

CONSOLIDATED FINANCIAL STATEMENT

In accordance with the Companies Act, 2013 and Accounting Standard (AS) - 21 on Consolidated Financial Statements read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the audited consolidated financial statement is provided in the Annual Report.

A statement containing the salient feature of the financial statements of each of the subsidiary/associates/joint venture in the prescribed Form AOC-1 is attached as 'Annexure-A-1' to this Report.

Pursuant to Section 136 of the Companies Act, 2013, the financial statements of the subsidiary/associates/joint venture companies are kept for inspection by the shareholders at the Registered Office of the Company. The Company shall provide free of cost, the copy of the financial statements of its subsidiary/associates/joint venture companies to the shareholders upon their request. The statements are also available on the website of the Company 'www.genuspower.com/' 'www.genus.in'. The consolidated net profit of the Company and its subsidiary/ associates/joint venture companies amounted to Rs.7850.50 lacs for the financial year under review.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered into by the Company during the financial year under review with related parties were in the ordinary course of business and on an arm's length basis. There were no materially significant related party transactions made by

the Company with Promoters, Key Managerial Personnel or other designated persons, which may have potential conflict with interest of the Company at large. Since all related party transactions entered into by the Company were in the ordinary course of business and on an arm's length basis, form AOC-2 is not applicable to the Company.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board can be accessed on the Company's website at the link - "http://genuspower.com/pdf/Related%20Party%20Transaction%20Policy_0.pdf". For further details, please refer to Note 40 to the standalone financial statement, which set out related party disclosures.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

In compliance with Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has established Corporate Social Responsibility (CSR) Committee. The CSR Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy), which indicates the activities to be undertaken by the Company in line with the activities specified in Schedule VII of the Companies Act, 2013. The Board has approved the CSR Policy. The CSR Policy is uploaded on the Company's website and the link is "http://genuspower.com/pdf/CSR%20Policy_Genus.pdf".

During the year under review, the Company has spent Rs.116.98 lacs (which is more than 2% of the average net profits of last three financial years, adjusted for merger and demerger under the scheme of arrangement duly approved by Hon'ble High Court on 29.10.2013, effective from the Appointed Date of April 01, 2011) on CSR activities. The statutory disclosures with respect to the CSR Committee and an Annual Report on CSR activities form part of this Report as 'Annexure-B'.

RISK MANAGEMENT AND INTERNAL FINANCIAL CONTROL SYSTEMS

Your Directors have formed a Risk Management Committee. The Committee has reviewed and approved a 'Risk Management Policy', which lays down procedures about the risk assessment and risk minimization. The details of the Committee, Risk Management Policy and Internal Financial Control Systems are set out in the report on 'Management Discussion and Analysis' and the 'Report on Corporate Governance', forming part of this report.

INSURANCE

During the year under review, the Company's assets and projects were adequately insured against various risks such as fire, earthquake, storm, tempest, flood, inundation, riot, strike, malicious damage, etc. Some of the key insurance policies, taken by the Company are as follows:

- 'Consequential Loss (Fire) Policy' to insure the profit affected during the interruption/cessation of the business operations due to exigency.
- Group Gratuity Insurance Scheme, under which a sum equal to gratuity payable in respect of the entire service (actual and future) is paid in the event of premature/unfortunate death of employee.
- Group Mediclaim Policy for its permanent employees covering their spouse and dependent children.

- 'Personal Accident Policy (Group)' for insuring its employees and giving coverage like disability cover, permanent disability cover and death cover due to accident.

CREDIT RATING

During the year under review, India Ratings & Research Private Limited (Ind-Ra) has upgraded the ratings of the Company, as follow:-

- Long-Term Issuer Rating : 'INDA'; Outlook 'Stable'
- INR 2,280m fund-based Limits : 'INDA/Stable' and 'INDA1'
- INR 6,530m non-fund based Limits : 'INDA/Stable' and 'INDA1'

The Outlook is Stable.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As stipulated under Regulation 34(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a detailed report on 'Management Discussion and Analysis' is annexed herewith as 'Annexure-C'.

CODE OF CONDUCT

All board members and senior management personnel have affirmed compliance with the Code of Conduct of the board of directors and senior management of the Company on annual basis, pursuant to Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Code of Conduct is also placed on Company's website, 'www.genuspower.com' / 'www.genus.in'.

CORPORATE GOVERNANCE

Your Company has been practicing the principles of good corporate governance and is adhering to highest standards of corporate governance. A detailed report on corporate governance, which forms part of this Report, is set out as 'Annexure-D' together with Certificate of the Auditors of the Company regarding compliance with the provisions of Corporate Governance as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

WHISTLEBLOWER POLICY AND VIGILANCE MECHANISM

Your Company has established a Whistleblower Policy and Vigilance Mechanism for its directors and employees to report genuine concern of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct. Appropriate actions are taken against the officer, whose actions are found to violate the Code or any other policy of the Company after giving him a reasonable opportunity of being heard. The functioning of the vigil mechanism is reviewed by the Audit Committee from time to time. During the year under review, no whistle blower was denied access to the Audit Committee. The Whistleblower Policy and Vigilance Mechanism can be accessed on the Company's website at the link - "http://genuspower.com/pdf/Whistle%20Blower%20Policy%20and%20Vigil%20Mechanism_0.pdf".

PREVENTION OF INSIDER TRADING

Based on the requirements under the SEBI (Prohibition of Insider Trading) Regulations, 2015 and to prevent Insiders from procuring, communicating, providing or allowing access to unpublished price sensitive information unless required for discharge of duties, the code of conduct for regulating, monitoring and reporting of trading by insiders ("the Code"), has been adopted by the Board of Directors of the

Company with effect from May 15, 2015. The objective of this Code is to protect the interest of bona fide investors at large.

The Code prohibits the insider to trade in securities, when in possession of unpublished price sensitive information and during the period when the Trading Window is closed. However, an insider is entitled to formulate a trading plan for dealing in securities of the Company in line with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan and the applicable SEBI Regulations.

EXTRACT OF ANNUAL RETURN

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act 2013, read with rule 12 of the Companies (Management and Administration) Rules, 2014, the extracts of the Annual Return as at March 31, 2016 forms part of this report as 'Annexure-E'.

DIRECTORS

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Rajendra Kumar Agarwal and Mr. Jitendra Kumar Agarwal, Directors of the Company, retire by rotation at the ensuing Annual General Meeting and they being eligible, have offered themselves for re-appointment.

Mr. Satya Narayan Vijayvergiya, who was appointed as an Executive Director of the Company with effect from November 14, 2014, resigned with effect from December 03, 2015 and Mr. Naveen Gupta, who was appointed as an Independent Director of the Company with effect from April 01, 2014, resigned with effect from February 03, 2016. The Board of Directors of your Company, places on record their deep appreciation to Mr. Satya Narayan Vijayvergiya and Mr. Naveen Gupta, and wishes them a good career in their future endeavours. The members at its Meeting held on September 26, 2015 appointed Smt. Sharmila Agarwal, Additional Director of the Company as Woman Director of the Company.

Further the Board has approved the re-appointment of Shri Rajendra Kumar Agarwal, as Managing Director (MD) and Chief Executive Officer (CEO) of the Company for a period of three years with effect from May 29, 2016 on remuneration and such other terms and conditions mentioned in the notice of Annual General Meeting, subject to consent of shareholders in general meeting.

The Company has received the declarations from all Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013.

Familiarization programmes

During the financial year, your Company had conducted various sessions to familiarize Independent Directors with the Company, their roles, rights & responsibilities in the Company, nature of industry, business model, risk management system and technology adopted in the Company. Further, the Directors are encouraged to attend the training programmes being organized by various regulators/bodies/institutions on above matters. The details of such familiarization

programmes are uploaded on the website of the Company at the link:

- "<http://genuspower.com/pdf/Familiarisation%20Programme.pdf>"; and
- "http://genuspower.com/pdf/Details%20of%20Familiarisation%20Programmes_.pdf".

Policy on directors' appointment and remuneration and other details

In terms of the provisions of Section 134(3)(e) read with sub-section (1) of section 178 of the Companies Act, 2013, the following policies/documents of the Company relating to directors' appointment and remuneration, are annexed herewith:

- Policy for selection of Directors and determining Directors independence (Criteria for Board Membership) (as 'Annexure-F').
- Remuneration Policy for Directors, Key Managerial Personnel and other employees (as 'Annexure-G').

For further details relating to directors, please refer to the report on Corporate Governance, which forms part of this Report.

BOARD EVALUATION

The Board of Directors of the Company is the core of the corporate governance practices. The Board is ultimately responsible for ensuring compliance of various applicable laws in the best interests of stakeholders. Board behavior and effectiveness are of the utmost importance for the overall growth of a Company and also to protect the long term interests of all its stakeholders. The investors repose confidence on the Board of Directors as their representatives for conducting and monitoring the affairs of the company. Hence, the regular Board evaluations is the core driver to achieve business targets while implementing the best corporate governance practices in the Company.

The Nomination and Remuneration Committee of the Board of Directors of the Company had laid down criteria for performance evaluation of Directors, Chairperson, Board Level Committees and Board as a whole and also the evaluation process for the same. Genus's Board evaluation process comprise of both assessment and review. This includes analysis of how the Board and its Committees are functioning, the time spent by the Board considering matters and whether the terms of reference of the Board's committees have been met, besides compliance of the applicable laws.

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the Board has carried out a formal annual evaluation of its own performance, the working of its Committees and individual Directors (without participation of the relevant Director). The Nomination and Remuneration Committee also reviewed the performance of the individual directors (without participation of the relevant Director). In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman were evaluated.

Board Evaluation Process

Each director was given a copy of the form for assessing the overall performance of Board / Committees / Directors / Chairperson, as the

case may be, sufficiently in advance. The forms, which included a set of questions, contained a rating mechanism or subjective questions, which were analysed by the Nomination & Remuneration Committee. The Nomination & Remuneration Committee compiled the feedback and comments in the evaluation forms and appropriately reviewed the same. Thereafter the consolidated feedback and comments along with its recommendation placed before the Board. After the completion of evaluation, directors were encouraged to formally recognize the results and enable follow-up activities. Follow up included developing a plan of action for addressing points that arise from the discussion and assigning follow-up responsibilities.

KEY MANAGERIAL PERSONNEL

Mr. Rajendra Kumar Agarwal, Managing Director & Chief Executive Officer (MD & CEO), Mr. Jitendra Kumar Agarwal, Joint Managing Director (JMD), Mr. Rakesh Kumar Agarwal, Chief Financial Officer (CFO) and Mr. Ankit Jhanjhari, Company Secretary (CS) of the Company are the Key Managerial Personnel as per the provisions of the Companies Act, 2013.

MEETINGS OF THE BOARD

During the year under review, six meetings of the Board of Directors were held. For further details, please refer to the report on Corporate Governance, which forms part of this Report.

COMMITTEES OF THE BOARD

The Company has the following Committees of the Board:

- (a) Audit Committee
- (b) Nomination and Remuneration Committee
- (c) Stakeholders' Relationship Committee
- (d) Risk Management Committee
- (e) Corporate Social Responsibility Committee
- (f) Finance Committee
- (g) Sales Committee

During the year under review, the Board dissolved the Restructuring Committee as the Committee accomplished its task.

The details with respect to the compositions, powers, roles, terms of reference, etc. of the above committees are given in the report on Corporate Governance, which forms part of this Report.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013 (the "Act"), your Directors confirm that:

- (a) in the preparation of the annual accounts for the year ended March 31, 2016, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the profit of the Company for the year ended on that date;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with

the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- (d) the Directors have prepared the annual accounts on a 'going concern' basis;
- (e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

AUDITORS AND AUDITORS' REPORT

Statutory Auditors

M/s. S. R. Batliboi & Associates LLP, Chartered Accountants and M/s. D. Khanna & Associates, Chartered Accountants were appointed as statutory auditors of the Company at the annual general meeting held on September 29, 2014 for a term of five consecutive years. As per the provisions of Section 139 of the Companies Act, 2013, the appointment of auditors is required to be ratified by members at every annual general meeting. Accordingly the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants and M/s. D. Khanna & Associates, Chartered Accountants as Statutory Auditors of the Company is placed for ratification by the shareholders of the Company. The Company has received a letter from each of them to the effect that if their appointment is ratified, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

The auditors' report does not contain any qualification, reservation or adverse remark.

Cost Auditors

The Board of Directors had appointed M/s. K. G. Goyal & Associates, Cost Accountants, as the Cost Auditors for conducting cost audit of cost records of the Company for the financial year 2015-2016.

Secretarial Auditor and Secretarial Audit Report

Pursuant to provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, secretarial audit of the Company for the financial year ended March 31, 2016 has been carried out by M/s. C. M. Bindal & Company, Company Secretaries & Corporate Consultant and its report is annexed herewith as 'Annexure-H'. The report of secretarial auditors does not contain any qualification, reservation or adverse remark.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed in terms of Section 134(3)(m) of the Companies Act, 2013, read with rule (8)(3) of the Companies (Accounts) Rules, 2014, are provided in 'Annexure-I' to this Report.

PARTICULARS OF EMPLOYEES AND OTHER RELATED DISCLOSURES

Information as required under the provisions of Section 197 of the Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of the provisions of the first proviso to Section 136(1) of the Companies Act 2013, the Annual Report excluding the aforesaid information is being sent to the Shareholders and others entitled thereto. The said information is available for inspection by the Shareholders at the Registered Office of the Company during business hours on working days of the Company up to the date of ensuing Annual General Meeting.

BUSINESS RESPONSIBILITY REPORT

As stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Notification dated December 22, 2015, the Business Responsibility Report describing the initiatives taken by the Company from environmental, social and governance perspective is attached as 'Annexure-J' to this Report.

OTHER DISCLOSURES

Your Directors state that during the year under review:

- (a) no significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- (b) there were no cases filed pursuant to the Sexual Harassment of

Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has in place a defined policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. Your Company has also set up an internal committee (which includes a woman member also) to monitor the behavior of all employees at work place and to redress complaints received regarding sexual harassment.

- (c) Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiary/associate/joint venture.

ACKNOWLEDGEMENTS

The Board places on record, their deep sense of appreciation to all the staff for their unrelenting dedication and working spirit. The Board also immensely thanks all the shareholders, vendors, service providers, bankers and all other stakeholders for their continued support to the Company during the year under review. Your Directors would like to make a special mention of the support extended by the Government of India, State Governments and its agencies, Tax Authorities, Reserve Bank of India, Ministry of Corporate Affairs, Ministry of Power, Ministry of Finance, Customs and Excise Departments, State Electricity Boards, SEBI, BSE, NSE, Depositories and other connected authorities/ departments, and look forward to their continued support in all future endeavors.

For and on behalf of the Board of Directors

Ishwar Chand Agarwal

Chairman

DIN: 00011152

Jaipur, July 29, 2016

Disclosure with regard to Stock Options

[Pursuant to the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits Regulations, 2014)]

(A) Summary of Status of ESOPs Granted:

The position of the existing scheme is summarized as under:

Sr. No.	Particulars	Employee Stock Option Scheme- 2012 ("ESOS - 2012")
1.	Date of Shareholder's Approval	Authorised by Shareholders in the meeting held on 29th December 2012
2.	Total Numbers of Options approved	79,45,000
3.	The Pricing Formula	Upto a maximum discount of 50% to the market price of the equity shares on the date of grant
4.	Options Granted	28,40,300
5.	Options Vested and Exercisable	1,15,536
6.	Options Exercised	1,81,910
7.	Options Forfeited / Surrendered	6,89,851
8.	Options Lapsed	-
9.	Total Number of Options in force	19,68,539
10.	Variation in terms of ESOP	-
11.	Total number of shares arising as a result of exercise of options	1,81,910
12.	Money realised by exercise of options (Rs.)	12,28,433

(B) Employee-wise details of options granted during the financial year 2015-16 to:

(i) Senior managerial personnel:

Name	No. of options granted
None	Nil

(ii) Employees who were granted, during the year, options amounting to 5% or more of the options granted during the year:

Name	No. of options granted
None	Nil

(iii) Identified employees who were granted option, during the year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant:

Name	No. of options granted
None	Nil

(C) Diluted Earnings Per Share pursuant to issue of shares on exercise of options calculated in accordance with Accounting Standard (AS)-20: Rs.3.04 per share.

(D) (i) Weighted average exercise price of Options granted during the year whose:

(a)	Exercise price equals market price	Not Applicable
(b)	Exercise price is greater than market price	Not Applicable
(c)	Exercise price is less than market price	Not Applicable

(ii) **Weighted average fair value of options granted during the year whose:**

(a)	Exercise price equals market price	Not Applicable
(b)	Exercise price is greater than market price	Not Applicable
(c)	Exercise price is less than market price	Not Applicable

(E) **The stock-based compensation cost calculated as per the intrinsic value method for the period April 1, 2015 to March 31, 2016 is Nil. If the stock-based compensation cost was calculated as per the fair value method prescribed by SEBI, the total cost to be recognised in the financial statements for the period April 01, 2015 to March 31, 2016 would be Rs.40,52,819/-. The effect of adopting the fair value method on the net income and earnings per share is presented below:**

Pro Forma Adjusted Net Income and Earnings Per Share	
Particulars	Amount in Rs.
Net Income as reported	78,45,06,000
Add: Intrinsic Value Compensation Cost	-
Less: Fair Value Compensation Cost	40,52,819
Adjusted Pro Forma Net Income	78,04,53,181
Earnings Per Share: Basic	
As Reported	3.06
Adjusted Pro Forma	3.04
Earnings Per Share: Diluted	
As Reported	3.04
Adjusted Pro Forma	3.02

(F) **Method and Assumptions used to estimate the fair value of options granted during the year:**

No option was granted during the year under review.

For and on behalf of the Board of Directors

Ishwar Chand Agarwal
Chairman
DIN: 00011152
Jaipur, July 29, 2016

'Annexure-A-1' to the Directors' Report

Form 'AOC-1'

[Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014]

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries: Not Applicable

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates/Joint Ventures		Greentech Mega Food Park Private Limited	M.K.J. Manufacturing Pvt. Ltd.
1	Latest audited balance sheet date	31.03.2016	31.03.2016
2	Shares of associate/joint ventures held by the Company on the year-end		
	(i) No. (Equity Shares)	3520000	49335
	(ii) Amount of investment in associates/joint ventures (Rs. in lacs)	352.00	600.00
	(iii) Extend of holding %	22.07%	50.00%
3	Description of how there is significant influence	There is no significant influence by the Company since it is an associate with more than 20% shareholding.	
4	Reason why the associate/joint venture is not consolidated	Not Applicable	
5	Net worth attributable to shareholding as per latest audited balance sheet (Rs. in lacs)	1601.13	97.80
6	Profit / (Loss) for the year		
	(i) Considered in consolidation (Rs. in lacs)	5.49	(0.05)
	(ii) Not considered in consolidation (Rs. in lacs)	-	-

Additional Information:

1	Names of associates or joint ventures which are yet to commence operations	M.K.J. Manufacturing Pvt. Ltd.
2	Names of associates or joint ventures which have been liquidated or sold during the year	Nil

For and on behalf of the Board of Directors of Genus Power Infrastructures Limited

Ishwar Chand Agarwal
Chairman
DIN: 00011152
Jaipur, May 25, 2016

Rajendra Kumar Agarwal
Managing Director & CEO
DIN: 00011127

Rakesh Kumar Agarwal
Chief Financial Officer

Ankit Jhanjhari
Company Secretary

'Annexure-B' to the Directors' Report

Annual Report on Corporate Social Responsibility (CSR)

[Pursuant to Rules 8 & 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014]

(1) A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes:**Genus's CSR Policy:**

Following the idea of "SERVING SOCIETY THROUGH INDUSTRY" since inception, Genus Power Infrastructures Limited (hereafter referred to as "Genus" or "Company") is committed towards people and society at large for bringing positive changes to the lives of mankind. Genus understands its moral, social and business responsibility to protect, preserve & nurture human values and also to promote socio-economic welfare. Genus certainly believes in sharing the profits not only with its members but also with the society around it. Genus always gives preference to the local areas where it operates, for spending the amount earmarked for Corporate Social Responsibility activities.

Genus CSR vision entails -

- To promote employability through technical education for vulnerable sections of society by pulsating partnerships with the government, NGO's, Trusts and other organizations.
- To eradicate hunger and poverty by providing equipments/systems to poor and unemployed people to make them self-employed and thereby bring them into the mainstream of the society.
- To promote environmental sustainability and ecological balance by supporting the mission of green initiative through proactively involvement in tree plantation.
- To promote healthcare by providing financial and manpower assistance to various healthcare programs and institutions.
- To promote animal welfare by providing financial assistance for construction and maintenance of Gaushala for gau-sewa, specially taking care of injured and medically challenged cows, bulls & calves.

With this vision, Genus has formulated a Corporate Social Responsibility Policy (CSR Policy), which indicates the activities to be undertaken by the Company in line with the activities specified in Schedule VII of the Companies Act, 2013. The Board has also approved the Company's CSR Policy.

The objectives of this policy are to –

- active involvement in the social and economic development of the society, in which we operate.
- share profits with the society around us through responsible business practices and good governance.
- bring positive changes to the lives of mankind.

Focus Areas:

- Eradicating hunger and poverty
 - ✓ Provide equipments/systems to poor and unemployed

people to make them self-employed and thereby bring them into the mainstream of the society.

- ✓ Help rural youth to set up their own small workshops in villages to earn their livelihood with pride.
- ✓ Such other programmes as may be decided by the CSR committee in conformity with Schedule VII of the Act.
- Environmental sustainability and ecological balance
 - ✓ Use and develop environment friendly technology.
 - ✓ Use and develop Non- conventional Energy Sources like Solar lighting System.
 - ✓ Support the mission of green initiative by tree plantation and protection.
 - ✓ Help the farmers for cultivation of suitable crops or plants on their wasteland by providing seedlings for setting up plantations.
 - ✓ Provide free technical and financial assistance for organic farming.
 - ✓ Such other programmes as may be decided by the CSR committee in conformity with Schedule VII of the Act.
- Promoting education
 - ✓ Provide technical and commercial education to destitute with a view to develop skills in rural areas.
 - ✓ Constructing educational facilities viz: school buildings, library, classrooms and repair, maintenance of schools in weaker rural areas.
 - ✓ Grant of scholarship & assistance to deserving young students of weaker sections of society belonging to backward categories including students with physical disabilities.
 - ✓ Such other programmes as may be decided by the CSR committee in conformity with Schedule VII of the Act.
- Promoting healthcare
 - ✓ Organise camps for Blood donation, Eye checkup, General Health Checkups /Diet and Nutrition and such other camps as may be decided from time to time.
 - ✓ Providing sanitation facilities in most deserving areas.
 - ✓ Help Prakartik Chikitsalays or other health centres in Naturopathy by providing infrastructure assistance.
 - ✓ Such other programmes as may be decided by the CSR committee in conformity with Schedule VII of the Act.
- Animal welfare
 - ✓ construction and maintenance of Gaushala for gau-sewa, specially taking care of injured and medically challenged cows, bulls & calves.

- ✓ Such other programmes as may be decided by the CSR committee in conformity with Schedule VII of the Act.
- Infrastructure development
 - ✓ Drinking water facility in poverty stricken areas.
 - ✓ Irrigation facilities for poor and socially weak farmers in rural areas.
 - ✓ Construction of community centres/ night shelters/ old age homes.
 - ✓ Electricity facility for financially weak families in rural areas.
 - ✓ Supplementing development programme of government.
 - ✓ Such other programmes as may be decided by the CSR committee in conformity with Schedule VII of the Act.
- Relief and Restoration in times of National Calamities
 - ✓ Provide suitable and possible assistance and depute volunteers and resources for relief and restoration at the time of national calamities.
 - ✓ Take suitable and possible steps for re-settlement and rehabilitation of people affected by natural calamities i.e. earthquake, super cyclone, draught etc.

Web-Link to the CSR Policy:

"http://genuspower.com/pdf/CSR%20Policy_Genus.pdf"

CSR projects/programmes undertaken in FY 2015-16:

In 2015-16, Genus has contributed more than 2% of the average net profits (adjusted for merger and demerger) of the Company made during the three immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy. The contribution in this regard has been made to the registered NGO's, Trusts and other organizations that are involved in the fields of social and/or environmental commitments. During the year under review, Genus focused on the following areas, covered under its CSR policies and programmes:

• **Education**

Education is the crying need of India's developing economy. The only permanent solution to eradicate poverty on sustainable basis, is empowering children through education. Therefore Genus has embarked upon a journey to impart primary education to the underprivileged with the vision to improve their access and quality of education. In line of this Genus, in association with 'Shree Agarwal Shiksha Samiti & Sewa Bharti Samiti, Rajasthan' conducted various programmes in rural areas of Rajasthan. The Company supported their education programmes named as 'Bal Sanskar Kendra' and 'Eklavya Sanskar Kendra', which is conducted in far reaching areas of the tribal belts of Rajasthan. By this activity many rural & underprivileged students got the opportunity to read and write. Apart this Company also promoted 'Computer Training Center' for rural women. In this activity, women are provided basic computer knowledge. This helped them to become self-confident & self-reliant.

For detailed information on above please visit

"<http://www.genuspower.com/social/Commitment.aspx>".

• **Healthcare.**

Genus commitment towards social responsibility and the pursuit of societal good through inclusive healthcare inspired our group to fulfill India's colossal rural healthcare needs. We are consistently focusing on bringing quality healthcare within reach of all people regardless of geographical location or economic status. To reduce health related problems and to create awareness regarding healthy living as well as to educate them on various medical problems, Company in association with 'Sewa Bharti Samiti, Rajasthan' organized medical camps and awareness programs in remote villages. In addition, under these camps, medicines are distributed free of cost, which extensively benefitted needy people.

For detailed information on above please visit

"<http://www.genuspower.com/social/Commitment.aspx>".

• **Naturopathy Centre (Moradabad)**

We believe that a healthy mind resides only in a healthy body and a combination of both these virtues make a man happy. After two years of great endeavours, 'Baldev Agarwal Naturopathy Center' has been opened in Moradabad. Throughout this tenure, Genus has supported this naturopathy center in an extensive way. It is a charitable hospital, whose main objective is to deliver services for healthy life to every class of people at subsidized rates. The main objective of this organization is to serve mankind in such a way that each person can experience true happiness. This center has the facility of all Naturopathy and Panchakarma treatments like Hydro therapy, Mud therapy, sun therapy, physiotherapy, yoga, pranayama & other panchakarma treatment.

For detailed information on above please visit

"<http://www.genuspower.com/social/Commitment.aspx>".

• **Animal Welfare**

According to natural science, cow is able to sustain the lives of lakhs of creatures and living beings. Cow's milk and even urine & dung are precious gifts to mankind. With our mission to save stray/abandoned cows, the Company contributed significant amount to 'ISCKON', 'Geeta Dham Trust', and 'Rajaldesar Gaushala' where they apply innovative ways to work with the cow under humane and loving conditions. Here, cows are properly sheltered and fed with healthy stapple. They are also provided with medical facilities, if needed. This is a humble attempt to spread awareness and make the world a better place by remembering and practicing the sacredness of the cow.

For detailed information on above please visit

"<http://www.genuspower.com/social/Commitment.aspx>".

• **Relief and Restoration in times of National Calamities.**

Genus understands that natural disasters cannot be totally prevented but their impact can be reduced by helping the mankind. In any disaster moment, it is our moral duty to rise above from all the political and geographical boundaries and should come forward with our human sensation and feelings to serve who have suffered extensive devastation. Genus through

'Patanjali Yog Peeth, Haridwar' served thousands of people who suffered from terrible earthquake occurred in Nepal. Under this relief program, victims are provided with food, water and shelter.

For detailed information on above please visit

"<http://www.genuspower.com/social/Commitment.aspx>".

Genus is persistently working to ensure that economic wealth is not just limited to the privileged but distributed in a manner that benefits the marginalised sections of the society. For Genus, business priorities co-exist with social commitments to drive holistic development of people and communities. The Company's CSR initiative helped to elevate the quality of life of millions, especially the disadvantaged sections of the society. Genus aims to continue its efforts to build on its tradition of social

responsibility to empower people & deepen its social engagements.

(2) Composition of the CSR Committee:

Genus has a Board Level CSR Committee, formed in conformity to provisions of Companies Act 2013 to implement CSR policy of the Company in the right spirit. The CSR Committee is made responsible for keeping in mind all prospects (legal, societal, environmental, etc.), while working on the CSR mission of the Company. It is also responsible for all CSR's programmes/ activities/projects undertaken by the Company. The CSR Committee will report to the Board of Directors of the Company. The composition of the CSR Committee of the Company is as follows:

Name of the Member	Position	Category
Mr. Ishwar Chand Agarwal	Chairman	Executive Chairman
Mr. Rajendra Kumar Agarwal	Member	Managing Director & CEO
Mr. Jitendra Kumar Agarwal	Member	Joint Managing Director
Mr. Dharam Chand Agarwal	Member	Independent, Non Executive Director

(3) Average net profit of the Company for last three financial years

:Rs 5677.97 lacs

(The average net profit is adjusted for merger and demerger under the scheme of arrangement duly approved by Hon'ble High Court on 29.10.2013, effective from the Appointed Date of April 01, 2011.)

(4) Prescribed CSR Expenditure (Two percent of the amount as in item 3 above)

:Rs 113.56 lacs

(5) Details of CSR spend for the financial year:

a) Total amount spent for the financial year

:Rs 116.98 lacs

b) Amount unspent if any

: Nil

c) Manner in which the amount spent during the financial year:

S. No.	CSR project or Activity Identified	Sector in which the project is covered (clause no. of Schedule VII to the Companies Act, 2013, as amended)	Project of Program (1) Local Area or Other (2) Specify the State and district where projects or programs was undertaken	Amount Outlay (Budget) Project or Program wise (Rs in Lacs)	Amount spent on the Projects or Programs Sub Heads: (1) Direct Expenditure on Projects or Programs (2) Overheads (Rs in Lacs)	Cumulative Expenditure upto the reporting period i.e. FY 2015-2016 (Rs in Lacs)	Amount Spent: Direct or through Implementing Agency
1	Naturopathy hospital to serve the people with drugless therapies like yoga, physiotherapy, acupuncture, diet, hydrotherapy, etc.	Clause No. 1: Eradicating hunger and poverty and malnutrition, promoting health care including preventive health care	(1) Other (2) Moradabad, Uttar Pradesh	62.00	62.00	62.00	Direct
	Food distribution to deprived class of people		(1) Local (2) Haridwar (Uttarakhand)	2.5	2.5	2.5	Through Rajasthan Ashram Ramanand Charitable Trust

2	Promotion of social & economic empowerment of poor women & children through various training sessions and facilitate the children to enable them to grow and develop to their full potential.	Clause No.2: Promoting education	(1) Other (2) New Delhi	0.25	0.25	0.25	Through Women & Child Welfare Centre
	Promotion of education by the means of certain competition.		(1) Other (2) Mumbai (Maharashtra)	0.02	0.02	0.02	Through Foundation for Humanization
	Promotion of education and sports among the students for their overall development.		(1) Other (2) Rajaldesar Dist. Churu, Rajasthan	5.00	5.00	5.00	Through Yuvak Sangh, Rajaldesar
	Provide education including special education among children to enable them to grow and develop with full potential.		(1) Local (2) Jaipur, Rajasthan	4.01	4.01	4.01	Through Shree Agarwal Shiksha Samiti
	'Sewa Sadan Bhavan'- computer training center, orphanage & multispecialty hospital		(1) Local (2) Jaipur, Rajasthan	10.00	10.00	10.00	Through Sewa Bharti Samiti, Jaipur, Rajasthan
	'Bal Sanskar Kendra' - an education programme which is conducted in far reaching areas of the tribal belts.		(1) Local (2) Jaipur, Rajasthan	5.00	5.00	5.00	
3	Community Centre - freely & equally available for socially and economically backward groups	Clause No.3: Promoting gender equality, empowering women; setting up homes and hostels for women and orphans, setting up old age homes, day care centres and measures for reducing inequalities faced by socially and economically backward groups	(1) Local (2) Jaipur, Rajasthan	5.00	5.00	5.00	Through ISCKON, Jaipur
	'Apda Rahat Kosh' – for relief operation of Nepal Earthquake sufferers.		(1) Other (2) Nepal	2.00	2.00	2.00	Through Patanjali Yogpeeth Trust, Haridwar
	Computer Training for promotion of women empowerment through providing basis computer knowledge to women to facilitate them for employment and self reliant.		(1) Local (2) Jaipur, Rajasthan	5.00	5.00	5.00	Through Sewa Bharti Samiti, Jaipur, Rajasthan

4	Cow protection activities /programme	Clause No.4: Animal welfare	(1) Other (2) Rajaldesar Dist. Churu, Rajasthan	9.20	9.20	9.20	Through Rajaldesar Gaushala, Churu
			(1) Local (2) Jaipur, Rajasthan	5.00	5.00	5.00	Through ISCKON, Jaipur
			(1) Other (2) Jodhpur, Rajasthan	2.00	2.00	2.00	Through Geeta Dham Trust, Jodhpur

(6) In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report: Not Applicable

(7) Responsibility Statement

The Responsibility Statement of the Corporate Social Responsibility (CSR) Committee of the Board of Directors of the Company is reproduced below:

"The implementation and monitoring of Corporate Social Responsibility (CSR) Policy, is in compliance with CSR objectives and policy of the Company."

Rajendra Kumar Agarwal
MD & CEO
DIN: 00011127
Jaipur, July 29, 2016

Ishwar Chand Agarwal
Chairman, CSR Committee
DIN: 00011152

Management Discussion and Analysis

ECONOMIC OVERVIEW:

The global economy in 2015 continued its recovery trend and saw some strength, while some emerging and developing economies were stumbled in the face of falling commodity prices and tighter financial conditions. In 2015, developed economies continued to rely on accommodative fiscal policy. The global growth is expected to improve on easing of downward pressures on commodity prices and less restrictive fiscal, which should support new investments and pick up growth, particularly in commodity driven economies.

As an exception amongst the emerging and developing economies, Indian economy has shown extraordinary growth in recent past, amid unfavorable global conditions. Indian economy is emerging as one of the fastest growing economies in the world with its Gross Domestic Product (GDP) growth accelerated at 7.6% in 2015-16 compared to 7.2% growth in 2014-15 and 6.9% in 2013-14. The Indian economy expanded 7.9 percent year-on-year in the first three months of 2016, against 7.2 percent growth in the previous quarter. The external situation of India also remained robust as current account deficit declined from 18.4 billion USD to 14.4 billion USD this year. India saw a significant foreign direct investment (FDI) inflow, mirroring the Indian economy's unique place among the world's top performing emerging economies over the past years in terms of GDP growth. India's industrial production data and the PMIs have signaled improving economic conditions. However, political resistance has curtailed some momentum.

It clearly seems that the government is trying all the ways to achieve incremental growth in future as well. The government has eased FDI norms in various sectors and is making all the efforts to invite FDI across the globe in the country. The recent budget reflected the central government's continued focus on embracing inclusive growth through its aggressive policies and reforms programs for agricultural sector, rural electrification, digitalization, skill development, employment, make-in-India, startup and ease-of-doing business.

We believe the long-term growth prospective of the Indian economy is upbeat owing to its strong domestic consumption, young inhabitants, healthy investment & savings rates, and growing integration into the global economy coupled with the government's aggressive policies and reforms programs for inclusive growth. The Indian economy is likely to grow rapidly in the coming years and has the potential to rank amongst the world's top three economies and manufacturing destinations by the next decade. However, weak private investment and external headwinds may be hurdles to higher growth. The key to sustaining strong growth momentum going forward lies in enactment of meaningful economic reforms with comprehensive structural transformation and industrial policies that would mobilize domestic savings and investment, and create jobs.

INDUSTRY STRUCTURE, DEVELOPMENTS, OPPORTUNITIES AND THREATS:

POWER SECTOR:

The power sector is widely considered to be one of the most critical

growth drivers for any economy. Power deficit could severely impede the economic growth. In fact the availability of high-quality and affordable power is indispensable for an inclusive growth of both, a society and a nation.

The power sector in India is highly regulated by the government and is largely dependent on the policies decided by the regulators through long legislative procedures. Even after tremendous efforts to turnaround this sector in past years, India is still a power deficit country. A major part of rural India still does not have access to electricity. Rapid economic growth has increased the burden on India's power sector.

Though, the Indian power sector has come a long way since the introduction of major reforms in 2003 with the enactment of the Electricity Act, 2003. The all India installed capacity of power generation has reached 302 GW as on March 31, 2016. During 2015-16, India added 23977 MW of power generation capacity against 22,566 MW in FY 2014-15. Against the target of installed capacity addition of 88,537 MW in the 12th Five-year Plan, India has added 84,991 MW till March 31, 2016. During 2015-16 the overall electricity generation was 1107 billion units (BU) against 1048 BU during 2014-15. By 2020, there will be an estimated demand for 1,900 BU.

India undoubtedly needs a massive leap in its electricity generation and supply to provide adequate support to country's growth aspirations and keep pace with soaring power demand. In order to sustain the country's rapid economic growth, it is imperative that the government make every effort to scale the capacity up across the entire power value chain and implement reforms and policies aggressively to get optimum results. In order to meet the India's growing power demand in the very near future, an investment of US\$600 billion is estimated across the power value chain. It is projected that Indian's energy production has an investment potential of \$250 billion by 2019 and about \$1 trillion by 2030.

The recent union budget reflected the government's conviction that power sector is crucial for economic growth. The fund allocation for the key power sector programs has been raised to around Rs.79000 crore. The government has eased the norms of FDI, doing of business and taxation, and trying all the ways to attract FDI in this sector. The central government is targeting universal and affordable electricity access by 2019.

We believe the government's prudent policies and their stricter implementation will pave the way for a successful future of Indian power sector and thereby will change our economy radically.

POWER TRANSMISSION & DISTRIBUTION (T&D) SECTOR:

An efficient and sustainable power supply infrastructure is the key requirement for the overall growth of power sector. The entire power sector is mainly divided into three major sections such as generation, transmission and distribution. Each section is required to perform well for success of the entire power value chain.

However, India's power transmission and distribution (T&D) sector is currently not meeting expectations of power sector, in fact it is far away

the requirement set by the power generation sector. Further it is halted by high T&D losses and aggregate technical & commercial (AT&C) losses mainly due to various reasons viz., high pilferage, inadequate metering & billing, insufficient investment in distribution system, under recovery of dues and outdated T&D infrastructure. As per the report, T&D losses is around 22% and AT&C losses is around 23% of total power generation in India. India's T&D losses are almost 2.5 times the world average, which is quite high.

With this in view, the Indian government has acknowledged the fact that without revival of power T&D sector, the desired growth of power sector can not be achieved. The government is now more aggressive on the reform of power T&D sector. A number of initiatives and revival packages have been brought for improvement of this sector in the recent past, such as, Integrated Power Development Scheme (aiming to strengthen sub-transmission and distribution networks in the urban areas), Deendayal Upadhyaya Gram Jyoti Yojana (aiming to strengthen sub-transmission and distribution networks in the rural areas), National Electricity Fund (Interest subsidy scheme for power distribution companies and targeting distribution network for areas not covered by RGGVY and R-APDRP project areas), Financial Restructuring Scheme (for financial restructuring of state distribution companies), National Smart Grid Mission (for development of smart grid across the country, targeting transmission sector), and enactment of the Electricity (Amendment) Bill, 2014 (aiming to promote competition, efficiency in operation and improvement in quality of supply of electricity).

The annual union Budget 2016 has given a special attention on rural infrastructure and targeted 100% rural electrification by May 01, 2018. Around 20 per cent of villages in India are un-electrified, and several are partially electrified. In this Budget, Rs.8500 crore under 'Deen Dayal Upadhyaya Gram Jyoti Yojana' has been allocated, that will be used to facilitate rural electrification. The Budget has also exempted service tax for rural electrification. We believe that power T&D industry at large shall get benefited due to these significant announcements.

The ministry of power's scheme - Ujwal DISCOM Assurance Yojana (UDAY) seems to be a well intended, inclusive, future proof and market oriented reform programme for the T&D sector, mainly to overcome the mounting T&D losses and AT&C losses of the power utilities. This scheme correctly addresses the biggest issue of AT&C losses, which include a range of things viz. theft, inadequate metering, non recovery, tampered meters, and real transmission losses. The UDAY compel the states to bring down their AT&C losses to 10% or 15% and to improve their operational performance to get increased grants. Under UDAY, sincere efforts have been made to reduce cost of power, improve operational efficiency, pick up recovery and check T&D losses. This could be big positive vis-à-vis the past DISCOM reform packages.

Over the past several years, India has considerably upgraded its transmission and distribution network. At the end of 2015-16, the all India capacity of the transmission lines including High Voltage Direct Current (HVDC) stood at 3,41,551 circuit kilometers (ckms) with target of 3,64,921 ckms by the end of 12th Plan (2012-2017). During the year 2015-16, 28,114 circuit kilometers (ckms) of transmission lines have been added against 22,101 ckms transmission lines in previous year. The all India substation transformation capacity has reached 6,58,949 MVA at the end of 2015-16.

The Central Electricity Agency (CEA) has prepared a perspective transmission plan for next 20 years (2016-2036) to outline the requirement of additional transmission system in Indian grid. As per the estimates, the total load on Indian grid for 2021-22 would be around 2,40,000 MW. In order to cater to import/export requirement of power, a number of inter-regional transmission corridors have already been planned, which are likely to be commissioned by 2021. Further, the government has ambitious target of providing round-the-clock electricity to all, which is quite impossible without strengthening the power T&D infrastructure.

In the present situation, India needs more collective efforts for sustainable power transmission and distribution system. Simultaneously, Indian T&D industry needs to benchmark ourselves with the best in the world to grab the big opportunity with both hands, in power T&D sector. For the next few decades, India T&D sector is likely to remain hotspot that can provide excellent growth opportunities and increase their customer base.

ENERGY METERING:

Across the world currently the power T&D sector has one paramount objective, and that is curtailing of high T&D losses and AT&C losses, and thereby meets the aspiration of power sector. In this objective of power T&D sector, energy metering plays a key role. Power utilities deploy energy meters as a key component of grid mechanism to measure and monitor electricity consumption at all levels of transmission and distribution. In the entire power supply value chain, energy metering is the only revenue generation link as it is used for billing the consumption of electricity supplied to consumers. In Indian region, where the AT&C losses is around 23% of the power generation and where power sector alone loses around \$16.02 billion per year as against \$58.7 billion per year in emerging markets countries due to electricity theft, energy metering has become more crucial to the power T&D sector, mainly to tackle such high losses and theft.

Today, the industry is witnessing a paradigm shift with special focus on technological advancements that are not only economically viable but technologically sound. There is an increasing emphasis on Smart Metering technology, which serves as a single point of access both for customers and utilities for real-time usages, price and a variety of information. Smart meter not only facilitates consumer in managing their power demand but also help utility in detecting and locating outages, and ensuring rapid restoration of systems. It also assists in monitoring the quality of electricity supply, accurate billing and identifying meter tampering, among other things. Thus, it plays a center role in reducing AT&C losses, and improving financial and technical performance of utilities.

