

March 28, 2024

BSE Limited,  
(Corporate Relationship Department),  
P J Towers,  
Dalal Street, Fort,  
Mumbai- 400 001

BSE Code: 530343

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

NSE Symbol: GENUSPOWER

Dear Sir/Madam,

**Sub: Notice of Postal Ballot and E-voting particulars.**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Notice of Postal Ballot (“Notice”) dated March 27, 2024 seeking approval of the Members of the Company by way of remote e-voting process for the following-

Sr. No	Description of the resolutions
1.	To appoint Mr. Chirag Mansukh Patel as an Independent Director of the Company
2.	To appoint Mr. Gyan Prakash as an Independent Director of the Company
3.	To appoint Ms. Shweta Gupta as an Independent Director of the Company
4.	To approve revision in overall borrowing powers of the Company under Section 180(1)(c) of Companies Act, 2013
5.	To approve creation of securities/mortgage/charge on the assets of the Company under Section 180(1)(a) of Companies Act, 2013
6.	To approve loan, guarantee or security under Section 185 of Companies Act, 2013

Pursuant to various MCA and SEBI circulars, the Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members or List of Beneficiaries received from the depositories and whose email ID is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories as on Friday, March 22, 2024 (“Cut-off Date”).

The Company has engaged the services of Central Depository Services (India) Limited (CDSL), for providing remote e-voting facility to all its members. In accordance with the provisions of the MCA and SEBI Circulars, Members can vote only through the remote e-voting process which commences on Saturday, March 30, 2024 at 9.00 a.m. (IST) and ends on Sunday, April 28, 2024 at 5:00 p.m. (IST).

The said Notice is available and can also be downloaded from the Company's website “www.genuspower.com”.

Kindly take the same on record.

Thanking you,  
For **Genus Power Infrastructures Limited**

**Puran Singh Rathore**  
**(Joint Company Secretary & Compliance Officer)**  
Encl. as above

## Genus Power Infrastructures Limited

(Registered Office: G-123, Sector-63, Noida-201307, Uttar Pradesh, India) (Tel.:+91-120-2581999)

(Email: cs@genus.in; Website: www.genuspower.com; Corporate Identification Number (CIN): L51909UP1992PLC051997)

(Corporate Office: SPL-3, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022 Rajasthan, India) (Tel.: +91-141-7102400/500)

### POSTAL BALLOT NOTICE

(Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Members,

Notice is hereby given that the resolutions set out below are proposed for approval by the Members of Genus Power Infrastructures Limited (“the Company”) by means of Postal Ballot, only by remote e-voting process (“e-voting”) being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (“the Act”), Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is also attached.

The Company has appointed Mr. Sandeep Jain (Membership No. FCS 5398, CP No. 4151) and in his absence Ms. Lata Gyanmalani (Membership No. FCS 10106, CP No. 9774), partners of M/s. ARMS & Associates LLP, Practicing Company Secretaries, Jaipur as the Scrutinizer for conducting the Postal Ballot only through the remote e-voting process and for scrutinizing the votes casted therein, in a fair and transparent manner and they have communicated their consent to act as Scrutinizer and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide e-voting facility.

Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting:	Saturday, March 30, 2024 at 9.00 a.m. (IST)
End of e-voting:	Sunday, April 28, 2024 at 5:00 p.m. (IST)

The Scrutinizer will submit his report to the Chairman or in his absence, any other person authorised by him, after completion of scrutiny of the votes. The results of the voting by Postal Ballot (through e-voting process) along with the Scrutinizer's report will be announced by the Chairman of the Company or any other person authorized by him, within two working days of conclusion of e-voting and will be displayed on the Company's website at www.genuspower.com and the website of CDSL at www.evotingindia.com. The results will simultaneously be communicated to the Stock Exchanges, where the equity shares of the Company are listed (i.e. NSE and BSE), National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (together the “Depositories”) and will also be displayed at the registered office of the Company.

## SPECIAL BUSINESS

### Item No. 1:

#### 1. To appoint Mr. Chirag Mansukh Patel as an Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** Mr. Chirag Mansukh Patel (DIN: 02388862) (“Chirag Patel”), who was appointed as an Additional Director of the Company, with effect from April 01, 2024, by the Board of Directors of the Company (“Board”) in terms of the applicable provisions of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company and in respect of whom the Company has received a notice, in writing, under the applicable provisions of the Act, proposing his candidature for the office of a Director of the Company and who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the applicable provisions of the Act read with relevant Schedule(s) thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee of the Company and the approval by the Board of Directors of the Company, the appointment of Mr. Chirag Mansukh Patel as an Independent Director of the Company, for a period of five years, with effect from April 01, 2024 up to March 31, 2029 (both days inclusive), not liable to retire by rotation, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors / Official(s) of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

