

September 07, 2019

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)

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

(BSE Code: 530343)

**Sub: Outcome of the 27<sup>th</sup> Annual General Meeting.**

Dear Sir/Madam,

This is to inform you that the Shareholders of the Company at the 27<sup>th</sup> Annual General Meeting ("AGM") of the Company, held on Friday, September 06, 2019, have approved :-

1. (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2019, together with the reports of the Auditors and Board of Directors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2019, together with the report of the Auditors thereon.
2. Declaration of dividend of Re.0.58 per equity share of face value of Re.1 each for the financial year ended March 31, 2019. Dividend will be paid on or before October 05, 2019, 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 Friday, August 30, 2019; or
  - To all those Shareholders holding shares in physical form whose names appear on the Register of Members of the Company as at the end of business day hours on Friday, August 30, 2019.
3. Reappointment of Mr. Ishwar Chand Agarwal as a director, who retires by rotation, pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013.
4. Reappointment of Mr. Jitendra Kumar Agarwal as a director, who retires by rotation, pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013.
5. Appointment of M/s. Kapoor Patni & Associates, Chartered Accountants (Firm Registration No. 019927C) as Joint Statutory Auditors of the Company to hold office from the conclusion of the 27<sup>th</sup> Annual General Meeting (AGM) till the conclusion of the 32<sup>nd</sup> AGM of the Company to be held in 2024.
6. Reappointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004), as Joint Statutory Auditors of the Company to hold office from the conclusion of the 27<sup>th</sup> Annual General Meeting (AGM) till the conclusion of the 32<sup>nd</sup> AGM of the Company to be held in 2024.
7. Ratification of remuneration to be paid to the cost auditors for the financial year ending March 31, 2020.
8. Appointment of Mrs. Mansi Kothari (DIN: 08450396) as a director of the Company.
9. Appointment of Mrs. Mansi Kothari (DIN: 08450396) as an Independent Director and Non-executive Director of the Company to hold office for a tenure of five consecutive years from May 11, 2019 to May 10, 2024. Pursuant to the circular dated June 20, 2018, issued by the Stock Exchanges and the declaration received from Mrs. Mansi Kothari, we hereby confirm that Mrs. Mansi Kothari being appointed as independent director is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority and therefore, she is not disqualified to be appointed as an independent director. Further, Mrs. Mansi Kothari is not related to any other director or promoter of the Company.



10. Reappointment of Mr. Ishwar Chand Agarwal (DIN: 00011152) as Whole-time Director, designated as Executive Chairman of the Company for a period of five years with effect from January 24, 2019 as well as to continue to hold such position after attaining the age of 70 years, on the remuneration and terms and conditions as detailed in the Notice of the 27<sup>th</sup> AGM.
11. Reappointment of Mr. Rajendra Kumar Agarwal (DIN: 00011127), as Managing Director (MD) and Chief Executive Officer (CEO) of the Company for a period of five years with effect from May 29, 2019 on the remuneration and terms and conditions as detailed in the Notice of the 27<sup>th</sup> AGM.
12. Reappointment of Mr. Jitendra Kumar Agarwal (DIN: 00011189), as Joint Managing Director (JMD) of the Company for a period of five years with effect from September 20, 2019 on the remuneration and terms and conditions as detailed in the Notice of the 27<sup>th</sup> AGM.
13. Payment of commission upto 2% of Net Profits of the Company to the executive directors (in addition to their fixed remuneration) calculated with reference to net profit of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year or a part of the year, within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and subject to adequate profit, with effect from April 01, 2019, and up to expiration of their respective tenure of appointment.
14. Loan, guarantee or security under Section 185 of Companies Act, 2013 to an entity covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2) of the Act, for its business activities, on mutually agreed terms and conditions.
15. Amendment by way of reduction to the total number of options and total number of shares under the ESOS 2012 from 79,45,000 to 49,45,000 (Forty-nine Lacs and Forty-five Thousand), without any retrospective effect on existing options granted under ESOS 2012.
16. Implementation of 'Employees Stock Appreciation Rights Plan 2019' ("ESARP 2019") and authorization to the Board/Committee to grant employee stock appreciation rights ("ESARs"), to or for the benefit of such person(s) who are in permanent employment of the Company and its subsidiary company(ies) within the meaning of ESARP 2019, exercisable into not more than 30,00,000 (Thirty Lacs) equity shares of face value of Re.1 each fully paid-up.
17. Implementation of Employee Stock Option Plan - 2019 ("ESOP 2019"), for the benefit of present and future permanent employees of the Company and its subsidiaries, as approved by the Board of Directors. The ESOP 2019 shall be implemented through the ESOP Trust. The total number of options that can be granted under ESOP 2019 shall not exceed 1,28,00,000 options, exercisable into equivalent number of equity shares of Re.1 each of the Company (representing 4.97% of paid up capital of the Company as at March 31, 2019) to be acquired by the ESOP Trust from the secondary market.
18. Authorization to the ESOP Trust to acquire equity shares of the Company, from the secondary market, provided that such acquisition in any financial year shall not exceed 2% of the paid up equity share capital of the Company as at the end of the previous financial year, for the purpose of implementation of ESOP 2019.

The brief profile of appointee Directors/Auditors is enclosed as Annexure A.