Given the current situation of power sector in India, Indian power utilities are nowadays extensively using the smart meter and smart metering systems in its entire power supply system and getting tremendous success in reducing AT&C losses. With accurate monitoring and billing, DISCOMs are getting better revenue collections and continuously improving both, financial and technological aspects.

Toward continuing efforts to improve financial and technological efficiency, the utilities are also embarking on new metering technologies such as prepaid metering solutions, AMR/AMI,

GMS/GPRS enabled smart meter modules, meters with smart phone connectivity through BLE/Bluetooth, ZigBee, etc. Utilities are more relying on end-to-end smart metering solutions (Advanced Metering Infrastructure), which can cater to its smart grid.

Prepaid energy metering is changing the way of doing business for the Power Distribution Companies/Boards (Discoms) not only in India but across globe. Under this system, the consumer pays/deposits first and then uses electricity. Prepaid energy meter is a technique which is cost efficient and reduce problems associated with billing system. It also reduces deployment of manpower for meter reading activities. In fact,

this system has evolved as one of the best solutions for improving the financial health and operational efficiency of Discoms. The success story of Manipur in recent past has become a proven illustration of prepaid metering achievement. With the view to resolve the issues and to improve the financial situation of the Discoms, Manipur State Power Distribution Company (MSPDCL) had decided to implement prepaid metering solutions. MSPDCL therefore installed and charged 11,000 single phase & 1000 three phase meters and they achieved phenomenal results. The results/impact of installation of pre-paid meter is summarized as follows:

S. No.	Items	Pre-Installation	Post-Installation	Remarks/Impact
1	Load Profile percentage	100%	56%	44% reduction in load demand
2	Revenue (6 month)	Rs. 3.18 crore	Rs. 6.07 crore	About double fold collection
3	Staff Requirement	35	10	70% reduction in man-power requirement
4	No. of consumers	9300	12000	Due to regulation of load beyond 5 KW by the prepayment meter
5	Billing Efficiency	63%	100%	Cent percent billing without Meter Reader
6	Collection Efficiency	64%	100%	Collection in advance

Now MSPDCL is mulling for further installation of prepayment metering in the state, covering the entire Imphal areas and in other districts as well.

Though the Indian metering industry has grown rapidly in recent years, but the poor financial health of many power utilities coupled with government's low funding & non-incentivisation for replacement of old & faulty meters, remains a key structural weakness for this sector and impede the desired growth of this industry. In the aftermath of the financial crisis in power utilities, the government needs to keep investing in this sector to complete its power mission.

Over the last few years, the government has taken several initiatives and initiated many reforms programs to accentuate the installation of smart meters with an aim of 100% metering and curtailing AT&C losses, which will subsequently foster better management and efficient usage of energy. The government's ongoing policies and programs such as 'Integrated Power Development Scheme', 'Deen Dayal Upadhyaya Gram Jyoti Yojana', Smart Cities, 'Make in India' and 'Digital India' are creating a huge requirement of smart metering solutions in India. In recent past, many state governments have decided to install pre-paid energy meters in all government departments to impose a sense of conservation and discipline in energy usage. Furthermore, government's growing trust on smart grid network gives rise to smart meters. In addition, the recent budget announcements made regarding agricultural sector, rural electrification, skill development and simplification of taxation shall have direct or indirect favorable impact on electrical equipments and industrial electronics including electronic energy meter. The central government is also mulling over smart meter for consumers exceeding 200 units of energy usage, which display power consumption of every appliance at home giving consumers an idea about usage and wastage of energy.

The market of Net Metering Solution for rooftop solar is also growing

after the government's recent impetus on solar power generation through a strong policy push, which targets to increase solar power generation to 100 GW by 2022. Net metering allows residential and commercial consumers who generate their own electricity from solar power to feed surplus electricity back into the grid. Under this system, there is a billing mechanism that credits solar energy system owners for the electricity they add to the grid. In such a scenario, net metering not only provides a cost-effective alternative to storage batteries, but also creates a revenue stream for consumers. In the light of mounting concern over the limited availability of fossil fuel, the government is aggressively promoting the generation of solar power as an alternative energy sources. The MNRE has implemented the Grid Connected Rooftop and Small Solar Power Plants Programme to promote the setting up of 1-500 kWp rooftop solar plants. Further the government has sanctioned funding of almost Rs.50 billion for providing 30% capital subsidy for rooftop solar installations. The government is also offering various fiscal incentive including accelerated depreciation, a tax holiday of 10 year, and a reduction in excise and customs duty on import of equipments. All these efforts will give a big boost to the solar sector, which in turn will create huge demand of net metering solutions for rooftop solar in India.

Smart metering has become one of the fastest emerging and vibrant markets in India with the constant focus of utilities on smart metering to improve grid infrastructure. The mounting demand of power supply and dwellings due to rapid growth of economy, and urbanization are also giving a big boost to this sector. Recently the Indian power minister strongly advocated the need for India to adopt smart grids and concepts to improve energy access for ensuring that power reached to all in the country. He said that the goal is to have smart meters in every establishment and home in India. He added that this means there is a business opportunity to install 250 million smart meters in the country in next three and a half years. Furthermore, the market for smart meters

is likely to see tremendous growth once the civil works for proposed smart cities and smart grids are near to completion.

The global metering market is also showcasing huge growth opportunities owing to increasing demands from developing economies. The developing countries have huge plans to enhance their grid infrastructure, so that more number of people has access to electricity. This expects to push the power metering market size to USD 17,850.6 million by 2020. Sub-Saharan Africa is poised for implementing metering for currently unmetered customers and large scale deployments of prepaid meters. As per the report, utilities in Sub-Saharan Africa will invest \$8 billion in electricity metering by 2026. By the end of 2016, prepaid meters are expected to make up 42% of the residential metering market of Africa and this share is estimated to grow to 61% by 2020. AMI metering including prepaid metering is also expected to grow significantly in larger countries like Nigeria and South Africa. As per the report, by 2026, over 90% of electricity meters in Africa will be either AMI or non-communicating prepaid meters. Stringent government regulations to replace old meters by smart meters would drive the market in the European region. European governments are driving their energy metering installation forward in line with an EU regulation that provides for 80 percent of European households to be equipped with smart metering systems by 2022. The mandate to install a smart meter in every UK home by 2020 is offering a tremendous opportunity to manufacturers world-wide. According to recent industry reports, distribution utilities globally are expected to spend \$378 billion on smart grid technologies by 2030. The smart meters market is estimated to grow from an expected \$11.1 billion in 2014 to \$18.2 billion by 2019, at a CAGR of 10.2% from 2014 to 2019.

COMPANY'S BUSINESSES - PERFORMANCE AND OUTLOOK:

SMART METERING SOLUTIONS:

Genus has specialization in providing smart metering solutions to power transmission and distribution sector by offering a wide spectrum of advanced, compact, reliable and safe energy metering solutions. Genus is proficient in providing end-to-end metering solutions (AMI) with communication modules and software under its Smart Energy Management Solution. Its pre-eminent smart metering range includes High-end multifunction Panel Meter, GPRS based Smart Meter, Smart Meter with Wi-Fi connectivity, PLC based DIN-Rail Prepayment Meter, DIN based Split Metering Solution, Rack mounted ABT Compliant Meter with DLMS Protocol, Distribution Transformer (DT) Meters, End-to-end Solution on 6LoWPAN Technology, Portable Reference Meters, Equipment Device Controller for load management, Hand Held Equipment for data downloading & processing, Gas Meter for domestic consumers, Smart Street Light Management Solution, Net-metering Solution for rooftop solar, Data Concentrator, Energy Management Solution for building management and DC Metering Solution.

Genus has the following key proprietary product range, developed indigenously:

- Smart Residential Meter with Integrated GSM/GPRS Modem ('SakshamTM): Genus 'Saksham-125/145 (Single Phase)' and 'Saksham-345 (Three Phase)' give an ideal solution for advanced metering infrastructure (AMI) system, intended for load management, multi-rate/time-of-use and anti-tampering metering of residential and light commercial consumers with single phase/three phase services connections. It measure, collect, analyze and control the energy usages, and communicates with head-end-system (HES) both on request and on schedule. This gives unparalleled end-to-end visibility to the utility into their distribution network.
- Meter Data Management software ('UrjaTM): Genus (a CMMI level 3 Company) has indigenously designed and developed a highly user friendly base station software namely URJA, for meter data management and analysis.
- Prepayment Energy Meter ('AgrimTM): Genus Agrim, a prepayment energy metering solution, offers a flexible and secure web based revenue management solution to electricity distribution companies. The solution includes single & three phase keypad based energy meters, in-house consumer interface unit (CIU) and web based central server for meter database along with vending software management. It also has the option to measure energy. Genus also supplies STS compliant prepayment meters.
- Grid and Substation Meter ('DakshTM) (ABT Compliant): Genus Daksh, a three-phase HT CT operated time-of-use static energy meter with ABT feature, is an ideal fit for grid or substation or bulk energy transfer application. This high precision microcontroller based solution mainly offers measurement accuracy for both active and reactive energy.
- Thread through Metering Solution for Distribution Transformer & LT Consumers ('SampoornaTM): Genus Sampoorna, with integrated measuring and communication (Optical/GSM/GPRS/LPRF) features, is an ideal solution for distribution transformers metering and for LT consumers (Industrial, Agricultural, Telecom etc.). It facilitates reliable local and remote communication amongst others.
- Smart Group Metering Solution: Genus has developed a new powerful Group-Metering concept for group housing apartments, and clustered residential areas. This solution has an inbuilt GPRS and PLCC modem for communication and can be easily mounted on a pole top or can be directly fixed on an HVDS transformer. This offers optional connection/disconnection facilities for having a complete control on the consumption pattern of the electricity consumers.
- Smart Street light Management System (IT Enabled Automatic Control & Remote Monitoring System): Genus Smart Street Light Management system is an integrated solution for energy measurement and controlling of street lights based on astronomical calendar. It is an AMR compatible solution, which keeps the governing bodies and operator aware of the system conditions along with abnormalities & alerts. This, in turn, reduces the operational expenses. Energy measurement gives facility to pay/get revenue on the basis of actual consumption rather than perpoint that prevails presently.
- Net Metering Solution (ShikharTM): Genus Shikhar, a multifunctional, tamper proof, time-of-use metering device, is an ideal solution of net electricity measurement for roof top solar,

wind and other renewable power generation sources. It is a bi-directional (net) metering solution, which is suitable for both on-grid and off-grid interconnection points.

- Meter Test Equipment ('AchookTM): Genus Achook-1080/3080 is light-weight portable energy meter test equipment, which is most versatile for onsite testing of commissioned meter as well as for laboratory.
- AMR Solutions (SamvaadTM): Genus Samvaad is a communications solution, based on different communication topologies, catering to the need of the hour for efficient automatic meter reading. These devices give an edge for automatic/ remote communications. 'e-Samvaad' / 'Data Concentrator Unit' (DCU) is a solution for two way communication with multiple meters on one-end and server on the other-end over local network.
- Panel Meters (SamarthTM): Genus Samarth, a range of multifunction digital panel metering solutions, has its application in Building Management Solutions, Telecom Industry, Industrial/Grid Substation Automation (SCADA).
- Single Phase Energy Meters ('SinergyTM): Genus Sinergy is a whole current, tamper proof, time-of-use, static energy meter mainly for residential application. It is equipped with an efficient meter reading program and a highly user friendly base station software URJATM for meter data processing.
- Three Phase Energy Meters ('TrinergyTM): Genus Trinergy is a multifunctional three phase energy meter. It is a micro-controller based energy metering device which is uni-directional / bi-directional (optional) and facilitate for real time calculation of energy parameter, memory management and LCD Display.

Genus has always been the ideal choice of the Power utilities due to its unflinching capability of providing consistently innovative and trusted metering solutions. Its products and services correctly address the issues of T&D sector through its value added features such as tamper-proof design, extensive use of IT and high-end billing/auditing software. It's not only helps the power utilities in reducing their AT&C losses but also making them technically sound for superior operational performance and future growth. Genus is providing its products and services to almost all the State Electricity Boards (SEBs) and India's major power utilities like Reliance, Tata Power, Torrent Power, CESC, NTPC, NHPC, Power Grid Corporation, etc. Genus always endeavors to understand the aspiration of its customers (power utilities and SEBs) so that the products/services can be designed accordingly to give the best results. The enduring association and repeat orders from the customers confirm the continued faith of our customers on the Company, and also endorses the technological excellence of its products and services.

Genus has pioneered numerous technological advancements in metering technology on the back of its full-fledged in-house R&D centre. The R&D centre plays a central role in providing innovative metering solutions with low-pricing. With this, Genus is uniquely positioned in offering smart, customized, reliable and cost-effective metering solutions to its customers. Decades of experience and cutting-edge engineering capability enables Genus to also offer onsite engineering and monitoring services to power utilities to analyze their

operational efficiency, and to find out root cause of faults and advise instantly for performance improvement.

Genus has been striving to retain its long association with the clients and brand image built on quality. Genus always remained focus on providing superior quality at affordable price, shorter order-to-delivery time, greater flexibility, and improved response to changing customer demand. With this winning strategy, Genus has been successful in retaining most of the clients, to whom it served in past and even though in tough competition, it secured many years of constant and harmonious business relationship with the clients. Genus's clients range from almost all the State Electricity Boards (SEBs) and private power utilities in India.

With more than two decades of experience, and privilege of installation over 38 million meters, Genus continues to shape the Metering Solutions of the future. Genus is committed to serve the clients with the latest and best technologies available in the industry through the continuous review and update in its products/services range. Our review process always keeps us ahead in identifying future requirements of the industry amongst others and thereby increasing our customer base. In this mission, our in-house R&D centre (recognized by the Ministry of Science & Technology, Government of India and accredited by National Accreditation Body for Testing Labs 'NABL') and state-of-the-art manufacturing facilities with complete forward and backward integration setup, play a key role. It also facilitates us to offer one-stop solutions and swift respond to the growing needs of the industry, and thus expanding our revenue streams. With new series of highly innovative metering solutions, Genus will surely drive the metering industry to a different level and will help the power T&D industry to achieve its aim and target.

After successfully reducing T&D/AC&C losses and improving revenue collection efficiency of the power utilities in India, Genus's smart metering solutions is gaining momentum day-by-day in the overseas markets. With the Government policies, particularly mandates and fiscal incentives, the global market for smart grid equipment and services especially 'smart meters' is expected to expand rapidly over the next decade. Genus, with extensive experience and top-notch indigenous engineering capability is keen to tap into the emerging opportunities in developing economies that's more likely unfold due to significant investment in smart grid infrastructure. In the year 2015-16, Genus aggressively approached African countries as well as European countries and successfully installed CT operated meters, whole-current meters and prepaid smart meters.

In the year 2015-16, Genus has been able to achieve new landmarks in both production and installation of metering solutions. In this financial year, Genus produced around 6.90 million meters as against 5.26 million meters in the previous year and installed around 6.66 million meters as against 4.90 million meters in the previous year.

ENGINEERING, CONSTRUCTIONS AND CONTRACTS' ('ECC') SOLUTIONS FOR POWER T&D SECTOR:

With decades of industrial exposure and technological excellence in engineering space, Genus has been providing customized and turnkey 'Engineering, Constructions and Contracts' ('ECC') solutions to the power transmission and distribution (T&D) sector in India for over a

decade. Under the turnkey ECC solutions, Genus provides one-stop total solution of metering, engineering and construction from 'concept to commissioning' with distinctive specialization in smart metering solutions and in advance metering infrastructure.

Constantly rising population and urbanization lead to an increased demand for advanced power transmission and distribution network. Under its turnkey ECC solutions/services, Genus focuses to provide most comprehensive, cost-effective, environmentally compatible and advanced power infrastructure, and targets the most critical issues of the power T&D sector such as technical and commercial losses, obsolete technologies, inadequate metering and billing, inflexibility to adapt future needs, electricity leakage and pilferage, and outage management. Genus emphasizes to provide closed-loop solutions that can cater to grid of the future.

Under the turnkey ECC solutions/services, Genus produce or procure all necessary components and perform all construction work up to testing, commissioning and putting an entire system into operation for power T&D sector. Genus also offers retrofit and upgrade services for existing systems. Its turnkey ECC services mainly cover transmission lines, transmission towers, substations, rural electrification infrastructure, household electrification infrastructure, industrial electrification infrastructure, and onsite energy accounting, monitoring and auditing.

Started in 2005 (ECC), Genus is now an established player and has a highly competent and experienced team of engineers and consultants

with a commitment to provide advanced and trusted power infrastructures/solutions, meeting the aspiration of the power sector. Genus turnkey ECC solutions, backed by the in-house R&D centre, have proved to be a big relief for Indian power utilities mainly in reduction of huge transmission and distribution losses.

Genus has achieved many milestones in short span of time and some of these are:

- 100 Kilometers of 132kV Transmission Line and 132kV Substation
- One million plus BPL connections and counting under RGGVY scheme
- Rural electrification of more than 10,000 villages and counting under RGGVY scheme
- 25,000 Kilometers LT lines
- 9,000 Kilometers of HT lines
- Over 60 Substations of different ratings up to 220 kV
- 10,000 Kilometers HVDS project (Single phasing work)
- 220 kV LILo Transmission Line and 220/132/33 kV Substation

Genus has a proven track record in successfully completion of many turnkey ECC projects for power utilities/SEBs in India. Some of the completed projects are as follows:

S.No.	State	Utility	Description of Work
1	Karnataka	KPTCL, Bengaluru	Construction of 2x10 MVA 110/11 kV Substation on total turnkey basis at Sampige Dist., Tumkur
2	Uttar Pradesh	UPPCL, Lucknow (EDC Agra, Hardoi, Firozabad, Shikohabad, Varanasi, Etawah & Jhansi)	Construction of new 33/11 kV, 11/0.4 kV Substations, renovation, modernization & augmentation of existing Sub-stations and 33 kV, 11 kV & 0.4 kV Transmission Lines (Total 11 no. 10MVA 33/11kV, 7 nos. 8MVA 33/11kV & 16 nos. 5MVA 33/11 kV) on turnkey basis.
3	Rajasthan	JVNL, Jaipur	Rural Electrification under RGGVY
4	Maharashtra	MSEDCL, Latur & Akola	Creation of Rural Electricity Infrastructure in Beed, Nanded, Omsmanabad & Yavatmal Districts.
5	Odisha	NHPC, Bhubaneswar	RGGVY Scheme for Rural Electricity Infrastructure & Household Electrification (11 nos. 3.15MVA 33/11 kV)
6	West Bengal	WBSEDCL, Kolkata	Rural Electrification under RGGVY, Malda
7	Bihar	NHPC, Patna	RGGVY Scheme for Rural Electricity Infrastructure & Household Electrification in East & West Champaran districts, Bihar (14 nos. 3.15MVA 33/11 kV)
8	West Bengal	WBSEDCL, Kolkata	Rural Electricity Distribution Backbone – REDB-I Scheme (6.3MVA 33/11 kV)
9	Jharkhand	JSEB, Ranchi	Design, supply, erection, testing & commissioning of 132/33 kV Substation at Simdega & 132 kV D/C Transmission Line from Lohardaga to Gumla 59 km on total turnkey basis (Partially commissioned)
10	Andhra Pradesh	APTRANSCO, Hyderabad	Erection of 220/132/33 kV Substation at Bonguluru and supply of material for erection of 220 kV LILo of both circuits of Dindi-Chandrayangutta Line to the proposed 220 kV Bonguluru Substation in Ranga Reddy District (Schedule-B) on turnkey basis with automation features.

With a commitment of effectively and timely delivery, Genus is currently undertaking various turnkey ECC projects for power transmission and distribution sector in India, some of these are:

S.No.	State	Utility	Description of Work
1	Uttarakhand	UPCL, Dehradun	System improvement, strengthening and augmentation of distribution system for bringing down AT&TC losses and to improve quality of power supply of 16 Uttarakhand towns under R-APDRP Part-B scheme on turnkey basis.
2	Karnataka	KPTCL, Bengaluru	Construction of 220 kV DC line from KPTCL's 220 kV GSS at Thallak Station to the upcoming 220 kV Station of Bhabha Atomic Research Centre (BARC) at Doddullarty of KPTCL on turnkey basis.
3	Madhya Pradesh	MPPTCL, Jabalpur	Supply of towers and complete erection, testing and commissioning of Gwalior II (220kV) - Hastinapur 132 kV DCSS transmission line of MPPTCL.
4	Jharkhand	NTPC	Design, engineering and supply of equipments for Substation, Transmission Line & Associated system for the construction of 220 Kv Substation at Chhatti Bariatu to Kerendari, 33 kV Substation at Kerendari, 33 kV D/C Line from Chhatti Bariatu to Kerendari, 200 kv D/C line from Barwadiah to Chhatti Bariatu and from Patrati to Pakri Barwadiah.
5	Tamil Nadu	TANTRANSCO	Establishment of Ambattur Industrial Estate 230 kV AIS Substation in Chennai region on total turnkey basis.

Given the government's growing trust on smart grid infrastructure through higher budgetary allocation, fiscal incentives and prudent policies mainly to eliminate the problems of power sector, Indian power T&D sector is currently offering a huge business opportunity for the established power infrastructure providers, and guarantying phenomenal growth of the Industry in coming future. With the extensive experience, execution capabilities and technological independency on the back of in-house world-class R&D centre, Genus is set to tap the emerging market opportunities available in the power T&D field, and is confident to be one of the biggest beneficiaries of the ongoing power sector reforms.

RISKS AND CONCERNS

Your Company regularly reviews and evaluates potential risk exposures of the Company. Your Company has a board-level risk management committee, which has evolved over the period of time a comprehensive risk-management system. It takes into account both internal and external factors, covering all potential risks such as strategic risks, operational risks, financial risks and safety risks that could have a material adverse effect on our operations and key business objectives. The Committee lay down rational, adequate and effective practices/procedures to inform Board members about the risk assessment and minimization procedures.

As per the Committee's evaluation, our business operations are accompanied by certain risks, including:

- Our significant portion of revenue comes from Power Utilities/DISCOMs. Any delay in receipt of payment from these Power Utilities/DISCOMs may have a material adverse effect on our financial condition and liquidity.
- We have long working capital cycles, hence require significant working capital. In case we remain incapable to efficiently manage our working capital cycles or arrange adequate cash flow to meet any increased working capital needs, our results of

operations may be adversely affected.

- In case we remain unable to recognise our customer's requirements and preferences, accurately & in time, our business and prospects may be adversely affected.
- We import some raw materials in currencies other than the Indian rupee, which exposes us to foreign currency fluctuation risks. Any adverse changes in foreign currency exchange rates may harm our results of operations.
- Any shortage of raw materials and unanticipated variation in prices may adversely affect our results of operations, financial condition and prospects.
- Any adverse changes in interest rates could adversely affect our financial condition and results of operations.
- In case we remain unable to precisely estimate our products demand, we may not be able to maintain optimum inventory levels. It may put extra strain on our existing resources and could adversely affect our financial condition and results of operations.
- Any quick emergence of new technologies and obsolescence of products/technologies may have an adverse effect on our business, financial condition, results of operations and prospects.
- Our business expansion plans mainly to aggressively enter international markets, exposes us to certain financial and other risks, which may adversely affect our business, financial condition, results of operations and prospects.
- We need to follow stringent labour laws or other industry standards and any unintentional deviation or labour strike could adversely affect our business, financial condition, results of operations and cash flows.
- As per the industry practices, we usually provide warranty against certain defects on our products/services. We are also required to issue performance guarantees to secure our warranty obligations

under our contractual arrangements with Power Utilities/DISCOMs. Product warranty and product liability risks could adversely affect our operating results.

- We are required to comply with several regulatory compliance requirements, which may increase our compliance costs. Furthermore any adverse changes in laws, rules and regulations pertaining to corporate and taxations, may adversely affect our business, financial condition, results of operations and prospects.
- Any slowdown in power sector and/or power infrastructures sector and any adverse changes in the industrial conditions affecting our markets can adversely impact our business, financial condition, results of operations and prospects.
- Any adverse changes in political, geographical economic or other factors that are beyond our control may have an adverse effect on our business, financial condition, results of operations and prospects.

DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT SYSTEM/POLICY

Genus believes that the long-term financial security and success of the Company is highly depending on a robust risk management system. Genus through its board-level risk management committee continuously identifies, analyzes, evaluates, and treats loss exposures. It regularly monitors risk control and financial resources to mitigate the adverse effects of loss. The Committee has developed and implemented comprehensive & proactive risk management practices and control systems, which are supported by SAP ERP and internal audit department. It mainly works towards achieving operational and financial stability and enhancing stakeholder faith on the Company. The Company has put-in place specific policies, frameworks and systems, which ensures smooth running of day-to-day operations within regulatory framework and thereby mitigate various risks. It also enables the Company to take apposite measures in time by making informed decisions to manage risks. These policies, frameworks and procedures are reviewed and updated at regular intervals keeping in mind both current situation and prospects.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has a comprehensive system of internal financial control to safeguard its assets against any loss from unauthorized use. It also ensures proper authorisation of operations and financial transactions. The Company's internal financial control system is commensurate with the size, nature, scale and complexity of the Company's business. The Company has positioned adequately proficient personnel in the organisation to ensure internal financial control process and compliances. The Company has put-in place a robust ERP system based on SAP platform, which ensures orderly and efficient conduct of its business including high-level of system-based checks & control and constant monitoring of the efficacy of the controls. The Company's internal audit department conducts audits in all its areas. The audit findings and management's plans are reported to the Audit Committee of the Board. The management also periodically evaluates the effectiveness of all the existing policies and systems followed by the Company. The Audit Committee periodically reviews

the internal financial controls and risk management systems of the Company.

The CEO and CFO certificate provided in this Annual Report reveals the establishment, maintenance and the effectiveness of internal financial control systems of the company pertaining to financial reporting.

REVIEW OF FINANCIAL PERFORMANCE

The financial performance of the Company has been reviewed separately in the Directors' Report.

HUMAN RESOURCES ('HR')

The Company's performance is critically dependent on its employees' ability to perform in industrial environment. Apart from knowledge and skills, employees' performance is highly linked to their sense of ownership, an enabling operating environment, culture of motivation and enthusiasm to work with confidence. Genus considers its people as a valued strategic partner to the Company, who support the goal of becoming a leader in the industry by providing relevant, best-in class and innovative services. Genus HR policies support a work environment that fosters trust, creativity, and general well-being. Genus HR policies are formed towards recruiting the brilliant minds, facilitating their integration and providing equal growth opportunities.

Genus believe that in a safe and healthy workplace, employees have a stake in the success of the organisation. Genus put as much energy into the commitment to maintain a safe and healthy workplace as it put into any other important part of its business. Genus's management team makes sure to include workplace's safety and health in its all business plans and integrate this into all facets of the business. They also make sure the safety measures goes beyond the regulations to ensure a safe workplace.

Genus HR department has established effective two-way communication and remains regular to respond to the needs and concerns of workers. During the year under review, the Company extremely focused on easing and automating procedures and has implemented on-line systems to manage people processes effectively.

As an on-going exercise, Genus provides trainings, required by employees not only to meet the basic competencies for the job but also to expand their knowledge base and to build confidence to take challenges in their strides. Genus believes that structured training and development programs always support both the development needs of the individual employee and the inclusive growth of the Company.

Realizing that employees are not replaceable assets but they are resources that need to be valued, Genus effectively helps employees to achieve wellness, health and reduce stress through organizing yoga classes, off-site gathering and socially relevant activities. Genus apart from Annual Sports Meet offers dedicated area for daily sports activities, where employee can revitalize himself before/after working hours. In line with this, during the year under review, Genus organized a cultural fest, where the Company's employees, along with their families, participated with full spirit and celebrated the growth of the organization over the years. In this fest, top-performers and long-associated employees were rewarded.

During the year under review, Genus continued to add the best talent of the industry as part of its growth strategy. At the same time, it continued

to line up its organizational structure with its strategic business plan for enhancing effectiveness. The Company's talent base (on the roll of the Company) as on March 31, 2016 stands at 1025. The attrition level remained below 2%, reflecting an engaged and committed workforce.

CAUTIONARY STATEMENT

The statements in the report on 'Management Discussion and Analysis', describe the Company's objectives, projections, estimates, anticipations, expectations, intentions, plans and believes, which may be forward-looking statements within the meaning of the applicable laws and regulations. These forward looking statements are based on management's current expectations and assumptions about future

events, which are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict as progressive within the meaning of applicable security laws and regulations. Actual results may differ from those expressed or implied, depending upon economic conditions, Government policies and other incidental factors.

For and on behalf of the Board of Directors

Ishwar Chand Agarwal

Chairman

DIN: 00011152

Jaipur, July 29, 2016

'Annexure-D' to the Directors' Report

Report on Corporate Governance

1. OUR PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate governance is a broad-ranging term which, amongst other things, includes rules, regulations, policies, systems and processes whereby operations within organisation is exercised, controlled and maintained. Good corporate governance can have wider impacts because it is essentially about improving transparency and accountability within existing systems.

Genus Power Infrastructures Limited ("Genus" or the "Company") believes that good corporate governance facilitates effective, entrepreneurial and prudent management that can deliver the long-term success of the Company. Genus has an effective governance framework in place that best meets their individual state of affairs and needs. It helps to drive enhanced organizational performance while at the same time aids conformance with the Company's constitution, policies, controls and procedures as well as with external law and established practices.

We, at Genus are committed to always maintain the standards of excellence in governance.

2. BOARD OF DIRECTORS (the "Board")

A board of directors is a group of trustworthy and respectable people, appointed to look after the interests of the shareholders of the Company. The position of Board is that of trust as the Board is entrusted with the responsibility to act in the best interests of the Company. The Board is accountable to the shareholders for creating, protecting and enhancing wealth, ensuring optimum utilisation of resources of the company, and reporting to them on the performance in a timely and transparent manner. At the core of the corporate governance practices is the Board, which is ultimately responsible for ensuring compliance of various applicable laws in the best interests of stakeholders.

Genus's Board members are highly proficient and experienced in their respective field. They have thorough knowledge of the affairs of the Company. A brief profile of the Directors is as follows:

- **Mr. Ishwar Chand Agarwal** (DIN: 00011152), aged 66 years, is the founder of Kailash Group and the executive chairperson of the Company. He holds a bachelor's degree in commerce and been in business for over 4 decades. He brings with him an extensive experience in varied businesses such as Coke, Coal, Sugar, Finance & Leasing, Cement, Paper, Power, Electronics, Apparels, Agro processing etc. For the past 22 years, Mr. I.C. Agarwal has been leading the Company and has been instrumental not only in developing the line of business but also is responsible for the organic and inorganic growth of the Company. His acute belief in constant research and development for newer products/ technologies remained the backbone of distinguished growth of the Company and the same has been continuing till date. He is currently the chairperson of corporate social responsibility committee, finance committee, and sales committee of the Company. He is also a director on the board of Kailash Industries Limited, Genus Electrotech Limited, Genus Paper & Boards Limited, Genus International Commodities Limited, Yajur Commodities Limited, Godavari Commodities Limited, Virtuous Mining Limited, and Greentech Mega Food Park Private Limited. As on March 31, 2016, he holds 1,04,25,801 equity shares of the Company.
- **Mr. Kailash Chandra Agarwal** (DIN: 00895365), aged 46 years, is non-executive vice chairman of the Company. He is a science graduate and a successful industrialist having vast knowledge and rich experience of over two decades in Coal, Sugar, Apparels, Paper and Boards businesses. He has an extensive experience and proficiency in finance, banking, mergers & acquisitions, strategic planning, restructuring operations, investor relations, collaborations and joint ventures. He has been a mentor for the recent business and financial restructuring of the Company. At Genus, he plays a crucial role in providing discerning guidance on significant matters such as strategic planning, asset management, capital resource planning, corporate image building, and investor relationships. He holds the key managerial position in Genus Paper & Boards Limited, and Yajur Commodities Limited. He also holds directorship in Kailash Coal And Coke Company Limited, and Genus Apparels Limited. As on March 31, 2016, he holds 1,32,98,356 equity shares of the Company.
- **Mr. Rajendra Kumar Agarwal** (DIN: 00011127), aged 41 years, is the managing director and chief executive officer of the Company. He is an electronic engineer by profession and has over two decades of experience across power sector verticals such as smart grid, transmission & distribution infrastructures, energy management control & automation and smart metering solutions. He joined Genus in 2001 after completing graduation and thereafter has gained practical experience by working at various functions like materials management, product development, export marketing, accounts, finance, human resources and administration. He became the managing director and chief executive officer of Genus in 2013. He was the driving force behind implementation of various advance techniques such as Lean Manufacturing, Kaizen, SAP, etc. in Genus, which has resulted in increased productivity and better internal control & management. His technical proficiency & insights helps Genus in maintaining technological excellence and leadership in the industry. He has an inclusive management style and believes in vesting confidence and building competency in his team. Presently as Managing Director and CEO of Genus, in addition to handling day-to-day operations, he is also concentrating on technology development (R&D), long-term growth, strategic alliances and partnerships to make Genus a truly global player. At Genus, he is a member of corporate social responsibility committee, finance committee, risk management committee, and sales committee. He is currently on the boards of Virtuous Infra Limited, and Hi-Print Electromack Private Limited. As on March 31 2016, he holds 27,10,485 equity shares of the Company.
- **Mr. Jitendra Kumar Agarwal** (DIN: 00011189), aged 39 years, is the joint managing director of the Company. He holds a master's degree

in business administration (MBA) specialised in marketing. After obtaining of the management degree, he joined Genus in the year 2002 as Whole Time Director (Marketing). He became the joint managing director in 2014. At Genus, he is responsible for marketing, branding and sales functions. He has been providing energetic leadership to the marketing department by ensuring that the appropriate structures, systems, competencies and values are developed in order to meet and exceed the goals of the organisation's marketing strategies. Over the years, he has gained special skills in understanding customer behaviour, identifying new opportunities and converting them into main revenue streams. He has been instrumental in making a bigger headway in government bodies mainly state electricity boards. He has also been instrumental in developing turnkey business in power sector. Presently, he is also focusing on tapping the business opportunity in private sector energy companies. As well, being a highly successful entrepreneur, he is a charter member of TIE, Rajasthan (a global, not-for-profit network of entrepreneurs and professionals dedicated to the advancement of entrepreneurship) and a member of Young Entrepreneurs Organization (YEO), Jaipur. He is also a member of executive governing council of the 'Indian Electrical & Electronics Manufacturers Association' (IEEMA). At Genus, he is a member of corporate social responsibility committee, finance committee, and sales committee. He is also a director of Genus International Commodities Limited and Virtuous Infra Limited. As on March 31 2016, he holds 24,34,256 equity shares of the Company.

- **Smt. Sharmila Agarwal** (DIN: 07137624), aged 45 years, is a non-executive and non-independent director of the Company. She holds a master's degree in business management, specialization in the field of marketing. She has proved her academic excellence when she topped the Delhi University and graduated in mathematical statistics. She has rich experience of working in e-commerce industry. She has been actively involved in social cause and development of society specially in empowering women in their personalized and societal fields. She belongs to a reputed business family and has profound understanding of business environment and operational structure. She holds no shares in the Company.
- **Mr. Bhairon Singh Solanki** (DIN: 00012141), aged 89 years, is an independent director of the Company. He holds a degree of B.E. (Hons.) from BITS, Pilani and M.Sc. (Engg.) from Cranfield Institute of Technology, Cranfield, Bedfordshire, England (Now: Cranfield University). He has been a renowned and honoured personality in the field of electronics. He has travelled extensively to UK, USA, France, Sweden, Yugoslavia, Russia and Italy and that provided him an opportunity to visit some of the most renowned energy T&D units in the world and interact with world's leading enterprises for technology transfer / collaboration. He had worked in Indian Air Force from 1952 to 1970. During this period, he worked in different fields from teaching to development. He developed the first ever made Early Warning Radar Set while working at No.9 BRD, AF Pune. As Chief Technical Instructor (Radar), he imparted training and developed an ECM system to counteract missile guidance radar of the enemy. The President of India awarded him Vishist Sewa Medal (VSM) for this contribution in 1972. He has also worked as Chief Designer and GM of Hindustan Aeronautics Ltd. (HAL) and MD of Rajasthan Communications Ltd. (RCL). At Genus, he is a member of audit committee, risk management committee, nomination and remuneration committee, and stakeholders' relationship committee of the Company. He is also a director on the board of Genus Paper & Boards Limited. He holds no shares in the Company.
- **Mr. Rameshwar Pareek** (DIN: 00014224), aged 72 years, is an independent director of the Company. He holds a Master's degree in Economics. He brings to the table close to four decades of vast experience in the field of trade policies, corporate & commercial law, and accounting & auditing techniques. Before joining Genus, he was associated with Rajasthan Financial Corporation, Jaipur and also served on deputation with the Bureau of Industrial Promotion (BIP), Jaipur. He is the believer of achieving success with strong work ethic and sense of responsibility. At Genus, he has played a key role in improvising the standard of accountings and corporate governance by adopting the best prevalent policies and practices. He is the chairperson of audit committee and a member of nomination and remuneration committee, and stakeholders' relationship committee of the Company. He is also a director of Kailash Vidyut & Ispat Limited, K G Petro Chem Limited, Genus Prime Infra Limited, Genus Paper & Boards Limited, Virtuous Infra Limited, and Star Vanijya Private Limited. He holds no shares in the Company.
- **Mr. Dharam Chand Agarwal** (DIN: 00014211), aged 64 years, is an independent director of the Company. He holds a bachelor's degree in commerce. He is an industrialist of repute with over 40 years experience in the business of Timber & Plywood. He has an extensive experience of over four decades in business management with a special focus on financial & risk management. Over the years, he has gained special skill to handle investors' related issues. At Genus, he is also the chairperson of Nomination and Remuneration Committee, Risk Management Committee, and Stakeholders' Relationship Committee and a member of the Audit Committee, and Corporate Social Responsibility Committee of the Company. He is also a director on the board of Genus Prime Infra Limited. He holds no shares in the Company.
- **Mr. Indraj Mal Bhutoria** (DIN: 00762361), aged 48 years, is an independent director of the Company. He is a graduate with a bachelor in commerce degree and has vast experience of over two decades in the business of coal and coke. He also has industrial exposure of around 25 years in varied fields such as trade policies, marketing strategies, etc. He is also a director of Godavari Commodities Limited and several other private limited companies. He holds no shares in the Company.
- **Mr. Udit Agarwal** (DIN: 02820615), aged 43 years, is an independent director of the Company. He holds degree of bachelor in commerce (Hons.). He belongs to a reputed business group - 'Saran Group' and has close to two decades of rich and in-depth experience in the field of manufacturing and export of handcraft items. He is a young and energetic industrialist with strong ability to provide astute analysis and suggestions. He brings with him vast experience and in-depth knowledge of foreign trade policies, international trades and indirect taxes. He is also a director on the boards of Genus Paper & Boards Limited. He holds no shares in the Company.

(a) Composition and category of directors:

The composition of the board of directors is in conformity 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 ("herein after referred to as "SEBI Listing Regulations"). The board of directors has an optimal combination of executive and non-executive directors with one woman director and not less than fifty percent of the board of directors comprise of non-executive directors. As on March 31, 2016, the Company has ten directors. Out of the ten directors, three are executive directors, two are non-executive non-independent directors and five are independent directors. The Chairman of the Company, Mr. Ishwar Chand Agarwal, being an executive director, half of the Board comprises the independent directors.

Being a leader of the Board, the Chairman is responsible for fostering and promoting the integrity of the Board while nurturing a culture where the Board does function harmoniously for the long term benefit of the Company and all its stakeholders. The Chairman ensures that the Board provides effective governance to the Company.

The composition and categories of the directors, their attendance at the board meetings held during the year under review and at the last Annual General Meeting, the numbers of other directorships and committees positions held by them in other public limited companies as on March 31, 2016 are given below:

Name of the Director	Category	Promoter (P) / Non Promoter (NP)	Attendance at last AGM	No. of Board Meetings attended	No. of Directorships of other Indian Companies#	No. of Membership(s) / Chairmanship(s) of Board Committees in other Companies###
Mr. Ishwar Chand Agarwal	Executive Chairman	P	Yes	5	7	NIL
Mr. Kailash Chandra Agarwal	Vice-Chairman (NENI)	P	Yes	3	4	2
Mr. Rajendra Kumar Agarwal	MD & CEO	P	No	5	1	NIL
Mr. Jitendra Kumar Agarwal	JMD	P	No	6	2	NIL
Smt. Sharmila Agarwal	WD (NENI)	NP	No	6	NIL	NIL
Mr. Bhairon Singh Solanki	NEID	NP	No	6	1	2
Mr. Indraj Mal Bhutoria	NEID	NP	No	3	1	NIL
Mr. Rameshwar Pareek	NEID	NP	Yes	5	5	3
Mr. Dharam Chand Agarwal	NEID	NP	No	6	1	2 (Including 2 as Chairman)
Mr. Udit Agarwal	NEID	NP	No	5	1	2 (Including 2 as Chairman)
Mr. Satya Narayan Vijayvergiya*	ED	NP	No	4	1	NA
Mr. Naveen Gupta**	NEID	NP	No	1	4	NA

- ED - Executive Director
- JMD - Joint Managing Director
- WD - Woman Director
- NEID - Non-Executive, Independent Director
- NENI - Non-Executive, Non-Independent Director
- MD & CEO – Managing Director & Chief Executive Officer
- # The Directorships/Committee position held by Directors as mentioned above, do not include directorships/committee position in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013.
- ### In accordance with regulation 26(1)(b) of the SEBI Listing Regulations, memberships and chairmanships of the Audit Committees and the Stakeholders Relationship Committees alone in all public limited companies (excluding Genus Power Infrastructures Limited) have been considered.
- * Mr. Satya Narayan Vijayvergiya has ceased to be director on account of resignation w. e. f. December 03, 2015.
- ** Mr. Naveen Gupta has ceased to be director on account of resignation w. e. f. February 03, 2016.

No director of the Company was member in more than ten committees or acted as chairman of more than five committees across all listed companies in which he was director, in terms of regulation 26 of the SEBI Listing Regulations.

(b) Board Meetings:

During the year, six meetings of the board of directors of the Company were held. The maximum time gap between two meetings did not exceed one hundred and twenty days. The dates on which the said meetings of the board of directors were held, are as follows: -

- (i) May 14, 2015 (ii) May 27, 2015
(iii) August 12, 2015 (iv) November 09, 2015
(v) February 08, 2016 (vi) March 31, 2016

The requisite quorum was present in all board meetings. All requisite information including the information as specified in Part A of Schedule II of the SEBI Listing Regulations was placed before the board for its consideration and/or approval. The Board periodically reviewed the compliance reports of all laws applicable to the Company, prepared by the Company as well as steps taken by the Company to rectify instances of non-compliances, if any.