#### 2. To appoint Mr. Gyan Prakash as an Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** Mr. Gyan Prakash (DIN: 07766029), who was appointed as an Additional Director of the Company, with effect from April 01, 2024, by the Board of Directors of the Company (“Board”) in terms of the applicable provisions of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company and in respect of whom the Company has received a notice, in writing, under the applicable provisions of the Act, proposing his candidature for the office of a Director of the Company and who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the applicable provisions of the Act read with relevant Schedule(s) thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee of the Company and the approval by the Board of Directors of the Company, the appointment of Mr. Gyan Prakash as an Independent Director of the Company, for a period of five years, with effect from April 01, 2024 up to March 31, 2029 (both days inclusive), not liable to retire by rotation, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors / Official(s) of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

### **3. To appoint Ms. Shweta Gupta as an Independent Director of the Company**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** Ms. Shweta Gupta (DIN: 01637588), who was appointed as an Additional Director of the Company, with effect from April 01, 2024, by the Board of Directors of the Company (“Board”) in terms of the applicable provisions of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company and in respect of whom the Company has received a notice, in writing, under the applicable provisions of the Act, proposing her candidature for the office of a Director of the Company and who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the applicable provisions of the Act read with relevant Schedule(s) thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee of the Company and the approval by the Board of Directors of the Company, the appointment of Ms. Shweta Gupta as an Independent Director of the Company, for a period of five years, with effect from April 01, 2024 up to March 31, 2029 (both days inclusive), not liable to retire by rotation, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors / Official(s) of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

### **4. To approve revision in overall borrowing powers of the Company under Section 180(1)(c) of Companies Act, 2013**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in supersession of all earlier resolutions passed in this regard and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) or re-enactment thereof for the time being in force] and the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves and securities premium provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 5,000 crore (Rupees Five Thousand Crore only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its

powers, including the powers conferred by this Resolution) be and are hereby authorized to finalize the terms and conditions of all such borrowings from time to time as it may deem fit and to sign and execute all such deeds, contracts, instruments, agreements and any other documents as may be required and to do all such acts, deeds, matters, things as may be deemed necessary, expedient and incidental thereto and to settle any questions, difficulty or doubt that may arise and to delegate all or any of its powers herein conferred by this resolution to any Committee of Directors and/or Directors and/or Officers of the Company.”

**5. To approve creation of securities/mortgage/charge on the assets of the Company under Section 180(1)(a) of Companies Act, 2013**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in supersession of all earlier resolutions passed in this regard and pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 [including any statutory modification(s) or re-enactment thereof for the time being in force] and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof), to mortgage, pledge, create charges or hypothecation and to provide securities as may be necessary on all movable and/or immovable properties wherever situated both present and future on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board and/or any Committee thereof, in its absolute discretion thinks fit, in favour of any Bank(s) or Financial Institution(s) or any other Lender(s), Agent(s) and Trustee(s) whether shareholder of the Company or not, to secure borrowing availed or to be availed by the Company or subsidiary(ies) or associate(s) of the Company, whether by way of debentures, loans, credit facilities, debts, financial obligations or any other securities or otherwise, in foreign currency or in Indian rupees, within the overall limits of the borrowing powers of the Board as determined from time to time by members of the Company, pursuant to Section 180(1)(c) of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to finalize, with the Bank(s) or Financial Institution(s) or any other Lender(s), Agent(s) and Trustee(s), all such deeds, contracts, instruments, agreements and any other documents for creating the aforesaid mortgages, pledge, charges and /or hypothecations and to accept any modifications thereto, or to modify, alter or vary, the terms and conditions of the existing deeds, contracts, instruments, agreements documents and to do all such acts, deeds, matters, things as may be deemed necessary, expedient and incidental thereto and to settle any questions, difficulty or doubt that may arise and to delegate all or any of its powers herein conferred by this resolution to any Committee of Directors and/ or Directors and/or officers of the Company.”

**6. To approve loan, guarantee or security under Section 185 of Companies Act, 2013:**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with Rules made there under (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force) and subject to such other consents, permissions or approvals, as may be required in that behalf, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) to advance loan (including loan in the form of deposits or

debentures and/or loan represented by a book debt), and/or give guarantee and/or provide security in connection with loan taken/to be taken by any entity which is a subsidiary or associate or joint venture of the Company or any person in whom any of the Directors of the Company is interested as specified in the explanation to sub-section 2 of the Section 185 of the Act, in one or more tranches, up to an aggregate amount not exceeding Rs. 100 crore (Rupees One Hundred Crore only), outstanding at any point of time and on such terms and conditions, including interest and tenure, as the Board may in its absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid loans / guarantees / securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

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

**Puran Singh Rathore**  
**Joint Company Secretary & Compliance Officer**

ICSI M. No.: A25543  
Jaipur, March 27, 2024

Registered Office:

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

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

CIN: L51909UP1992PLC051997

**NOTES:**

1. A Statement, pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations, is appended hereto and the same should be taken as part of the Notice.
2. In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting only.
3. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members / List of Beneficial Owners as at the close of business hours on Friday, March 22, 2024 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / RTA / DPs / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and prepaid business reply envelopes are not being sent to Members for this Postal Ballot. Any person who is not a member as on the Cut-Off Date or becomes a member after the Cut-Off Date should treat this Postal Ballot Notice for information purposes only.
4. This Postal Ballot Notice will also be available on the Company’s website at ‘www.genuspower.com’, the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at ‘www.bseindia.com’ and ‘www.nseindia.com’, respectively and on the website of CDSL at ‘www.evotingindia.com’.