Kindly take the same on your record.

Thanking you.

Yours faithfully,

For Genus Power Infrastructures Limited

Director/Company Secretary

DIN:

Encl. as above



**Genus Power Infrastructures Limited**

(A Kailash Group Company)

Corporate Identity Number

L51909UP1992PLC051997

**Corporate Office:**

SPL-3, RIICO Industrial Area, Sitapura, Tonk Road,  
Jaipur-302022, (Raj.), India

T. +91-141-7102400/500 • F. +91-141-2770319, 7102503

E. cs@genus.in • W. www.genus.in

**Registered Office:**

G-14, Sector-63, Noida,  
Uttar Pradesh-201307 (India)

Telefax +91-120-4227116

E. info@genus.in

## BRIEF PROFILE OF APPOINTEE DIRECTOR AND AUDITORS

- **Mr. Ishwar Chand Agarwal**, (DIN: 00011152), aged 69 years, is the founder of Kailash Group and the executive chairperson of the Company. He holds a bachelor's degree in commerce. 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 25 years, Mr. I.C. Agarwal has been leading the Company and has been instrumental in developing the line of businesses and formulating strategies for expansion and growth of the Company. He has considerable expertise in industrial leadership and succession planning. He has visionary mindset to implement a strategy rapidly and effectively for change to deal with future and challenging times. 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 Paper & Boards Limited, Genus International Commodities Limited, Yajur Commodities Limited, Virtuous Mining Limited, and Greentech Mega Food Park Limited, in India. He holds 1,04,25,801 equity shares of the Company.
- **Mr. Rajendra Kumar Agarwal** (DIN: 00011127), aged 44 years, is the managing director and chief executive officer of the Company. He joined the management team in 2001 and became managing director and chief executive officer of the Company in 2013. Since then he has been steering the management team and driving the Company's growth & profitability through technological & operational excellence. He is a versatile electronic professional with multi-disciplinary experience of over two decades. He has immense understanding of power distribution industry and intense knowledge of smart grid management, transmission & distribution infrastructures, energy management control & automation and smart metering solutions. He believes in a participative style of management and encourages open communication. At Genus, besides managing routine operations, he focuses on technology development (R&D), long-term growth, strategic planning, alliances and partnerships to make Genus a successful global player. He is a member of Young Presidents' Organization (YPO). He is also a director on the board of Hi-Print Electromack Private Limited. At Genus, he is member of corporate social responsibility committee, finance committee, risk management committee, and sales committee of the Company. He holds 35,50,485 equity shares of the Company.
- **Mr. Jitendra Kumar Agarwal** (DIN: 00011189), aged 42 years, is a Joint Managing Director of the Company. He joined the management team in 2004 as Whole-time Director (Marketing) and in 2014 he became Joint Managing Director of the Company. He holds a master's degree in business administration (MBA) specialised in marketing. He is heading the marketing, branding and sales functions of the Company. He has been driving Genus's strong positioning in the power sector with acute business strategies to meet the buyer's needs right at the place and time of sales opportunity. He focuses on developing healthy relationship with customers and creating positive brand relationship. He believes on effective marketing that is all about fair communication, not manipulation. He is a member of 'Indian Electrical & Electronics Manufacturers Association' (IEEMA) Executive Council since 2011. He is also a charter member of TiE, Rajasthan (a non-profit global network of entrepreneurs and professionals dedicated to the advancement of entrepreneurship) and a member of the Entrepreneurs' Organization (EO), Jaipur. At Genus, he is member of corporate social responsibility committee, finance committee, risk management committee, and sales committee. He is also a director of Genus International Commodities Limited, and IEEMA. He holds 36,34,256 equity shares of the Company.
- **Mrs. Mansi Kothari** (DIN: 08450396), aged 41 years, is a graduate in arts (Hons. in English) from University Maharani College, Jaipur and post graduate in psychology from University of Rajasthan, Jaipur. With numerous achievements to her credit during academic session, she has gone through various meticulous screening processes. She belongs to a reputed business family, engaged in supplying and trading of Fine Diamond Jewellery. She has rich experience of working in Jewellery industry and has deep understanding of business culture and operational processes. She has specialization in the field of governance and risk management. With new and innovative ideas, she added great value to her family business and helped in improving its financial performance. She is vigorously involved in the activities for conservation of environment and welfare of local deprived communities. She does not hold any equity shares of the Company.



- **M/s. S.R. Batliboi & Associates LLP** (Firm Registration No.101049W/E300004), (“the Audit Firm”), is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. The Audit Firm was established in the year 1965 and is a limited liability partnership firm (“LLP”) incorporated in India. It has registered office at 22, Camac Street, Kolkata and has 10 branch offices in various cities in India. The Audit Firm has valid Peer Review certificate. It is primarily engaged in providing audit and assurance services to its clients.
  
- **M/s. Kapoor Patni & Associates**, Chartered Accountants, Jaipur, (Firm Registration No. 019927C), (“the Audit Firm”), is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. The Audit Firm was established in the year 2014 and is a partnership firm formed in India. It has registered office at D-6, Ashish Vihar, RBI Colony, Jagatpura, Jaipur-302025, Rajasthan. The Audit Firm has valid Peer Review certificate. It is primarily engaged in providing audit and assurance services to its clients.