(c) Disclosure of relationships between directors inter-se:

No Director is related to any other Director on the Board in terms of the definition of 'relative' given under the Companies Act, 2013 except Mr. Ishwar Chand Agarwal, Mr. Kailash Chandra Agarwal, Mr. Rajendra Kumar Agarwal and Mr. Jitendra Kumar Agarwal, who being relatives, are related to each other.

(d) The number of shares or convertible instruments held by Non-Executive Directors:

The number of shares or convertible instruments held by non-executive directors as on March 31, 2016 is as follows:

Name of the Director	No. of Equity Shares	Convertible Instruments
Mr. Kailash Chandra Agarwal	1,32,98,356	NIL
Smt. Sharmila Agarwal	NIL	NIL
Mr. Rameshwar Pareek	NIL	NIL
Mr. Bhairon Singh Solanki	NIL	NIL
Mr. Dharam Chand Agarwal	NIL	NIL
Mr. Udit Agarwal	NIL	NIL
Mr. Indraj Mal Bhutoria	NIL	NIL
Mr. Naveen Gupta (till February 02, 2016)	NIL	NIL

(e) Code of conduct of board of directors and senior management personnel:

Pursuant to the regulation 17(5) of the SEBI Listing Regulations, the Board has laid down a revised code of conduct for all members of the board of directors and senior management personnel of the Company. The said revised code of conduct suitably incorporated the duties of independent directors as laid down in the Companies Act, 2013. The said code of conduct has also been posted on the website of the Company. All board members and senior management personnel of the Company have affirmed compliance with the code of conduct of the Company on annual basis.

A declaration signed by the chief executive officer stating that the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management, is published in this Report.

(f) Independent Directors (IDs) and familiarisation programmes imparted to IDs:

In terms of regulation 17(1) of the SEBI Listing Regulations, half of the board of directors of the Company consists of independent directors. Out of total ten directors, five are independent directors. Pursuant to section 149(7) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, independent directors of the Company have confirmed that they meet the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013.

None of the independent directors of the Company, (who is serving as a whole-time director in any listed company) served as independent director in more than three listed companies and none of other independent directors served as Independent Director in more than seven listed companies.

The maximum tenure of independent directors is in accordance with the Companies Act, 2013. The Company had issued a formal letter of appointment to independent directors in the manner as provided in the Companies Act, 2013 and the terms and conditions of appointment have been disclosed on the website of the Company. Pursuant to section 149(8) of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013, the board of directors of the Company has adopted the Code of Conduct for its independent directors as a guide to professional conduct.

Separate meeting of independent directors

The independent directors of the Company have held one meeting during the year under review, without the attendance of non-independent directors and members of management. All the independent directors of the Company were present at this meeting. The independent directors in this meeting have, inter alia:

- reviewed the performance of non-independent directors and the Board as a whole;
- reviewed the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors; and
- assessed the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Performance evaluation

The nomination and remuneration committee of the board of directors of the Company had laid down criteria for performance evaluation of independent directors. The performance evaluation of independent directors has been done by the entire Board of Directors, excluding the director being evaluated. On the basis of the report of performance evaluation, the extension or continuation of the term of appointment of the independent director was determined.

An Independent director was evaluated on the following parameters:

- Participation at the Board / Committee meetings;
- Commitment (including guidance provided to senior management outside the Board / Committee meetings);
- Effective deployment of knowledge and expertise;
- Effective management of relationship with stakeholders;
- Integrity and maintaining of confidentiality;
- Independence of behaviour and judgment;
- Impact and influence;
- Exercise of objective independent judgment in the best interest of Company;
- Ability to contribute to and monitor corporate governance practice; and
- Adherence to the code of conduct for independent directors.

Fees/compensation to independent directors

The Company has not paid any fees or compensation, except sitting fees to its non-executive directors, including independent directors and payment of sitting fees to non-executive directors, was within the limits as prescribed under the Companies Act, 2013.

Familiarisation programmes:

The board of directors of the Company has adopted the familiarisation programme/system as a guide to familiarise its independent directors. During the year under review under this programme, the Independent Directors were provided detailed presentations to understand their roles/rights/responsibilities in the Company and get updated on the industry, business model and operation of the Company, on a continual basis.

The details of such familiarization programmes imparted to independent directors are disclosed on the website of the Company at the link:

- "<http://genuspower.com/pdf/Familiarisation%20Programme.pdf>"; and
- "http://genuspower.com/pdf/Details%20of%20Familiarisation%20Programmes_.pdf".

(g) CEO and CFO Certification:

The managing director & chief executive officer and the chief financial officer of the Company have issued the compliance certificate to the board of directors as required under regulation 17(8) of the SEBI Listing Regulations. The said certificate is annexed and forms part of the Annual Report.

(h) Plans for orderly succession for appointments to the Board and to senior management:

The board of directors of the Company noted and satisfied that plans are in place for orderly succession for appointment to the board of directors and senior management.

(i) Code of Conduct for Prevention of Insider Trading:

In term of the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the board of directors of the Company has adopted the 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' and 'Code of Conduct for regulating, monitoring and reporting of trading by insiders' as per the requirements of the regulation 8 (Code of Fair Disclosure) and regulation 9 (Code of Conduct) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and SEBI Circular No.CIR/ISD/01/2015 dated May 11, 2015, with effect from 15.05.2015. The said code of conduct has already been posted on the website of the Company.

3. COMMITTEES OF THE BOARD

In order to enable better management of full board's time and allow in-depth scrutiny and focused attention on specified work, the board of

directors of the Company has set up some board committees consisting of board members. These committees, deriving their authority from the powers delegated to them by the board, normally prepare the groundwork for decision-making and report at the subsequent board meeting. All committees function in accordance with the terms of reference established by the board. Minutes of proceedings of committee meetings are circulated to the directors and placed before board meetings for information and direction, if any.

The details of the current statutory and non-statutory Committees of the Board are as follows:

(a) Audit Committee:

The composition of the audit committee of the Company meets with requirement of section 177 of the Companies Act, 2013 (the "Act") read with rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014 and regulation 18 of the SEBI Listing Regulations. The composition of the audit committee and the details of meetings attended by its members during the year are as follows:

Name of the Member	Position	Category	No. of Meetings	
			Held	Attended
Mr. Rameshwar Pareek	Chairman	Independent Director	5	5
Mr. Bhairon Singh Solanki	Member	Independent Director	5	5
Mr. Dharam Chand Agarwal	Member	Independent Director	5	5

The company secretary of the Company acts as secretary to the audit committee.

All members of audit committee including its chairperson are financially literate and the chairperson has expertise of accounting or related financial management. The representatives of statutory auditors are permanent invitees to the audit committee meetings. They have attended all the audit committee meetings held during the year under review.

The audit committee at its discretion invites the director or head of the finance function, head of internal audit and a representative of the cost auditors and any other such executives to be present at the meetings. All invitees remain present at the meetings of the committee.

The chairman of the audit committee was present at the previous annual general meeting of the Company held on September 26, 2015 to answer shareholder queries.

The audit committee shall have powers to investigate any activity within its terms of reference, seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

The role (terms of reference) of the audit committee and the information to be reviewed by the audit committee, inter alia, includes the following:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to;
 - a) Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section 3 of section 134 of the Act;
 - b) Changes, if any, in accounting policies and practices and reasons for the same;
 - c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - d) Significant adjustments made in the financial statements arising out of audit findings;
 - e) Compliance with listing and other legal requirements relating to financial statements;
 - f) Disclosure of any related party transactions; and
 - g) Qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;

- Review and monitor the auditors' independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors for any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults, if any in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of Chief Financial Officer (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
- To review and oversees the vigil mechanism of the Company in-line with the requirement of provisions of Section 177(9) of the Companies Act, 2013 read with rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014;
- To mandatorily review the following information:
 - a) Management discussion and analysis of financial condition and results of operations;
 - b) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
 - c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - d) Internal audit reports relating to internal control weaknesses; and
 - e) The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee.
- To review the financial statements, in particular, the investments made by the unlisted subsidiary company, if any; and
- Carrying out any other function as assigned by the Board of Directors.

During the year under review, five meetings of the audit committee were held on the following dates and the gap between two meetings did not exceed one hundred and twenty days:

- | | |
|-------------------------|------------------------|
| (i) May 27, 2015 | (ii) August 12, 2015 |
| (iii) November 09, 2015 | (iv) February 08, 2016 |
| (v) March 31, 2016 | |

The requisite quorum was present for all the meetings.

(b) Nomination and Remuneration Committee:

The constitution and terms of reference of the nomination and remuneration committee of the Company are in compliance with provisions of the Companies Act, 2013, regulation 19 of the SEBI Listing Regulations and the SEBI (Share Based Employee Benefits) Regulations, 2014, as amended from time to time. It consists of three directors and all of them are non-executive and independent directors. The chairperson of the committee, Mr. Dharam Chand Agarwal is an independent director.

The details of composition of the nomination and remuneration committee and attendance of its members at their meetings held during the year under review are as follows:

Name of the Member	Position	Category	No. of Meetings	
			Held	Attended
Mr. Dharam Chand Agarwal	Chairman	Independent Director	2	2
Mr. Rameshwar Pareek	Member	Independent Director	2	2
Mr. Bhairon Singh Solanki	Member	Independent Director	2	2

The role (terms of reference) of the nomination and remuneration committee, inter alia, includes the following:

- formulation of the criteria for determining qualifications, positive attributes and independence of a director;
- recommend to the board of directors, a policy relating to the remuneration for the directors, key managerial personnel and other employees;
- formulation of criteria for evaluation of performance of independent directors and the board of directors;
- devising a policy on diversity of the board of directors;
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and also recommend to the board of directors for their appointment and removal;
- carrying out evaluation of every director's performance and determination/recommendation of whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- recommendation/review of remuneration of the Managing Directors and Whole-time Directors based on their performance and assessment criteria;
- formulate, approve, implement, supervise and administer employee stock option schemes of the Company;
- carrying out any other function as is mandated by the board of directors from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable; and
- perform such other functions as may be necessary or appropriate for the performance of its duties.

The company secretary of the company acts as secretary to the committee. During the year under review, two meetings of the nomination and remuneration committee were held on the following dates:

- (i) May 26, 2015 (ii) November 09, 2015

The performance evaluation criteria for independent directors are given above in this report.

Remuneration of Directors:

The details relating to remuneration of directors as required under the SEBI Listing Regulations are as follows:

(i) Pecuniary relationship or transactions of the non-executive directors vis-à-vis the Company:

There was no pecuniary relationship or transaction by non-executive directors with the Company except the payment of sitting fees to the non-executive director. Further, the Company has not granted any stock option to any of its non-executive directors. The details of sitting fees paid to the non-executive directors of the Company during the year under review are as follows:

Name of the Director	Sitting Fee (Rs in Lacs)
Mr. Rameshwar Pareek	0.47
Mr. Bhairon Singh Solanki	0.56
Mr. Dharam Chand Agarwal	0.60
Mr. Udit Agarwal	0.25
Mr. Indraj Mal Bhutoria	0.15
Mr. Naveen Gupta*	0.05
Mr. Kailash Chandra Agarwal	NIL
Smt. Sharmila Agarwal	NIL

* Ceased to be director on account of resignation w. e. f. February 03, 2016.

(ii) Details of remuneration paid to directors:

The details of remuneration paid to managing director and executive director/whole-time director during the financial year under review are as follows:

Name of the Director	Salary	Allowances & Perquisites
Mr. Ishwar Chand Agarwal	264.00	NIL
Mr. Rajendra Kumar Agarwal	175.20	NIL
Mr. Jitendra Kumar Agarwal	175.20	NIL
Mr. Satya Narayan Vijayvergiya*	10.18	NIL

* Ceased to be director on account of resignation w. e. f. December 03, 2015.

The Company has not paid any bonus, commission, pension, performance linked incentive and sitting fees to above managerial personnel. The above figures do not include provisions for encashable leave, gratuity and premium paid for group health insurance, as separate actuarial valuation / premium paid are not available for the managing director and executive director. Further, no stock option has been offered to any of them by the Company.

Services of the managing director and executive director may be terminated by either party by giving usual notice period applicable otherwise. There is no separate provision for payment of severance fees.

Pursuant to the provisions of section 134(3)(e) read with sub-section (1) of section 178 of the Companies Act, 2013, the following policies/documents of the Company relating to Directors' appointment and remuneration of the Company are annexed herewith:

- (a) Policy for selection of Directors and determining Directors independence (Criteria for Board Membership) (as 'Annexure-F' to the Directors' Report).
- (b) Remuneration Policy for Directors, Key Managerial Personnel and other employees (as 'Annexure-G' to the Directors' Report).

(c) Stakeholders' Relationship Committee:

The stakeholders' relationship committee of the Company is constituted specifically to look into the mechanism of redressal of grievances of shareholders and other security holders. The composition and role of the stakeholders' relationship committee of the Company are in compliance with provisions of the Companies Act, 2013 and regulation 20 of the SEBI Listing Regulations.

The details of composition of the stakeholders' relationship committee and attendance of its members at their meetings held during the year under review are as follows:

Name of the Member	Position	Category	No. of Meetings	
			Held	Attended
Mr. Dharam Chand Agarwal	Chairman	Independent Director	4	4
Mr. Rameshwar Pareek	Member	Independent Director	4	4
Mr. Bhairon Singh Solanki	Member	Independent Director	4	4

The company secretary of the company acts as secretary of the stakeholders' relationship committee.

The role (terms of references) of the stakeholders' relationship committee inter alia, includes the following:

- oversee and review all matters related with transfer, transmission, transposition, dematerialisation, rematerialisation and mutation of securities, if required;
- approve issue of share certificates including duplicate, splitted/sub-divided or consolidated certificates;
- oversee and review redressal/removal of shareholders' grievances related to transfer, transmission, transposition, dematerialisation, rematerialisation, mutation of securities and issue of share certificates including duplicate, splitted/sub-divided or consolidated certificates;
- look into redressal/removal of shareholders' grievances relating to non-receipt of declared dividends, annual report, share certificates etc.;
- oversee the performance of the registrar and share transfer agents of the Company; and
- oversee and redress grievances of other stakeholders under provisions of Companies Act, 2013.

The stakeholders' relationship committee meets as and when requirement arises. During the year under review, four meetings of the stakeholders' relationship committee were held on the following dates:

- (i) August 11, 2015 (ii) November 07, 2015 (iii) December 14, 2015 (iv) February 06, 2016

During the year under review, the Company received 3 (three) complaints from the shareholders and all were resolved timely and satisfactorily. There was no pending complaint as on March 31, 2016.

The Company has an adequate mechanism to address the grievances of the shareholders. The designated e-mail address for investors' grievance redressal division / compliance officer is "cs@genus.in". Mr. Ankit Jhanjhari, Company Secretary of the Company is the Compliance Officer of the Company for complying with provisions of the Securities Law, Listing Agreement, Company Law and SEBI Rules & Regulations.

In order to expedite the process of share transfers, the board of directors of the company has delegated the power of share transfer to the Company's registrar and share transfer agent ("RTA"), M/s. Niche Technologies Private Limited. The RTA attends the share transfer formalities at least once in a fortnight.

(d) Risk Management Committee:

The risk management committee of the Company was formed in compliance of clause 49 of the Listing Agreement with Stock Exchanges and Companies Act, 2013. The composition and role of the risk management committee meet the requirement of the provisions of the Companies Act, 2013 and regulation 21 of the SEBI Listing Regulations.

The details of composition of the committee and attendance of its members at their meetings held during the year under review are as follows:

Name of the Member	Position	Category	No. of Meetings	
			Held	Attended
Mr. Dharam Chand Agarwal	Chairman	Independent Director	2	2
Mr. Bhairon Singh Solanki	Member	Independent Director	2	2
Mr. Rajendra Kumar Agarwal	Member	Managing Director and CEO	2	2
Mr. N.L. Nama	Member	VP (Finance & Accounts)	2	2

The company secretary of the company acts as secretary to the committee.

The role and responsibilities of the risk management committee, inter alia, include the following:

- review and monitor the risk management policy/plans, on annual basis;
- review and monitor the Company's risk management practices and activities on a quarterly basis;
- review and evaluate significant risk exposures of the Company and also assess management's plans or actions taken to mitigate the exposures in a timely manner;
- review the risks to the achievement of key business objectives covering growth, profitability, talent aspects, operational excellence and also assess management's plans/actions taken to mitigate these risks;
- review the key operational risks;
- review the potential risk in the areas of competitive position in key market segments, information security, high-risk projects, contracts management and financial risks;
- review and approve risk disclosure statements in any public documents or disclosures;
- lay down reasonable, sufficient and effective procedures to inform Board members about the risk assessment and minimization procedures;
- share with the Board updates regarding all aspects of risk management, on regular basis;
- ensure the risk framework along with risk assessment, monitoring, mitigation and reporting practices are adequate to effectively manage the foreseeable material risks; and
- carry out any other function(s) as assigned by the Board.

During the year under review, two meetings of the committee were held on May 28, 2015 and March 31, 2016.

(e) Corporate Social Responsibility Committee:

The composition and terms of reference of the corporate social responsibility ('CSR') committee of the Company meet with the requirements of the Companies Act, 2013.

The details of composition of the CSR committee and attendance of its members at their meetings held during the year are as follows:

Name of the Member	Position	Category	No. of Meetings	
			Held	Attended
Mr. Ishwar Chand Agarwal	Chairman	Executive Chairman	2	2
Mr. Rajendra Kumar Agarwal	Member	Managing Director & CEO	2	2
Mr. Jitendra Kumar Agarwal	Member	Joint Managing Director	2	2
Mr. Dharam Chand Agarwal	Member	Independent Director	2	2

The company secretary of the company acts as secretary to the committee.

The terms of reference of the CSR committee, inter alia, include the following:

- formulation and recommendation to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
- recommendation of the amount of expenditure to be incurred on the CSR activities; and
- monitor the implementation of the CSR Policy.

During the year under review, two meetings of the CSR committee were held on October 01, 2015 and March 31, 2016.

(f) Finance Committee:

The details of composition of the finance committee of the Company and attendance of its members at their meetings held during the year under review are as follows:

Name of the Member	Position	Category	No. of Meetings	
			Held	Attended
Mr. Ishwar Chand Agarwal	Chairman	Executive Chairman	3	2
Mr. Rajendra Kumar Agarwal	Member	Managing Director & CEO	3	3
Mr. Jitendra Kumar Agarwal	Member	Joint Managing Director	3	3

The company secretary of the company acts as secretary to the committee.

The terms of reference of the finance committee inter alia, includes the following:

- Borrow moneys and exercise all powers to borrow moneys (otherwise than by issue of debentures) not exceeding Rs.2000 crore in aggregate at any time and taking all necessary actions connected therewith within the limit prescribed pursuant to provisions of section 180 of Companies Act, 2013;
- Provide guarantee including performance guarantee, issue letter of comfort and providing securities and taking all necessary actions connected therewith (subject to compliances under sections 185 and 186 of Companies Act, 2013);
- Review of banking arrangement and taking all necessary actions connected therewith including refinancing for optimization of borrowing costs (subject to overall limit of borrowing);
- Investment of the funds of the Company (subject to compliance of all applicable provisions of Companies Act, 2013);
- Review of the Company's financial policies, strategies and capital structure;
- Review of working capital and cash flow management; and
- Consider viability for issuance of new modes of securities including foreign funds subject to laws applicable.

During the year under review, three meetings of the finance committee were held on the following dates:

(a) July 18, 2015 (b) November 23, 2015 (c) March 29, 2016

(g) Sales Committee:

The details of composition of the sales committee of the Company and attendance of its members at their meetings held during the year are as follows:

Name of the Member	Position	Category	No. of Meetings	
			Held	Attended
Mr. Ishwar Chand Agarwal	Chairman	Executive Chairman	31	30
Mr. Rajendra Kumar Agarwal	Member	Managing Director & CEO	31	31
Mr. Jitendra Kumar Agarwal	Member	Joint Managing Director	31	31

The company secretary of the company acts as secretary of the committee. The sales committee meets as and when requirement arises.

The terms of reference of the sales committee, inter alia, includes the following:

- review sales related matters;
- formulate and review marketing strategies;

- participate in tenders/bids floated by SEBs, Private Utilities, etc.;
- sign, file, amend, alter and execute all forms, applications, agreements, affidavits or other documents with reference to Tenders/bids floated by SEBs, Private Utilities, Govt. / Public Authorities, etc. from time to time, on behalf of the Company and to do all such acts and things as may be necessary in connection therewith;
- review or modify contracts / arrangements / agreements executed with SEBs, Private Utilities or other vendors on behalf of the Company;
- take all necessary actions and do all such acts and things as may be necessary in connection with the execution of orders/LOI;
- deal with SEBs, Private Utilities, Govt. / Public Authorities or other vendors on behalf of the Company in respect of execution of orders / LOI/ contracts / agreements / arrangements and receipt of payments; and
- sub-delegate all or any powers vested in it to other Officer/Officers of the Company or other person(s) as the Committee thinks fit and proper in the interest of the Company.

During the year under review, thirty one meetings of the sales committee were held on the following dates:

(i) April 06, 2015	(ii) April 16, 2015	(iii) April 23, 2015	(iv) May 04, 2015
(v) May 11, 2015	(vi) May 28, 2015	(vii) June 6, 2015	(viii) June 18, 2015
(ix) July 13, 2015	(x) July 27, 2015	(xi) August 17, 2015	(xii) August 31, 2015
(xiii) September 10, 2015	(xiv) September 22, 2015	(xv) October 06, 2015	(xvi) October 22, 2015
(xvii) November 02, 2015	(xviii) November 16, 2015	(xix) November 20, 2015	(xx) November 30, 2015
(xxi) December 07, 2015	(xxii) December 14, 2015	(xxiii) December 22, 2015	(xxiv) December 30, 2015
(xxv) January 12, 2016	(xxvi) January 22, 2016	(xxvii) February 03, 2016	(xxviii) February 17, 2016
(xxix) February 29, 2016	(xxx) March 08, 2016	(xxxi) March 21, 2016	

4. GENERAL BODY MEETINGS

(a) The location, date and time of last three annual general meetings ('AGMs') are as under:

Year	Location	Date	Time
2012-2013	Crescent Banquets, Kirtimaan Plaza, Sector-30, Noida-201001	18.09.2013	11.00 a.m.
2013-2014	A-32A, Sector-62, Noida- 201309 (U.P)	29.09.2014	11.00 a.m.
2014-2015	A-32A, Sector-62, Noida- 201309 (U.P)	26.09.2015	11.00 a.m.

(b) The details of the special resolutions passed in the previous three AGMs are as under:

AGM	Subject of Special Resolution
21st (18.09.2013)	<ul style="list-style-type: none"> • Re-designation of Mr. Kailash Chandra Agarwal, as Non-Executive Vice Chairman of the Company. • Appointment of Mr. Rajendra Kumar Agarwal, as Managing Director (MD) and Chief Executive Officer (CEO) of the Company.
22nd (29.09.2014)	<ul style="list-style-type: none"> • Authority to transfer/sell/dispose of an undertaking/business unit. • Appointment of Mr. Jitendra Kumar Agarwal as Joint Managing Director.
23rd (26.09.2015)	<ul style="list-style-type: none"> • Alteration of Articles of Association of the Company. • Approval of the Related Party Transactions. • Ratification of the Related Party Transactions entered into in the financial year 2014-15.

(c) Special resolution(s) passed last year through postal ballot:

During the year under review, no resolution was passed through postal ballot.

(d) Special resolution(s) proposed to be conducted through postal ballot:

No special resolution is proposed to be conducted through postal ballot on or before the ensuing annual general meeting of the Company.

5. MEANS OF COMMUNICATION

Quarterly results: The Company's quarterly results are published in 'Business Standard/Financial Express' in English and 'Business Standard/Jansatta/Nafa Nuksan' in Hindi and are displayed on its website ("www.genuspower.com" / "www.genus.in").

Official news releases: Official news releases made by the Company from time to time are sent to stock exchanges and also displayed on the Company's website.

Presentations to institutional investors / analysts: Presentations made, if any to the institutional investors and analysts, are uploaded on the Company's website.

Annual Report: Annual Reports, notices and all other documents that were needed to be sent to the shareholders are sent via email to all those shareholders, who have registered their e-mail addresses to the Depository Participants and physical copies are sent to those shareholders who have not registered their email addresses or those who wish to get the physical copies of the aforesaid documents.

Website: The Company's website ("www.genuspower.com" / "www.genus.in") contains a separate section namely 'Investors' for use of its investors. The financial results, annual reports, corporate governance reports/information, shareholding pattern and other corporate communications/information/forms related to investors are available on the Company's website. The Company has disseminated all information, where applicable and required under regulation 46(2) of the SEBI Listing Regulations.

NSE Electronic Application Processing System ('NEAPS'): All periodical compliance related filings like results, shareholding pattern, corporate governance reports, etc. are filed electronically on NEAPS.

BSE Corporate Compliance & Listing Centre ('Listing Centre'): All periodical compliance filings like results, shareholding pattern, corporate governance reports, etc. are filed electronically on the Listing Centre.

6. GENERAL SHAREHOLDERS INFORMATION

(a) 24th Annual General Meeting

Date : Thursday, September 08, 2016
 Time : 11:00 a.m.
 Venue : Jaipuria Institute of Management, A-32A, Sector-62, Opp. IBM, Noida-201309 (Uttar Pradesh).

(b) Financial Year: April 01 to March 31

(c) **Dates of Book Closure:** Friday, September 02, 2016 to Thursday, September 08, 2016
 (both days inclusive) for the purpose of AGM and payment of dividend.

(d) **Dividend Payment Date:** Credit / dispatch between September 09, 2016 and September 25, 2016.

(e) Listing on Stock Exchanges and Stock Codes:

The equity shares of the Company are listed and traded at the following stock exchanges:

S. No.	Name and address of Stock Exchanges	Stock Code
1	BSE Limited (BSE) Pheeroz Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	530343
2	National Stock Exchange of India Limited (NSE) Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai-400051	GENUSPOWER

The Company has already paid the annual listing fee to BSE and NSE and the annual custody/issuer fee to NSDL and CDSL, for the financial year 2016-17.

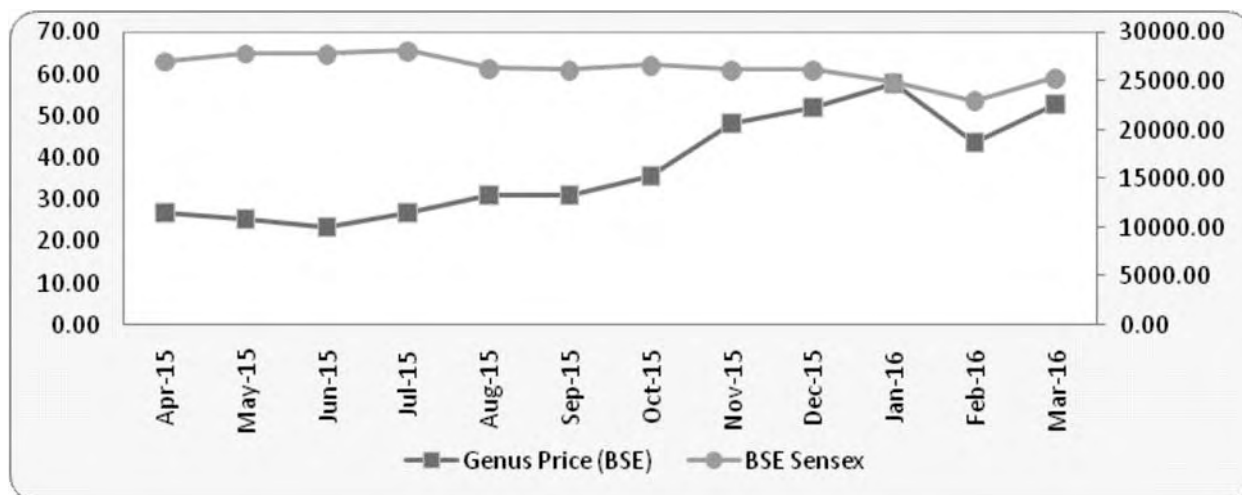
(f) **International Securities Identification Number (ISIN) of Equity Shares:** INE955D01029

(g) **Corporate Identity Number (CIN):** L51909UP1992PLC051997

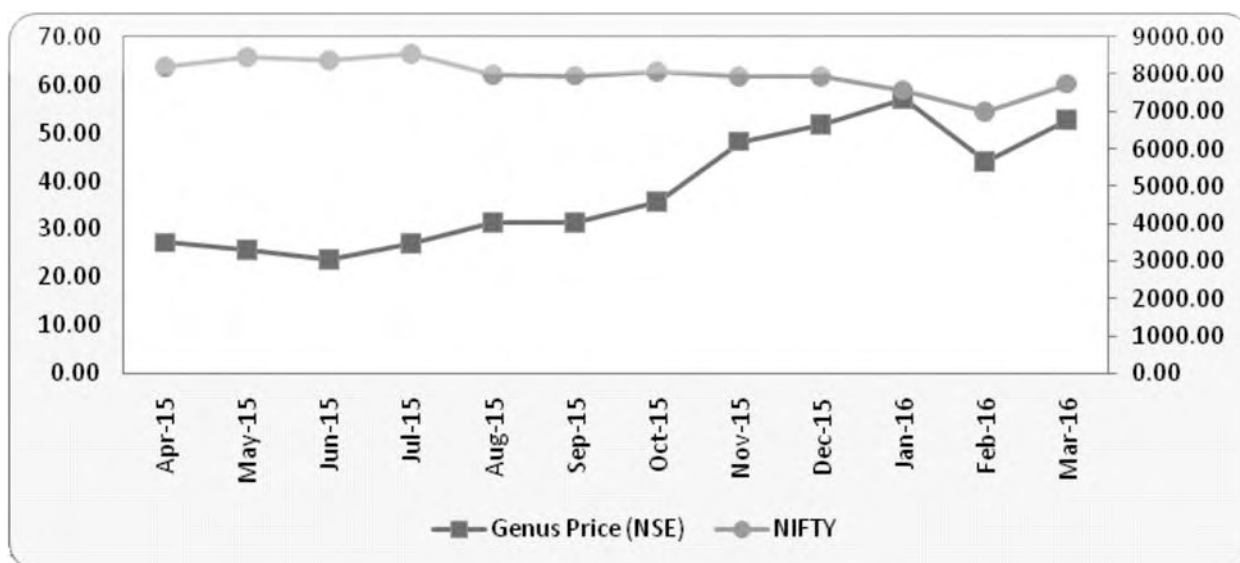
(h) Market Price Data - High and Low quotations of equity shares on BSE and NSE during each month in the last financial year, are as follows:

Month	BSE			NSE		
	High (Rs)	Low (Rs)	Volume (Nos.)	High (Rs)	Low (Rs)	Volume (Nos.)
April, 2015	30.25	23.50	2121620	30.35	23.50	5291987
May, 2015	27.80	24.20	1770102	27.75	24.20	2095251
June, 2015	25.90	21.75	510979	26.20	21.50	1199770
July, 2015	28.85	23.70	1313762	28.80	23.25	3376297
August, 2015	37.95	24.05	5647032	38.00	23.65	16919028
September, 2015	32.90	25.95	1526234	33.00	25.90	4062808
October, 2015	38.70	30.30	2199143	38.65	30.30	7625124
November, 2015	48.50	32.55	4218177	48.45	32.00	11868686
December, 2015	53.00	41.00	4401373	53.10	40.85	13932794
January, 2016	62.50	47.10	18126144	62.45	47.05	82391193
February, 2016	59.80	41.95	5275535	59.80	42.05	11046259
March, 2016	55.60	42.05	4752456	55.50	44.50	8584842

(i) (1) Performance of the share price of the Company in comparison to BSE SENSEX (Comparison of closing price to index value on the last date of respective months):



(2) Performance of the share price of the Company in comparison to NSE NIFTY (Comparison of closing price to index value on the last date of respective months):



(j) Registrar & Share Transfer Agent ("RTA"):

M/s. Niche Technologies Pvt. Ltd.
D-511, Bagree Market, 71, B.R.B. Basu Road, Kolkata – 700 001
Tel.: (033) 22357271/70/3070, 22343576; Fax: (033) 22156823
E-mail: nichetechpl@nichetechpl.com

(k) Share Transfer System:

As regards shares held in electronic form, transfers are made through the depositories with no involvement of the Company. As regards transfer of shares held in physical form, the Company has delegated the authority of transfer to the Company's RTA. For these shares, the transfer documents can be lodged with the RTA at the above mentioned address. If the transfer documents are in order, the transfer of shares is registered within stipulated time by the Company's RTA. The RTA has fully computerized system for the share transfer activity and also to attend to all the delegated matters, timely and appropriately. A summary of transfer/transmission/sub-division/consolidation/renewal of securities of the Company so approved by the RTA is placed before the stakeholders' relationship committee of the Company.

In terms of regulation 40(9) of the SEBI Listing Regulations, the Company takes a certificate from a practicing company secretary within one month of the end of each half of the financial year, certifying that all certificates have been issued within thirty days of the date of lodgement for transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies, if any and produce a copy of the said certificate to the stock exchanges.

The details of shares transferred, transmitted, duplicate/replaced share certificates issued, rematerialisation and dematerialisation held during the financial year are given below:

Particulars	No. of Requests	No. of Shares
Transfer of Shares	3	23000
Transmission of Shares	2	28000
Rematerialisation of Shares	2	1005
Dematerialisation of Shares	9	37000
Duplicate/Replaced Share Certificates	2	4000

(l) **Distribution of Shareholdings:** The distribution of shareholdings as on March 31, 2016 is as follows:

Share Holding	Share Holders		Share Holding	
	Number	% to Total	Number of Shares	% to Total
1 – 500	11,693	63.52	21,78,057	0.85
501 – 1,000	2,466	13.40	21,99,126	0.86
1,001 – 5,000	3,013	16.37	79,31,566	3.09
5,001 – 10,000	572	3.11	47,04,591	1.83
10,001 – 50,000	471	2.56	1,03,84,345	4.04
50,001 – 1,00,000	78	0.42	55,71,445	2.17
1,00,001 and above	115	0.62	22,38,38,720	87.16
TOTAL	18,408	100.00	25,68,07,850	100.00

Shareholding Pattern of Equity Shares as on March 31, 2016 is as follows:

	Category of shareholder	Number of shareholders	Total number of shares	As a percentage of (A+B+C)
(A)	Promoter and Promoter Group			
1	Indian	47	12,98,85,907	50.58
2	Foreign	NIL	NIL	NIL
	Total Promoter and Promoter Group (A)	47	12,98,85,907	50.58
(B)	Public			
1	Institutions	18	1,38,91,275	5.41
2	Non-institutions	18,343	11,30,30,668	44.01
	Total Public (B)	18,361	12,69,21,943	49.42
(C)	Shares held by Custodians and against which Depository Receipts have been issued (C)	NIL	NIL	NIL
	TOTAL (A) + (B) + (C)	18,408	25,68,07,850	100.00

Note: The Company has only one class of equity shares (i.e. equity share of face value Re.1/- each)

(m) **Dematerialisation of Shares and Liquidity:**

The equity shares of the Company are actively traded in BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), regularly.

The equity shares of the Company are compulsorily traded in dematerialised form. The detail of mode of holding as on 31.03.2016 is as under:

S. No.	Mode of Holding	Holding (Nos.)	Holding (%)
1.	Shares held in dematerialised form in NSDL	22,67,34,411	88.29
2.	Shares held in dematerialised form in CDSL	2,63,91,093	10.28
3.	Shares held in Physical Form	36,82,346	1.43
	Total	25,68,07,850	100.00

25,31,25,504 equity shares in aggregate forming 98.57 % of the Equity Share Capital of the Company have been dematerialised up to March 31, 2016.

(n) Outstanding GDR/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity:

The Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments except employee stock options as on March 31, 2016. The Company has 19,68,539 stock options in force as on March 31, 2016, which would vest over a maximum period of 6 years or such other period as may be decided by the nomination and remuneration committee from the date of grant based on specified criteria and as per the Employees Stock Option Scheme-2012 of the Company. Assuming all the stock options are converted into Equity Shares, the number of equity shares available for trading in the Indian stock exchanges would go up by further 19,68,539 equity shares.

(o) Transfer of unclaimed/unpaid amount to 'Investor Education and Protection Fund':

In pursuance of section 124 of the Companies Act, 2013 ('Act'), during the year under review, a sum of Rs.2,56,399/- (dividend for the year 2007-08) being unpaid/unclaimed dividend for a period of seven years, has been transferred to the investor education and protection fund (IEPF), established under sub-section (1) of section 125 of the Act. The cumulative amount transferred to IEPF up to March 31, 2016 is Rs.39,69,931/-.

(p) Commodity price risk or foreign exchange risk and hedging activities:

The Company imports some raw materials in currencies other than the Indian rupee, which exposes it to foreign currency fluctuation risks. The Company has in place a comprehensive Forex Risk Management Policy to manage and control foreign exchange risk. As per the policy, the Company generally uses foreign exchange forward and option contracts to hedge such exposures. The details with regard to foreign currency exposure and hedging activities are given in notes to the financial statements.

(q) Location of Plants and R&D Centre:

S. No.	Address
1.	SPL-3, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022 (Rajasthan), (India)
2.	SPL-2A, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022 (Rajasthan), (India)
3.	Plot No.SP-1-2317, Ramchandrapura Industrial Area, Sitapura Extension, Jaipur-302022 (Rajasthan), (India)
4.	SP-4-2, Keshwana, Kotputli, Dist.-Jaipur-303108, (Rajasthan), (India)
5.	Plot No. 12, Sector-4, IIE, SIDUCUL, Haridwar-249403 (Uttarakhand), (India)
6.	Plot No.9 & 10, Sector-2, SIDCUL, Haridwar (Uttarakhand)

(r) Address for Correspondence:**(i) For transfer, transmission, duplicate, dematerialisation of shares and any other query relating to the shares of the Company:**

- **For Securities held in physical form:**

M/s. Niche Technologies Pvt. Ltd.
(Registrar & Share Transfer Agent)
Unit: Genus Power Infrastructures Limited
D-511, Bagree Market, 71, B. R. B. Basu Road, Kolkata – 700 001
Telephone Nos. : (033) 22357270/71/3070, 22343576
Fax No. : (033) 22156823
E-mail : nichetechpl@nichetechpl.com

- **For Securities held in demat form**

To the investors' Depository Participant(s) AND/OR M/s. Niche Technologies Private Limited

(ii) For queries/complaints relating to non-receipt of annual reports, dividend or other investor's grievances:

The Company Secretary,
Genus Power Infrastructures Limited
SPL-3, RIICO Industrial Area, Sitapura, Tonk Road,
Jaipur-302022, Rajasthan, India
Telephone Nos.: (0141) 7102412
Designated E-mail: cs@genus.in

(iii) For queries on financial statements/results:

Investor Relations Officer,
Genus Power Infrastructures Limited
D-116, Okhla Industrial Area,
Phase-1, Okhla,
New Delhi-110020
Telephone Nos.:(011)47114800
E-mail:investors@genus.in

7. DISCLOSURES

(a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of the Company at large:

During the year under review, the Company had not entered into any materially significant related party transactions that may have potential conflict with the interests of the Company at large. All related party transactions entered into by the Company during the year under review were in the ordinary course of business and were on arm's length basis. All related party transactions had the prior approval of the audit committee. The Company had also taken approval of the shareholders for entering into the material related party transactions with effective from April 01, 2015 up to the maximum limit of per annum as specified in the special resolution passed in the previous annual general meeting held on September 26, 2015 and the related parties were abstained from voting on such resolutions whether the entity is a related party to the particular transaction or not. Attention of members is drawn to the disclosure of transactions with related parties set out in notes to the financial statements. The Policy on materiality of related party transactions and dealing with related party transactions as approved by the board of directors of the Company may be accessed on the Company's website at the link - "http://genuspower.in/pdf/Related%20Party%20Transaction%20Policy_0.pdf".

(b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by the stock exchanges or the securities and exchange board of India or any statutory authority, on any matter related to capital markets, during the last three years:

During the last three years, there were no penalties or strictures imposed on the Company by the Stock Exchange(s) and/or SEBI and/or any other statutory authorities on matters relating to capital market. The Company has complied with all the requirements of the Listing Agreement of the Stock Exchanges as well as the applicable regulations and guidelines of SEBI, during the last three years. All information / returns / reports were filed within stipulated time with stock exchanges / other authorities.

(c) Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel has been denied access to the audit committee:

With a view to provide a vigil mechanism for directors and employees of the Company, a 'Whistleblower and Vigilance Policy' has been formulated and implemented. Under this mechanism, whistleblower can approach the vigilance officer / chairperson of the audit committee to report the genuine concerns of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or code of business ethics and responsibility. Any actual or potential fraud or violation of the Company's Codes, howsoever insignificant or perceived as such, remains a matter of serious concern for the Company. The Company takes appropriate action against such employee whose action is found to violate the code or any other policy of the Company, after giving him a reasonable opportunity of being heard. The vigil mechanism also provide for adequate safeguards against victimization of whistleblower, who avail the mechanism. The whistleblower and vigilance policy can be accessed on the Company's website at the link - "http://genuspower.in/pdf/Whistle%20Blower%20Policy%20and%20Vigil%20Mechanism_0.pdf". It is affirmed that no personnel has been denied access to the audit committee.

(d) Details of Compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has complied with all the mandatory requirements of corporate governance as specified in the Listing Agreement, the SEBI Listing Regulations and the Companies Act, 2013. The Company has also adopted the following discretionary requirements as specified in Part E of Schedule II to the SEBI Listing Regulations:

- (i) The Company has appointed separate persons to the post of Chairman and Managing Director/CEO.
- (ii) The Internal auditor may report directly to the Audit Committee.
- (iii) The Company has constituted the Risk Management Committee.

(e) Web link where policy for determining 'material' subsidiaries is disclosed:

http://genuspower.com/pdf/Material%20Subsidiaries%20Policy_1.pdf

(f) Web link where policy on dealing with related party transactions is disclosed:

http://genuspower.com/pdf/Related%20Party%20Transaction%20Policy_0.pdf

(g) Disclosure with respect to Share in the demat suspense account/ unclaimed suspense account:

The Company does not have any share of the Company in demat suspense account or unclaimed suspense account.

A qualified practicing Company Secretary has carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The report on reconciliation of share capital audit confirms that the total issued/paid-up capital is in agreement with the aggregate total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL, and the status of the Register of Members. The said Reports were placed before the board of directors of the Company and were also sent to the BSE and NSE.

(h) Accounting treatment in preparation of the financial statements:

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on accrual basis under the historical cost convention.

For and on behalf of the Board of Directors

Ishwar Chand Agarwal

Chairman

DIN: 00011152

Jaipur, July 29, 2016

Auditors' Certificate on Corporate Governance

To

The Members of Genus Power Infrastructures Limited

We have examined the compliance of conditions of Corporate Governance by Genus Power Infrastructures Limited ("the Company"), for the year ended on March 31, 2016, as stipulated in Clause 49 of the Listing Agreement ("Listing Agreement") of the Company with the stock exchanges for the period April 1, 2015 to November 30, 2015 and as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing regulations") as referred to in Regulation 15(2) of the Listing Regulations, for the period December 1, 2015 to March 31, 2016.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in above mentioned Listing Agreement/ Listing Regulations, as applicable

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **S.R. Batliboi & Associates LLP**
ICAI Firm registration number: 101049W/E3000
Chartered Accountants

per **Shankar Srinivasan**
Partner
Membership No.: 213271

Place of signature : Hyderabad
Date : May 25, 2016

For **D. KHANNA & ASSOCIATES**
Firm registration number: 012917N
Chartered Accountants

per **Deepak Khanna**
Partner
Membership No.: 092140

Place of signature : Jaipur
Date : May 25, 2016

Declaration from the Chief Executive Officer as stipulated in Clause D of Schedule V (Annual Report) to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

I hereby confirm that the members of board of directors and senior management personnel of the Company have affirmed compliance with the Company's code of conduct of board of directors and senior management.

Jaipur, July 29, 2016

(Rajendra Kumar Agarwal)
Managing Director & CEO
DIN:00011127

'Annexure-E' to the Directors' Report

Extract of Annual Return

(Form No. MGT-9)

(As on the financial year ended on March 31, 2016)

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	:	L51909UP1992PLC051997
ii)	Registration Date	:	06/08/1992
iii)	Name of the Company	:	Genus Power Infrastructures Limited
iv)	Category / Sub-Category of the Company	:	Company Limited by Shares
v)	Address of the Registered office and contact details	:	G-14, Sector-63, Noida, Uttar Pradesh-201307 (India) Telefax +91-120-4227116
vi)	Whether listed company	:	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent	:	Niche Technologies Private Limited D-511, Bagree Market, 71, B. R. B. Basu Road, Kolkata-700001 Tel: 033-22357270/71; Fax: 033-22156823 E-mail- nichetechpl@nichetechpl.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company are given below:-

S.No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1.	Electronic Energy Meter	26513	94.03

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

S.No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	M.K.J. Manufacturing Pvt. Ltd., A-12, Mohan Cooperative Industrial Estate, New Delhi- 110044	U74899DL1994PTC061902	Associate	50.00%	2(6)
2.	Greentech Mega Food Park Private Limited, A-6, Royal Ensign, Prithvi Raj Road, C-Scheme, Jaipur- 302001	U45201RJ2012PTC039560	Associate	22.07%	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	69774680	0	69774680	27.19	69774680	0	69774680	27.17	-0.02
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt. (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	60111227	0	60111227	23.42	60111227	0	60111227	23.41	-0.01
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other...	0	0	0	0	0	0	0	0	0
Sub-total (A) (1):-	129885907	0	129885907	50.61	129885907	0	129885907	50.58	-0.03
(2) Foreign									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other...	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	129885907	0	129885907	50.61	129885907	0	129885907	50.58	-0.03
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	0	99000	99000	0.04	12042146	99000	12141146	4.73	4.69
b) Banks/FI	44843	6000	50843	0.02	170238	6000	176238	0.07	0.05
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	38110	0	38110	0.01	62459	0	62459	0.02	0.01
h) Foreign Venture Capital Funds	0	43000	43000	0.02	0	43000	43000	0.02	0.00
i) Others:									
FPI – Corporate Cat-II	400000	0	400000	0.16	1468432	0	1468432	0.57	0.41
Sub-total (B)(1):-	482953	148000	630953	0.25	13743275	148000	13891275	5.41	5.16
(2) Non-Institutions									
a) Bodies Corp.									
i) Indian	22232340	30000	22262340	8.67	20584769	30000	20614769	8.03	-0.64
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs 1 lakh	22109663	2424341	24534004	9.56	23349291	2388346	25737637	10.02	0.46
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	68717154	0	68717154	26.77	55787135	0	55787135	21.72	-5.05

c) Others:									
i) NRI's	8419712	1116000	9535712	3.71	7985005	1116000	9101005	3.54	-0.17
ii) Clearing Members	1094851	0	1094851	0.43	1790122	0	1790122	0.70	0.27
Sub-total (B)(2):-	122573720	3570341	126144061	49.14	109496322	3534346	113030668	44.01	-5.13
Total Public Shareholding (B)=(B)(1)+(B)(2)	123056673	3718341	126775014	49.39	123239597	3682346	126921943	49.42	0.03
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	252942580	3718341	256660921	100	253125504	3682346	256807850	100.00	0.00

ii) Shareholding of Promoters:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	
1	ADITYA TODI	15000	0.01	0.00	15000	0.01	0.00	0.00
2	AMIT AGARWAL (HUF)	146150	0.06	0.00	146150	0.06	0.00	0.00
3	AMIT KUMAR AGARWAL	1316076	0.51	0.00	1316076	0.51	0.00	0.00
4	AMRIT LAL TODI	3206000	1.25	0.00	3206000	1.25	0.00	0.00
5	AMRIT LAL TODI (HUF)	1704500	0.66	0.00	1704500	0.66	0.00	0.00
6	ANAND TODI	2991870	1.17	0.00	2991870	1.16	0.00	-0.01
7	ANAND TODI (HUF)	398000	0.15	0.00	398000	0.15	0.00	0.00
8	ANJU AGARWAL	152740	0.06	0.00	152740	0.06	0.00	0.00
9	ASHUTOSH TODI	114000	0.04	0.00	114000	0.04	0.00	0.00
10	BAJRANG LAL TODI (HUF)	1181680	0.46	0.00	1181680	0.46	0.00	0.00
11	BALDEV KUMAR AGARWAL	508000	0.20	0.00	508000	0.20	0.00	0.00
12	BALDEV KUMAR AGARWAL (HUF)	1520000	0.59	0.00	1520000	0.59	0.00	0.00
13	BANWARI LAL TODI	3660160	1.42	0.00	3660160	1.42	0.00	0.00
14	BANWARI LAL TODI (HUF)	309280	0.12	0.00	309280	0.12	0.00	0.00
15	CRG TRADING AND FINVEST (P) LTD.	3750210	1.46	0.00	3750210	1.46	0.00	0.00
16	GENUS INNOVATION LIMITED	4769600	1.86	0.00	4769600	1.86	0.00	0.00
17	GENUS INTERNATIONAL COMMODITIES LIMITED	4205000	1.64	0.00	4205000	1.64	0.00	0.00
18	HI - PRINT ELECTROMACK PRIVATE LIMITED	5574300	2.17	0.00	5574300	2.17	0.00	0.00
19	HIMANSHU AGRAWAL	2301836	0.90	0.00	2301836	0.90	0.00	0.00
20	IC FINANCE PRIVATE LTD	112800	0.04	0.00	112800	0.04	0.00	0.00
21	ISHWAR CHAND AGARWAL	10425801	4.06	0.00	10425801	4.06	0.00	0.00
22	ISHWAR CHAND AGARWAL (HUF)	402920	0.16	0.00	402920	0.16	0.00	0.00
23	JITENDRA AGARWAL	2434256	0.95	0.00	2434256	0.95	0.00	0.00
24	KAILASH CHANDRA AGARWAL	13298356	5.18	0.00	13298356	5.18	0.00	0.00
25	KAILASH CHANDRA AGARWAL (HUF)	1245600	0.48	0.00	1245600	0.48	0.00	0.00
26	KAILASH COAL AND COKE COMPANY LIMITED	7926000	3.09	0.00	7926000	3.09	0.00	0.00
27	KAILASH INDUSTRIES LIMITED	9961560	3.88	0.00	9961560	3.88	0.00	0.00
28	KAILASH VIDYUT AND ISPAT LIMITED	75000	0.03	0.00	75000	0.03	0.00	0.00
29	MANJU DEVI TODI	374040	0.14	0.00	374040	0.15	0.00	0.01

30	MONISHA AGARWAL	408610	0.16	0.00	408610	0.16	0.00	0.00
31	NARAYAN PRASAD TODI (HUF)	1279000	0.50	0.00	1279000	0.50	0.00	0.00
32	NARAYAN PRASAD TODI	1203600	0.47	0.00	1203600	0.47	0.00	0.00
33	NISHU TODI	436000	0.17	0.00	436000	0.17	0.00	0.00
34	PARUL AGARWAL	807000	0.31	0.00	807000	0.31	0.00	0.00
35	PHOOS RAJ TODI	668000	0.26	0.00	668000	0.26	0.00	0.00
36	PHOOS RAJ TODI (HUF)	759400	0.30	0.00	759400	0.30	0.00	0.00
37	RAJENDRA AGARWAL	2710485	1.06	0.00	2710485	1.05	0.00	-0.01
38	RAJENDRA KUMAR AGARWAL (HUF)	432000	0.17	0.00	432000	0.17	0.00	0.00
39	RAKESH AGARWAL	4206300	1.64	0.00	4206300	1.64	0.00	0.00
40	RUBAL TODI	904400	0.35	0.00	904400	0.35	0.00	0.00
41	SEEMA TODI	820600	0.32	0.00	820600	0.32	0.00	0.00
42	SHANTI DEVI AGARWAL	1610000	0.63	0.00	1610000	0.63	0.00	0.00
43	SHARDA TODI	1383000	0.54	0.00	1383000	0.54	0.00	0.00
44	SIMPLE AGARWAL	751020	0.30	0.00	751020	0.29	0.00	-0.01
45	VISHNU TODI	3359000	1.31	0.00	3359000	1.31	0.00	0.00
46	VISHNU TODI (HUF)	330000	0.13	0.00	330000	0.13	0.00	0.00
47	VIVEKSHIL DEALERS PVT. LTD.	23736757	9.25	0.00	23736757	9.24	0.00	-0.01
	TOTAL	129885907	50.61	0.00	129885907	50.58	0.00	-0.03

iii) **Change in Promoters' Shareholding:** No Change

iv) **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.	Name of Shareholder	Shareholding		Change during the year			Cumulative shareholding during the year (01-04-15 to 31-03-16)	
		No. of shares at the beginning (01-04-15) / end of the year (31-03-16)	% of total shares of the company	As on benpos date*	Increase / decrease in share holding	Reason	No. of Shares	% of total shares of the company
1	AKG FINVEST LTD.	2417000	0.94					
				10/04/2015	13000	Transfer	2430000	0.95
				12/06/2015	248	Transfer	2430248	0.95
				19/06/2015	36222	Transfer	2466470	0.96
				14/08/2015	3530	Transfer	2470000	0.96
				11/09/2015	10000	Transfer	2480000	0.97
				22/01/2016	-75000	Transfer	2405000	0.94
				19/02/2016	-475000	Transfer	1930000	0.75
				26/02/2016	-1930000	Transfer	0	0.00
				18/03/2016	2390000	Transfer	2390000	0.93
		2390000	0.93					
2	ASHISH KACHOLIA	0	0.00					
				15/01/2016	2585328	Transfer	2585328	1.01
				22/01/2016	1474924	Transfer	4060252	1.58
				29/01/2016	506000	Transfer	4566252	1.78
		4566252	1.78					
3	JAI-VIJAY RESOURCES PVT. LTD.	2021970	0.79					
				No Change				
		2021970	0.79					
4	LATA BHANSALI	1921530	0.75					
				No Change				
		1921530	0.75					

5	MANGAL BHANSALI	2150000	0.84					
				No Change				
		2150000	0.84					
6	MEENA A KOTHARI	4100000	1.60					
				17/04/2015	-250000	Transfer	3850000	1.50
				22/05/2015	-4745	Transfer	3845255	1.50
				17/07/2015	-6407	Transfer	3838848	1.49
				24/07/2015	-469936	Transfer	3368912	1.31
				31/07/2015	-27642	Transfer	3341270	1.30
				07/08/2015	-401270	Transfer	2940000	1.14
				14/08/2015	-740632	Transfer	2199368	0.86
				21/08/2015	-349368	Transfer	1850000	0.72
				30/09/2015	-143320	Transfer	1706680	0.66
				09/10/2015	-356680	Transfer	1350000	0.53
				23/10/2015	-250000	Transfer	1100000	0.49
				06/11/2015	-251658	Transfer	848342	0.33
				13/11/2015	-125674	Transfer	722668	0.28
				20/11/2015	-443395	Transfer	279273	0.11
		27/11/2015	-279273	Transfer	0	0.00		
		0	0.00					
7	MONDIP KUMAR TAMULY (On behalf of Genus Shareholders' Trust)	47543850	18.53					
				15/01/2016	-20000000	Transfer	27543850	10.73
		27543850	10.73					
		0	0.00					
8	NARENDRA KUMAR AGARWAL			15/01/2016	1000000	Transfer	1000000	0.39
				22/01/2016	484879	Transfer	1484879	0.58
				29/01/2016	377323	Transfer	1862202	0.73
				05/02/2016	193263	Transfer	2055465	0.80
				12/02/2016	370475	Transfer	2425940	0.95
				19/02/2016	225493	Transfer	2651433	1.03
				26/02/2016	83445	Transfer	2734878	1.07
		2734878	1.07					
9	RAJESH BOTHRA	6150600	2.40					
				No Change				
		6150600	2.40					
		0	0.00					
10	RELIANCE CAPITAL TRUSTEE CO. LTD -A/C REL			15/01/2016	8062000	Transfer	8062000	3.14
				22/01/2016	600000	Transfer	8662000	3.37
		8662000	3.37					
11	TALMA CHEMICAL INDUSTRIES PVT LTD	2070880	0.81					
				No Change				
		2070880	0.81					
		2880000	1.12					
12	UNO METALS LTD			15/05/2015	355000	Transfer	3235000	1.26
				29/05/2015	15000	Transfer	3250000	1.27
				05/06/2015	70000	Transfer	3320000	1.29
				12/06/2015	15000	Transfer	3335000	1.30
				19/02/2016	550000	Transfer	3885000	1.51
				26/02/2016	1930000	Transfer	5815000	2.26
				18/03/2016	-2880000	Transfer	2935000	1.14
		31/03/2016	-205000	Transfer	2730000	1.06		
		2730000	1.06					
		0	0.00					
13.	UTI - DUAL ADVANTAGE FIXED TERM FUND SER			04/12/2015	215066	Transfer	215066	0.08
				15/01/2016	474211	Transfer	689277	0.27
				22/01/2016	1899747	Transfer	2589024	1.01
				05/02/2016	53801	Transfer	2642825	1.03
				12/02/2016	325000	Transfer	2967825	1.16

				12/02/2016	325000	Transfer	2967825	1.16
				19/02/2016	193640	Transfer	3161465	1.23
				04/03/2016	100000	Transfer	3261465	1.27
				18/03/2016	85217	Transfer	3346682	1.30
				31/03/2016	33464	Transfer	3380146	1.32
		3380146	1.32					
14	VALLABH ROOPCHAND BHANSHALI	2985700	1.16					
				No Change				
		2985700	1.16					

*The shares of the Company are traded on a daily basis and hence the date refers to as the Benpos date. Benpos (beneficiary positions) refers to the list of beneficiaries/beneficial owners (the shareholders of the company, who are holding the shares in demat form), which is provided by a Depository viz. NSDL/CDSL to the Registrar and Share Transfer Agent, periodically.

v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of Shareholder	Shareholding		Change during the year			Cumulative shareholding during the year (01-04-15 to 31-03-16)	
		No. of shares at the beginning (01-04-15) / end of the year (31-03-16)	% of total shares of the company	Date	Increase / decrease in share holding	Reason	No. of shares	% of total shares of the company
1	ISHWAR CHAND AGARWAL	10425801	4.06					
				No Change				
2	KAILASH CHANDRA AGARWAL	10425801	4.06					
		13298356	5.18					
3	RAJENDRA AGARWAL			No Change				
		13298356	5.18					
4	JITENDRA AGARWAL	2710485	1.06					
				No Change				
5	BHAIRON SINGH SOLANKI	2710485	1.06					
		2434256	0.95					
6	ANKIT JHANJHARI			No Change				
		2434256	0.95					
5	BHAIRON SINGH SOLANKI	10000	0.00					
				17/04/2015	-10000	Transfer	0	0.00
6	ANKIT JHANJHARI	0	0.00					
		40654	0.02					
6	ANKIT JHANJHARI			No Change				
		42836	0.02	27/05/2015	2182	ESOP	42836	0.02
		42836	0.02					

V. INDEBTEDNESS (Rs. in Lacs):

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

Particular	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	32298.34	3758.31	NIL	36056.65
ii) Interest due but not paid	NIL	NIL	NIL	0.00
iii) Interest accrued but not due	51.96	NIL	NIL	51.96
Total (i+ii+iii)	32350.30	3758.31	NIL	36108.61
Change in Indebtedness during the financial year				
Addition	NIL	52.01	NIL	52.01

Reduction	12819.56	NIL	NIL	12819.56
Net Change Indebtedness	(12819.56)	52.01	NIL	(12767.55)
At the end of the financial year				
i) Principal Amount	19493.56	3810.32	NIL	23303.88
ii) Interest due but not paid	NIL	NIL	NIL	0.00
iii) Interest accrued but not due	37.18	NIL	NIL	37.18
Total (i+ii+iii)	19530.74	3810.32	NIL	23341.06

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(Rs. in Lacs)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		Ishwar Chand Agarwal	Rajendra Kumar Agarwal	Jitendra Kumar Agarwal	Satya Narayan Vijayvergiya*	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	264.00	175.20	175.20	10.18	624.58
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income -tax Act, 1961	NIL	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL	NIL
4	Commission - as % of profit - others, specify...	NIL	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (A)	264.00	175.20	175.20	10.18	624.58
	Ceiling as per the Act (@ 10% of net profits calculated under Section 198 of the Companies Act, 2013)					1103.68

* Up to 02.12.2015 (Ceased to be a director on account of resignation w. e. f. December 03, 2015).

B. Remuneration to other directors

(Rs. in Lacs)

Sl. No.	Particulars of Remuneration	Name of Directors*								Total Amount
		KCA	SA	RP	DCA	BSS	IMB	NV	UA	
1	Independent Directors									
	Fee for attending board / committee meetings	NA	NA	0.47	0.60	0.56	0.15	0.05	0.25	2.08
	Commission	NA	NA	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Others, please specify	NA	NA	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total (1)	NA	NA	0.47	0.60	0.56	0.15	0.05	0.25	2.08
2	Other Non-Executive Directors									
	Fee for attending board / committee meetings	NIL	NIL	NA	NA	NA	NA	NA	NA	NA
	Commission	NIL	NIL	NA	NA	NA	NA	NA	NA	NA
	Others, please specify	NIL	NIL	NA	NA	NA	NA	NA	NA	NA
	Total (2)	NIL	NIL	NA	NA	NA	NA	NA	NA	NA
	Total (B)=(1+2)	NIL	NIL	0.47	0.60	0.56	0.15	0.05	0.25	2.08
	Ceiling as per the Act (@ 1% of net profits calculated under Section 198 of the Companies Act, 2013)									110.37
	Total Managerial Remuneration (A+B)									624.58
	Overall Ceiling as per the Act (@11% of net profits calculated as per Section 198 of the Companies Act, 2013)									1214.05

*Note:

KCA=Kailash Chandra Agarwal; SA=Sharmila Agarwal; RP=Rameshwar Pareek; DCA=Dharam Chand Agarwal

BSS=Bhairon Singh Solanki; IMB=Indraj Mal Bhutoria; NG=Naveen Gupta; UA=Udit Agarwal

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(Rs. in Lacs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Chief Financial Officer	Company Secretary	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income -tax Act, 1961	18.25	15.45	33.70
	(b) Value of perquisites u/s 17(2) Income - tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income - tax Act, 1961	NIL	NIL	NIL
2	Stock Option	NIL	0.43	0.43
3	Sweat Equity	NIL	NIL	NIL
4	Commission - as % of profit - others, specify...	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL
	Total (C)	18.25	15.88	34.13

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

For and on behalf of the Board of Directors

Ishwar Chand Agarwal

Chairman

DIN: 00011152

Jaipur, July 29, 2016

'Annexure-F' to the Directors' Report

Policy for selection of Directors and determining Directors' independence

An effective Board of Directors ("Board") should have a balance of skill and experience that is appropriate for the size and requirement of the business.

WHOLE-TIME DIRECTOR / EXECUTIVE DIRECTORS / MANAGING DIRECTOR

"Whole-time director" includes a director in the whole-time employment of the company.

"Managing Director" means a director who, by virtue of the articles of a company or an agreement with the company or a resolution passed in its general meeting, or by its Board of Directors, is entrusted with substantial powers of management of the affairs of the company and includes a director occupying the position of managing director, by whatever name called.

The Company shall take into account following points, while appointing a Managing Director or Whole-time Director/Executive Director on the Board:

- (a) Director must have relevant skill/experience/knowledge in Finance/ Law/ Management/ Sales/ Marketing/ Administration/ Research/ Corporate Governance/ Technical Operations or the other disciplines related to company's business.
- (b) Director should possess the highest personal and professional ethics, integrity and values.
- (c) Director must be willing to devote sufficient time and energy in carrying out their duties and responsibilities.

The Company shall not appoint or continue the employment of any person as managing director or whole-time director/executive director who—

- (a) is below the age of twenty-one years or has attained the age of seventy years:
Provided that appointment of a person who has attained the age of seventy years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person;
- (b) is an undischarged insolvent or has at any time been adjudged as an insolvent;
- (c) has at any time suspended payment to his creditors or makes, or has at any time made, a composition with them; or
- (d) has at any time been convicted by a court of an offence and sentenced for a period of more than six months.

The managing director, whole-time director/executive director shall also meet all criteria specified in section 197 and Schedule V of the Companies Act, 2013. Subject to the provisions of section 197 and Schedule V of the Companies Act, 2013, the terms and conditions of such appointment and remuneration payable, shall be approved by the Board of Directors at a meeting, subject to approval of the shareholders

at the next general meeting of the Company and by the Central Government in case such appointment is at variance to the conditions specified in that Schedule.

Provided that a notice convening Board or general meeting for considering such appointment shall include the terms and conditions of such appointment, remuneration payable and such other matters including interest, of a director or directors in such appointments, if any.

Where an appointment of a managing director or whole-time director/executive director is not approved by the company at a general meeting, any act done by him before such approval shall not be deemed to be invalid, subject to the provisions of the Companies Act, 2013 and other applicable laws.

The Company shall appoint or re-appoint any person as its managing director or whole-time director/executive director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of his term.

INDEPENDENT DIRECTOR

An independent director in relation to a company, means a non-executive director (other than a managing director or a whole-time director or a nominee director) of the Company,—

- (a) who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- (b) (i) who is or was not a promoter of the company or its holding, subsidiary or associate company;
(ii) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
- (c) apart from receiving director's remuneration, has or had no material pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- (d) none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or Rs.50 lakhs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- (e) who, neither himself nor any of his relatives—
 - (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—

- (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
- (B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;
- (iii) holds together with his relatives 2% or more of the total voting power of the company; or
- (iv) is a Chief Executive or director, by whatever name called, of any non-profit organisation that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or
- (v) is a material supplier, service provider or customer or a lessor or lessee of the company;
- (f) who is not less than 21 years of age.
- (g) who possesses such other qualifications as may be prescribed from time to time by the competent authorities.

Independent Director shall meet all above criteria specified in Section 149(6) of the Companies Act, 2013 and rules made there-under and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Every independent director shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as an independent director, give a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Explanation

- (a) "Associate" shall mean a company which is an "associate" as defined in Accounting Standard (AS) 23, "Accounting for Investments in Associates in Consolidated Financial Statements", issued by the Institute of Chartered Accountants of India.
- (b) "Key Managerial Personnel" shall mean "Key Managerial Personnel" as defined in section 2(51) of the Companies Act, 2013. As per section 2(51) of "key managerial personnel", in relation to a company, means—
 - (i) the Chief Executive Officer or the managing director or the manager;
 - (ii) the company secretary;
 - (iii) the whole-time director;
 - (iv) the Chief Financial Officer; and
 - (v) such other officer as may be prescribed;
- (c) "Relative" shall mean "relative" as defined in section 2(77) of the Companies Act, 2013 and rules prescribed there under. As per Section 2(77) of the Companies Act, 2013 "relative", with reference to any person, means any one who is related to another, if—
 - (i) they are members of a Hindu Undivided Family;

- (ii) they are husband and wife; or
- (iii) one person is related to the other in such manner as may be prescribed;

Limit on number of directorships:

- (a) A person shall not serve as an independent director in more than seven listed companies.
- (b) Further, any person who is serving as a whole time director in any listed company shall serve as an independent director in not more than three listed companies.

Maximum tenure of Independent Directors

Subject to the provisions of section 152 of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for reappointment on passing of a special resolution by the company and disclosure of such appointment in the Board's report. However, no independent director shall hold office for more than two consecutive terms, but such independent director shall be eligible for appointment after the expiration of three years of ceasing to become an independent director:

Provided that an independent director shall not, during the said period of three years, be appointed in or be associated with the company in any other capacity, either directly or indirectly.

For the purposes of above, any tenure of an independent director on the date of commencement of the Companies Act, 2013 shall not be counted as a term.

Expectation from Independent Director:

- (a) Bring an external and independent perspective.
- (b) Challenge the recommendations of other Board members, if it seems against the interest of the Company or its shareholders.
- (c) Assist in setting and revising the Company's strategy and objectives.
- (d) Ensure that there are proper risk management and internal control framework which are implemented concerning all aspects of the business of the Company.
- (e) Consider management's plans on succession planning.
- (f) Add the skills mix on the board and have suitable experience.
- (g) Adherence to Code of Conduct for Independent Directors of the Company.
- (h) Comply with the provisions of all applicable laws.

Performance evaluation of Independent Directors

- (a) The Nomination and Remuneration Committee shall lay down the evaluation criteria for performance evaluation of independent directors.
- (b) The company shall disclose the criteria for performance evaluation, as laid down by the Nomination and Remuneration Committee, in its Annual Report.
- (c) The performance evaluation of independent directors shall be made by the entire Board of Directors (excluding the director being evaluated).

- (d) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

Non-executive Directors' compensation and disclosures

All fees / compensation, if any paid to non-executive directors, including independent directors, shall be fixed by the Board of Directors and shall require previous approval of shareholders in general meeting. The shareholders' resolution shall specify the limits for the maximum number of stock options that can be granted to non-executive directors, in any financial year and in aggregate.

Provided that the requirement of obtaining prior approval of shareholders in general meeting shall not apply to payment of sitting fees to non-executive directors, if made within the limits prescribed under the Companies Act, 2013 for payment of sitting fees without approval of the Central Government.

Provided further that independent directors shall not be entitled to any stock option.

Separate meetings of the Independent Directors

- (a) The independent directors of the company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of management. All the independent directors of the company shall strive to be present at such meeting.

- (b) The independent directors in the meeting shall, inter-alia:
- (i) review the performance of non-independent directors and the Board as a whole;
 - (ii) review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
 - (iii) assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Qualifications of independent director:

Independent director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the company's business.

For and on behalf of the Board of Directors

Ishwar Chand Agarwal
Chairman
DIN: 00011152
Jaipur, July 29, 2016

Remuneration Policy

PREAMBLE

The Remuneration Policy (the "Policy") of Genus Power Infrastructures Limited (the "Company" or "Genus") is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors of the Company (the "Board") has approved and adopted the revised Policy at its meeting held on July 29, 2016, as per the recommendation made by the Nomination and Remuneration Committee of Directors of the Company.

The Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of directors and laid down policy relating to remuneration for the directors, key managerial personnel and other employees.

The Remuneration Policy of Genus is designed to attract, retain and motivate the senior management personnel ("SMP") including its Key Managerial Personnel ("KMP") and Board (collectively referred to herein as the "Board and SMP"). The policy ensures that -

- (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- (c) remuneration to Directors and SMP involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals; and
- (d) remuneration matches the level in comparable companies, whilst also taking into consideration of the required competencies, effort and scope of the Directors and SMP's work.

The Remuneration Policy applies to the Company's senior management personnel, including its Key Managerial Personnel and Board of Directors.

The Policy is divided into separate sections for executive directors, non-executive directors and senior management personnel.

REMUNERATION OF EXECUTIVE DIRECTORS (INCLUDING MANAGING DIRECTOR)

The remuneration of the executive directors is set by the Nomination and Remuneration Committee (the "Committee") in compliance with applicable provisions of the Companies Act, 2013 read with the applicable rules thereto including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Committee makes a recommendation to the Board for the remuneration payable to the Executive Directors. Then the Board upon the recommendation of the Committee decides and approves the remuneration and other terms & conditions of appointment of the Executive Directors, subject to approval of the shareholders of the Company at their meeting.

The remuneration is evaluated annually against performance aligned with shareholders' interests, the Company's strategy and a benchmark of other comparable companies, which in size and complexity are similar to Genus. In determining packages of remuneration, the Committee may consult/discuss with the Chairman or Managing Director of the Company.

Total remuneration shall be comprised as follows:

Fixed remuneration: Base-level fixed salary (basic salary) is set at a level aimed at attracting and retaining the Executive Directors with professional and personal competency required to run the Company successfully and accelerate the Company's performance. It is strongly linked to the Company's long-term performance and strategy.

Allowances & Perquisites: Allowances and perquisites shall be as follows (subject to the applicable laws, rules and regulations):

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

- (xi) Free telephone facility at residence including mobile phone for official use.

Incentive programme, bonus pay, etc.: The Executive Directors are not included in incentive programmes (i.e. employees' stock options schemes, bonus pay or similar plans).

Severance payments: It will be in accordance with termination clauses in employment agreements, if any.

Reimbursement of expenses: Expenses incurred in connection with Board and Committee meetings held are reimbursed as per account rendered.

Commission: The commission will be paid as recommended by the Nomination and Remuneration Committee and approved by the Board subject to approval of the Shareholders of the Company.

REMUNERATION OF NON-EXECUTIVE DIRECTORS

Non-Executive Directors (NEDs) are appointed to bring his/her experience, proficiency and independent viewpoint in order to help and confront the Board making sure that Board decisions are transparent, fair and in the interest of the Company and its shareholders. NEDs are not involved in the management of the Company on a daily basis. NEDs receive sitting fees for attending the meeting of the Board and Board Committees as approved by the Board on a recommendation of the Committee.

The Committee recommends the sitting fees in compliance with applicable provisions of the Companies Act, 2013 read with the applicable rules thereto and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The NEDs are not included in incentive programmes (i.e. employees' stock options schemes, bonus pay or similar plans).

Expenses incurred in connection with attending the Board and Committee meetings are reimbursed as per account rendered.

The commission will be paid as recommended by the Nomination and Remuneration Committee and approved by the Board subject to approval of the Shareholders of the Company.

REMUNERATION OF SENIOR MANAGERIAL PERSONNEL (INCLUDING KEY MANAGERIAL PERSONNEL, EXCEPT EXECUTIVE DIRECTORS AND MANAGING DIRECTOR) ("SMP")

Fixed and variable remuneration: The Board believes that a combination of fixed and variable/incentive pays (linked to performance of the Company as well as individual) to the SMP ensures that the Company can attract and retain best talents. Incentives can help in creating shareholder value.

The remuneration of SMP mainly comprises basic salary, allowances, perquisites, variable/incentives pay linked to performance, reimbursement of expenses and retirement benefits. Allowance, perquisites, bonus, variable/incentives pay and retirement benefits are paid according to the Company policy, subject to prescribed statutory ceiling under various statutes.

The components of the total remuneration vary for different grades and are governed by the qualification, experience/merits and performance of each employee. The Company while deciding the remuneration also takes into consideration present employment scenario and prevailing remuneration package of the industry.

The annual variable/incentive pay is linked to the performance of the Company in general and their individual performance for the relevant year measured against Company's targets fixed in the beginning of the year.

Stock Options: In addition to normal/regular remuneration package, Employees Stock Option Schemes ("ESOS") are also in place for SMP and other employees of the Company, which are in compliance with the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (the "erstwhile SEBI ESOP Guidelines") as replaced by the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and any other guidelines, regulations etc. framed by SEBI in this regard. The objectives of the ESOS are to attract & retain talent, reward for past association & performance and to create long-term shareholder value. The stock option scheme is share-based. ESOS is administered by the Committee. The Committee, in accordance with this Scheme and applicable laws, determines the following:

- (i) The quantum of Employee Stock Options to be granted under the ESOS;
- (ii) The Eligibility Criteria;
- (iii) Terms and conditions for grant of options to employees which may be different for different class of employees falling in the same tranche of options issued under ESOS;
- (iv) The procedure for making a fair and reasonable adjustment in case of corporate actions such as merger, sale of division, stock consolidation, rights issues, bonus issues and others;
- (v) The procedure and terms for the Grant, Vest and Exercise of Employee Stock Option in case of Employees who are on long leave;
- (vi) The procedure for cashless exercise of Employee Stock Options, if required;
- (vii) Approve forms, writings and/or agreements for use in pursuance of the ESOS.

Options granted under ESOS would vest within not less than one year and not more than six years from the date of grant of such options. Vesting of options would be subject to continued employment with the Company and thus the options would vest on passage of time. In addition to this, the

Committee may also specify certain performance parameters subject to which the options would vest. The options are exercisable not earlier than 1 year following the grant and will lapse if they remain unexercised after 3 years following the vesting. The exercise price for the options is fixed at the time of granting options. The exercise price shall be up to maximum of 50% discount to the Market Price of the Equity Shares as on date of grant. The Board of Directors may subject to compliance with applicable laws, at any time alter, amend, suspend or terminate the ESOS.

Personal benefits: SMP is also eligible to a number of work-related benefits, including company car, free telephone, broadband at home, and work-related newspapers and magazines. The extent of individual benefits is negotiated with each individual SMP. SMP is also covered/insured by various insurance policies taken by the Company for its employees, such as:

- Group Medi-claim Insurance Policy
- Group Personal Accident Policy

DISCLOSURE OF INFORMATION

The Company's Remuneration Policy shall be disclosed in the Board's Report and also published on its website.

For and on behalf of the Board of Directors

Ishwar Chand Agarwal

Chairman

DIN: 00011152

Jaipur, July 29, 2016

'Annexure-H' to the Directors' Report

FORM NO. MR-3

Secretarial Audit Report

For the Financial Year Ended 31st March, 2016.

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Genus Power Infrastructures Limited,
G-14, Sector-63, Noida-201307 (Uttar Pradesh)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Genus Power Infrastructures Limited (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 (audit period), complied with the statutory provisions listed hereunder and also that the company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and the SEBI (Prohibition of Insider Trading) Regulations, 2015 – notified on 15-01-2015 and effective from 15-05-2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014- notified on 28-10-2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the company during the audit period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable as the Company is not registered as Registrar to Issue and Share transfer Agent during the audit period);
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the company during the audit period); and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the company during the audit period);
- (vi) Based on explanations and information furnished to us, we report that company has complied with labour laws and pollution control laws in so far as the same are applicable to it. Other laws applicable to the Company are as under:
 - (a) The Trade Marks Act, 1999
 - (b) The Designs Act, 2000

We have also examined compliance with the applicable clauses/regulations of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;

- (ii) The Listing Agreements entered into by the company with Stock Exchanges;
- (iii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – notified on 02-09-2015 and effective from 01-12-2015;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

- (i) The Board of Directors of the company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- (ii) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- (iii) All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of all such meetings.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the company has (a) issued 1,46,929 equity shares of Re.1 each to employees under ESOS-2012; and (b) decided to close its joint-venture business at Brazil, subject to formalities to be followed in the manner prescribed under FEMA.

For **C. M. BINDAL & COMPANY**
COMPANY SECRETARIES

Date: May 25, 2016
Place: Jaipur

(C.M. BINDAL)
PROPRIETOR
FCS No.103, CP No.176

Note: This Report should be read with the letter of even date by the Secretarial Auditors, which is available on the website of the Company.

'Annexure-I' to the Directors' Report

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

[Pursuant to Section 134(3)(m) of the Companies Act, 2013, read with Rule (8)(3) of the Companies (Accounts) Rules, 2014]

A. CONSERVATION OF ENERGY:

(i) Steps taken or impact on conservation of energy:

Energy generation and consumption have social and ecological impacts. Energy conservation is the only way to avoid these impacts as prevention is always better than a cure. Genus always emphasizes on efficient use of energy and also thinks about its responsibility for saving energy through effective preventive measures. Genus has implemented an effective energy management system which monitors, controls, and conserves energy in its organization. The Company is consistently emphasizing to utilize maximum natural sources of energy. Major initiatives on conservation of energy, implemented at different units during the financial year 2015-16, and/or the impact thereof, are indicated below:

- Installation of new solar power systems of 100 kW capacity, which is directly connected to grid supply system and feeds excess generation to the electricity board.
- Installation of light dependent relay to control street lighting and avoid losses.
- Carried out two kaizen activities to find out excess use of energy and plug them.
- Installation of LED lights instead of conventional lights.
- Periodic re-commissioning of the existing fittings to optimize energy efficiency.
- Replaced older AC equipment with maximum efficiency models.
- Metered and analyzed the energy uses on a daily basis and took feasible preventive measures to avoid losses.
- Managed temperature settings according to heating and cooling season.
- All energy equipments including air conditioning equipment remained "compulsory shutting-off" on weekends, holidays and for varying periods each night, wherever possible and feasible.
- Lighting, except what is required for security purposes, turned off when buildings and facilities are unoccupied, such as at the end of the workday.
- Improved space utilization to avoid new construction and heating/cooling of underused space.
- Considered cost-effective renewable and non-depleting energy sources, wherever possible, both in new construction projects and in existing buildings and facilities.
- Purchased energy star products and other energy-efficient equipment.
- Organised campaign for optimum energy utilization, and encouraged workforce for conservation of energy.
- Induction of staff performance appraisals that evaluate staff on commitment to energy conservation.

(ii) Steps taken by the Company for utilising alternate sources of energy:

- Installation of rooftop solar power system of 100 KW.
- Installation of pipe line to use STP waste water for gardening.
- Evaluating opportunities for utilizing the natural sources of energy instead of conventional source of energy.
- All new buildings, facilities and major renovations shall be designed for maximum utilisation of renewable sources of energy and to meet a fossil fuel and energy consumption performance standard.

(iii) The capital investment on energy conservation equipment:

- Screw chiller 70 Tr installed to run and manage lower capacity.

B. TECHNOLOGY ABSORPTION:

(i) Major efforts made towards technology absorption:

- Successfully implemented AMI part of Himachal Pradesh Smart Grid pilot.
- Developed GPRS based Single Phase Smart Meter.
- Developed GPRS based Three Phase Smart Meter
- Developed High-end Single Phase Meter for overseas market.
- Developed High-end Multifunction Panel Meter.
- Developed DC meter for battery measurement.

- Developed end-to-end solution on 6LoWPAN technology.
- Developed Gateway for 6 LoWPAN.
- Developed Software for Head End System.
- Developed Smart Meter with Wi-Fi connectivity.
- Developed DIN based Split Metering Solution.
- Developed CIU on Power Line Communication.
- Developed CIU on RF Communication for overseas market.
- Developed PLC based Single Phase Smart Meter
- Developed PLC based Three Phase Smart Meter.
- Developed Three Phase Prepayment for overseas market as per unified vending system.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution:

- Successfully completed pilot project on PLC for CESC, Kolkata.
- Successfully deployed India's First AMI project at Kala Amb Himachal Pradesh under Ministry of Power - Smart Grid Pilot Project Mission.
- Successfully deployed end-to-end solution of Metering on RF technology in Smart Village for PGVCL, Gujarat.
- Successfully completed POC (Proof of Concept) of meters on 6 LowPAN at Madhya Pradesh.
- Successfully got certification for 'Shikhar- 1P' from DLMSUA (Geneva).
- Successfully deployed Smart Metering Solution for Telecom Towers.

(iii) Information regarding imported technology (Imported during last three years):

Details of technology imported	Technology import from	Year of import	Status of absorption
Narrow Band Power Line communication	Tekpea, Inc. 2225 East Bayshore Rd. St. 200 Palo Alto, CA 94303, USA Phone: +1 (650) 320-1622 www.tekpea.com	2015	Prototyping in progress

(iv) Expenditure incurred on Research and Development:

(Rs in Lacs)

S. No.	Particulars / Financial Year	2014-15	2015-16
(a)	Capital expenses	132.52	138.29
(b)	Recurring expenses	946.35	985.69
	Total	1078.87	1123.98

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

The foreign exchange earned in terms of actual inflows during the year and the foreign exchange outgoes during the year in terms of actual outflows are as follows:

(Rs in Lacs)

S. No.	Particulars / Financial Year	2014-15	2015-16
(a)	Foreign exchange earnings	5319.56	683.61
(b)	Foreign exchange outgo	27607.82	29743.52

For and on behalf of the Board of Directors

Ishwar Chand Agarwal
Chairman
DIN: 00011152
Jaipur, July 29, 2016

'Annexure-J' to the Directors' Report

Business Responsibility Report

[Pursuant to Regulation 34(2)(f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2015 dated December 22, 2015]

SECTION A: GENERAL INFORMATION OF THE COMPANY

1	Corporate Identity Number (CIN) of the Company	L51909UP1992PLC051997								
2	Name of the Company	Genus Power Infrastructures Limited								
3	Registered Address	G-14, Sector-63, Noida, Uttar Pradesh-201307 (India) Telefax: +91-120-4227116								
4	Website	'www.genuspower.com' / 'www.genus.in'								
5	Email id	cs@genus.in								
6	Financial Year reported	2015-16								
7	Sector(s) that the Company is engaged in (industrial activity code-wise)	<p>The Company is engaged in manufacturing of Electronic Energy Meters, and also undertakes 'Engineering, Construction & Contracts' projects for power transmission and distribution sector. As per National Industrial Classification – Ministry of Statistics and Programme Implementation, industrial activity code-wise is as follows:</p> <table border="1"> <thead> <tr> <th>Industrial Group</th> <th>Description</th> </tr> </thead> <tbody> <tr> <td>Group 265</td> <td>Manufacture of measuring, testing, navigating and control equipment</td> </tr> <tr> <td>Group 422</td> <td>Construction of utility projects</td> </tr> <tr> <td>Group 432</td> <td>Electrical, plumbing and other construction installation activities</td> </tr> </tbody> </table>	Industrial Group	Description	Group 265	Manufacture of measuring, testing, navigating and control equipment	Group 422	Construction of utility projects	Group 432	Electrical, plumbing and other construction installation activities
Industrial Group	Description									
Group 265	Manufacture of measuring, testing, navigating and control equipment									
Group 422	Construction of utility projects									
Group 432	Electrical, plumbing and other construction installation activities									
8	List three key products/services that the Company manufactures/provides (as in balance sheet)	(i) Smart Metering Solutions; and (ii) 'Engineering, Construction & Contracts' projects for power transmission and distribution sector.								
9	Total number of locations where business activity is undertaken by the Company	(i) Number of International Locations (Provide details of major 5): Currently, the Company has one international location i.e. Singapore, where business activity is undertaken. (ii) Number of National Locations: The Company has seven plants, located at Jaipur and Haridwar. The Company has 17 domestic locations at different locations across India, where it has several sales and marketing offices.								
10	Markets served by the Company – Local/State/National/International	In addition to serving Indian markets, the Company exported to 8 countries worldwide during FY 2015-16.								

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1	Paid-up Capital (INR)	2568.08 lacs
2	Total Turnover (INR)	86923.96 lacs
3	Total profit after taxes (INR)	7845.06 lacs
4	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	2.06% of average net profit of the Company for last three financial years.
5	List of activities in which expenditure has been Incurred	Refer 'Annual Report on CSR Activities'

SECTION C: OTHER DETAILS OF THE COMPANY

1	Does the Company have any Subsidiary Company/ Companies?	No
2	Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)	Not Applicable
3	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30 -60%, More than 60%]	No

SECTION D: BR INFORMATION

1. Details of Director/Directors responsible for BR

(a) Details of the Director/Director responsible for implementation of the BR policy/policies		
(i)	DIN Number	00011127
(ii)	Name	Mr. Rajendra Kumar Agarwal
(iii)	Designation	Managing Director and CEO
(b) Details of the BR head		
(i)	DIN Number	N.A.
(ii)	Name	Mr. N.L. Nama
(iii)	Designation	VP (Finance & Accounts)
(iv)	Telephone number	+91-141-7102453
(v)	e-mail id	nl.nama@genus.in

2. Principle-wise (as per NVGs) BR Policy/policies

(a) Details of compliance (Reply in Y/N)

No	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy/ policies for....	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national / international standards? If yes, specify? (50 words) ¹	Y ¹	Y ¹	Y ¹	Y ¹	Y ¹	Y ¹	Y ¹	Y ¹	Y ¹
4	Has the policy being approved by the Board? If yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6	Indicate the link for the policy to be viewed online?	Y ²	Y ²	Y ²	Y ²	Y ²	Y ²	Y ²	Y ²	Y ²
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8	Does the company have in -house structure to implement the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	Y	Y	Y	Y	Y	Y

- The policies are based on NVG-guidelines in addition to conformance to the spirit of international standards like ISO 9000, ISO 14001 'BIS', 'IEC', 'IECQ', 'C-DOT', 'CE' and 'S mark for safety & supplies to European Countries'. Genus is a proud CMMI level 3 Company, accredited with various national and international certifications such as ISI, KEMA, SABS, STS, ZIGBEE, UL and more.
- These are internal policies of the Company and are available to relevant stakeholders of the Company. However, the Company's 'Mission & Values' 'CSR Policy', 'Whistle Blower Policy and Vigil Mechanism' 'Code of Conduct for Directors & Senior Management', 'Policy for Determining Materiality of Events and Information' 'Code of Fair Disclosure' and 'Code of conduct for regulating, monitoring and reporting of trading by insiders' and several other policies related to corporate governance and stakeholders are available in the investor section at Company's website, 'www.genuspower.com' / 'www.genus.in'.

Linkages of various Company policies with BR Principles as per NVG

Principle No.	NVG Principle	Reference Document
P1	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability	<ul style="list-style-type: none"> • Mission & Values • Code of Business Ethics and Responsibility • Code of Conduct • Safety, Health & Environment Policy • Policy for Determining Materiality of Events and Information • Code of Fair Disclosure and Code of conduct for regulating, monitoring and reporting of trading by insiders.
P2	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle	<ul style="list-style-type: none"> • Code of Business Ethics and Responsibility • Mission & Values • Quality Policy • Safety, Health & Environment Policy
P3	Businesses should promote the well - being of all employees	<ul style="list-style-type: none"> • Code of Conduct • Mission & Values • Whistle Blower Policy and Vigil Mechanism • Safety, Health & Environment Policy • Prevention of Sexual Harassment Policy
P4	Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised	<ul style="list-style-type: none"> • Corporate Social Responsibility Policy • Code of Conduct • Code of Business Ethics and Responsibility
P5	Businesses should respect and promote human rights	<ul style="list-style-type: none"> • Prevention of Sexual Harassment Policy • Safety, Health & Environment Policy • Whistle Blower Policy and Vigil Mechanism • Mission & Values • Code of Business Ethics and Responsibility
P6	Businesses should respect, protect, and make efforts to restore the environment	<ul style="list-style-type: none"> • Code of Business Ethics and Responsibility • Corporate Social Responsibility Policy • Safety, Health & Environment Policy • Quality Policy
P7	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner	<ul style="list-style-type: none"> • Mission & Values • Code of Business Ethics and Responsibility • Code of Conduct
P8	Businesses should support inclusive growth and equitable development	<ul style="list-style-type: none"> • Mission & Values • Code of Business Ethics and Responsibility • Corporate Social Responsibility Policy
P9	Businesses should engage with and provide value to their customers and consumers in a responsible manner	<ul style="list-style-type: none"> • Mission & Values • Code of Business Ethics and Responsibility • Quality Policy

(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options):

No	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	The company has not understood the Principles	Not Applicable								
2	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3	The company does not have financial or manpower resources available for the task									
4	It is planned to be done within next 6 months									
5	It is planned to be done within the next 1 year									
6	Any other reason (please specify)									

3. Governance related to BR

(a)	Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. (Within 3 months, 3-6 months, Annually, More than 1 year)	The Chief Executive Officer of the Company reviews the BR performance of the Company on annual basis.
(b)	Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?	The Company publishes the BR report, annually. The BR report for FY 2015 - 16 are included in this Annual Report and can also be accessed at www.genuspower.com / www.genus.in .

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.

1. Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs/Others?:

The Company's policy relating to ethics, bribery and corruption is covered under the Company's 'Mission & Values' and 'Code of Business Ethics and Responsibility', which are applicable to all personnel of the Company as well as to all vendors and business partners of the Company.

The Company's code of conduct covers the policy on ethics, bribery and anti-corruption and it includes all individuals working with it at all levels and grades. This mechanism includes directors, senior management personnel and other employees ((including probationary, trainee, retainer, temporary or contractual). The well-defined policy lists tenets on ethical business conduct, definitions and the framework for reporting concerns.

The Policy for determination of 'Materiality of Events' determine materiality of events or information of the Company and to ensure that such information is properly disseminated to relevant stakeholders of the Company.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

Particulars	Shareholders Complaints	Customers Complaints
No. of complaints pending as on April 01, 2015 (Opening Balance)	0	16
No. of complaints were received in FY 2015-16 (Add during the year)	3	51
No. of complaints were successfully resolved as on March 31, 2016 (Resolved during the year)	3	56
No. of customer complaints pending as on March 31, 2016 (Closing Balance)	0	11*
% of complaints resolved	100%	84%

*Subsequently, most of these pending complaints have been resolved.

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.**1. List upto 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.**

The Company provides 'Smart Meters & Smart Metering Solutions', and also undertakes 'Engineering, Construction and Contracts' projects for power transmission and distribution sector. Its products/services/solutions are completely environmental friendly. It does not use any fossil fuel. The Company is accredited with all major quality and process certifications like 'ISO-9001:2008', 'BIS', 'IEC', 'IECQ', 'C-DOT', 'CE' and 'S mark for safety & supplies to European Countries'. Genus has proud BIS certificate for different rated meters, which is amongst the highest in the country in Electronic Energy Meter Industry. Genus has been awarded with STS (Standard Transfer Specification) certification. The Standard Transfer Specification (STS) has become recognized as the only globally accepted open standard for prepayment metering systems, ensuring inter-operability between system components from different manufacturers of prepayment systems.

Genus has in-house R&D centre (recognized by the Ministry of Science & Technology, Government of India and accredited by National Accreditation Body for Testing Labs 'NABL'), which ensured all social or environmental compliance, while designing the products/services/solutions.

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product(optional):**(a) Reduction during sourcing/production/distribution achieved since the previous year throughout the value chain?**

The Company's products/services/solutions do not have any broad based impact on energy or water during production/distribution/sourcing. However, there has been reduction of energy and water usage during sourcing/production/distribution of the Company's products/services/solutions since the previous year throughout the value chain.

(b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

Genus's smart metering solutions facilitate the power utilities in collection, measurement and analysis of energy consumption pattern by individual customers through a two-way communication system between the discom and the consumer. It helps in reducing incidents of network overload through better load management, digitally, thus ensuring better power management. Smart meters allow price setting agencies to introduce different prices of consumption, based on the time-of-day and the season. This also helps the consumers to manage their energy use in a better way and reduce their energy bills.

Genus provides closed loop metering solutions that offer operational advantages such as anti-temper feature, accurate billing, error reporting, load management analysis, digital display, pre-payment feature etc., to power utilities/discoms and thereby truly helped in power saving, power management and chiefly in reduction of transmission and distribution losses.

There has been a considerable reduction during usage by consumers (energy) since the previous year.

3. Does the company have procedures in place for sustainable sourcing (including transportation)?**(a) If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.**

Yes, the Company aims to have sustainable relationship with its vendors. We have defined sets of systems/procedures for selection of prospective vendors, which includes techno commercial analysis, vendor's financial strength, market share, past track record etc. All vendors providing goods or services including transportation services have to comply with all relevant laws along with environment, health and safety norms. We estimate that the most of our inputs was sourced sustainably.

4. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?**(a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?**

The Company always support and promote local and small vendors/manufacturers for ensuing positive impact of sourcing resources. The local vendors/manufacturers were used for ECC project business, local supply of materials, material handling services, warehousing, etc. For providing after sales service to the customers, the Company also has engaged local service providers. Further, these service providers are given regular trainings and technological supports so as to optimize their capacity and capabilities.

5. Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

Since the Company's products or wastes do not appropriate to recycle, it does not have any established mechanism to recycle products and waste. However, the Company's products and raw material wastes, e.g. plastic boxes/bodies of meters and electronics waste are being disposed-off through scrap vendors after proper disposal certificates are being taken from the vendors.

Principle 3: Businesses should promote the well being of all employees.

1	Please indicate the Total number of employees	1025			
2	Please indicate the Total number of employees hired on temporary/contractual/casual basis	1324			
3	Please indicate the Number of permanent women employees	71			
4	Please indicate the Number of permanent employees with disabilities	04			
5	Do you have an employee association that is recognized by management	No			
6	What percentage of your permanent employees is members of this recognized employee association	Not Applicable			
7	Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.	No.	Category	No of complaints filed during the financial year	No of complaints pending as on end of the financial year
		1	Child labour/forced labour/involuntary labour	Nil. The Company does not hire Child labour, forced labour or involuntary labour.	Nil
		2	Sexual harassment	No case reported.	Nil
		3	Discriminatory employment	Nil. There is no discrimination in the recruitment process of the Company.	Nil
8	What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?	(a) Permanent Employees	: 29%	(b) Permanent Women Employees	: 24%
		(c) Casual/Temporary/Contractual Employees	: 48%	(d) Employees with Disabilities	: Nil

Principle 4: Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

1	Has the company mapped its internal and external stakeholders? Yes/No	Yes
2	Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders?	Yes, the Company has identified the following disadvantaged, vulnerable and marginalised stakeholders: (a) Local community (b) Socio-economically disadvantaged sections of the society
3	Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.	The Company supported an education programmes named as 'Bal Sanskar Kendra' and 'Eklavya Sankar Kendra', which is conducted in far reaching areas of the tribal belts of Rajasthan. By this activity many rural & underprivileged students got the opportunity to read and write. Apart from this, the company also promoted 'Computer Training Center' for rural women. The company in association of 'Sewa Bharti Samiti, Rajasthan' organized medical camps and awareness programs in remote villages. The Company through 'Baldev Agarwal Naturopathy Center' is also providing natural healthcare services to every class of people at subsidized rates.

Principle 5: Businesses should respect and promote human rights

1	Does the policy of the company on human rights cover only the company or extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?	Facets of human rights such as child labour, forced labour, occupational safety, non-discrimination are covered by the various Human Resource policies, Safety, Health & Environment Policy, Mission & Values, Whistle Blower Policy, Code of Business Ethics and Responsibility and other relevant stakeholders' policies of the Company.
2	How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?	The Company did not receive any stakeholder complaint in 2015-16 regarding human rights.

Principle 6: Business should respect, protect, and make efforts to restore the environment

1	Does the policy related to Principle 6 cover only the company or extends to the Group / Joint Ventures / Suppliers / Contractors / NGOs / others.	The Company's policy relating to restoration of the environment is covered under the Company's 'Mission & Values', 'Safety, Health & Environment Policy', and 'Code of Business Ethics and Responsibility', which are applicable to all personnel of the Company as well as to all vendors and business partners of the Company.
2	Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.	Yes, the Company has taken the initiatives on Green energy such as :- (i) Usage of renewable energy with solar panels, (ii) Usage of solar batteries to reduce fuel consumption at factory sites/offices/ project sites and thereby reducing CO2 emission etc. With a view to maintain the balance in atmospheric surrounding, Genus Group is actively involved in plantation of trees and creating basic awareness around us related to importance of green environment and ecological balance in our life. Web-link: " http://genuspower.com/social/Environment.aspx ".
3	Does the company identify and assess potential environmental risks? Y/N	The Company's products/services/solutions are completely environmental friendly. It does not use any fossil fuel during production or procurement. However, the Company continuously made efforts to identify and assess potential environmental risks involved in its operations.
4	Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?	In order to promote ecologically sustainable growth and saving exhaustible natural resources and providing clean & green energy, Genus has successfully installed new solar power systems of capacity of 100 kW. The Company files environmental compliance report, if required, with the regulatory authority.
5	Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.	Yes, the Company has undertaken the following initiatives on clean technology, energy efficiency, renewable energy, etc.: <ul style="list-style-type: none"> • Installation of new solar power systems of capacity of 100 kW. • Installation of new pipe line to use STP waste water for gardening. • All new buildings, facilities and major renovations shall be designed for maximum utilisation of renewable sources of energy and to meet a fossil fuel and energy consumption performance standard. Web-link: " http://genuspower.com/social/Environment.aspx ".
6	Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?	Yes
7	Number of show cause/ legal notices received from CPCB/SPCB, which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.	Nil

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

1	Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:	(i) Confederation of Indian Industry (CII) (ii) Indian Electrical and Electronics Manufacturers Association (IEEMA) (iii) Federation of Indian Chambers of Commerce and Industry (FICCI) (iv) Federation of Rajasthan Trade and Industry (FORTI)
2	Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)	Yes, the broad areas are as follows: (i) Economic Reforms (ii) Inclusive Development Policies (iii) Promote Technological Progress (iv) Sustainable Business Principles (v) Energy Sustainability

Principle 8: Businesses should support inclusive growth and equitable development

1	Does the company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.	<p>Yes, the Company has undertaken the following programmes/initiatives/projects in pursuit of the policy related to inclusive growth and equitable development:</p> <p>Education: Genus has embarked on a journey to impart primary education to the underprivileged with the vision to improve access and quality of education. In line with this Genus, in association with 'Shree Agarwal Shiksha Samiti & Sewa Bharti Samiti, Rajasthan' conducted various programmes in rural areas of Rajasthan. The Company supported an education programmes named as 'Bal Sanskar Kendra' and 'Eklavya Sankar Kendra', which is conducted in far reaching areas of the tribal belts of Rajasthan. By this activity many rural & underprivileged students got the opportunity to read and write. Apart from this, company also promoted 'Computer Training Center' for rural women. In this activity, women are provided basic computer knowledge. This helped them to become self-confident & self-reliant.</p> <p>Healthcare: To reduce health related problems and to create awareness regarding healthy living as well as to educate them on various medical problems, Company in association with 'Sewa Bharti Samiti, Rajasthan' organized medical camps and awareness programs in remote villages. In addition, under these camps, medicines are distributed free of cost, which extensively benefitted needy people. The Company through 'Baldev Agarwal Naturopathy Center' is also providing natural healthcare services to every class of people at subsidized rates.</p> <p>Animal Welfare: With our mission to save stray/abandoned cows, the Company contributed significant amount to 'ISKON', 'Geeta Dham Trust', and 'Rajaldesar Gaushala' where they apply innovative ways to work for "gau sewa" under humane and loving conditions. Here, cows are properly sheltered and fed with healthy staple. They are also provided medical facilities, if needed. This is a humble attempt to spread awareness and make the world a better place by remembering and practicing the sacredness of the cow.</p>
2	Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization?	The programmes/projects are undertaken through internal team as well as in partnership with reputed and experienced foundation/organisation/external NGO.
3	Have you done any impact assessment of your initiative?	Yes, the Company has conducted impact assessments of its CSR Initiatives.
4	What is your company's direct contribution to community development projects - Amount in INR and the details of the projects undertaken?	During the financial year under review, the Company spent an amount of Rs.116.98 lacs on community development projects/ CSR activities. Details of the projects undertaken are given in Annual Report on CSR Activities enclosed as 'Annexure-B' to the Directors' Report.
5	Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.	<p>To ensure that the community development initiatives/CSR initiatives of the Company are successfully adopted by the community, the Company takes the following steps:</p> <ul style="list-style-type: none"> • Area and programme identification after taking feedbacks of community members. • Develop relationship with community leaders and reputed personalities of community. • Conduct workshop to get involvement of community members in project implementation. • Regular and amicable interaction with community members through field representatives. • Periodical assessment meetings and survey to measure impact of social initiatives and level of adoption. • Analysis of results of assessment/survey and implement corrective measures in the next initiatives/projects.

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner.

1	What percentage of customer complaints/consumer cases are pending as on the end of financial year.	16% (Subsequently, most of these pending complaints have been resolved)
2	Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. /Remarks(additional information)	In addition to mandatory details such as name of the company, address etc. as per laws, the Company also display brand name, product specifications, visuals etc. on product packaging with a view to provide value to our customers and consumers in a responsible manner.
3	Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on the end of financial year. If so, provide details there of, in about 50 words or so.	No case filed.
4	Did your company carry out any consumer survey/ consumer satisfaction trends?	Yes, the Company regularly conducts customer/consumer survey and also carries out consumer satisfaction trends. This helps the Company to provide better products/services to its customers and consumers.

For and on behalf of the Board of Directors

Ishwar Chand Agarwal

Chairman

DIN: 00011152

Jaipur, July 29, 2016

**Certificate of CEO and CFO under Regulation 17(8) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

To,
The Board of Directors,
Genus Power Infrastructures Limited,

Dear Sirs,

We, Mr. Rajendra Kumar Agarwal, Managing Director & Chief Executive Officer ('CEO') and Mr. Rakesh Kumar Agarwal, Chief Financial Officer ('CFO') of the Company, Genus Power Infrastructures Limited, heading the Finance & Accounts functions, hereby certify as under:

- (a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2016 and that to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
 - (i) that there are no significant changes in internal control over financial reporting during the year;
 - (ii) that there are no significant changes in accounting policies during the year; and
 - (iii) that there are no instances of fraud of which we have become aware.

Yours sincerely,

(Rajendra Kumar Agarwal)
Managing Director & CEO
DIN: 00011127

(Rakesh Kumar Agarwal)
Chief Financial Officer

Jaipur, May 25, 2016

Independent Auditor's Report

To the Members of Genus Power Infrastructures Limited

Report on the Financial Statements

We have audited the accompanying standalone financial statements of Genus Power Infrastructures Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2016, its profit, and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 1 a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;

- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 31 (d), (e) and (f) to the financial statements;
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts; and
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For S.R. BATLIBOI & ASSOCIATES LLP

ICAI Firm registration number: 101049W/E300004
Chartered Accountants

per Shankar Srinivasan

Partner
Membership No.: 213271

Place of signature : Hyderabad
Date : May 25, 2016

For D. KHANNA & ASSOCIATES

Firm registration number: 012917N
Chartered Accountants

per Deepak Khanna

Partner
Membership No.: 092140

Place of signature : Jaipur
Date : May 25, 2016

Annexure 1 referred to in our report of even date

Re: Genus Power Infrastructures Limited ("the Company")

- (i)
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner over a period of 3 years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
 - (c) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, the title deeds of immovable properties are held in the name of the Company.
- (ii) The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical verification.
- (iii)
 - (a) The Company has granted loans, the principal and interest thereof are re-payable on demand, to a company covered in the register maintained under section 189 of the Companies Act, 2013. In our opinion and according to the information and explanations given to us, the terms and conditions of the grants and loans not prejudicial to the Company's interest.
 - (b) The Company has granted loans that are re-payable on demand, to a company covered in the register maintained under section 189 of the Companies Act, 2013. The loans granted are re-payable on demand. We are informed that the Company has not demanded repayment of any such loan and interest during the year, and thus, there has been no default on the part of the parties to whom the money has been lent.
 - (c) There are no overdue amounts in respect of the loan granted to a company covered in the register maintained under Section 189 of the Companies Act, 2013.

- (iv) In our opinion and according to the information and explanations given to us, provisions of section 185 and 186 of the Companies Act 2013 in respect of loans to directors including entities in which they are interested and in respect of loans and advances given, investments made and, guarantees, and securities given have been complied with by the Company.
- (v) The Company has not accepted any deposits from the public.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the manufacture or service of electricals and electronic machinery, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess and other material statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service tax, sales-tax, duty of custom, duty of excise, value added tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) According to the records of the Company, the dues outstanding of income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax and cess on account of any dispute, are as follows:

Name of the Statute	Nature of Dues (including interest and penalty where applicable)	Amount (Rs. In Lacs)			Period to which amount relates (Financial Year)	Forum
		Gross Amount	Amount deposited under protest	Net Amount		
The Customs Act, 1962	Custom Duty	378.73	63.21	315.52	2013-2014	Customs, Excise and Service Tax Appellate Tribunal, Mumbai
The Finance Act, 1994	Service Tax	298.13	30.00	268.13	2006-2007 2010-2012	Customs, Excise and Service Tax Appellate Tribunal, Delhi
The Central Excise Act, 1994	Excise Duty	126.55	50.68	75.87	2004-2010	Customs, Excise and Service Tax Appellate Tribunal, Delhi
		88.50	88.50	-	2012-2015	Commissioner of Central Excise
		14.35	6.92	7.43	2006-2012	Commissioner (Appeals)
The Central Sales Tax Act, 1956	Sales Tax	3.05	0.76	2.29	2009-2010	Assessing Officer
		243.47	42.42	201.05	2010-2011	Assistant Commissioner
		263.62	155.90	107.71	2008-2009	Joint Commissioner (Appeals)
		913.61	39.93	873.68	2007-2009	Rajasthan Tax Board

The Bihar Value Added Act, 2005	Value Added Tax	19.5	5.77	13.73	2006-2009	Joint Commissioner (Appeals)
		40.67	10.17	30.50	2009-2010	Assistant Commissioner
		375.29	117.54	257.75	2009-2010	Commissioner
The Madhya Pradesh Value Added Tax Act, 2015	Value Added Tax	17.64	2.11	15.53	2009-2011 2012-2013	Deputy Commissioner (Appeals)
The Rajasthan Value Added Tax Act, 2003	Value Added Tax	40.26	0.83	39.43	2008-2009	Rajasthan Tax Board
The Rajasthan Tax on Entry of Goods into Local Areas Act, 1999	Entry Tax	9.25	9.25	-	2008-2009	Hon'ble High Court of Rajasthan
The West Bengal Value Added Tax Act, 2003	Value Added Tax	470.75	5.5	465.25	2009-2014	Tax Tribunal
The Uttar Pradesh Value Added Tax Act, 2008	Value Added Tax	23.02	-	23.02	2006-2008	Tax Tribunal
		39.33	-	39.33	2008-2009	Joint Commissioner (Appeals)
		0.6	0.6	-	2012-2013	Assistant Commissioner
		2.67	2.67	-	2014-2015	Assessing Officer
The Income Tax Act, 1961	Income Tax	3,343.27	-	3,347.27	1999-2007	Hon'ble High Court of Rajasthan
		218.99	218.99	-	2007-2008	Income tax appellate tribunal
		465.33	465.33	-	2008-2012	Commissioner of Income tax (appeals)

- (viii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution, debenture holders, bank or government.
- (ix) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not raised any money way of initial public offer / further public offer / debt instruments and term loans hence, reporting under clause (ix) is not applicable to the Company and hence not commented upon.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.
- (xi) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xi) of the order are not applicable to the Company and hence not commented upon.
- (xiii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, transactions with the related parties are in

compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

- (xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence not commented upon.
- (xv) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For S.R. BATLIBOI & ASSOCIATES LLP

ICAI Firm registration number: 101049W/E300004
Chartered Accountants

per Shankar Srinivasan

Partner
Membership No.: 213271

Place of signature : Hyderabad
Date : May 25, 2016

For D. KHANNA & ASSOCIATES

Firm registration number: 012917N
Chartered Accountants

per Deepak Khanna

Partner
Membership No.: 092140

Place of signature : Jaipur
Date : May 25, 2016

Annexure - 2 to the Independent Auditor's Report of even date on the standalone financial statements of Genus Power Infrastructures Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Genus Power Infrastructures Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S.R. BATLIBOI & ASSOCIATES LLP

ICAI Firm registration number: 101049W/E300004
Chartered Accountants

per Shankar Srinivasan

Partner
Membership No.: 213271

Place of signature : Hyderabad
Date : May 25, 2016

For D. KHANNA & ASSOCIATES

Firm registration number: 012917N
Chartered Accountants

per Deepak Khanna

Partner
Membership No.: 092140

Place of signature : Jaipur
Date : May 25, 2016

Genus Power Infrastructures Limited
CIN : L51909UP1992PLC051997
Standalone balance sheet as at March 31, 2016

(All amounts are in Indian Rupees in lacs except share data and unless otherwise stated)

	Notes	As at March 31, 2016	As at March 31, 2015
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3	2,568.08	2,566.61
Reserves and surplus	4	63,386.30	46,159.26
		65,954.38	48,725.87
Non-current liabilities			
Long-term borrowings	5	125.86	1,685.30
Deferred tax liabilities (net)	6	593.76	705.25
Other long-term liabilities	9	332.85	524.58
Long-term provisions	7	1,517.06	1,082.56
		2,569.53	3,997.69
Current liabilities			
Short-term borrowings	8	21,527.64	33,339.74
Trade payables	10		
- Total outstanding dues of micro and small enterprises		127.22	45.71
- Total outstanding dues of creditors other than micro and small enterprises		10,918.64	12,489.89
Other current liabilities	11	4,541.50	4,263.19
Short-term provisions	7	1,991.68	2,042.67
		39,106.68	52,181.20
TOTAL		107,630.59	104,904.76
ASSETS			
Non-current assets			
Fixed assets	12		
Tangible assets		13,744.54	12,948.82
Intangible assets		87.70	88.62
Capital work-in-progress		210.25	58.79
Non-current investments	13	5,399.24	5,567.24
Loans and advances	14	12,331.31	11,910.20
Other non-current assets	17	3,862.98	4,762.08
		35,636.02	35,335.75
Current assets			
Current investments	18	10,095.08	6,651.03
Inventories	19	11,757.21	15,598.29
Trade receivables	15	41,463.03	39,958.16
Cash and bank balances	20	6,191.72	4,895.04
Loans and advances	14	2,305.13	2,274.00
Other current assets	16	182.40	192.49
		71,994.57	69,569.01
TOTAL		107,630.59	104,904.76
Summary of significant accounting policies	2.1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For D. KHANNA & ASSOCIATES
Registration number: 012917N
Chartered Accountants

per Deepak Khanna
Partner
Membership No.92140
Place: Jaipur
Date: May 25, 2016

As per our report of even date
For S.R. BATLIBOI & ASSOCIATES LLP
Registration number:101049W/E300004
Chartered Accountants

per Shankar Srinivasan
Partner
Membership No.213271
Place: Hyderabad
Date: May 25, 2016

**For and on behalf of the Board of Directors of
Genus Power Infrastructures Limited**

Ishwar Chand Agarwal

Chairman
DIN: 00011152

Rajendra Kumar Agarwal

Managing Director & CEO
DIN: 00011127

Rakesh Kumar Agarwal

Chief Financial Officer

Ankit Jhanjhari

Company Secretary

Place: Jaipur
Date: May 25, 2016

Genus Power Infrastructures Limited

CIN : L51909UP1992PLC051997

Standalone statement of profit and loss for the year ended March 31, 2016

(All amounts are in Indian Rupees in lacs except share data and unless otherwise stated)

	Notes	Year ended March 31, 2016	Year ended March 31, 2015
Income			
Revenue from operations (gross)	21	86,923.96	92,393.53
Less: excise duty		1,158.57	893.57
Revenue from operations (net)		85,765.39	91,499.96
Other income	22	1,413.83	1,236.51
Total revenue		87,179.22	92,736.47
Expenses			
Cost of materials consumed including erection expenses	23	54,830.50	66,353.17
(Increase)/decrease in inventory	24	1,572.04	(4,683.44)
Employee benefit expenses	25	6,539.12	6,523.95
Other expenses	26	10,396.46	11,027.34
Depreciation and amortisation expenses	27	1,399.10	1,609.36
Finance costs	28	2,887.51	3,323.93
Total expenses		77,624.73	84,154.31
Profit before tax and exceptional item		9,554.49	8,582.16
Exceptional item	29	(235.86)	1,743.58
Profit before tax and extraordinary item		9,790.35	6,838.58
Extraordinary item	31	-	240.86
Profit before tax		9,790.35	7,079.44
Tax expense			
Current tax		2,056.78	1,963.50
Deferred tax credit		(111.49)	(208.00)
Tax relating to earlier years		-	11.60
Total tax expense		1,945.29	1,767.10
Profit for the year		7,845.06	5,312.34
Net profit attributable to discontinuing operation (net of related income tax effect of Rs Nil (March 31, 2015: Rs.49.81))		-	237.20
Earnings per equity share:			
Basic earnings per share (in Indian Rupees per share)	46		
Before extraordinary item		3.06	2.00
After extraordinary item		3.06	2.07
Diluted earnings per share (in Indian Rupees per share)			
Before extraordinary item		3.04	1.98
After extraordinary item		3.04	2.06
Nominal value per equity share (In Indian Rupees per share)		1.00	1.00
Summary of significant accounting policies	2.1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For D. KHANNA & ASSOCIATES
 Registration number: 012917N
 Chartered Accountants

per Deepak Khanna
 Partner
 Membership No.92140
 Place: Jaipur
 Date: May 25, 2016

As per our report of even date
For S.R. BATLIBOI & ASSOCIATES LLP
 Registration number:101049W/E300004
 Chartered Accountants

per Shankar Srinivasan
 Partner
 Membership No.213271
 Place: Hyderabad
 Date: May 25, 2016

**For and on behalf of the Board of Directors of
 Genus Power Infrastructures Limited**

Ishwar Chand Agarwal

Chairman

DIN: 00011152

Rajendra Kumar Agarwal

Managing Director & CEO

DIN: 00011127

Rakesh Kumar Agarwal

Chief Financial Officer

Ankit Jhanjhari

Company Secretary

Place: Jaipur

Date: May 25, 2016

Genus Power Infrastructures Limited

CIN : L51909UP1992PLC051997

Standalone cash flow statement for the year ended March 31, 2016

(All amounts are in lacs of Indian Rupees except share data and unless otherwise stated)

	Notes	Year ended March 31, 2016	Year ended March 31, 2015
1	CASH FLOWS FROM OPERATING ACTIVITIES		
	Net Profit before tax	9,790.35	7,079.44
	Adjustments to reconcile profit before tax to net cash flows		
	Depreciation and amortisation expenses	1,399.10	1,609.36
	Liquidated damages and bad debts written off (net)	1,351.99	3,199.77
	Provision for bad and doubtful debts	-	526.76
	Provision for diminution of an investment	-	1,743.58
	Profit on sale of long term investment	-	(120.60)
	Liabilities no longer required written back	(176.12)	(100.53)
	Provision for bad and doubtful debts written back	(34.63)	-
	Unrealised forex adjustments	(107.56)	98.61
	Profit on slump sale	(235.86)	-
	Loss on sale of assets (net)	81.35	10.11
	Interest expense	1,980.01	2,486.44
	Interest income	(943.32)	(889.50)
	Dividend income	(182.00)	-
	Operating Profit before Working Capital Changes	12,923.31	15,643.44
	Movements in working capital:		
	Increase in trade receivables	(3,590.75)	(11,352.09)
	Decrease/(increase) in inventories	1,194.93	(6,939.21)
	Increase in loans and advances	(683.48)	(3,073.45)
	Decrease/(increase) in other assets	36.14	(12.85)
	Increase/(decrease) in trade payables	(959.57)	3,935.24
	Increase in provisions	582.37	164.72
	Increase/(decrease) in other liabilities	1,540.77	1,797.51
	Cash Generated from Operations	11,043.72	163.31
	Direct taxes paid (net of refunds)	(2,348.24)	(1,448.17)
	Net Cash flow (used in) / from Operating Activities	8,695.48	(1,284.86)
2	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of fixed assets, including capital work-in-progress and capital advances	(3,176.02)	(2,025.46)
	Proceeds from sale of fixed assets	18.63	47.48
	Proceed from slump sale	3,018.00	-
	Purchase of non-current investments (net)	(3,932.60)	(835.23)
	Proceeds from sale of investments	-	610.15
	Investments in margin money deposits (net)	38.74	(245.80)
	Interest received	917.27	816.75
	Amount received from trust (refer note 4)	10,803.10	-
	Dividend received	182.00	53.26
	Net Cash flow (used in) / from Investing Activities	7,869.12	(1,578.85)
3	CASH FLOW FROM FINANCING ACTIVITIES		
	Proceeds from issuance of share capital	9.93	2.36
	Subsidy / grant received	-	30.00
	Repayment of long term borrowings	(940.67)	(917.60)
	Proceeds from short term borrowings (net)	(11,812.10)	5,672.82
	Interest paid	(1,994.79)	(2,495.25)
	Dividend and dividend tax paid	(616.19)	(302.56)
	Net Cash flow (used in) / from Financing Activities	(15,353.82)	1,989.77
	Net Increase/(Decrease) in Cash and Cash Equivalents	1,210.78	(873.94)
	Cash and Cash Equivalents at the beginning of the year	2,597.93	3,471.87
	Cash and Cash Equivalents at the end of the year	3,808.71	2,597.93

Components of cash and cash equivalents		
Cash and bank balances includes:		
Cash on hand	19.38	19.51
Balance with banks:		
Current accounts	579.58	1,197.11
Cash Credit account	1,087.74	1,346.82
In Foreign currency account	2.58	2.06
Fixed deposit accounts	4,817.22	2,770.90
Unpaid dividend accounts *	19.43	17.49
Cash and bank balances as per balance sheet	6,525.93	5,353.89
Less: Fixed deposits considered as investing activities	2,717.22	2,755.96
Total cash and cash equivalents (refer note 18)	3,808.71	2,597.93
Summary of significant accounting policies	2.1	
*The Company can utilise these balances only towards settlement of unpaid dividend.		

As per our report of even date
For D. KHANNA & ASSOCIATES
 Registration number: 012917N
 Chartered Accountants

per Deepak Khanna
 Partner
 Membership No.92140
 Place: Jaipur
 Date: May 25, 2016

As per our report of even date
For S.R. BATLIBOI & ASSOCIATES LLP
 Registration number:101049W/E300004
 Chartered Accountants

per Shankar Srinivasan
 Partner
 Membership No.213271
 Place: Hyderabad
 Date: May 25, 2016

**For and on behalf of the Board of Directors of
 Genus Power Infrastructures Limited**

Ishwar Chand Agarwal	Chairman DIN: 00011152
Rajendra Kumar Agarwal	Managing Director & CEO DIN: 00011127
Rakesh Kumar Agarwal	Chief Financial Officer
Ankit Jhanjhari	Company Secretary
Place: Jaipur	
Date: May 25, 2016	

Genus Power Infrastructures Limited

CIN : L51909UP1992PLC051997

Notes to the standalone financial statement for the year ended March 31, 2016

(All amounts are in lacs of Indian Rupees except share data and unless otherwise stated)

1. Corporate Information

Genus Power Infrastructures Limited (referred to as "Genus" or the "Company") is a public company domiciled in India. The Company is primarily engaged in the business of manufacturing / providing 'Metering and Metering Solutions and undertaking 'Engineering, Construction and Contracts' on turnkey basis. The equity shares of the Company are listed on National Stock Exchange of India Limited and BSE Limited.

2. Basis of preparation

The financial statements of the Company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

2.1 Statement of significant accounting policies

a. Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

b. Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Sale of goods

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. The Company collects sales taxes and value added taxes (VAT) on behalf of the

government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from revenue. Excise duty deducted from revenue (gross) is the amount that is included in the revenue (gross) and not the entire amount of liability arising during the year.

Income from services

Revenues from service contracts are recognized as and when services are rendered. The Company collects service tax on behalf of the government and, therefore, it is not an economic benefit flowing to the Company. Hence, it is excluded from revenue.

Revenue from erection contracts

Revenue from erection contracts is recognized on the percentage of completion method as mentioned in Accounting Standard (AS 7) "Construction Contracts" as per the Companies Accounting Standards Rules, 2006 (as amended) which are deemed to be applicable as per section 133 of Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014. The percentage of completion is determined by the proportion that contract costs incurred for work performed up to the reporting date bear to the estimated total contract costs. However, profit is not recognized unless there is reasonable progress on the contract. If total cost of a contract, based on technical and other estimates, is estimated to exceed the total contract revenue, the foreseeable loss is provided for. The effect of any adjustment arising from revision to estimates is included in the income statement of the year in which revisions are made. Contract revenue earned in excess of billing has been reflected under "Other current assets" and billing in excess of contract revenue has been reflected under "Other current liabilities" in the balance sheet. Revenue recognized is net of taxes.

Price Escalation and other claims or variations in the contract works are included in contract revenue only when:

- i. Negotiations have reached to an advanced stage such that it is probable that customer will accept the claim; and
- ii. The amount that is probable will be accepted by the customer and can be measured reliably.

Interest income

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "Other income" in the statement of profit and loss.

Dividend income

Dividend income is recognized when the Company's right to receive dividend is established by the reporting date.

c. Tangible fixed assets and depreciation

Fixed assets are stated at cost less accumulated depreciation, impairment losses and specific grant/subsidies, if any. The cost comprises of purchase price, freight, non refundable taxes and duties and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which take substantial period of time to get ready for use are included to the extent they relate to the period till such assets are ready for intended use. All other borrowing costs are expensed in the period they occur.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

The Company adjusts exchange differences arising on translation/ settlement of long-term foreign currency monetary items pertaining to the acquisition of a depreciable asset to the cost of the asset and depreciates the same over the remaining life of the asset. In accordance with MCA circular dated August 09, 2012, exchange differences adjusted to the cost of fixed assets are total differences, arising on long-term foreign currency monetary items pertaining to the acquisition of a depreciable asset, for the period. In other words, the Company does not differentiate between exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost and other exchange difference.

Expenditure directly relating to construction activity is capitalised. Indirect expenditure is capitalised to the extent those relate to the construction activity or is incidental thereto. Income earned during construction period is deducted from the total expenditure relating to construction activity.

Assets under finance leases, where there is no reasonable certainty that the Company will obtain the ownership by the end of the lease term are capitalised and are depreciated over the lease term or estimated useful life of the asset or useful life envisaged in schedule II of the Companies Act, 2013 whichever is shorter.

Premium paid on leasehold land is amortised over the lease term which is from 90 to 99 years.

Depreciation on fixed assets is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by

the management, which are equal to the life prescribed under the Schedule II to the Companies Act, 2013.

The lives of the assets are as follows:

Assets	Life of the assets (in years)
Buildings	30–60
Plant and equipment	6–15
Furniture and fixture	10
Vehicles	8
Office equipments	5
Computers	3–6
Wind mill	22

d. Intangible assets

Costs relating to computer software, which are acquired, are capitalised and amortised on a straight-line basis over their useful life of three years. Research costs are expensed as incurred. Development expenditure incurred in respect of internally generated intangible assets such as product development is carried forward when the future recoverability can reasonably be regarded as assured.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

e. Impairment of tangible and intangible assets

The carrying amounts of assets are reviewed at each reporting date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using weighted average cost of capital.

Post impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

f. Government grant and subsidies

Grants and subsidies from the government are recognized when there is reasonable assurance that (i) the Company will comply with the conditions attached to them, and (ii) the grant/subsidy will be received.

When the grant or subsidy relates to revenue, it is recognized as income on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs, which they are intended to compensate. Where the grant relates to an asset, its value is deducted in arriving the carrying amount of the related asset.

Government grants of the nature of promoters' contribution are credited to capital reserve and treated as a part of the shareholders' funds.

g. Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

h. Inventories

Raw materials and components are valued at lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials and components is determined on weighted average basis.

Finished goods and work-in-progress are valued at lower of cost and net realisable value. Cost includes materials, labour and a proportion of appropriate overheads based on normal operating capacity. Cost of finished goods includes excise duty. Cost is determined on weighted average basis.

Traded goods are valued at lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, reduced by the estimated costs of completion and costs to effect the sale.

i. Retirement and other benefits

Employee benefit in the form of provident fund is a defined contribution scheme and the contributions are charged to the statement of profit and loss in the year of which the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective authorities.

Gratuity is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method

made at the end of each financial year.

Short term compensated absences are provided for based on estimates. Long term compensated absences are provided for based on actuarial valuation. The actuarial valuation is done as per projected unit credit method at the end of each financial year. Actuarial gains/losses are immediately taken to statement of profit and loss and are not deferred.

The Company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

j. Income taxes

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

In the situations where the Company is entitled to tax holiday under Income Tax Act 1961, no deferred tax is recognised in respect of timing differences which reverse during the tax holiday period, to the extent Company's gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of timing differences which reverse after the tax holiday period is recognised in the year in which timing difference originates.

Unrecognised deferred tax assets of earlier years are re-assessed and recognised to the extent that it has become reasonably certain or virtually certain, as the case may be that future taxable income will be available against which such deferred tax assets can be realised.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Minimum Alternate Tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company

recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income Tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT credit entitlement." The Company reviews the "MAT Credit Entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

k. Foreign currency transactions

i) Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

ii) Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

iii) Exchange difference

1. Exchange differences arising on long-term foreign currency monetary items related to acquisition of a fixed asset are capitalized and depreciated over the remaining useful life of the asset.
2. Exchange differences arising on other long-term foreign currency monetary items are accumulated in the "Foreign Currency Monetary Item Translation Difference Account" and amortized over the remaining life of the concerned monetary item.
3. All other exchange differences are recognized as income or as expenses in the period in which they arise.

For the purpose of 1 and 2 above, the Company treats a foreign monetary item as "long-term foreign currency monetary item", if it has a term of 12 months or more at the date of its origination. In accordance with MCA circular dated August 09, 2012, exchange differences for this purpose, are

total differences arising on long-term foreign currency monetary items for the period. In other words, the Company does not differentiate between exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost and other exchange difference.

iv) Forward exchange contracts entered into to hedge foreign currency risk of an existing asset/ liability:

The premium or discount arising at the inception of forward exchange contract is amortized and recognized as an expense/ income over the life of the contract. Exchange differences on such contracts, except the contracts which are long-term foreign currency monetary items, are recognized in the statement of profit and loss in the period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such forward exchange contract is also recognized as income or as expense for the period. Any gain/ loss arising on forward contracts which are long-term foreign currency monetary items is recognized in accordance with paragraph (iii)(1) and (iii)(2).

l. Leases

Where the Company is lessee

Finance leases, where the substantial risks and benefits incidental to ownership of the leased items are transferred to the Company, are capitalised at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges are charged directly against income. Lease management fees, legal charges and other initial direct costs are capitalised.

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item are classified as operating leases. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

m. Earning per share

Basic earning per share is calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit for the year attributable to equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

n. Provisions

A provision is recognized when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Warranty provisions

Provisions for warranty-related costs are recognized when the product is sold or service provided. Provision is based on historical experience. The estimate of such warranty-related costs is revised annually.

o. Cash and cash equivalents

Cash and cash equivalents in the cash flow statements comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

p. Employee stock option plan

Measurement and disclosure of the employee share-based payment plans is done in accordance with SEBI (Share Based Employee Benefits) Regulations, 2014 and the Guidance Note on Accounting for Employee Share-based Payments, issued by the ICAI. The Company measures compensation cost relating to employee stock options using the intrinsic value method. Compensation expense, if any, is amortized over the vesting period of the option on a straight line basis.

q. Contingent liabilities

A contingent liability is possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise the contingent liability but discloses its existence in the financial statements.

r. Borrowing costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition or construction of an asset that necessarily takes a substantial

period of time to get ready for its intended use are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the year they occur.

s. Segment reporting

The Company's operations predominately relate only to power segment and accordingly this is the only segment primary segment. Further the geographical segment is based on the areas in which major operating divisions of the Company operates.

t. Corporate Social Responsibility (CSR) Expenditure

The Company has opted to charge its CSR expenditure incurred during the year to the statement of profit and loss.

3. Share capital					
	March 31, 2016		March 31, 2015		
Authorised					
631,600,000 (March 31, 2015: 631,600,000) equity shares of Re.1 each	6,316.00		6,316.00		
504,000 (March 31, 2015: 504,000) 10% redeemable preference shares of Rs.100 each	504.00		504.00		
1,500,000 (March 31, 2015: 1,500,000) preference shares of Rs.100 each	1,500.00		1,500.00		
Issued, subscribed and fully paid-up shares					
256,807,850 (March 31, 2015: 256,660,921) equity shares of Re.1 each	2,568.08		2,566.61		
	2,568.08		2,566.61		
a. Reconciliation of the equity shares outstanding at the beginning and at the end of the year.					
Equity shares	March 31, 2016		March 31, 2015		
	Numbers	Value	Numbers	Value	
At the beginning of the year	256,660,921	2,566.61	256,625,940	2,566.26	
Issued during the year under employee stock option plan	146,929	1.47	34,981	0.35	
Outstanding at the end of the year	256,807,850	2,568.08	256,660,921	2,566.61	
b. Terms / rights attached to equity shares					
The Company has only one class of equity shares having a par value of Re. 1 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting.					
During the year ended March 31, 2016, the amount of per share dividend recognized as distributions to equity shareholders is Re. 0.25 (March 31, 2015: Re. 0.20).					
In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.					
c. Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date					
	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Equity shares allotted as fully paid up pursuant to scheme of amalgamation for consideration other than cash	-	-	97,719,120	-	-
d. Details of shareholders holding more than 5% equity shares in the Company					
	March 31, 2016		March 31, 2015		
	Numbers	%holding	Numbers	%holding	
(i) Mondip Kumar Tamuly (on behalf of Genus Shareholders' Trust) (refer note 4)	27,543,850	10.73%	47,543,850	18.52%	
(ii) Vivekshil Dealers Private Limited	23,736,757	9.24%	23,736,757	9.25%	
(iii) Kailash Chandra Agarwal	13,298,356	5.18%	13,298,356	5.18%	
As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares except for the Mondip Kumar Tamuly who is holding equity shares on behalf of Genus Shareholders' Trust.					
e. For details of shares reserved for issue under Employee Stock Option Plan (ESOP) of the Company, refer note 32(a).					

4. Reserves and surplus				
	March 31, 2016		March 31, 2015	
Capital reserve				
As per last balance sheet	294.62		264.62	
Add: Additions during the year	-		30.00	
Closing balance	294.62		294.62	
Securities premium account				
As per last balance sheet	8,118.37		8,116.36	
Add: Premium on exercise of employee stock options	8.46		2.01	
Closing balance	8,126.83		8,118.37	
General reserve				
As per last balance sheet	1,506.00		1,506.00	
Add: amount received*	10,146.55		-	
Closing balance	11,652.55		1,506.00	
Foreign currency monetary item translation difference account				
As per last balance sheet	-		(621.66)	
Add: Foreign currency monetary items translation during the year	-		(126.90)	
Less: Adjustments	-		748.56	
Closing balance	-		-	
Surplus in the statement of profit and loss				
Balance as per last financial statements	36,240.27		31,545.79	
Add: Profit for the year	7,845.06		5,312.34	
Less: Appropriations				
Proposed equity dividend @ Re.0.25	642.02		513.32	
Tax on proposed equity dividend	130.70		104.50	
Dividend related to previous year	0.26		0.03	
Tax on dividend related to previous year	0.05		0.01	
Total appropriations	773.03		617.86	
Net surplus in the statement of profit and loss	43,312.30		36,240.27	
	63,386.30		46,159.26	
<p>* Pursuant to the scheme of amalgamation approved by the Hon'ble Allahabad High Court in 2013-14, the shares of the Company held by the Company and Genus Paper Products Limited were consequently transferred to the Genus Shareholders' Trust for the benefit of the Company and its Shareholders. The trust is administered by an independent trustee.</p> <p>During the year, the trust has sold 20,000,000 equity shares of the Company and in line with the purpose of the trust, remitted the proceeds to the Company. The surplus arising on such distribution of Rs. 10,051.55 lacs and the amounts received towards dividend on shares of the Company held by the trust of Rs. 95.00 lacs have been recognised directly in the reserves as such amounts have arisen on shares of the Company.</p>				
5. Long-term borrowings				
	Non-current portion		Current maturities	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
From Banks (Secured)				
Foreign currency loan from a bank	94.45	1,612.76	1,611.89	976.42
Vehicle loans	31.41	72.54	38.49	55.19
	125.86	1,685.30	1,650.38	1,031.61
Amount disclosed under the head "Other current liabilities" (refer note 11)	-	-	(1,650.38)	(1,031.61)
	125.86	1,685.30	-	-
The above amount includes:				
Secured borrowings	125.86	1,685.30	1,650.38	1,031.61
<p>(1) The foreign currency term loan from a bank of Rs.1,706.34 lacs (March 31, 2015: Rs. 2,589.18 lacs) is secured by first exclusive charge on the entire fixed assets of the Company's Jaipur unit- II situated at plot No.SP-1-2317, Ramchandpura, Sitapura extensions, Jaipur (Rajasthan) and Haridwar Unit-II situated at Plot No:9, Sector-2, SIDCUL, Haridwar (Uttarakhand) including immovable properties, present and future acquired out of the said loan and unconditional irrevocable personal guarantees of promoter directors Mr. Ishwar Chand Agarwal, Mr. Rajendra Kumar Agarwal and Mr. Jitendra Kumar Agarwal. Interest will be paid at 6 month USD Libor + 280 BPS p.a payable quarterly (Libor to reset quarterly). The effective weighted average interest rate is 3.62% p.a (March 31, 2015: 3.30% p.a.). These loans are repayable in unequal quarterly instalments starting from June 2012 and will end in May 2017.</p> <p>(2) Vehicle loans from banks and non-banking financial companies is secured by way of hypothecation of the vehicles financed by them under the finance scheme. The effective weighted average interest rate is 10.05% p.a (March 31, 2015: 10.75% p.a.)</p>				

6. Deferred tax liabilities (net)					
		March 31, 2016		March 31, 2015	
Deferred tax liability on account of differences in depreciation as per tax books and financial books	A	919.36		1,008.13	
Deferred tax asset arising on account of timing differences relating to:					
Doubtful debts		170.32		182.30	
Employee benefits		155.28		120.58	
	B	325.60		302.88	
	(A-B)	593.76		705.25	
7. Provisions					
		Long-term		Short-term	
		March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
For employee benefits					
Gratuity (refer note 33)		37.57	47.76	-	-
Compensated absences		-	-	196.40	223.91
		37.57	47.76	196.40	223.91
Other provisions					
For warranties (refer note 47)		1,479.49	1,034.80	369.87	258.70
For Proposed dividend		-	-	642.02	513.32
For Tax on proposed dividend		-	-	130.70	104.50
Provision for income tax (net of advance tax)		-	-	652.69	942.24
		1,479.49	1,034.80	1,795.28	1,818.76
		1,517.06	1,082.56	1,991.68	2,042.67
8. Short-term borrowings					
		March 31, 2016		March 31, 2015	
Secured borrowing					
Cash credit from banks		12,669.63		19,944.12	
Buyer's credit from banks		5,047.69		9,637.31	
		17,717.32		29,581.43	
Unsecured borrowing					
Bills discounting / Bill purchases		3,810.32		3,758.31	
		21,527.64		33,339.74	
<p>(1) Cash credit and Buyer's credit from banks of Rs.17,717.32 lacs (March 31, 2015: Rs.29,581.43 lacs) of the Company under consortium arrangement from Bank of Baroda, State Bank of India, Punjab National Bank, IDBI Bank Ltd, State Bank of Bikaner and Jaipur, Axis Bank and Export Import Bank of India, is secured by way of first pari-passu charge on entire current assets of the Company both present and future and collateral security by way of 1st pari-passu charges on the entire unencumbered fixed assets of the Company and equitable mortgage of properties on pari-passu basis situated at SPL-3A & SPL-2A, Sitapura, Jaipur (Rajasthan) and Plot No.12, Sector-4, IIE Haridwar (Uttarakhand) and further secured by personal guarantees of Mr. Ishwar Chand Agarwal, Mr. Rajendra Kumar Agarwal, Mr. Jitendra Kumar Agarwal and Mr. Vishnu Todi. The rate of interest for cash credit is 9.90% to 12.00% p.a. (March 31, 2015: 10.50% to 12.25% p.a.) and for buyer's credit is LIBOR + 0.56% (March 31, 2015: LIBOR + 0.64%).</p> <p>(2) Bills discounting of Rs. 1,638.67 lacs (March 31, 2015: Rs. 1,375.36 lacs) of the Company are secured by Inland documentary bills covering dispatches of goods under Prime Bank's Letter of credit supported by related documents.. The rate of interest is 9.60% p.a (March 31, 2015: 10.00% p.a.)</p> <p>(3) Bills discounting of Rs. 2,171.65 lacs (March 31, 2015: 2,382.95 lacs) are discounted on vendor invoices and carries an interest rate calculated at Base Rate of SBI with credit period of up to 90 days. This facility is secured by personal guarantees of Mr. Ishwar Chand Agarwal, Mr. Rajendra Kumar Agarwal, Mr. Jitendra Kumar Agarwal and Mr. Vishnu Todi.</p>					
9. Other long-term liabilities					
		March 31, 2016		March 31, 2015	
Security deposit received		2.89		4.06	
Retention from vendors		329.96		520.52	
		332.85		524.58	
10. Trade payables					
		March 31, 2016		March 31, 2015	
Trade payables					
- Total outstanding dues of micro and small enterprises		127.22		45.71	
- Total outstanding dues of creditors other than micro and small enterprises (refer note 37 for details of dues to micro and small enterprises)		10,918.64		12,489.89	
		11,045.86		12,535.60	

11. Other current liabilities										
			March 31, 2016		March 31, 2015					
Current maturities of long-term borrowings (refer note 5)			1,650.38		1,031.61					
Contract revenue in excess of billing			1,101.35		295.48					
Creditors for capital goods			37.76		63.36					
Unclaimed dividend (refer note 38)			19.43		17.49					
Interest accrued but not due on borrowings			37.18		51.96					
Advance against slump sale (refer note 41)			-		1,900.00					
Advance from customers			1,268.97		435.92					
Other payables										
Statutory liabilities			426.43		467.37					
			4,541.50		4,263.19					
12. Fixed assets - Tangible and Intangible Assets										
	Leasehold land	Buildings	Plant and equipment	Furniture and fixtures	Vehicles	Office equipment	Computers	Windmill	Total Tangible Assets	Total Intangible assets Computer software
At Cost										
At April 1, 2014	1,035.77	3,845.67	7,478.28	229.03	809.85	187.60	474.38	703.00	14,763.58	273.32
Additions	16.37	1,567.53	2,226.68	23.95	54.33	19.51	72.02	-	3,980.39	41.44
Forex adjustment	115.06	263.59	330.78	2.16	0.07	2.97	3.49	-	718.12	30.44
Deletions	-	-	(633.99)	(2.18)	(48.95)	(1.21)	(6.93)	-	(693.26)	-
At March 31, 2015	1,167.20	5,676.79	9,401.75	252.96	815.30	208.87	542.96	703.00	18,768.83	345.20
Additions	432.17	774.37	1,400.69	11.06	3.33	9.11	83.30	-	2,714.03	52.54
Forex adjustment	21.89	50.15	62.93	0.41	0.01	0.56	0.66	-	136.61	5.79
Deletions	-	-	(1,132.17)	(58.40)	(34.06)	(45.27)	(107.74)	-	(1,377.64)	(3.82)
At March 31, 2016	1,621.26	6,501.31	9,733.20	206.03	784.58	173.27	519.18	703.00	20,241.83	399.71
Depreciation and amortisation expenses										
At April 1, 2014	-	690.55	3,199.83	110.22	383.51	41.96	278.86	322.48	5,027.41	75.49
Charge for the year	65.53	136.24	876.10	20.73	96.31	85.67	122.37	25.32	1,428.27	181.09
Deletions	-	-	(587.68)	(2.15)	(38.02)	(1.11)	(6.71)	-	(635.67)	-
At March 31, 2015	65.53	826.79	3,488.25	128.80	441.80	126.52	394.52	347.80	5,820.01	256.58
Charge for the year	14.04	180.66	944.67	21.13	72.71	31.50	51.92	25.32	1,341.95	57.15
Deletions	-	-	(475.26)	(43.58)	(19.13)	(34.13)	(92.57)	-	(664.67)	(1.72)
At March 31, 2016	79.57	1,007.45	3,957.66	106.35	495.38	123.89	353.87	373.12	6,497.29	312.01
Net Block										
At March 31, 2015	1,101.67	4,850.00	5,913.50	124.16	373.50	82.35	148.44	355.20	12,948.82	88.62
At March 31, 2016	1,541.69	5,493.86	5,775.54	99.68	289.20	49.38	165.31	329.88	13,744.54	87.70
Capital work-in-progress Rs. 210.25 lacs (March 31, 2015: Rs. 58.79 lacs)										
1. Capital work-in-progress include expenditure during construction period amounting to Rs. Nil (March 31, 2015: Rs. Nil) (refer note 34).										
2. Additions to fixed assets during the year includes value of capital expenditure towards research centre aggregating to Rs. 138.29 lacs (March 31, 2015: Rs. 132.52 lacs) [refer note 39(b)].										

13. Non-current investments					
	March 31, 2016			March 31, 2015	
	Face value	Quantity	Value	Quantity	Value
Other than trade					
a. Long term, quoted, in fully paid equity shares (at cost)					
Genus Paper & Boards Limited	1	500,000	5.00	500,000	5.00
			5.00		5.00
b. Long term, unquoted, in fully paid equity shares (at cost)					
In associates					
M.K.J. Manufacturing Private Limited	100	49,335	600.00	49,335	600.00
Greentech Mega Food Park Private Limited	10	3,520,000	352.00	2,200,000	220.00
In Others					
Sheetal Impex Private Limited	10	-	-	60,000	300.00
Genus Innovation Limited	10	536,912	400.00	536,912	400.00
Yajur Commodities Limited (formerly known as Virtuous Urja Limited)	10	4,677,586	678.25	4,677,586	678.25
Maple Natural Resources Pte. Limited	SGD 1	9,708	3.99	9,708	3.99
			2,034.24		2,202.24
c. Long term, unquoted, in fully paid preference shares (at cost)					
Kailash Industries Limited (6% Redeemable, non cumulative, non convertible)	100	600,000	600.00	600,000	600.00
Kailash Vidyut & Ispat Limited (6% Redeemable, non cumulative, non convertible)	100	60,000	60.00	60,000	60.00
Yajur Commodities Limited (formerly known as Virtuous Urja Limited) (6% Redeemable, non cumulative, non convertible)	100	2,700,000	2,700.00	2,700,000	2,700.00
			3,360.00		3,360.00
			5,399.24		5,567.24
Notes:					
1. Aggregate market value of quoted investments			19.35		9.95
2. Aggregate value of unquoted investments			5,394.24		5,562.24
14. Loans and advances					
(Unsecured, considered good)					
	Non-current		Current		
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	
Capital advances	153.88	63.89	-	-	
Trade deposits	204.16	204.24	571.60	501.37	
Loan and advances to related parties (refer note 40)	3,551.88	3,208.81	-	-	
Advances recoverable in cash or kind	-	-	551.89	725.79	
Other loans and advances					
Advance income-tax (net of provision for taxation)	13.00	11.09	-	-	
MAT credit entitlement	4,827.30	4,827.30	-	-	
Prepaid expenses	-	-	130.05	131.59	
Loans to others	1,936.20	1,917.19	-	-	
Other claim receivable	-	-	24.03	10.82	
Balance with statutory/government authorities	1,644.89	1,677.68	1,027.56	904.43	
	8,421.39	8,433.26	1,181.64	1,046.84	
Total	12,331.31	11,910.20	2,305.13	2,274.00	
Refer note 40 for advances due from related parties					

15. Trade receivables				
(Unsecured, considered good unless otherwise stated)				
	Non-current		Current	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Outstanding for a period exceeding six months from the date they are due for payment				
Considered good	-	-	6,663.94	4,242.12
Doubtful	-	-	492.13	526.76
	-	-	7,156.07	4,768.88
Provision for doubtful receivables	-	-	(492.13)	(526.76)
	-	-	6,663.94	4,242.12
Others				
Considered good	3,528.77	4,303.23	34,799.09	35,716.04
	3,528.77	4,303.23	41,463.03	39,958.16
Amount disclosed under non-current assets (refer note 17)	(3,528.77)	(4,303.23)	-	-
Total	-	-	41,463.03	39,958.16
Refer note 40 for trade receivables due from related parties				
16. Other current assets				
(Unsecured, considered good)				
			March 31, 2016	March 31, 2015
Export incentives receivable			-	36.14
Interest receivable			182.40	156.35
			182.40	192.49
17. Other non-current assets				
(Unsecured, considered good)				
			March 31, 2016	March 31, 2015
Retention money and other receivable (refer note 15)			3,528.77	4,303.23
Non-current bank balances (refer note 20)			334.21	458.85
			3,862.98	4,762.08
18. Current investments				
			March 31, 2016	March 31, 2015
	Quantity	Value	Quantity	Value
Current investments				
(At lower of cost and market value)				
Genus Shareholder's trust		5,995.08		6,651.03
SBI treasury advantage fund	248,901.872	4,100.00	-	-
Current portion of long term investments				
(At cost unless otherwise stated)				
In Joint Venture				
Genus SA, Brazil	34,728,000	-	34,728,000	-
(4,488,000 ordinary shares of R\$ 0.5504 each, 1,300,000 ordinary shares of R\$ 1.0000 each and 28,940,000 ordinary shares of R\$ 0.1382 each)				
(At cost less provision for other than temporary diminution amounting to Rs. 1,743.58 (March 31, 2015: Rs. 1,743.58))				
		10,095.08		6,651.03
Market value of quoted investment		4,176.29		-
Aggregate value of unquoted investments		5,995.08		6,651.03
Aggregate provision for diminution in the value of investments		1,743.58		1,743.58
19. Inventories				
(Valued at lower of cost and net realisable value)				
			March 31, 2016	March 31, 2015
Raw materials			5,190.24	7,459.28
Work-in-progress (refer note 24)			1,251.07	2,658.38
Finished goods (refer note 24)			5,315.90	5,480.63
			11,757.21	15,598.29

20. Cash and bank balances	Non-current		Current	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Cash and cash equivalents				
Balance with banks:				
On current accounts	-	-	579.58	1,197.11
On Cash credit account	-	-	1,087.74	1,346.82
On Foreign Currency Account	-	-	2.58	2.06
On Deposits with original maturity of less than three months	-	-	2,100.00	14.94
On unpaid dividend account	-	-	19.43	17.49
Cash on hand	-	-	19.38	19.51
	-	-	3,808.71	2,597.93
Other bank balances				
Margin money deposits	334.21	458.85	2,383.01	2,297.11
	334.21	458.85	2,383.01	2,297.11
Amount disclosed under non-current assets (refer note 17)	(334.21)	(458.85)	-	-
	-	-	6,191.72	4,895.04
21. Revenue from operations (gross)			March 31, 2016	March 31, 2015
Sale of products			80,630.12	75,943.32
Rendering of services			949.25	3,032.70
Revenue from contracts			5,191.21	13,124.74
Other operating revenue				
Scrap sales			141.78	230.89
Export incentives			11.60	61.88
			86,923.96	92,393.53
Details of sale of products				
Meters			73,202.37	58,997.50
Others			7,427.75	16,945.82
			80,630.12	75,943.32
Details of rendering of services				
Installation of meter and other related services			949.25	3,032.70
			949.25	3,032.70
22. Other income			March 31, 2016	March 31, 2015
Interest income on:				
Bank deposits			235.77	253.89
Other advances and deposits			707.55	635.61
Dividend income			182.00	47.54
Liabilities no longer required written back			176.12	100.53
Provision for bad and doubtful debts written back			34.63	-
Profit on sale of long term investment			-	120.60
Miscellaneous income			77.76	78.34
			1,413.83	1,236.51
23. Cost of materials consumed including erection expenses			March 31, 2016	March 31, 2015
Raw material consumed including erection expenses				
Opening stock			7,459.28	5,203.51
Add: Purchases including erection expenses			52,561.46	68,608.94
			60,020.74	73,812.45
Less: Closing stock			5,190.24	7,459.28
			54,830.50	66,353.17

Details of cost of materials consumed including erection expenses			
Material name	March 31, 2016	March 31, 2015	
Integrated circuit	7,879.22	7,101.72	
Plastic dana	8,255.18	5,367.58	
Current transformer	5,630.59	5,438.56	
Bare printed circuit board	2,934.13	2,948.44	
Others	30,131.38	45,496.87	
	54,830.50	66,353.17	
Details of closing stock of raw materials			
Material name	March 31, 2016	March 31, 2015	
Integrated circuit	729.10	923.81	
Plastic dana	792.16	570.03	
Current transformer	517.94	549.43	
Bare printed circuit board	371.49	547.74	
Others	2,779.55	4,868.27	
	5,190.24	7,459.28	
24. (Increase)/decrease in inventory			
	March 31, 2016	March 31, 2015	(Increase)/ decrease
Inventories at the end of the year			March 31, 2016
Finished goods	5,315.90	5,480.63	164.73
Work-in-progress	1,251.07	2,658.38	1,407.31
	6,566.97	8,139.01	1,572.04
Inventories at the beginning of the year			March 31, 2015
Finished goods	5,480.63	2,221.07	(3,259.56)
Work-in-progress	2,658.38	1,234.50	(1,423.88)
	8,139.01	3,455.57	(4,683.44)
	1,572.04	(4,683.44)	(6,255.48)
Details of inventory			
	March 31, 2016	March 31, 2015	
Finished goods			
Meters	5,254.65	4,316.86	
Others	61.25	1,163.77	
	5,315.90	5,480.63	
Work-in-progress			
Printed circuit board	537.19	1,181.42	
Others	713.88	1,476.96	
	1,251.07	2,658.38	
25. Employee benefit expenses			
	March 31, 2016	March 31, 2015	
Salaries, wages and bonus	6,093.59	5,975.05	
Contribution to provident and other funds (refer note 33 a)	214.62	240.15	
Gratuity expense (refer note 33 b)	29.35	107.45	
Staff welfare expenses	201.56	201.30	
	6,539.12	6,523.95	
26. Other expenses			
	March 31, 2016	March 31, 2015	
Sampling and testing expenses	323.87	176.05	
Power and fuel	489.84	420.92	
(Increase)/decrease of excise duty on inventory	(48.17)	141.52	
Repairs and maintenance			
Plant and machinery	279.16	247.28	
Buildings	75.52	29.60	
Others	83.72	94.30	
Rent (refer note 42)	153.82	179.58	

Rates and taxes	267.31	196.49
Printing, postage, telegram and telephones	127.80	140.39
Insurance	90.69	148.39
Legal and professional charges	298.23	282.43
Research and development expenses (refer note 39)	985.69	946.35
Payment to statutory auditors (refer note 35)	60.23	42.37
Advertisement expenses	175.36	595.38
Sales commission expense	108.53	182.32
Freight and forwarding expenses	1,300.37	927.62
Travelling and conveyance	743.83	927.66
Warranty expenses	2,500.63	786.60
Donations	4.57	16.80
Donation to political party (refer note 48)	-	0.50
CSR Expenditure (refer note 53)	116.98	94.21
Liquidated damages and bad debts written off [Net of recovery Rs.823.88 lacs (March 31, 2015: Rs.1,011.72 lacs)	1,351.99	3,199.77
Provision for bad and doubtful debts	-	526.76
Loss on sale of assets (net)	81.35	10.11
Loss on foreign currency transactions (net)	517.48	331.48
Miscellaneous expenses	307.66	382.46
	10,396.46	11,027.34
27. Depreciation and amortisation expenses		
	March 31, 2016	March 31, 2015
Depreciation on tangible assets	1,341.95	1,428.27
Amortisation on intangible assets	57.15	181.09
	1,399.10	1,609.36
28. Finance costs		
	March 31, 2016	March 31, 2015
Interest on loans from banks	1,894.89	2,362.67
Interest -others	85.12	123.77
Bank charges	907.50	837.49
	2,887.51	3,323.93
29. Exceptional items		
	March 31, 2016	March 31, 2015
Provision for diminution of an investment*	-	1,743.58
Profit on slump sale	(235.86)	-
	(235.86)	1,743.58
*In view of the financial position and current level of operations of Genus SA, Brazil, the board of directors had, at their meeting held on November 14, 2014, accorded their consent to write off such investment, subject to necessary compliances and approvals. During the year, management has assessed the requirements for approvals for write off the investment and is in the process of completing the necessary formalities in this regard. Further, the entire value of such investment was provided for in the previous year and the Company does not expect any recovery or to incur any further obligation in respect of such investment.		
30 Capital and other commitments		
Estimated amount of contracts (net of advances) remaining to be executed on capital account and not provided for Rs. 431.02 lacs (March 31, 2015: Rs.256.92 lacs)		

31 Contingent liabilities			
Particulars		March 31, 2016	March 31, 2015
a. Bank Guarantee issued by Banks and against which margin money of Rs. 1,810.32 lacs (March 31, 2015: Rs. 1,699.36 lacs) was provided in the form of fixed deposits.		5,224.08	5,922.00
b. Corporate guarantee to banks to secure the credit facilities of others.		25,000.00	25,000.00
c. Outstanding letter of credit issued by Banks against which margin money of Rs. 44 lacs (March 31, 2015: Rs. 137.14 lacs) was provided in the form of Fixed deposits.		1,093.32	3,273.17
d. Claims arising from disputes not acknowledged as debts - indirect taxes (excise duty, sales tax, custom duty and service tax)		3,249.49	4,219.33
e. Claims arising from disputes not acknowledged as debts - direct taxes		4,027.79	4,027.79
f. Claims against the Company not acknowledged as debts		107.43	76.17
<p>On October 29, 2009 a blast / fire incident had taken place at IOCL depot adjoining to Jaipur unit of the Company. The Company had suffered loss of assets due to such blasts and had filed a claim of damages with IOCL. The Company had received compensation/ad hoc relief from IOCL through RIICO aggregating to Rs. 1,417.62 lacs in July 2010 against submission of bank guarantee as per the order/direction of Hon'ble Rajasthan High Court (RHC). The Company has filed writ petition in High court and the RHC had further passed an order allowing the Company's writ petition on April 29, 2011. The said order was challenged by RIICO Ltd in writ revision petition dated May 20, 2011. The RIICO Ltd had then filed D.B. Special Appeal (writ) on May 14, 2013 against the orders of RHC and the matter was sub-judice.</p> <p>The Company has been confident of receiving the entire claim made, however, during the previous year the matter has been settled and the Company received Rs. 240.86 lacs as final relief towards the damages claimed by the Company in addition to the amount received earlier. The Company has disclosed the same as "extra-ordinary item.</p>			
32. Employee Stock Option Plan			
a. Employee Stock Option Scheme "ESOS-2012"			
<p>The Company has reserved issuance of 7,945,000 (March 31, 2015: 7,945,000) equity shares of face value of Re.1 each for offering to eligible employees of the Company under Employees Stock Option Scheme-2012 (ESOS-2012). In the earlier years, the Company has granted 2,840,300 options which includes 1,815,600 options at a price of Rs.7 per option (adjusted for shares issued pursuant to scheme of arrangement), 582,000 options at a price of Rs.6 per option (adjusted for shares issued pursuant to scheme of arrangement) and 442,700 options at a price of Rs.27.10 per option. The options would vest over a maximum period of 6 years or such other period as may be decided by the Nomination and Remuneration Committee from the date of grant based on specified criteria.</p> <p>The details of options outstanding of ESOS-2012:</p>			
Particulars		March 31, 2016	March 31, 2015
Options outstanding at the beginning of the year		2,387,608	2,128,386
Granted during the year		-	442,700
Vested / exercisable during the year		115,536	165,506
Exercised during the year		146,929	34,981
Forfeited during the year subject to reissue		272,140	148,497
Options outstanding at end of the year		1,968,539	2,387,608
Weighted average exercise price (Rs.)		10.52	10.53
Weighted average fair value of options at the date of grant (Rs.)		9.15	9.16
Particulars	Range of exercise prices	Number of options outstanding	Weighted average remaining contractual life of options (in years)
As at March 31, 2016	Rs. 6.00 to Rs. 27.10	1,968,539	6.18
As at March 31, 2015	Rs. 6.00 to Rs. 27.10	2,387,608	7.18

b. Disclosures as per fair value method		
The Company's net profit and earnings per share would have been as under, had the compensation cost for employees' stock options been recognised based on the fair value at the date of grant in accordance with the "Black Scholes" model.		
Particulars	March 31, 2016	March 31, 2015
Profit after taxation (as reported in the statement of profit and loss)	7,845.06	5,312.34
Less: Additional employee compensation cost based on fair value	40.53	34.78
Profit after taxation as per fair value method	7,804.53	5,277.56
Earnings per share after extraordinary items		
Basic		
No. of shares	256,776,945	256,652,151
EPS as reported (In Indian Rupees per share)	3.06	2.07
EPS as per fair value method (In Indian Rupees per share)	3.04	2.06
Diluted		
No. of shares	258,288,219	258,101,238
EPS as reported (In Indian Rupees per share)	3.04	2.06
EPS as per fair value method (In Indian Rupees per share)	3.02	2.04
The following assumptions were used for calculation of fair value of grants:		
Particulars	March 31, 2016	March 31, 2015
Risk-free interest rate	8.32%	8.32%
Expected life of options	5.50 years	5.50 years
Expected volatility	57.76%	57.76%
Dividend yield	0.37%	0.37%
33. Retirement and other benefits		
a. Disclosures related to defined contribution plan		
Particulars	March 31, 2016	March 31, 2015
Provident fund contribution recognized as expense in the statement of profit and loss	202.15	221.74
b. Disclosures related to defined benefit plan		
The Employees' Gratuity Fund Scheme managed by a trust is a defined benefit gratuity plan which is administered through Group Gratuity Scheme with Life Insurance Corporation of India. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days last drawn salary for each completed year of service.		
Statement of profit and loss		
Particulars	March 31, 2016	March 31, 2015
Net employee benefit expense (included under employee benefit expenses)		
Current service cost	44.64	78.03
Interest cost on benefit obligation	35.21	60.60
Expected return on plan assets	(34.29)	(34.61)
Net actuarial (gain)/ loss recognized in the year	(16.21)	3.43
Net benefit expense	29.35	107.45
Actual return on plan assets	34.29	34.61
Balance Sheet		
Particulars	March 31, 2016	March 31, 2015
Details of Provision for gratuity		
Defined benefit obligation (DBO)*	491.10	458.43
Fair value of plan assets (FVPA)**	453.53	410.67
Net plan liability	37.57	47.76
*DBO as at March 31, 2014 - Rs. 333.08 lacs, March 31, 2013 - Rs. 267.94 lacs, March 31, 2012 - Rs. 218.60 lacs.		
** FVPA as at March 31, 2014 - Rs. 333.08 lacs, March 31, 2013 - Rs. 267.94 lacs, March 31, 2012 - Rs. 209.69 lacs.		

Changes in the present value of the defined benefit obligation for gratuity are as follows		
Particulars	March 31, 2016	March 31, 2015
Opening defined benefit obligation	458.43	333.08
Current service cost	44.64	78.03
Interest cost	35.21	60.60
Benefits paid	(31.42)	(16.71)
Actuarial (gains) / losses on obligation	(15.76)	3.43
Closing defined benefit obligation	491.10	458.43
Changes in fair value of plan assets		
Particulars	March 31, 2016	March 31, 2015
Opening fair value of plan assets	410.68	333.08
Expected return	34.29	34.61
Contributions by employer	39.53	59.70
Benefits paid	(31.42)	(16.71)
Actuarial gains	0.45	-
Closing fair value of plan assets	453.53	410.68
The principal assumptions used in determining gratuity obligations for the Company's plans are shown below:		
Particulars	March 31, 2016	March 31, 2015
Discount rate (p.a.)	8.00%	8.00%
Expected return on assets (p.a.)	8.35%	9.00%
Increment rate (p.a.)	7.00%	7.00%
c. Notes:		
1 The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.		
2 Percentage of plan assets as investments with insurer is 100%.		
3 The expected rate of return on assets is based on the expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations.		
34. Expenditure during construction period pending capitalization		
Particulars	March 31, 2016	March 31, 2015
Balance brought forward	-	105.22
Add: Incurred during the year		
Salaries, wages and bonus	-	10.71
Staff welfare expenses	-	0.90
Cost of material consumed	-	0.40
Repairs and maintenance – Buildings	-	5.86
Power and fuel	-	6.23
Rates and taxes	-	2.33
Other expenses	-	15.70
	-	147.35
Less: Capitalized to fixed assets during the year	-	147.35
Balance carried forward	-	-
35. Remuneration to statutory auditors (excluding service tax where applicable)		
Particulars	March 31, 2016	March 31, 2015
As Auditors:		
Statutory audit including limited review	53.00	37.00
Tax audit	1.25	1.25
In other capacity:		
Certification	3.31	1.69
Reimbursement of expenses	2.67	2.43
Total	60.23	42.37

36. Disclosure regarding derivative financial instruments			
Particulars of unhedged foreign currency exposure are detailed below at the exchange rate prevailing as at the reporting date.			
Equivalent amount in Indian Rupees			
Particulars	Currency	March 31, 2016	March 31, 2015
Borrowings	USD	2,908.58	6,158.35
	EUR	56.17	-
Trade receivables	USD	5.84	951.57
Trade payables including interest accrued but not due on borrowings and creditors for capital goods	USD	3,547.56	4,328.35
	JPY	6.17	68.00
	EUR	0.63	0.05
Bank balances	USD	0.46	0.45
	EUR	2.12	1.61
Details of foreign currency exposure that has been hedged by forward contract are as follows:			
Particulars	Currency	March 31, 2016	March 31, 2015
Short term borrowings and trade payable	USD	4139.66	6,418.52
37. Details of dues to micro and small enterprises as defined under the MSMED Act, 2006			
Particulars		March 31, 2016	March 31, 2015
The principal amount remaining unpaid as at the end of the year.		127.22	45.71
The amount of interest accrued and remaining unpaid at the end of the year.		-	-
Amount of interest paid by the Company in terms of section 16 of Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of payments made beyond the appointed date during the year.		-	-
Amount of interest due and payable for the period of delay in making payment without the interest specified under the Micro Small and Medium Enterprise Development Act, 2006.		-	-
The amount of further interest remaining due and payable in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006.		-	-
38. In respect of the amounts mentioned under section 125 of the Companies Act, 2013 there are no dues that are to be credited to the investor education and protection fund as at March 31, 2016 (March 31, 2015: Rs. Nil). During the year, the Company has transferred Rs. 2.56 lacs (March 31, 2015: Rs. Nil) to Investor education and protection fund.			
39. Research and Development Expenses			
a. Details of research and development expenses incurred during the year, debited under various heads of statement of profit and loss is given below:			
Particulars		March 31, 2016	March 31, 2015
Cost of material consumed		149.00	116.57
Employee benefit expenses		632.99	664.98
Legal and professional charges		-	22.88
Travelling and conveyance		83.95	65.59
Sampling and testing expenses		17.94	33.11
Others		101.81	63.22
Less: Subsidy received		-	(20.00)
Total		985.69	946.35
b. Details of capital expenditure incurred for Research and Development are given below:			
Particulars		March 31, 2016	March 31, 2015
Plant and equipments		87.61	109.34
Computers		50.20	21.54
Office equipment		0.48	0.72
Furniture and fixtures		-	0.92
Total		138.29	132.52

40. Related party disclosures			
Names of related parties and description of relationship			
Relationship	Name of the Party		
Associates	M.K.J. Manufacturing Private Limited Greentech Mega Food Park Private Limited Genus Consortium		
Joint ventures	Genus SA, Brazil		
Enterprises in the control of the Management	J C Textiles Private Limited Hi-Print Electromack Private Limited Genus Paper & Boards Limited Genus Innovation Limited Genus Apparels Limited Genus Electrotech Limited Yajur Commodities Limited (formerly known as Virtuous Urja Limited) (Associate upto June 30, 2014)		
Key managerial personnel	Mr. Ishwar Chand Agarwal Mr. Rajendra Kumar Agarwal Mr. Jitendra Kumar Agarwal		
Relatives to key managerial personnel	Amit Agarwal (HUF) Rajendra Kumar Agarwal (HUF)		
Transactions with related parties			
Particulars		March 31, 2016	March 31, 2015
Associates			
M.K.J. Manufacturing Private Limited			
Loans given		161.89	85.00
Interest income		31.49	20.40
Balance receivable		373.89	232.40
Greentech Mega Food Park Private Limited			
Investment made – equity shares		132.00	175.23
Genus Consortium			
Advance given		9.85	7.00
Balance receivable		945.43	935.58
Enterprises in the control of the Management			
Yajur Commodities Limited			
Loans given		-	1,900.00
Interest income		280.60	179.14
Dividend Income		182.00	-
Balance receivable		2,284.45	2,061.23
J C Textiles Private Limited			
Rent paid		24.00	24.00
Rent deposit receivable		36.98	65.62
Hi-Print Electromack Private Limited			
Rent paid		9.60	9.60
Balance payable		-	8.64
Rent deposit receivable		2.50	2.50

Particulars	March 31, 2016	March 31, 2015
Genus Paper & Boards Limited		
Purchase of goods and services	-	0.30
Loans given	-	934.93
Interest income	-	41.10
Genus Apparels Limited		
Sale of goods and services	-	9.44
Balance receivable	-	8.69
Genus Innovation Limited		
Sale of goods and services	4,259.03	5,632.79
Purchase of goods and services	924.51	3,448.69
Purchase of fixed assets	1,066.85	1.57
Sale of fixed assets	3.79	18.25
Miscellaneous income - rent received	-	58.00
Balance receivable	1,384.15	2,546.45
Advance received against slump sale (refer note 41)	-	1,900.00
Genus Electrotech Limited		
Sale of goods and services	6.88	14.23
Purchase of goods and services	1,270.69	2,468.67
Purchase of fixed assets	-	0.13
Job work charges paid	-	0.88
Interest income	50.09	16.54
Balance receivable	32.21	-
Balance payable	-	94.73
Key managerial persons		
Mr. Ishwar Chand Agarwal		
Remuneration paid*	264.00	264.00
Mr. Rajendra Kumar Agarwal		
Rent paid	2.58	2.22
Remuneration paid*	175.20	175.20
Mr. Jitendra Kumar Agarwal		
Rent paid	0.90	0.90
Remuneration paid*	175.20	175.20
Relatives to key managerial personnel		
Amit Agarwal (HUF)		
Rent paid	4.80	4.80
Balance Payable	14.19	9.30
Rajendra Kumar Agarwal (HUF)		
Rent paid	4.80	4.80
Note: For closing balance of investments and provision for diminution in value of investments, refer note 13 & note 18.		
* Does not include provision for gratuity and leave encashment, which is determined for the Company as a whole.		

41. Discontinuing operations

During the previous year ended March 31, 2015, pursuant to the approval of shareholders in the annual general meeting held on September 29, 2014, for the disposal of the Company's 'Home & Industrial Products' ("HIP") division (i.e. a complete range of Inverters/UPS, Solar PCU and Batteries) together with its assets and liabilities as a going concern on a 'slump sale' basis for a consideration of Rs. 4,918.00 lacs to Genus Innovation Limited, the Company has entered into an binding agreement on February 17, 2015, with Genus Innovation Limited to be effective from April 1, 2015. The Company has received an advance of Rs. 1,900.00 lacs towards the same in Financial year 2014-15.

The revenue and expenses in respect of activities attributable to the discontinuing operations included in the financial statements are as follows:

Particulars	March 31, 2016	March 31, 2015
Revenue	-	10,208.83
Expenses	-	9,971.63
Profit before tax	-	237.20
Tax expenses	-	49.81
Profit after tax	-	187.39

The carrying amounts relating to HIP division is as follows:

Particulars	March 31, 2016	March 31, 2015
Total assets	-	5,127.37
Total liabilities	-	445.23
Net assets	-	4,682.14

Further, the net cash flows attributable to above discontinued operations included in the cash flow statement are as follows:

Particulars	March 31, 2016	March 31, 2015
Net cash flow from operating activities	-	703.62
Net cash flow from investing activities	-	(255.79)
Net cash flow from financing activities	-	-

42. Leases - operating leases

Operating leases are mainly in the nature of lease of office premises with no restrictions and are renewable/ cancellable at the option of either of the parties. There are no sub-leases. There are no restrictions imposed by lease arrangements. The aggregate amount of operating lease expenses recognised in the statement of profit and loss is Rs. 153.82 lacs (March 31, 2015: Rs. 179.58 lacs).

43. Disclosure required under section 186 (4) of the Companies Act, 2013

Included in loans and advance are certain inter-corporate deposits the particulars of which are disclosed below as required by section 186 (4) of Companies Act, 2013:

Particulars	Rate of Interest	March 31, 2016	March 31, 2015
Yajur Commodities Limited (formerly known as Virtuous Urja Limited)	12%	2,284.45	2,061.23
M.K.J. Manufacturing Private Limited	12%	322.00	212.00
Arpit Marble Private Limited	12% & 15%	108.26	99.89
Shree Salasar Overseas Private Limited	12%	174.95	239.09
Andhi Marble Private Limited	12% & 15%	48.49	42.83
Orchid Infrastructure Developers Private Limited	12%	1,604.50	1,498.68
Yashaswi Commercial Private Limited	9%	-	36.70
Total		4,542.65	4,190.42

The above loans are unsecured and are repayable on demand and were proposed to be utilised for business purposes by the recipient of loans.

44. Loans and advances given to Associates and Companies in which director are interested

Name of the Company	Closing Balance		Max. amount outstanding during the year	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Yajur Commodities Limited (formerly known as Virtuous Urja Limited)	2,284.45	2,061.23	2,903.58	2,070.00
M.K.J. Manufacturing Private Limited	322.00	212.00	322.00	212.00

45. AS 7 Disclosure				
In terms of the disclosures required to be made under the Accounting Standard 7 (revised 2002) notified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 for "Construction Contracts":				
Particulars	March 31, 2016		March 31, 2015	
Contract revenue recognized for the year	5,191.21		13,124.74	
Contract cost incurred and recognized profits (less recognized losses) for contracts in progress up to the reporting date	33,366.70		100,136.02	
Advances received for contracts in progress	159.69		1,254.85	
Amount of retention for contracts in progress	287.28		520.52	
Gross amount due from customers for contract work (excluding cancelled projects)	10,659.99		12,626.01	
Gross amount due to customers for contract work as a liability	1,165.20		2,780.29	
46. Earning per equity share (EPS)				
Particulars	March 31, 2016		March 31, 2015	
Profit after taxation considered for calculation of basic and diluted earnings per share	7,845.06		5,312.34	
Weighted average number of equity shares considered for calculation of basic earnings per share (a)	256,776,945		256,652,151	
Effect of dilution on account of Employee Stock Options granted (b)	1,511,274		1,449,087	
Weighted average number of equity shares considered for calculation of diluted earnings per share (a+b)	258,288,219		258,101,238	
47. Warranty expenses				
The Company provides warranties for its products, undertaking to repair and replace the item that fails to perform satisfactorily during the warranty period. A provision is recognized for expected warranty claims on products sold based on past experience of the level of repairs and returns. The table below gives information about movement in warranty provisions.				
Particulars	March 31, 2016		March 31, 2015	
At the beginning of the year	1,293.50		1,201.55	
Additions during the year	2,500.63		786.60	
Utilized during the year	1,944.77		694.65	
At the end of the year	1,849.36		1,293.50	
48. Donation to political parties				
Particulars	March 31, 2016		March 31, 2015	
Bharatiya Janta Party (BJP)	-		0.50	
Total	-		0.50	
49. Imported and indigenous materials consumed (excluding expenses incurred during construction period)				
Particulars	March 31, 2016		March 31, 2015	
	%	Value	%	Value
Cost of raw materials consumed including erection expenses				
Imported	51.97	28,571.53	39.07	25,967.32
Indigenous	48.03	26,407.97	60.93	40,502.42
Total	100.00	54,979.50	100.00	66,469.74
50. CIF value of imports				
Particulars	March 31, 2016		March 31, 2015	
Raw materials and packing materials	28,574.72		26,409.90	
Capital goods	803.34		569.00	

51. Expenditure in foreign currency (accrual basis)		
Particulars	March 31, 2016	March 31, 2015
Travelling and conveyance	173.43	119.84
Legal and professional charges	4.36	12.85
Advertisement and sales commission expense	4.34	139.32
Finance costs	117.86	285.72
Sampling and testing expenses	14.78	24.46
Other expenses	50.69	46.73
Total	365.46	628.92
52. Earnings in foreign currency (accrual basis)		
Particulars	March 31, 2016	March 31, 2015
Sale of products	683.61	5,319.56
Total	683.61	5,319.56
53. The Company has spent Rs.116.98 lacs (March 31, 2015: Rs. 94.21 lacs) against total requirement of Rs. 113.56 lacs (March 31, 2015: Rs. 91.47 lacs) as per section 135 of the Companies Act, 2013. The amount contributed towards CSR activities are for various items mentioned in Schedule VII of the Companies Act, 2013 and is as approved by the CSR Committee.		
54. Previous year figures have been regrouped / reclassified, wherever necessary to conform to those of current period's classification.		

As per our report of even date
For D. KHANNA & ASSOCIATES
Registration number: 012917N
Chartered Accountants

per Deepak Khanna
Partner
Membership No.92140
Place: Jaipur
Date: May 25, 2016

As per our report of even date
For S.R. BATLIBOI & ASSOCIATES LLP
Registration number:101049W/E300004
Chartered Accountants

per Shankar Srinivasan
Partner
Membership No.213271
Place: Hyderabad
Date: May 25, 2016

**For and on behalf of the Board of Directors of
Genus Power Infrastructures Limited**

Ishwar Chand Agarwal	Chairman DIN: 00011152
Rajendra Kumar Agarwal	Managing Director & CEO DIN: 00011127
Rakesh Kumar Agarwal	Chief Financial Officer
Ankit Jhanjhari	Company Secretary
Place: Jaipur Date: May 25, 2016	

Independent Auditor's Report

To the Members of Genus Power Infrastructures Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Genus Power Infrastructures Limited (hereinafter referred to as "the Company") and its associates, comprising the consolidated Balance Sheet as at March 31, 2016, the consolidated Statement of Profit and Loss and consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'the consolidated financial statements').

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms with the requirement of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the Company and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in Other Matters below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Company, its associates as at March 31, 2016, their consolidated profit, and their consolidated cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by section 143 (3) of the Act, we report, to the extent applicable, that:

- (a) We / the other auditors whose reports we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
- (b) In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;

- (c) The consolidated Balance Sheet, consolidated Statement of Profit and Loss, and consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors of the Company as on March 31, 2016 taken on record by the Board of Directors of the Company and the reports of the auditors who are appointed under Section 139 of the Act, of its associate companies incorporated in India, none of the directors of the Company and its associates companies incorporated in India is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting of the Holding Company and its subsidiary companies, associate companies and jointly controlled companies incorporated in India, refer to our separate report in "Annexure 1" to this report; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Company and its associates – Refer Note 31 to the consolidated financial statements;
 - ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 31 to the consolidated financial statements in respect of such items as it relates to the Company and its associates; and
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its associates incorporated in India.

Other Matter

The accompanying consolidated financial statements includes the Company's share of net profit of Rs.5.44 lacs for the year ended March 31, 2016, as considered in the consolidated financial statements, in respect of two associates, whose financial statements, other financial information have been audited by other auditors and whose reports have been furnished to us by the Management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these associates, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid associates, is based solely on the reports of such other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements above, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

For S.R. BATLIBOI & ASSOCIATES LLP

ICAI Firm registration number: 101049W/E300004
Chartered Accountants

per Shankar Srinivasan

Partner
Membership No.: 213271

Place of signature : Hyderabad
Date : May 25, 2016

For D. KHANNA & ASSOCIATES

Firm registration number: 012917N
Chartered Accountants

per Deepak Khanna

Partner
Membership No.: 092140

Place of signature : Jaipur
Date : May 25, 2016

Annexure 1 to the Independent Auditor's Report of even date on the Consolidated Financial Statement of Genus Power Infrastructures Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of Genus Power Infrastructures Limited as of and for the year ended March 31, 2016, we have audited the internal financial controls over financial reporting of Genus Power Infrastructures Limited (hereinafter referred to as the "Company") and its associate companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the of the Company and its associate companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, both, issued by Institute of Chartered Accountants of India, and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company and its associate companies, which are companies incorporated in India, have, maintained in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Company, insofar as it relates to these two associate companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such associate companies incorporated in India.

For S.R. BATLIBOI & ASSOCIATES LLP

ICAI Firm registration number: 101049W/E300004
Chartered Accountants

per Shankar Srinivasan

Partner
Membership No.: 213271

Place of signature : Hyderabad
Date : May 25, 2016

For D. KHANNA & ASSOCIATES

Firm registration number: 012917N
Chartered Accountants

per Deepak Khanna

Partner
Membership No.: 092140

Place of signature : Jaipur
Date : May 25, 2016

Genus Power Infrastructures Limited
CIN : L51909UP1992PLC051997
Consolidated balance sheet as at March 31, 2016

(All amounts are in Indian Rupees in lacs except share data and unless otherwise stated)

	Notes	As at March 31, 2016
EQUITY AND LIABILITIES		
Shareholders' funds		
Share capital	3	2,568.08
Reserves and surplus	4	63,387.31
		65,955.39
Non-current liabilities		
Long-term borrowings	5	125.86
Deferred tax liabilities (net)	6	593.76
Other long-term liabilities	9	332.85
Long-term provisions	7	1,517.06
		2,569.53
Current liabilities		
Short-term borrowings	8	21,527.64
Trade payables	10	11,045.86
- Total outstanding dues of micro and small enterprises		
- Total outstanding dues of creditors other than micro and small enterprises		
Other current liabilities	11	4,541.50
Short-term provisions	7	1,991.68
		39,106.68
TOTAL		107,631.60
ASSETS		
Non-current assets		
Fixed assets	12	
Tangible assets		13,744.54
Intangible assets		87.70
Capital work-in-progress		210.25
Non-current investments	13	5,400.25
Loans and advances	14	12,331.31
Other non-current assets	17	3,862.98
		35,637.03
Current assets		
Current investments	18	10,095.08
Inventories	19	11,757.21
Trade receivables	15	41,463.03
Cash and bank balances	20	6,191.72
Loans and advances	14	2,305.13
Other current assets	16	182.40
		71,994.57
TOTAL		107,631.60
Summary of significant accounting policies	2.1	

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date
For D. KHANNA & ASSOCIATES
Registration number: 012917N
Chartered Accountants

per Deepak Khanna
Partner
Membership No.92140
Place: Jaipur
Date: May 25, 2016

As per our report of even date
For S.R. BATLIBOI & ASSOCIATES LLP
Registration number:101049W/E300004
Chartered Accountants

per Shankar Srinivasan
Partner
Membership No.213271
Place: Hyderabad
Date: May 25, 2016

**For and on behalf of the Board of Directors of
Genus Power Infrastructures Limited**

Ishwar Chand Agarwal

Chairman
DIN: 00011152

Rajendra Kumar Agarwal

Managing Director & CEO
DIN: 00011127

Rakesh Kumar Agarwal

Chief Financial Officer

Ankit Jhanjhari

Company Secretary

Place: Jaipur

Date: May 25, 2016

Genus Power Infrastructures Limited

CIN : L51909UP1992PLC051997

Consolidated statement of profit and loss for the year ended March 31, 2016

(All amounts are in Indian Rupees in lacs except share data and unless otherwise stated)

	Notes	Year ended March 31, 2016
Income		
Revenue from operations (gross)	21	86,923.96
Less: excise duty		1,158.57
Revenue from operations (net)		85,765.39
Other income	22	1,413.83
Total revenue		87,179.22
Expenses		
Cost of materials consumed including erection expenses	23	54,830.50
(Increase)/decrease in inventory	24	1,572.04
Employee benefit expenses	25	6,539.12
Other expenses	26	10,396.46
Depreciation and amortisation expenses	27	1,399.10
Finance costs	28	2,887.51
Total expenses		77,624.73
Profit before tax and exceptional item		9,554.49
Exceptional item	29	(235.86)
Profit before tax		9,790.35
Tax expense		
Current tax		2,056.78
Deferred tax credit		(111.49)
Tax relating to earlier years		-
Total tax expense:		1,945.29
Share in profit of associate companies (net)		5.44
Profit for the year		7,850.50
Earnings per equity share:		
	44	
Basic earnings per share (In Indian Rupees per share)		3.06
Diluted earnings per share (In Indian Rupees per share)		3.04
Nominal value per equity share (In Indian Rupees per share)		1.00
Summary of significant accounting policies	2.1	

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date
For D. KHANNA & ASSOCIATES
Registration number: 012917N
Chartered Accountants

per Deepak Khanna
Partner
Membership No.92140
Place: Jaipur
Date: May 25, 2016

As per our report of even date
For S.R. BATLIBOI & ASSOCIATES LLP
Registration number:101049W/E300004
Chartered Accountants

per Shankar Srinivasan
Partner
Membership No.213271
Place: Hyderabad
Date: May 25, 2016

**For and on behalf of the Board of Directors of
Genus Power Infrastructures Limited**

Ishwar Chand Agarwal	Chairman DIN: 00011152
Rajendra Kumar Agarwal	Managing Director & CEO DIN: 00011127
Rakesh Kumar Agarwal	Chief Financial Officer
Ankit Jhanjhari	Company Secretary
Place: Jaipur Date: May 25, 2016	

Genus Power Infrastructures Limited

CIN : L51909UP1992PLC051997

Consolidated cash flow statement for the year ended March 31, 2016

(All amounts are in lacs of Indian Rupees except share data and unless otherwise stated)

	Year ended March 31, 2016
1. CASH FLOWS FROM OPERATING ACTIVITIES	
Net Profit before tax and Share in profit of associate companies (net)	9,790.35
Adjustments to reconcile profit before tax to net cash flows	
Depreciation and amortisation expenses	1,399.10
Liquidated damages and bad debts written off (net)	1,351.99
Liabilities no longer required written back	(176.12)
Provision for bad and doubtful debts written back	(34.63)
Unrealised forex adjustments	(107.56)
Profit on slump sale	(235.86)
Loss on sale of assets (net)	81.35
Interest expense	1,980.01
Interest income	(943.32)
Dividend income	(182.00)
Operating Profit before Working Capital Changes	12,923.31
Movements in working capital:	
Increase in trade receivables	(3,590.75)
Decrease/(increase) in inventories	1,194.93
Increase in loans and advances	(683.48)
Decrease/(increase) in other assets	36.14
Increase/(decrease) in trade payables	(959.57)
Increase in provisions	582.37
Increase/(decrease) in other liabilities	1,540.77
Cash Generated from Operations	11,043.72
Direct taxes paid (net of refunds)	(2,348.24)
Net Cash flow (used in) / from Operating Activities	8,695.48
2. CASH FLOW FROM INVESTING ACTIVITIES	
Purchase of fixed assets, including capital work-in-progress and capital advances	(3,176.02)
Proceeds from sale of fixed assets	18.63
Proceed from slump sale	3,018.00
Purchase of non-current investments	(3,932.60)
Investments in margin money deposits (net)	38.74
Interest received	917.27
Amount received from trust	10,803.10
Dividend received	182.00
Net Cash flow (used in) / from Investing Activities	7,869.12
3. CASH FLOW FROM FINANCING ACTIVITIES	
Proceeds from issuance of share capital	9.93
Repayment of long term borrowings	(940.67)
Proceeds from short term borrowings (net)	(11,812.10)
Interest paid	(1,994.79)
Dividend and dividend tax paid	(616.19)
Net Cash flow (used in) / from Financing Activities	(15,353.82)
Net Increase/(Decrease) in Cash and Cash Equivalents	1,210.78
Cash and Cash Equivalents at the beginning of the year	2,597.93
Cash and Cash Equivalents at the end of the year	3,808.71

Components of cash and cash equivalents	
Cash and bank balances includes:	
Cash on hand	19.38
Balance with banks:	
Current accounts	579.58
Cash Credit account	1,087.74
In Foreign currency account	2.58
Fixed deposit accounts	4,817.22
Unpaid dividend accounts*	19.43
Cash and bank balances as per balance sheet	6,525.93
Less: Fixed deposits considered as investing activities	2,717.22
Total cash and cash equivalents (refer note 18)	3,808.71
Summary of significant accounting policies	2.1
* The Company can utilise these balances only towards settlement of unpaid dividend.	

As per our report of even date
For D. KHANNA & ASSOCIATES
Registration number: 012917N
Chartered Accountants

per Deepak Khanna
Partner
Membership No.92140
Place: Jaipur
Date: May 25, 2016

As per our report of even date
For S.R. BATLIBOI & ASSOCIATES LLP
Registration number:101049W/E300004
Chartered Accountants

per Shankar Srinivasan
Partner
Membership No.213271
Place: Hyderabad
Date: May 25, 2016

**For and on behalf of the Board of Directors of
Genus Power Infrastructures Limited**

Ishwar Chand Agarwal	Chairman DIN: 00011152
Rajendra Kumar Agarwal	Managing Director & CEO DIN: 00011127
Rakesh Kumar Agarwal	Chief Financial Officer
Ankit Jhanjhari	Company Secretary
Place: Jaipur Date: May 25, 2016	

Genus Power Infrastructures Limited

CIN : L51909UP1992PLC051997

Notes to the consolidated financial statement for the year ended March 31, 2016

(All amounts are in lacs of Indian Rupees except share data and unless otherwise stated)

1. Corporate Information

Genus Power Infrastructures Limited (referred to as "Genus" or the "Company") is a public company domiciled in India. The Company is primarily engaged in the business of manufacturing / providing 'Metering and Metering Solutions and undertaking 'Engineering, Construction and Contracts' on turnkey basis. The equity shares of the Company are listed on National Stock Exchange of India Limited and BSE Limited.

2. Basis of preparation of consolidated financial statements

The consolidated financial statements of the Company and its associates have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The Company has prepared these consolidated financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014. The consolidated financial statements have been prepared on an accrual basis and under the historical cost convention. These are Company's first set of consolidated financial statements prepared in accordance with Accounting Standard 23 "Accounting for investments in associates in Consolidated Financial Statements". Accordingly, the Company has availed optional exemption of not presenting comparative Financial Statements of March 31, 2016.

The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Company's standalone financial statements.

Investments in Consolidated Financial Statements are accounted in accordance with accounting principles as defined in the AS-23 "Accounting for Investment in Associates in Consolidated Financial Statements", under Equity method notified by Companies (Accounts) Rules 2014. The Consolidated Financial Statements are prepared on the following basis:

- i. The Company's share in profits / losses of an associate company is accounted for to the extent of the Company's percentage holding in its share capital.
- ii. Goodwill on consolidation represents the difference between the Consolidated Entity's share in the networth of an associate, and the cost of acquisition at each point of time of making the investment in the associate as per Accounting Standard (AS) 23 "Accounting for Investment in Associates in Consolidated

Financial Statements". For this purpose, the consolidated entity's share of net worth is determined on the basis of the latest financial statements, prior to the acquisition, after making necessary adjustments for material events between the date of such financial statements and the date of respective acquisition. Goodwill arising on consolidation as per Accounting Standard (AS) 21 "Consolidated Financial Statements" is not amortised, however, it is tested for impairment. In the event of cessation of operations of associate, the unimpaired goodwill is written off fully.

- iii. The financial statements of the entities used for the purpose of consolidation are drawn up to same reporting date as that of the Company i.e. year ended March 31, 2016.

The Consolidated Financial Statements for the year ended March 31, 2016 have been prepared on the basis of the financial statements of the following associates:

Name of Entity	Percentage holding as at 31 March 2016
M.K.J. Manufacturing Private Limited	50.00
Greentech Mega Food Park Private Limited	22.07

2.1 Statement of significant accounting policies

a. Use of estimates

The preparation of consolidated financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

b. Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Sale of goods

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. The Company collects

sales taxes and value added taxes (VAT) on behalf of the government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from revenue. Excise duty deducted from revenue (gross) is the amount that is included in the revenue (gross) and not the entire amount of liability arising during the year.

Income from services

Revenues from service contracts are recognized as and when services are rendered. The Company collects service tax on behalf of the government and, therefore, it is not an economic benefit flowing to the Company. Hence, it is excluded from revenue.

Revenue from erection contracts

Revenue from erection contracts is recognized on the percentage of completion method as mentioned in Accounting Standard (AS 7) "Construction Contracts" as per the Companies Accounting Standards Rules, 2006 (as amended) which are deemed to be applicable as per section 133 of Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014. The percentage of completion is determined by the proportion that contract costs incurred for work performed up to the reporting date bear to the estimated total contract costs. However, profit is not recognized unless there is reasonable progress on the contract. If total cost of a contract, based on technical and other estimates, is estimated to exceed the total contract revenue, the foreseeable loss is provided for. The effect of any adjustment arising from revision to estimates is included in the income statement of the year in which revisions are made. Contract revenue earned in excess of billing has been reflected under "Other current assets" and billing in excess of contract revenue has been reflected under "Other current liabilities" in the balance sheet. Revenue recognized is net of taxes.

Price Escalation and other claims or variations in the contract works are included in contract revenue only when:

- i. Negotiations have reached to an advanced stage such that it is probable that customer will accept the claim; and
- ii. The amount that is probable will be accepted by the customer and can be measured reliably.

Interest income

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "Other income" in the statement of profit and loss.

Dividend income

Dividend income is recognized when the Company's right to receive dividend is established by the reporting date.

c. Tangible fixed assets and depreciation

Fixed assets are stated at cost less accumulated depreciation, impairment losses and specific grant/subsidies, if any. The cost comprises of purchase price, freight, non refundable taxes and duties and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which take substantial period of time to get ready for use are included to the extent they relate to the period till such assets are ready for intended use. All other borrowing costs are expensed in the period they occur.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

The Company adjusts exchange differences arising on translation/ settlement of long-term foreign currency monetary items pertaining to the acquisition of a depreciable asset to the cost of the asset and depreciates the same over the remaining life of the asset. In accordance with MCA circular dated August 09, 2012, exchange differences adjusted to the cost of fixed assets are total differences, arising on long-term foreign currency monetary items pertaining to the acquisition of a depreciable asset, for the period. In other words, the Company does not differentiate between exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost and other exchange difference.

Expenditure directly relating to construction activity is capitalised. Indirect expenditure is capitalised to the extent those relate to the construction activity or is incidental thereto. Income earned during construction period is deducted from the total expenditure relating to construction activity.

Assets under finance leases, where there is no reasonable certainty that the Company will obtain the ownership by the end of the lease term are capitalised and are depreciated over the lease term or estimated useful life of the asset or useful life envisaged in schedule II of the Companies Act, 2013 whichever is shorter.

Premium paid on leasehold land is amortised over the lease term which is from 90 to 99 years.

Depreciation on fixed assets is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management, which are equal to the life prescribed under the Schedule II to the Companies Act, 2013.

The lives of the assets are as follows:

Assets	Life of the assets (in years)
Buildings	30–60
Plant and equipment	6–15
Furniture and fixture	10
Vehicles	8
Office equipments	5
Computers	3–6
Wind mill	22

d. Intangible assets

Costs relating to computer software, which are acquired, are capitalised and amortised on a straight-line basis over their useful life of three years. Research costs are expensed as incurred. Development expenditure incurred in respect of internally generated intangible assets such as product development is carried forward when the future recoverability can reasonably be regarded as assured.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

e. Impairment of tangible and intangible assets

The carrying amounts of assets are reviewed at each reporting date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using weighted average cost of capital.

Post impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

f. Government grant and subsidies

Grants and subsidies from the government are recognized when there is reasonable assurance that (i) the Company will comply with the conditions attached to them, and (ii) the grant/subsidy will be received.

When the grant or subsidy relates to revenue, it is recognized as income on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs, which they are intended to compensate. Where the grant relates to an asset, its value is deducted in arriving the carrying amount of the related asset.

Government grants of the nature of promoters' contribution are credited to capital reserve and treated as a part of the shareholders' funds.

g. Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges.

Current investments are carried in the consolidated financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

h. Inventories

Raw materials and components are valued at lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials and components is determined on weighted average basis.

Finished goods and work-in-progress are valued at lower of cost and net realisable value. Cost includes materials, labour and a proportion of appropriate overheads based on normal operating capacity. Cost of finished goods includes excise duty. Cost is determined on weighted average basis.

Traded goods are valued at lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, reduced by the estimated costs of completion and costs to effect the sale.

i. Retirement and other benefits

Employee benefit in the form of provident fund is a defined contribution scheme and the contributions are charged to the statement of profit and loss in the year of which the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective authorities.

Gratuity is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.

Short term compensated absences are provided for based on estimates. Long term compensated absences are provided for

based on actuarial valuation. The actuarial valuation is done as per projected unit credit method at the end of each financial year. Actuarial gains/losses are immediately taken to statement of profit and loss and are not deferred.

The Company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

j. Income taxes

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

In the situations where the Company is entitled to tax holiday under Income Tax Act 1961, no deferred tax is recognised in respect of timing differences which reverse during the tax holiday period, to the extent Company's gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of timing differences which reverse after the tax holiday period is recognised in the year in which timing difference originates.

Unrecognised deferred tax assets of earlier years are re-assessed and recognised to the extent that it has become reasonably certain or virtually certain, as the case may be that future taxable income will be available against which such deferred tax assets can be realised.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Minimum Alternate Tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset in accordance with

the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income Tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT credit entitlement." The Company reviews the "MAT Credit Entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

k. Foreign currency transactions

i) Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

ii) Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

iii) Exchange difference

1. Exchange differences arising on long-term foreign currency monetary items related to acquisition of a fixed asset are capitalized and depreciated over the remaining useful life of the asset.
2. Exchange differences arising on other long-term foreign currency monetary items are accumulated in the "Foreign Currency Monetary Item Translation Difference Account" and amortized over the remaining life of the concerned monetary item.
3. All other exchange differences are recognized as income or as expenses in the period in which they arise.

For the purpose of 1 and 2 above, the Company treats a foreign monetary item as "long-term foreign currency monetary item", if it has a term of 12 months or more at the date of its origination. In accordance with MCA circular dated August 09, 2012, exchange differences for this purpose, are total differences arising on long-term foreign currency monetary items for the period. In other words, the Company does not differentiate between exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost and other exchange difference.

iv) Forward exchange contracts entered into to hedge

foreign currency risk of an existing asset/ liability:

The premium or discount arising at the inception of forward exchange contract is amortized and recognized as an expense/ income over the life of the contract. Exchange differences on such contracts, except the contracts which are long-term foreign currency monetary items, are recognized in the statement of profit and loss in the period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such forward exchange contract is also recognized as income or as expense for the period. Any gain/ loss arising on forward contracts which are long-term foreign currency monetary items is recognized in accordance with paragraph (iii)(1) and (iii)(2).

l. Leases**Where the Company is lessee**

Finance leases, where the substantial risks and benefits incidental to ownership of the leased items are transferred to the Company, are capitalised at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges are charged directly against income. Lease management fees, legal charges and other initial direct costs are capitalised.

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item are classified as operating leases. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

m. Earning per share

Basic earning per share is calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit for the year attributable to equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

n. Provisions

A provision is recognized when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Warranty provisions

Provisions for warranty-related costs are recognized when the product is sold or service provided. Provision is based on historical experience. The estimate of such warranty-related costs is revised annually.

o. Cash and cash equivalents

Cash and cash equivalents in the cash flow statements comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

p. Employee stock option plan

Measurement and disclosure of the employee share-based payment plans is done in accordance with SEBI (Share Based Employee Benefits) Regulations, 2014 and the Guidance Note on Accounting for Employee Share-based Payments, issued by the ICAI. The Company measures compensation cost relating to employee stock options using the intrinsic value method. Compensation expense, if any, is amortized over the vesting period of the option on a straight line basis.

q. Contingent liabilities

A contingent liability is possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise the contingent liability but discloses its existence in the consolidated financial statements.

r. Borrowing costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition or construction of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the year they occur.

s. Segment reporting

The Company's operations predominately relate only to power segment and accordingly this is the only segment primary segment. Further the geographical segment is based on the areas in which major operating divisions of the Company operates.

t. Corporate Social Responsibility (CSR) Expenditure

The Company has opted to charge its CSR expenditure incurred during the year to the statement of profit and loss.

3. Share capital		March 31, 2016			
Authorised					
631,600,000 equity shares of Re.1 each		6,316.00			
504,000 10% redeemable preference shares of Rs.100 each		504.00			
1,500,000 preference shares of Rs.100 each		1,500.00			
Issued, subscribed and fully paid-up shares					
256,807,850 equity shares of Re.1 each		2,568.08			
		2,568.08			
a. Reconciliation of the equity shares outstanding at the beginning and at the end of the year.					
Equity shares		March 31, 2016			
		Numbers	Value		
At the beginning of the year		256,660,921	2,566.61		
Issued during the year under employee stock option plan		146,929	1.47		
Outstanding at the end of the year		256,807,850	2,568.08		
b. Terms / rights attached to equity shares					
<p>The Company has only one class of equity shares having a par value of Re.1 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting.</p> <p>During the year ended March 31, 2016, the amount of per share dividend recognized as distributions to equity shareholders is Re. 0.25.</p> <p>In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.</p>					
c. Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date					
	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Equity shares allotted as fully paid up pursuant to scheme of amalgamation for consideration other than cash	-	-	97,719,120	-	-
d. Details of shareholders holding more than 5% equity shares in the Company					
				March 31, 2016	
				Numbers	%holding
(i)	Mondip Kumar Tamuly (on behalf of Genus Shareholders' Trust) (refer note 4)			27,543,850	10.73%
(ii)	Vivekshil Dealers Private Limited			23,736,757	9.24%
(iii)	Kailash Chandra Agarwal			13,298,356	5.18%
<p>As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares except for the Mondip Kumar Tamuly who is holding equity shares on behalf of Genus Shareholders' Trust.</p>					
e. For details of shares reserved for issue under Employee Stock Option Plan (ESOP) of the Company, refer note 32(a).					

4. Reserves and surplus		March 31, 2016	
Capital reserve			
Opening balance		294.62	
Add: Additions during the year		-	
Closing balance		294.62	
Securities premium account			
Opening balance		8,118.37	
Add: Premium on exercise of employee stock options		8.46	
Closing balance		8,126.83	
General reserve			
Opening balance		1,506.00	
Add:- Amount received*		10,146.55	
Closing balance		11,652.55	
Surplus in the statement of profit and loss			
Opening balance		36,235.84	
Add: Profit for the year		7,850.50	
		-	
Less: Appropriations			
Proposed equity dividend		642.02	
Tax on proposed equity dividend		130.70	
Dividend related to previous year		0.26	
Tax on dividend related to previous year		0.05	
Total appropriations		773.03	
Net surplus in the statement of profit and loss		43,313.31	
		63,387.31	
<p>* Pursuant to the scheme of amalgamation approved by the Hon'ble Allahbad High Court in 2013-14, the shares of the Company held by the Company and Genus Paper Products Limited were consequently transferred to the Genus Shareholders' Trust for the benefit of the Company and its Shareholders. The trust is administered by an independent trustee.</p> <p>During the year, the trust has sold 20,000,000 equity shares of the Company and in line with the purpose of the trust, remitted the proceeds to the Company. The surplus arising on such distribution of Rs. 10,051.55 lacs and the amounts received towards dividend on shares of the Company held by the trust of Rs. 95.00 lacs have been recognised directly in the reserves as such amounts have arisen on shares of the Company.</p>			
5. Long-term borrowings		March 31, 2016	
		Non-current portion	Current maturities
From Banks (Secured)			
Foreign currency loan from a bank		94.45	1,611.89
Vehicle loans		31.41	38.49
		125.86	1,650.38
Amount disclosed under the head "Other current liabilities" (refer note 11)		-	(1,650.38)
		125.86	-
The above amount includes:			
Secured borrowings		125.86	1,650.38
<p>(1) The foreign currency term loan from a bank of Rs.1,706.34 lacs is secured by first exclusive charge on the entire fixed assets of the Company's Jaipur unit- II situated at plot No.SP-1-2317, Ramchandpura, Sitapura extensions, Jaipur (Rajasthan) and Haridwar Unit-II situated at Plot No:9, Sector-2, SIDCUL, Haridwar (Uttarakhand) including immovable properties, present and future acquired out of the said loan and unconditional irrevocable personal guarantees of promoters directors Mr. Ishwar Chand Agarwal, Mr. Rajendra Kumar Agarwal and Mr. Jitendra Kumar Agarwal. Interest will be paid at 6 month USD Libor + 280 BPS p.a payable quarterly (Libor to reset quarterly). The effective weighted average interest rate is 3.62% p.a. These loans are repayable in unequal quarterly instalments starting from June 2012 and will end in May 2017.</p> <p>(2) Vehicle loans from banks and non-banking financial companies is secured by way of hypothecation of the vehicles financed by them under the finance scheme. The effective weighted average interest rate is 10.05% p.a.</p>			

6. Deferred tax liabilities (net)		
	March 31, 2016	
Deferred tax liability on account of differences in depreciation as per tax books and financial books	A	919.36
Deferred tax asset arising on account of timing differences relating to:		
Doubtful debts		170.32
Employee benefits		155.28
	B	325.60
	(A-B)	593.76
7. Provisions		
	March 31, 2016	
	Long-term	Short-term
For employee benefits		
Gratuity (refer note 33)	37.57	-
Compensated absences	-	196.40
	37.57	196.40
Other provisions		
For warranties (refer note 45)	1,479.49	369.87
For Proposed dividend	-	642.02
For Tax on proposed dividend	-	130.70
Provision for income tax (net of advance tax)	-	652.69
	1,479.49	1,795.28
	1,517.06	1,991.68
8. Short-term borrowings		
	March 31, 2016	
Secured borrowing		
Cash credit from banks		12,669.63
Buyer's credit from banks		5,047.69
		17,717.32
Unsecured borrowing		
Bills discounting / Bill Purchases		3,810.32
		21,527.64
1.	Cash credit from banks of Rs.17,717.32 lacs of the Company under consortium arrangement from Bank of Baroda, State Bank of India, Punjab National Bank, IDBI Bank Ltd, State Bank of Bikaner and Jaipur, Axis Bank and Export Import Bank of India, is secured by way of first pari-passu charge on entire current assets of the Company both present and future and collateral security by way of 1st Pari-passu charges on the entire unencumbered fixed assets of the Company and equitable mortgage of properties on pari-passu basis situated at SPL-3A & SPL-2A, Sitapura, Jaipur (Rajasthan) and Plot No.12, Sector-4, IIE Haridwar (Uttarakhand) and further secured by personal guarantees of Mr. Ishwar Chand Agarwal, Mr. Rajendra Kumar Agarwal, Mr. Jitendra Kumar Agarwal and Mr. Vishnu Todi. The rate of interest for cash credit is 9.90% to 12.00% p.a. and for buyer's credit is LIBOR + 0.56%.	
2.	Bills discounting of Rs. 1,638.67 lacs of the Company are secured by Inland documentary bills covering dispatches of goods under Prime Bank's Letter of credit supported by related documents.. The rate of interest is 9.60% p.a.	
3.	Bills discounting of Rs. 2,171.65 lacs are discounted on vendor invoices and carries an interest rate calculated at Base Rate of SBI with credit period of up to 90 days. This facility is secured by personal guarantees of Mr. Ishwar Chand Agarwal, Mr. Rajendra Kumar Agarwal, Mr. Jitendra Kumar Agarwal and Mr. Vishnu Todi.	

9. Other long-term liabilities										
										March 31, 2016
Security deposit received										2.89
Retention from vendors										329.96
										332.85
10. Trade payables										
										March 31, 2016
Trade payables										
- Total outstanding dues of micro and small enterprises										127.22
- Total outstanding dues of creditors other than micro and small enterprises (refer note 36 for details of dues to micro and small enterprises)										10,918.64
										11,045.86
11. Other current liabilities										
										March 31, 2016
Current maturities of long-term borrowings (refer note 5)										1,650.38
Contract revenue in excess of billing										1,101.35
Creditors for capital goods										37.76
Unclaimed dividend (refer note 37)										19.43
Interest accrued but not due on borrowings										37.18
Advance from customers										1,268.97
Other payables										
Statutory liabilities										426.43
										4,541.50
12. Fixed assets - Tangible and Intangible Assets										
	Leasehold land	Buildings	Plant and equipment	Furniture and fixtures	Vehicles	Office equipment	Computers	Windmill	Total Tangible Assets	Total Intangible assets Computer software
At Cost										
At April 1, 2015	1,167.20	5,676.79	9,401.75	252.96	815.30	208.87	542.96	703.00	18,768.83	345.20
Additions	432.17	774.37	1,400.69	11.06	3.33	9.11	83.30	-	2,714.03	52.54
Forex adjustment	21.89	50.15	62.93	0.41	0.01	0.56	0.66	-	136.61	5.79
Deletions	-	-	(1,132.17)	(58.40)	(34.06)	(45.27)	(107.74)	-	(1,377.64)	(3.82)
At March 31, 2016	1,621.26	6,501.31	9,733.20	206.03	784.58	173.27	519.18	703.00	20,241.83	399.71
Depreciation and amortisation expenses										
At April 1, 2015	65.53	826.79	3,488.25	128.80	441.80	126.52	394.52	347.80	5,820.01	256.58
Charge for the year	14.04	180.66	944.67	21.13	72.71	31.50	51.92	25.32	1,341.95	57.15
Deletions	-	-	(475.26)	(43.58)	(19.13)	(34.13)	(92.57)	-	(664.67)	(1.72)
At March 31, 2016	79.57	1,007.45	3,957.66	106.35	495.38	123.89	353.87	373.12	6,497.29	312.01
Net Block										
At March 31, 2016	1,541.69	5,493.86	5,775.54	99.68	289.20	49.38	165.31	329.88	13,744.54	87.70
Capital work-in-progress Rs. 210.25 lacs										
1. Additions to fixed assets during the year includes value of capital expenditure towards research centre aggregating to Rs. 138.29 lacs [refer note 38(b)].										

13. Non-current investments				
		March 31, 2016		
		Face value	Quantity	Value
Other than trade				
a. Long term, quoted, in fully paid equity shares (at cost)				
Genus Paper & Boards Limited		1	500,000	5.00
				5.00
b. Long term, unquoted, in fully paid equity shares (at cost)				
In associates				
M.K.J. Manufacturing Private Limited (includes goodwill of Rs. 597.50 lacs)		100	49,335	600.00
Add: Share of accumulated loss in Associate Company Greentech Mega Food Park Private Limited (includes capital reserve of Rs. 1.37 lacs)		10	3,520,000	(0.43) 352.00
Add: Share of accumulated profit in Associate Company				1.44
In Others				
Genus Innovation Limited		10	536,912	400.00
Yajur Commodities Limited (formerly known as Virtuous Urja Limited)		10	4,677,586	678.25
Maple Natural Resources Pte. Limited		SGD 1	9,708	3.99
				2,035.25
c. Long term, unquoted, in fully paid preference shares (at cost)				
Kailash Industries Limited (6% Redeemable, non cumulative, non convertible)		100	600,000	600.00
Kailash Vidyut & Ispat Limited (6% Redeemable, non cumulative, non convertible)		100	60,000	60.00
Yajur Commodities Limited (formerly known as Virtuous Urja Limited) (6% Redeemable, non cumulative, non convertible)		100	2,700,000	2,700.00
				3,360.00
				5,400.25
Notes:				
1. Aggregate market value of quoted investments				19.35
2. Aggregate value of unquoted investments				5,395.25

14. Loans and advances		
(Unsecured, considered good)	March 31, 2016	
	Non-current portion	Current maturities
Capital advances	153.88	-
Trade deposits	204.16	571.60
Loan and advances to related parties	3,551.88	-
Advances recoverable in cash or kind	-	551.89
Other loans and advances		
Advance income-tax(net of provision for taxation)	13.00	-
MAT credit entitlement	4,827.30	-
Prepaid expenses	-	130.05
Loans to others	1,936.20	-
Other claim receivable	-	24.03
Balance with statutory/government authorities	1,644.89	1,027.56
	8,421.39	1,181.64
Total	12,331.31	2,305.13
Refer note 39 for advances due from related parties		
15. Trade receivables		
(Unsecured, considered good unless otherwise stated)	March 31, 2016	
	Non-current portion	Current maturities
Outstanding for a period exceeding six months from the date they are due for payment		
Considered good	-	6,663.94
Doubtful	-	492.13
	-	7,156.07
Provision for doubtful receivables	-	(492.13)
	-	6,663.94
Others		
Considered good	3,528.77	34,799.09
	3,528.77	41,463.03
Amount disclosed under non-current assets (refer note 17)	(3,528.77)	-
Total	-	41,463.03
Refer note 39 for trade receivables due from related parties		
16. Other current assets		
(Unsecured, considered good)	March 31, 2016	
Interest receivable	182.40	
	182.40	
17. Other non-current assets		
(Unsecured, considered good)	March 31, 2016	
Retention money and other receivable (refer note 15)	3,528.77	
Non-current bank balances (refer note 20)	334.21	
	3,862.98	

18. Current investments		
	March 31, 2016	
	Quantity	Value
Current investments		
(At lower of cost and market value)		
Genus Shareholder's trust		5,995.08
SBI treasury advantage fund	248,901.872	4,100.00
Current portion of long term investments		
(At cost unless otherwise stated)		
In Joint Venture		
Genus SA, Brazil*	34,728,000	-
(4,488,000 ordinary shares of R\$ 0.5504 each, 1,300,000 ordinary shares of R\$ 1.0000 each and 28,940,000 ordinary shares of R\$ 0.1382 each)		
(At cost less provision for other than temporary diminution amounting to Rs. 1,743.58)		
		10,095.08
Market value of quoted investment		4,176.29
Aggregate value of unquoted investments		5,995.08
Aggregate provision for diminution in the value of investments		1,743.58
<p>* In view of the financial position and current level of operations of Genus SA, Brazil, the board of directors had, at their meeting held on November 14, 2014, accorded their consent to write off such investment, subject to necessary compliances and approvals. During the year, management has assessed the requirements for approvals for write off the investment and is in the process of completing the necessary formalities in this regard.</p> <p>Further, the entire value of such investment was provided for in the previous year and the Company does not expect any recovery or to incur any further obligation in respect of such investment and hence excluded from consolidation.</p>		
19. Inventories		
	March 31, 2016	
(Valued at lower of cost and net realisable value)		
Raw materials		5,190.24
Work-in-progress (refer note 24)		1,251.07
Finished goods (refer note 24)		5,315.90
		11,757.21
20. Cash and bank balances		
	March 31, 2016	
	Non-current	Current
Cash and cash equivalents		
Balance with banks:		
On current accounts	-	579.58
On Cash credit account	-	1,087.74
On Foreign Currency Account	-	2.58
On Deposits with original maturity of less than three months	-	2,100.00
On unpaid dividend account	-	19.43
Cash on hand	-	19.38
	-	3,808.71
Other bank balances		
Margin money deposits	334.21	2,383.01
	334.21	2,383.01
Amount disclosed under non-current assets (refer note 17)	(334.21)	-
	-	6,191.72

21. Revenue from operations (gross)	
	March 31, 2016
Sale of products	80,630.12
Rendering of services	949.25
Revenue from contracts	5,191.21
Other operating revenue	
Scrap sales	141.78
Export incentives	11.60
	86,923.96
Details of sale of products	
Meters	73,202.37
Others	7,427.75
	80,630.12
Details of sale of services	
Installation of meter and other related services	949.25
	949.25
22. Other income	
	March 31, 2016
Interest income on:	
Bank deposits	235.77
Other advances and deposits	707.55
Dividend income	182.00
Liabilities no longer required written back	176.12
Provision for bad and doubtful debts written back	34.63
Miscellaneous income	77.76
	1,413.83
23. Cost of materials consumed including erection expenses	
	March 31, 2016
Raw material consumed including erection expenses	
Opening stock	7,459.28
Add: Purchases including erection expenses	52,561.46
	60,020.74
Less: Closing stock	5,190.24
	54,830.50
Details of cost of materials consumed including erection expenses	
Material name	March 31, 2016
Integrated circuit	7,879.22
Plastic dana	8,255.18
Current transformer	5,630.59
Bare printed circuit board	2,934.13
Others	30,131.38
	54,830.50
Details of closing stock of raw materials	
Material name	March 31, 2016
Integrated circuit	729.10
Plastic dana	792.16
Current transformer	517.94
Bare printed circuit board	371.49
Others	2,779.55
	5,190.24

24. (Increase)/decrease in inventory	
	March 31, 2016
Inventories at the end of the year	
Finished goods	5,315.90
Work-in-progress	1,251.07
	6,566.97
Inventories at the beginning of the year	
Finished goods	5,480.63
Work-in-progress	2,658.38
	8,139.01
	1,572.04
Details of inventory	
Finished goods	
Meters	5,254.65
Others	61.25
	5,315.90
Work-in-progress	
Printed circuit board	537.19
Others	713.88
	1,251.07
25. Employee benefit expenses	
	March 31, 2016
Salaries, wages and bonus	6,093.59
Contribution to provident and other funds (refer note 33 a)	214.62
Gratuity expense (refer note 33 b)	29.35
Staff welfare expenses	201.56
	6,539.12
26. Other expenses	
	March 31, 2016
Sampling and testing expenses	323.87
Power and fuel	489.84
(Increase)/decrease of excise duty on inventory	(48.17)
Repairs and maintenance:	
Plant and machinery	279.16
Buildings	75.52
Others	3.72
Rent (refer note 40)	153.82
Rates and taxes	267.31
Printing, postage, telegram and telephones	127.80
Insurance	90.69
Legal and professional charges	298.23
Research and development expenses (refer note 38)	985.69
Payment to statutory auditors (refer note 34)	60.23
Advertisement expense	175.36
Sales commission expense	108.53
Freight and forwarding expenses	1,300.37
Travelling and conveyance	743.83

Warranty expenses	2,500.63
Donations	4.57
CSR Expenditure (refer note 50)	116.98
Liquidated damages and bad debts written off (Net of recovery Rs.823.88 lacs)	1,351.99
Loss on sale of assets (net)	81.35
Loss on foreign currency transactions (net)	517.48
Miscellaneous expenses	307.66
	10,396.46
27. Depreciation and amortisation expenses	
	March 31, 2016
Depreciation on tangible assets	1,341.95
Amortisation on intangible assets	57.15
	1,399.10
28. Finance costs	
	March 31, 2016
Interest on loans from banks	1,894.89
Interest -others	85.12
Bank charges	907.50
	2,887.51
29. Exceptional items	
	March 31, 2016
Profit on slump sale	(235.86)
	(235.86)
30. Capital and other commitments	
Estimated amount of contracts (net of advances) remaining to be executed on capital account and not provided for Rs. 431.02 lacs.	
31 Contingent liabilities	
Particulars	March 31, 2016
a. Bank Guarantee issued by Banks and against which margin money of Rs. 1810.32 lacs was provided in the form of fixed deposits.	5,224.08
b. Corporate guarantee to banks to secure the credit facilities of others.	25,000.00
c. Outstanding letter of credit issued by Banks against which margin money of Rs. 44 lacs was provided in the form of Fixed deposits.	1,093.32
d. Claims arising from disputes not acknowledged as debts - indirect taxes (excise duty, sales tax, custom duty and service tax)	3,249.49
e. Claims arising from disputes not acknowledged as debts - direct taxes	4,027.79
f. Claims against the Company not acknowledged as debts	107.43
32. Employee Stock Option Plan	
a. Employee Stock Option Scheme "ESOS-2012"	
The Company has reserved issuance of 7,945,000 equity shares of face value of Re.1 each for offering to eligible employees of the Company under Employees Stock Option Scheme-2012 (ESOS-2012). In the earlier years, the Company has granted 2,840,300 options which includes 1,815,600 options at a price of Rs.7 per option (adjusted for shares issued pursuant to scheme of arrangement), 582,000 options at a price of Rs.6 per option (adjusted for shares issued pursuant to scheme of arrangement) and 442,700 options at a price of Rs.27.10 per option. The options would vest over a maximum period of 6 years or such other period as may be decided by the Nomination and Remuneration Committee from the date of grant based on specified criteria.	

The details of options outstanding of ESOS-2012:			
Particulars			March 31, 2016
Options outstanding at the beginning of the year			2,387,608
Granted during the year			-
Vested / exercisable during the year			115,536
Exercised during the year			146,929
Forfeited during the year subject to reissue			272,140
Options outstanding at end of the year			1,968,539
Weighted average exercise price (Rs.)			10.52
Weighted average fair value of options at the date of grant (Rs.)			9.15
Particulars	Range of exercise prices	Number of options outstanding	Weighted average remaining contractual life of options (in years)
As at March 31, 2016	Rs. 6.00 to Rs. 27.10	1,968,539	6.18
b. Disclosures as per fair value method			
The Company's net profit and earnings per share would have been as under, had the compensation cost for employees' stock options been recognised based on the fair value at the date of grant in accordance with the "Black Scholes" model.			
Particulars			March 31, 2016
Profit after taxation (as reported in the statement of profit and loss)			7,850.50
Less: Additional employee compensation cost based on fair value			40.89
Profit after taxation as per fair value method			7,809.61
Earnings per share			
Basic			
No. of shares			256,776,945
EPS as reported (In Indian Rupees per share)			3.06
EPS as per fair value method (In Indian Rupees per share)			3.04
Diluted			
No. of shares			258,291,265
EPS as reported (In Indian Rupees per share)			3.04
EPS as per fair value method (In Indian Rupees per share)			3.02
The following assumptions were used for calculation of fair value of grants:			
Particulars			March 31, 2016
Risk-free interest rate			8.32%
Expected life of options			5.50 years
Expected volatility			57.76%
Dividend yield			0.37%
33. Retirement and other benefits			
a. Disclosures related to defined contribution plan			
Particulars			March 31, 2016
Provident fund contribution recognized as expense in the statement of profit and loss			202.15
b. Disclosures related to defined benefit plan			
The Employees' Gratuity Fund Scheme managed by a trust is a defined benefit gratuity plan which is administered through Group Gratuity Scheme with Life Insurance Corporation of India. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days last drawn salary for each completed year of service.			

Statement of profit and loss	
Particulars	March 31, 2016
Net employee benefit expense (included under employee benefit expenses)	
Current service cost	44.64
Interest cost on benefit obligation	35.21
Expected return on plan assets	(34.29)
Net actuarial (gain) / loss recognized in the year	(16.21)
Net benefit expense	29.35
Actual return on plan assets	34.29
Balance Sheet	
Particulars	March 31, 2016
Details of Provision for gratuity	
Defined benefit obligation (DBO)	491.10
Fair value of plan assets (FVPA)	453.53
Net plan liability	37.57
Changes in the present value of the defined benefit obligation for gratuity are as follows	
Particulars	March 31, 2016
Opening defined benefit obligation	458.43
Current service cost	44.64
Interest cost	35.21
Benefits paid	(31.42)
Actuarial (gains) / losses on obligation	(15.76)
Closing defined benefit obligation	491.10
Changes in fair value of plan assets	
Particulars	March 31, 2016
Opening fair value of plan assets	410.68
Expected return	34.29
Contributions by employer	39.53
Benefits paid	(31.42)
Actuarial gains	0.45
Closing fair value of plan assets	453.53
The principal assumptions used in determining gratuity obligations for the Company's plans are shown below:	
Particulars	March 31, 2016
Discount rate (p.a.)	8.00%
Expected return on assets (p.a.)	8.35%
Increment rate (p.a.)	7.00%
c. Notes:	
1	The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.
2	Percentage of plan assets as investments with insurer is 100%.
3	The expected rate of return on assets is based on the expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations.

34. Remuneration to statutory auditors (excluding service tax where applicable)		
Particulars	March 31, 2016	
As Auditors:		
Statutory audit including limited review		53.00
Tax audit		1.25
In other capacity:		
Certification		3.31
Reimbursement of expenses		2.67
Total		60.23
35. Disclosure regarding derivative financial instruments		
Particulars of unhedged foreign currency exposure are detailed below at the exchange rate prevailing as at the reporting date.		
	Equivalent amount in Indian Rupees	
Particulars	Currency	March 31, 2016
Borrowings	USD	2,908.58
	EUR	56.17
Trade receivables	USD	5.84
Trade payables including interest accrued but not due on borrowings and creditors for capital goods	USD	3,547.56
	JPY	6.17
	EUR	0.63
Bank balances	USD	0.46
	EUR	2.12
Details of foreign currency exposure that has been hedged by forward contract are as follows:		
Particulars	Currency	March 31, 2016
Short term borrowings and trade payable	USD	4139.66
36. Details of dues to micro and small enterprises as defined under the MSMED Act, 2006		
Particulars	March 31, 2016	
The principal amount remaining unpaid as at the end of the year.		127.22
The amount of interest accrued and remaining unpaid at the end of the year.		-
Amount of interest paid by the Company in terms of section 16 of Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of payments made beyond the appointed date during the year.		-
Amount of interest due and payable for the period of delay in making payment without the interest specified under the Micro Small and Medium Enterprise Development Act, 2006.		-
The amount of further interest remaining due and payable in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006.		-
37. In respect of the amounts mentioned under section 125 of the Companies Act, 2013 there are no dues that are to be credited to the investor education and protection fund as at March 31, 2016. During the year, the Company has transferred Rs. 2.56 lacs to Investor education and protection fund.		
38. Research and Development Expenses		
a. Details of research and development expenses incurred during the year, debited under various heads of statement of profit and loss is given below:		
Particulars	March 31, 2016	
Cost of material consumed		149.00
Employee benefit expenses		632.99
Travelling and conveyance		83.95
Sampling and testing expenses		17.94
Others		101.81
Total		985.69

b. Details of capital expenditure incurred for Research and Development are given below:	
Particulars	March 31, 2016
Plant and equipments	87.61
Computers	50.20
Office equipment	0.48
Total	138.29
39. Related party disclosures	
Names of related parties and description of relationship	
Relationship	Name of the Party
Associates	M.K.J. Manufacturing Private Limited Greentech Mega Food Park Private Limited Genus Consortium
Joint ventures	Genus SA, Brazil
Enterprises in the control of the Management	J C Textiles Private Limited Hi-Print Electromack Private Limited Genus Innovation Limited Genus Electrotech Limited Yajur Commodities Limited (formerly known as Virtuous Urja Limited)
Key managerial personnel	Mr. Ishwar Chand Agarwal Mr. Rajendra Kumar Agarwal Mr. Jitendra Kumar Agarwal
Relatives to key managerial personnel	Amit Agarwal (HUF) Rajendra Kumar Agarwal (HUF)
Transactions with related parties	
Particulars	March 31, 2016
Associates	
M.K.J. Manufacturing Private Limited	
Loans given	161.89
Interest income	31.49
Balance receivable	373.89
Greentech Mega Food Park Private Limited	
Investment made – equity shares	132.00
Genus Consortium	
Loan given	9.85
Balance receivable	945.43
Enterprises in the control of the Management	
Yajur Commodities Limited	
Interest income	280.60
Dividend Income	182.00
Balance receivable	2,284.45
J C Textiles Private Limited	
Rent paid	24.00
Rent deposit receivable	36.98
Hi-Print Electromack Private Limited	
Rent paid	9.60
Rent deposit receivable	2.50

Genus Innovation Limited		
Sale of goods and services		4,259.03
Purchase of goods and services		924.51
Purchase of fixed assets		1,066.85
Sale of fixed assets		3.79
Balance receivable		1,384.15
Genus Electrotech Limited		
Sale of goods and services		6.88
Purchase of goods and services		1,270.69
Interest income		50.09
Balance receivable		32.21
Key managerial persons		
Mr. Ishwar Chand Agarwal		
Remuneration paid*		264.00
Mr. Rajendra Kumar Agarwal		
Rent paid		2.58
Remuneration paid*		175.20
Mr. Jitendra Kumar Agarwal		
Rent paid		0.90
Remuneration paid*		175.20
Relatives to key managerial personnel		
Amit Agarwal (HUF)		
Rent paid		4.80
Balance Payable		14.19
Rajendra Kumar Agarwal (HUF)		
Rent paid		4.80
Note: For closing balance of investments and provision for diminution in value of investments, refer note 13 & note 18		
* Does not include provision for gratuity and leave encashment, which is determined for the Company as a whole.		
40. Leases - operating leases		
Operating leases are mainly in the nature of lease of office premises with no restrictions and are renewable/ cancellable at the option of either of the parties. There are no sub-leases. There are no restrictions imposed by lease arrangements. The aggregate amount of operating lease expenses recognised in the statement of profit and loss is Rs. 153.82 lacs.		
41. Disclosure required under section 186 (4) of the Companies Act, 2013		
Included in loans and advance are certain inter-corporate deposits the particulars of which are disclosed below as required by section 186 (4) of Companies Act, 2013:		
Particulars	Rate of Interest	March 31, 2016
Yajur Commodities Limited (formerly known as Virtuous Urja Limited)	12%	2,284.45
M.K.J. Manufacturing Private Limited	12%	322.00
Arpit Marble Private Limited	12% & 15%	108.26
Shree Salasar Overseas Private Limited	12%	174.95
Andhi Marble Private Limited	12% & 15%	48.49
Orchid Infrastructure Developers Private Limited	12%	1,604.50
Total		4,542.65
The above loans are unsecured and are repayable on demand and were proposed to be utilised for business purposes by the recipient of loans.		

42. Loans and advances given to Associates and Companies in which director are interested		
Name of the Company	March 31, 2016	
	Closing Balance	Max. amount outstanding during the year
Yajur Commodities Limited (formerly known as Virtuous Urja Limited)	2,284.45	2,903.58
M.K.J. Manufacturing Private Limited	322.00	322.00
43. AS 7 Disclosure		
In terms of the disclosures required to be made under the Accounting Standard 7 (revised 2002) notified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 for "Construction Contracts":		
Particulars	March 31, 2016	
Contract revenue recognized for the year	5,191.21	
Contract cost incurred and recognized profits (less recognized losses) for contracts in progress up to the reporting date	33,366.70	
Advances received for contracts in progress	159.69	
Amount of retention for contracts in progress	287.28	
Gross amount due from customers for contract work (excluding cancelled projects)	10,659.99	
Gross amount due to customers for contract work as a liability	1,165.20	
44. Earning per equity share (EPS)		
Particulars	March 31, 2016	
Profit after taxation considered for calculation of basic and diluted earnings per share	7,850.50	
Weighted average number of equity shares considered for calculation of basic earnings per share	(a)	256,776,945
Effect of dilution on account of Employee Stock Options granted	(b)	1,514,320
Weighted average number of equity shares considered for calculation of diluted earnings per share	(a+b)	258,291,265
45. Warranty expenses		
The Company provides warranties for its products, undertaking to repair and replace the item that fails to perform satisfactorily during the warranty period. A provision is recognized for expected warranty claims on products sold based on past experience of the level of repairs and returns. The table below gives information about movement in warranty provisions.		
Particulars	March 31, 2016	
At the beginning of the year	1,293.50	
Additions during the year	2,500.63	
Utilized during the year	1,944.77	
At the end of the year	1,849.36	
46. Imported and indigenous materials consumed (excluding expenses incurred during construction period)		
Particulars	March 31, 2016	
	%	Value
Cost of raw materials consumed including erection expenses		
Imported	51.97	28,571.53
Indigenous	48.03	26,407.97
Total	100.00	54,979.50
47. CIF value of imports		
Particulars	March 31, 2016	
Raw materials and packing materials	28,574.72	
Capital goods	803.34	

48. Expenditure in foreign currency (accrual basis)	
Particulars	March 31, 2016
Travelling and conveyance	173.43
Legal and professional charges	4.36
Advertisement and sales commission expense	4.34
Finance costs	117.86
Sampling and testing expenses	14.78
Other expenses	50.69
Total	365.46
49. Earnings in foreign currency (accrual basis)	
Particulars	March 31, 2016
Sale of products	683.61
Total	683.61
50. The Company has spent Rs.116.98 lacs against total requirement of Rs. 113.56 lacs as per section 135 of the Companies Act, 2013. The amount contributed towards CSR activities are for various items mentioned in Schedule VII of the Companies Act, 2013 and is as approved by the CSR Committee.	

As per our report of even date
For D. KHANNA & ASSOCIATES
Registration number: 012917N
Chartered Accountants

per Deepak Khanna
Partner
Membership No.92140
Place: Jaipur
Date: May 25, 2016

As per our report of even date
For S.R. BATLIBOI & ASSOCIATES LLP
Registration number:101049W/E300004
Chartered Accountants

per Shankar Srinivasan
Partner
Membership No.213271
Place: Hyderabad
Date: May 25, 2016

**For and on behalf of the Board of Directors of
Genus Power Infrastructures Limited**

Ishwar Chand Agarwal	Chairman DIN: 00011152
Rajendra Kumar Agarwal	Managing Director & CEO DIN: 00011127
Rakesh Kumar Agarwal	Chief Financial Officer
Ankit Jhanjhari	Company Secretary
Place: Jaipur Date: May 25, 2016	

Corporate Information

BOARD OF DIRECTORS

Mr. Ishwar Chand Agarwal
Executive Chairman

Mr. Kailash Chandra Agarwal
Vice-Chairman, Non-Executive, Non-Independent

Mr. Rajendra Kumar Agarwal
Managing Director and CEO

Mr. Jitendra Kumar Agarwal
Joint Managing Director

Smt. Sharmila Agarwal
Non-Executive, Non-Independent Director

Wg. Cdr. (Retd.) Bhairon Singh Solanki
Independent Director

Mr. Rameshwar Pareek
Independent Director

Mr. Indraj Mal Bhutoria
Independent Director

Mr. Dharam Chand Agarwal
Independent Director

Mr. Udit Agarwal
Independent Director

Mr. Naveen Gupta
Independent Director (Upto 02.02.2016)

Mr. Satya Narayan Vijayvergiya
Director (Upto 02.12.2015)

COMPANY SECRETARY

Mr. Ankit Jhanjhari

AUDITORS

M/s. S.R. Batliboi & Associates LLP
Chartered Accountants,
The Oval Office, 18, iLabs Centre,
Madhapur, Hyderabad-500081, India

M/s. D. Khanna & Associates
Chartered Accountants,
G-6, Royal Sundram, Vivekanand Marg,
C-Scheme, Jaipur-302001, India

CORPORATE IDENTIFICATION NUMBER

L51909UP1992PLC051997

REGISTRAR AND SHARE TRANSFER AGENT

Niche Technologies Private Limited

D-511, Bagree Market, 71, B. R. B. Basu Road,
Kolkata-700001

Tel: 033-22357270/7271 Fax: 033-22156823

E-mail: nichetechpl@nichetechpl.com

BANKERS

Bank of Baroda

IDBI Bank Limited

State Bank of Bikaner & Jaipur

Axis Bank Limited

State Bank of India

Punjab National Bank

Export-Import Bank of India

REGISTERED OFFICE

G-14, Sector-63,

Noida, Uttar Pradesh-201307

Tele-fax: +91-120-4227116

CORPORATE OFFICE

SPL-3, RIICO Industrial Area, Sitapura, Tonk Road,
Jaipur-302022 (Rajasthan)

Tel: +91-141-7102400/500

Fax: +91-141-2770319/7102503

WEBSITE & EMAIL ID

Website : www.genuspower.com / www.genus.in

E-mail (For Shareholders' complaints) : cs@genus.in

E-mail (For Shareholders' queries) : investors@genus.in

E-mail (For Others) : info@genus.in

PLANTS AND R&D CENTRE

- SPL-3, RIICO Ind. Area, Sitapura, Tonk Road, Jaipur (Raj.)
- SPL-2A, RIICO Ind. Area, Sitapura, Tonk Road, Jaipur (Raj.)
- Plot No. SP-1-2317, Ramchandrapura Industrial Area, Sitapura Extension, Jaipur (Raj.)
- Plot No. 12, Sector-4, IIE, SIDCUL, Haridwar (Uttarakhand)
- Plot No. 9 & 10, Sector-2, SIDCUL, Haridwar (Uttarakhand)
- SP-4-2, Keshwana, (Kotputli), Dist.-Jaipur (Raj.)

Events & Exhibitions

Elecrama 2016, Bengaluru



African Utility Week, Capetown, SA



Middle East Electricity Exhibition, Dubai





MILESTONES *Our Successful Journey...*

DINRAIL STS Complaint PREPAYMENT Meters developed and commercialized

Complete Smart Meter solution for AMI implementation launched.

2014
2013

Successfully appraised at CMMI Level 3 company

First company in India with SABS certification for its prepayment meters

2011
2011

ERP software package SAP implemented successfully

First company in India to obtain DLMS certification for Energy Meters

2007
2007

Rated among top 100 Electronic companies in India by EFY 2004: Lean Manufacturing implemented with TBM consultants, USA

India's first Sure Sine Wave™ Super Inverter™ launched

2004
2004

Multi-functional & Multi-tariff Meters launched

Became largest manufacturer of Energy Meters

1999
1998

Pioneered unique tamper proof Single & Three Phase Electronic Energy Meters in India

Company founded for manufacturing Thick Film Hybrid Microcircuits & SMT PCB Assemblies

1996
1994

2015
2015

Launched Net Meter for Roof Top Solar Solution

Manufacturing Excellence Award (Silver Certificate-of Merit) by Frost & Sullivan's India Institute of Director's Golden Peacock Manufacturing Excellence Award (Commendation Certificate)

2012
2011

Gas Meter, Meter with integrated APFC, Smart Meters being launched

Outstanding performance award by NDPL towards AT&C loss reduction

2010
2009

Solar Hybrid Inverters launched

First company in India with STS certification for its prepayment meters

2006
2005

State of the art manufacturing facility at Haridwar commissioned

AMR/Pre-payment Meter launched 2005: Ventured into Power Distribution Management Projects

2002
2000

Genus R&D recognized by Department of Scientific & Industrial Research, Govt. of India

Rated as 7th turnaround company of India by Business World, India

1997
1996

ISO 9001 : 1994 & IECQ Certifications

Commercial Production of Electronic Energy Meters started



Social Commitments

Genus is persistently working to ensure that economic wealth is not just limited to the privileged but distributed in a manner that benefits the marginalised sections of the society. For Genus, business priorities co-exist with social commitments to drive holistic development of people and communities. The company's CSR initiative helped to elevate the quality of life of millions, especially the disadvantaged sections of the society. Genus aims to continue its efforts to build on its tradition of social responsibility to empower people & deepen its social engagements.





Genus
energizing lives

Genus Power Infrastructures Limited
(A Kailash Group Company)

CORPORATE OFFICE

SPL-3, RIICO Industrial Area, Sitapura,
Tonk Road, Jaipur-302022, (Raj.) INDIA

Tel. +91-141-7102400 / 500
Fax: +91-141-2770319, 7102503
Email: info@genus.in / cs@genus.in

REGISTERED OFFICE

G-14, Sector-63, Noida, Uttar Pradesh-201307
Tele-Fax: +91-120-4227116

www.genus.in

Genus Power Infrastructures Limited

(Registered Office: G-14, Sector-63, Noida-201307, Uttar Pradesh)
(Tele-fax: +91-120-4227116; E-mail: cs@genus.in; Website: www.genus.in) (CIN: L51909UP1992PLC051997)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 24th Annual General Meeting of the Members of Genus Power Infrastructures Limited is scheduled to be held on Thursday, September 08, 2016 at 11:00 a.m. at Jaipuria Institute of Management, A-32A, Sector-62, Opp. IBM, Noida-201309 (Uttar Pradesh), to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare a dividend on equity shares for the financial year ended March 31, 2016.
3. To appoint a Director in place of Mr. Rajendra Kumar Agarwal (DIN: 00011127), who retires from office by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Jitendra Kumar Agarwal (DIN: 00011189), who retires from office by rotation and, being eligible, offers himself for re-appointment.
5. To ratify the appointment of the auditors of the Company and fix their remuneration and to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendation of the Audit Committee and pursuant to the resolution passed by the members at the annual general meeting held on September 29, 2014, the appointment of S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 101049W/E300004) and D. Khanna & Associates, Chartered Accountants (Firm Registration No.012917N), as the auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, be and is hereby ratified at such remuneration as may be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS

6. To re-appoint Mr. Rajendra Kumar Agarwal as Managing Director and Chief Executive Officer of the Company:

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, 203 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) (the "Act") and the Rules framed thereunder read with Schedule V to the Act, and subject to the approval of the Central Government, if required and such other authorities as may be necessary, consent of the Shareholders of the Company, be and is hereby accorded for re-appointment of Mr. Rajendra Kumar Agarwal, as Managing Director (MD) and Chief Executive Officer (CEO) of the Company for a period of three years with effect from May 29, 2016 on a remuneration and such other terms and conditions hereinafter mentioned.

- a) Salary: Rs.14,00,000/- per month.
- b) Allowances & Perquisites:
 - i) Furnished residential accommodation with water, gas, electricity, maintenance, sweeper, gardener, watchman and personal attendant or House Rent Allowance in lieu thereof.
 - ii) Medical benefits for self and family: Reimbursement of all expenses actually incurred in India and/or abroad.
 - iii) Leave travel concession for self, wife and minor children once a year.
 - iv) Fees of clubs subject to a maximum of two clubs.
 - v) Premium on personal accident insurance policy as per the Company's rules.
 - vi) Premium on medical insurance for self and family as per the Company's rules.
 - vii) Company's contribution towards provident fund as per rules of the Company but not exceeding 12% of salary.
 - viii) Gratuity not exceeding one half month's salary for each completed year of service.

- ix) Encashment of leave as per rules of the Company.
- x) Free use of car with driver for official use.
- xi) Free telephone facility at residence including mobile phone for official use.

RESOLVED FURTHER THAT the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/or as approved by any competent authority prescribed in the Act and rules as are applicable from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable in the said regard.”

7. To approve payment of commission to the executive directors:

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, 203 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) (the “Act”) and the Rules framed thereunder read with Schedule V to the Act, and subject to the approval of the Central Government, if required and such other authorities as may be necessary, consent of the Shareholders of the Company, be and is hereby accorded for payment of commission (in addition to their fixed remuneration) within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and subject to adequate profit, to the following directors with effect from April 01, 2016, and up to expiration of their respective tenure of appointment:

1. Mr. Ishwar Chand Agarwal (DIN: 00011152) : upto 2% of Net Profits of the Company
2. Mr. Rajendra Kumar Agarwal (DIN: 00011127) : upto 2% of Net Profits of the Company
3. Mr. Jitendra Kumar Agarwal (DIN: 00011189) : upto 2% of Net Profits of the Company

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable in the said regard.”

8. To approve payment of commission to the non-executive directors:

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

“RESOLVED THAT pursuant to Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder, as amended from time to time, a sum not exceeding one (1) percentage of the net profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Act, be paid to and distributed amongst the non-executive Directors of the Company or some or any of them (other than the Managing Director and Whole-time Directors) in such amounts, subject to such ceiling, and in such manner and in all respects as may be decided by the Board of Directors and such payments shall be made in respect of the profits of the Company for each year, for a period of five years, commencing from 1 April, 2016.”

9. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2017:

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. K.G. Goyal & Associates, Cost Accountants (Registration No.000024), appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017, be paid the remuneration as set out in the Statement annexed to the Notice convening this Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

10. To approve the alteration of Articles of Association of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made

thereunder, a new set of Articles of Association, placed before the Shareholders of the Company, be and is hereby adopted and substituted in place of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”

Registered Office:

G-14, Sector-63, Noida-201307, Uttar Pradesh

Tele-fax: +91-120-4227116; E-mail: cs@genus.in;

Website: www.genus.in / www.genuspower.com;

Corporate Identification Number (CIN): L51909UP1992PLC051997

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

Ankit Jhanjhari

Company Secretary

Jaipur, July 29, 2016

NOTES:

- 1. A Member entitled to attend and vote at the Annual General Meeting (the "Meeting" or "AGM") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.**
2. An Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, which sets out details relating to special business to be transacted at the Meeting, is annexed hereto.
3. Corporate Members desiring to send their authorised representative to attend the Meeting are requested to send to the Company, a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Members / proxies are requested to bring their Attendance Slip duly filled in along with their copy of Annual Report to the meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members, seeking any information with regard to the accounts of the Company, are requested to write to the Company, at an early date, so as to enable the Management to keep the information ready at the Meeting.
7. The Register of Members and Share Transfer Books of the Company will be closed from Friday, September 02, 2016 to Thursday, September 08, 2016 (both days inclusive).
8. The dividend on Equity Shares, if declared at the ensuing Annual General Meeting, will be credited/ dispatched between September 09, 2016 and September 25, 2016 as under: -
 - To all those beneficial owners holding shares in electronic form as per the beneficial ownership data as may be available to the Company by NSDL and CDSL as at the end of business day hours on Thursday, September 01, 2016; or
 - To all those Members holding shares in physical form whose names appear on the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company / Registrar upto the close of business hours on Thursday, September 01, 2016.
9. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (i.e. Agency/Bank, with whom they are maintaining their demat accounts), directly. Members, who hold shares in physical form, are requested to notify such changes to the Company's Registrars and Share Transfer Agents (i.e. M/s. Niche Technologies Private Limited, Kolkata).

Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the Members.

Further, as per the RBI instruction/circular, for making payments (i.e. dividend, etc.) to the investors, Companies have to use, NEFT / RTGS / ECS facilities. In cases where either the bank details such as MICR, IFSC, etc. for electronic transfer are not available or the electronic payment instructions have failed or have been rejected by the bank, companies may use physical payment instruments but companies shall mandatorily print the bank account details of the investors on such payment instruments. Members, who hold shares in physical form, are requested to notify immediately the details of their bank account, to the Company/Registrars and Share Transfer Agents of the Company.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent.
11. The Company has designated a separate e-mail ID of the grievance redressal division / compliance officer named "cs@genus.in" exclusively for the purpose of registering complaints by investors.
12. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2007-08, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Members, who have not yet encashed their dividend warrant(s) issued for the financial year 2008-09 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 26, 2015 (date of last Annual General Meeting) on the website of the Company (www.genus.in), as also on the Ministry of Corporate Affairs website.

13. The Certificate from the Auditors of the Company certifying that the Company' Employees Stock Option Scheme-2012 (ESOS-2012) has been implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolution of the Members passed at the general meeting, will be available for inspection by the Members at the AGM.
14. Relevant documents referred to in the accompanying Notice and Explanatory Statement are open for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days upto the date of the AGM.
15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Shareholders at the AGM.
16. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Shareholders at the AGM.
17. The details as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regard to persons seeking appointment or re-appointment as Directors under Item No.3, 4 and 6 of this Notice of AGM, are provided in the Report on Corporate Governance forming part of the Annual Report.
18. To support the 'Green Initiative' announced by the Government of India and pursuant to Regulation 36(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a soft copy of full Annual Report and Notice of the Meeting are being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. In order to support the 'Green Initiative', Members, who have not registered their e-mail address, so far, are requested to register their e-mail addresses with their concerned Depository Participants or the Company at "cs@genus.in" or Registrar, M/s. Niche Technologies Private Limited at "genus@nichtechpl.com" for receiving all communication from the Company, electronically.
19. Voting through electronic means (e-voting):
 - (I) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited ("CDSL").
 - (II) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - (III) **The procedure and instructions for casting your vote electronically are as under:**

- (i) The remote e-voting period commences on Monday, September 05, 2016 (9:00 a.m.) and ends on Wednesday, September 07, 2016 (5:00 p.m.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, September 01, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) 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) Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>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 as mentioned in instruction (iv).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. GENUS POWER INFRASTRUCTURES LIMITED on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - 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 they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533.
- (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (IV) Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory/(ies) who are authorized to vote through e-mail at "bindalcm@yahoo.com" with a copy marked to "helpdesk.evoting@cdslindia.com" on or before September 07, 2016, upto 5:00 pm without which the vote shall not be treated as valid.
- (V) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Thursday, September 01, 2016. A person who is not a member as on cut-off date should treat this notice for information purpose only.
- (VI) The Notice of Annual General Meeting will be sent to the Members, whose names appear in the Register of Members / Beneficial Owners position list provided by Depositories at closing hours of business, on Friday, July 22, 2016.
- (VII) The shareholders shall have one vote per equity share held by them as on the cut-off date of Thursday, September 01, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- (VIII) Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, September 01, 2016 and not casting their vote electronically, may only cast their vote at the Annual General Meeting. Since e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.
- (IX) Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
- (X) Investors, who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. Thursday, September 01, 2016, are requested to send the written / email communication to the Company at "cs@genus.in" by mentioning their Folio No. / DPID and Client ID to obtain the Login-ID and Password for e-voting.
- (XI) M/s. C.M. Bindal & Company, Practising Company Secretaries, (Proprietor : Mr. C.M. Bindal, FCS No.103, CP No.176), of Jaipur have been appointed as the Scrutinizer to scrutinize the e-voting process and voting at the venue of the AGM in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast through ballot at the meeting and

thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses, not in the employment of the Company and make, not later than three (3) days from the conclusion of the meeting, 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.

(XII) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website at 'www.genuspower.com' / 'www.genus.in' and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. BSE Limited and National Stock Exchange of India Limited (NSE).

(XIII) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Thursday, September 08, 2016.

(XIV) In case you have any grievance connected with the e-voting, please contact Mr. Ankit Jhanjhari, Company Secretary, SPL-3, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022, E-mail: 'cs@genus.in', Phone Number: 0141-7102412.

Registered Office:

G-14, Sector-63, Noida-201307, Uttar Pradesh

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Corporate Identification Number (CIN): L51909UP1992PLC051997

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

Ankit Jhanjhari
Company Secretary

Jaipur, July 29, 2016

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act"))

Item No. 6: Re-appointment of Mr. Rajendra Kumar Agarwal as Managing Director and Chief Executive Officer of the Company:

The Shareholders of the Company at their Annual General Meeting held on September 18, 2013, had approved the appointment of Mr. Rajendra Kumar Agarwal as Managing Director and Chief Executive Officer for a period of three years from May 29, 2013 and upto May 28, 2016. The Board of Director of the Company in its meeting held on May 25, 2016 had re-appointed Mr. Rajendra Kumar Agarwal as Managing Director and Chief Executive Officer of the Company for a period of three years with effect from May 29, 2016, subject to the approval of the Shareholders of the Company.

A brief profile of Mr. Rajendra Kumar Agarwal is as below:

Mr. Rajendra Kumar Agarwal (DIN: 00011127), aged 41 years, is an electronic engineer by profession and has over two decades of experience across power sector verticals such as transmission & distribution, energy management control & automation, smart metering solutions, and smart grids. He joined Genus in 2001 after completing graduation and thereafter has gained experience by working at various functions like materials management, product development, export marketing, accounts, finance, human resources and administration. He became the managing director and chief executive officer of Genus in 2013. He was the driving force behind implementation of various advance techniques such as Lean Manufacturing, SAP, etc. in Genus, which has resulted in increased productivity and better internal control & management. His technical proficiency & insights helps Genus in maintaining technological excellence and leadership in the industry. He has an inclusive management style and believes in vesting confidence and building competency in his team. Presently as Managing Director and CEO of Genus, in addition to handling day-to-day operations, he is also concentrating on technology development (R&D), long-term growth, strategic alliances and partnerships to make Genus a truly global player. He is currently on the boards of Virtuous Infra Limited, and Hi-Print Electromack Private Limited. At Genus, he is a member of corporate social responsibility committee, finance committee, risk management committee, and sales committee. As on March 31 2016, he holds 27,10,485 equity shares of the Company.

The main terms and conditions of appointment of Mr. Rajendra Kumar Agarwal are given below:

A. Tenure of Appointment:

The appointment of Mr. Rajendra Kumar Agarwal as MD & CEO is for a period of three year with effect from May 29, 2016.

B. Nature of Duties:

Subject to the control and supervision of the Board of Directors, Mr. Rajendra Kumar Agarwal, MD & CEO shall be in charge of the management of the affairs of the Company and he shall perform such duties and exercise such powers as may be entrusted to him from time to time by the Board of Directors and shareholders except such matters which are specifically to be done by the Board of Directors under the Articles of Association of the Company or under the Companies Act, 2013 and the rules thereunder or under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Mr. Rajendra Kumar Agarwal shall be liable to retire by rotation in accordance with Section 152 of the Companies Act, 2013 and the Articles of Association of the Company. There will be no break in his office as Managing Director in case he is re-appointed by the shareholders.

The appointment shall be terminable by either party by giving 3 months' written notice provided that the Company shall have the option to pay salary in lieu of notice for the full period of 3 months or for such period by which such notice falls short of 3 months.

C. Remuneration:

- a) Salary: Rs.14,00,000/- per month.
- b) Allowances & Perquisites:
 - i) Furnished residential accommodation with water, gas, electricity, maintenance, sweeper, gardener, watchman and personal attendant or House Rent Allowance in lieu thereof.
 - ii) Medical benefits for self and family: Reimbursement of all expenses actually incurred in India and/or abroad.
 - iii) Leave travel concession for self, wife and minor children once a year.
 - iv) Fees of clubs subject to a maximum of two clubs.
 - v) Premium on personal accident insurance policy as per the Company's rules.
 - vi) Premium on medical insurance for self and family as per the Company's rules.
 - vii) Company's contribution towards provident fund as per rules of the Company but not exceeding 12% of salary.
 - viii) Gratuity not exceeding one half month's salary for each completed year of service.

- ix) Encashment of leave as per rules of the Company.
- x) Free use of car with driver for official use.
- xi) Free telephone facility at residence including mobile phone for official use.

Considering the magnificent contribution made by Mr. Rajendra Kumar Agarwal towards the growth of the Company, it is also proposed to pay commission to Mr. Rajendra Kumar Agarwal along with other executive directors as provided in the resolution under item no. 7 of the notice of this meeting.

Additional information with regard to Mr. Rajendra Kumar Agarwal as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the report on Corporate Governance forming part of the Annual Report.

The Board recommends resolution as a Special Resolution set forth under item no. 6 in the Notice of this AGM for approval of the Shareholders of the Company.

The Notice read with Explanatory Statement should be considered as written Memorandum setting out the terms of appointment and remuneration of Mr. Rajendra Kumar Agarwal as Managing Director and Chief Executive Officer as required under Section 190 of the Companies Act, 2013.

None of the Directors (except Mr. Rajendra Kumar Agarwal himself and Mr. Ishwar Chand Agarwal, Mr. Kailash Chandra Agarwal and Mr. Jitendra Kumar Agarwal), Key Managerial Personnel of the Company and their relatives are concerned or interested in the said Resolution.

Item No. 7: Payment of commission to the executive directors:

Taking in view the significant contribution made by Mr. Ishwar Chand Agarwal, Executive Chairman Mr. Rajendra Kumar Agarwal, MD & CEO and Mr. Jitendra Kumar Agarwal, Joint MD towards the growth of the Company, the Board in its meeting held on July 29, 2016 had approved the payment of commission (in addition to fixed remuneration) within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and subject to adequate profit and approval of the Shareholders, to the following directors with effect from April 01, 2016, and up to expiration of their respective tenure of appointment:

1. Mr. Ishwar Chand Agarwal (DIN: 00011152) : upto 2% of Net Profits of the Company
2. Mr. Rajendra Kumar Agarwal (DIN: 00011127) : upto 2% of Net Profits of the Company
3. Mr. Jitendra Kumar Agarwal (DIN: 00011189) : upto 2% of Net Profits of the Company

The Board recommends resolution as a Special Resolution set forth under item no. 7 in the Notice of this AGM for approval of the Shareholders of the Company.

None of the Directors (except Mr. Ishwar Chand Agarwal, Mr. Rajendra Kumar Agarwal, Mr. Jitendra Kumar Agarwal, themselves and Mr. Kailash Chandra Agarwal), Key Managerial Personnel of the Company and their relatives are concerned or interested in the said Resolution.

Item No. 8: Payment of commission to the non-executive directors:

Section 197 of the Companies Act, 2013 (the "Act") allows payment of remuneration to Non-Executive Directors of a Company up to one (1) percent of the net profits of the company, if there is a managing or whole-time director or manager, with the approval of the members in general meeting. The percentages aforesaid shall be exclusive of any fees payable to such directors for attending meetings of the Board or Committee thereof. As per section 197(6) of the Act, a director may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the company or partly by one way and partly by the other.

Considering the rich experience and expertise of the Non-Executive Directors, it is proposed that, remuneration not exceeding one (1) percent of the net profits of the Company calculated in accordance with provisions of the Act, be paid to and distributed amongst the Non-Executive Directors of the Company in accordance with the recommendations of the Nomination and Remuneration Committee of the Board and approval by the Board of Directors of the Company, for a period of five years commencing from April 01, 2016. Such payment will be in addition to the sitting fees for attending Board/Committee meetings. The Board recommends the resolution set forth in Item No.8 for the approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives, except all of the Non-Executive Directors of the Company to whom the resolution relates are concerned or interested in the said Resolution.

Item No. 9: Approval for the remuneration of the Cost Auditors for the financial year ending March 31, 2017:

Pursuant to recommendation of the Audit Committee, the Board in its meeting held on May 25, 2016 had approved the appointment of M/s. K. G. Goyal & Associates, Cost Accountants, as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017 on a remuneration of Rs 32,500/- (Rupees Thirty Two Thousand Five Hundred Only) (annually) plus service tax as applicable 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 Shareholders is sought for Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending March

31, 2017, set out under item no.9 in the Notice of this AGM.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the said Resolution.

Item No. 10: Approval for alteration of Articles of Association

The Articles of Association of the Company currently in force were originally adopted when the Company was incorporated under the Companies Act, 1956 and were amended from time to time within the purview of applicable laws. With the introduction of the Companies Act, 2013, it is proposed to amend the existing Articles of Association to make it consistent with the provisions of Companies Act, 2013 including the Rules framed thereunder.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered Office of the Company on all working days, except Saturday and Sunday between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting and during the Annual General Meeting. The proposed draft Articles of Association is also available on the Company's website at 'www.genuspower.com' / 'www.genus.in' for perusal by the shareholders of the Company. The Board accordingly recommends resolution set out under item no.10 in the Notice of this AGM for approval by the Shareholders of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the said Resolution.

Registered Office:

G-14, Sector-63, Noida-201307, Uttar Pradesh
Tele-fax: +91-120-4227116; E-mail: cs@genus.in;
Website: www.genus.in / www.genuspower.com;
Corporate Identification Number (CIN): L51909UP1992PLC051997

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

Ankit Jhanjhari
Company Secretary

Jaipur, July 29, 2016

Route Map of the Venue of the Annual General Meeting