5. The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e. Sunday, April 28, 2024.
6. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of e-voting. Members seeking to inspect such documents can send an email to 'cs@genus.in'.
7. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address:
  - (i) Members, holding shares in electronic form/mode and have not registered their email address, are requested to register the same with the DPs where they maintain their demat accounts which is mandatory while e-Voting; and
  - (ii) Members, holding shares in physical mode and have not registered/updated their e-mail address with the Company, are requested to register/update their e-mail address by submitting Form ISR-1 (available on the website of the Company at [www.genuspower.com](http://www.genuspower.com)) duly filled and signed along with requisite supporting documents to the Company's RTA at M/s. Niche Technologies Private Limited at 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata-700017; website: '[www.nichetechpl.com](http://www.nichetechpl.com)'. In case of any queries, for registering email address, Members may write to '[nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)' and '[cs@genus.in](mailto:cs@genus.in)'.
8. Non-resident Indian shareholders are requested to immediately inform their depository participant (in case shares are held in demat/electronic form) or the Company's RTA (in case shares are held in physical form), as the case may be, about:
  - (i) the change in the residential status on return to India for permanent settlement.
  - (ii) the particulars of the NRE account with a bank in India, if not furnished earlier.
9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, permanent account number (PAN), nominations, power of attorney, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC code), etc., to their DPs, in case the shares are held in electronic form, and to the Company's Registrar and Share Transfer Agent (i.e. M/s. Niche Technologies Private Limited, Kolkata) ("RTA"), through Form ISR-1/ISR-2, as applicable, along with necessary supporting documents, in case the shares are held in physical form. Further, members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
10. As per the provisions of Section 72 of the Act, the facility for making nominations is available for the members in respect of the shares held by them. Members, who have not yet registered their nomination, are requested to register the same by submitting Form No.SH-13. If a member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14. If a member desires to opt out from the nomination facility, then he/she may submit the same in Form No. ISR-3. The said forms can be downloaded from the Company's website at <https://genuspower.com/investor-category/investor-information/>. Members are requested to submit these details to their DP, in case the shares are held by them in electronic form, and to the Company's RTA, in case the shares are held in physical form.
11. Shareholders of physical securities are requested to take note of the same and furnish their KYC details at the earliest to the Company's RTA. The relevant forms for update of KYC are available on the websites of the Company at '[www.genuspower.com](http://www.genuspower.com)' and the Company's RTA at '[www.nichetechpl.com](http://www.nichetechpl.com)'. The Company, through the RTA, has sent individual letters, along with the relevant forms to the shareholders of physical securities with incomplete KYC details, requesting them to furnish/update their KYC details at the earliest. The

details of various forms for updating KYC details for shareholders holding physical shares, for your reference, are as follows:

- Form ISR-1 - Request for Registering PAN, KYC Details or Changes/Updation thereof
- Form ISR-2 - Confirmation of Signature of securities holder by the Banker
- Form ISR-3 - Declaration Form for Opting-out of Nomination
- Form SH-13 - Registration of Nomination
- Form SH-14 - Cancellation or Variation of Nomination

Members, holding shares in electronic form, are requested to submit the details to their respective DPs only and not to the Company.

12. As per Regulation 40 of the Listing Regulations, securities of listed companies can be transferred, transmitted and transposed only in dematerialised form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or Company's RTA for assistance in this regard. Members may also visit the Company's website at '<https://genuspower.com/investor-category/investor-information/>'.
13. The SEBI has mandated that all listed entities shall issue the securities in dematerialised form only while processing service requests relating to issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, and transmission.

Members will have to submit duly filled up Form ISR-4 for the above-mentioned requests and surrender their original securities certificate(s) for processing of service requests to the Company's RTA. The Company's RTA shall thereafter issue a 'Letter of Confirmation' / 'Entitlement Letter' in lieu of physical securities certificate(s), to the securities holder/claimant within 30 days of its receipt of such request after removing objections, if any. The 'Letter of Confirmation' / 'Entitlement Letter' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the DP for dematerialising the said securities. Form ISR-4 is available on the website of the Company and its RTA.

14. The Company has transferred the unpaid or unclaimed dividends declared up to FY 2015-16 and Interim dividend of FY 2016-17, from time to time on due dates, to the investor education and protection fund ("IEPF"). Members, who have not yet cashed their final dividend warrant(s) issued for the FY 2016-17 and onwards, are requested to make their claims without any delay to the Company.

Members may also note that pursuant to the provision of Section 124(6) of the Act and Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all shares, in respect of which dividend has not been paid or claimed for seven consecutive years or more, shall be transferred by the Company to the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the Fund established under sub-section (1) of section 125 of the Act. Thus, all concerned members are requested to claim their unpaid/unclaimed dividend, if any before it becomes due to be transferred to the Fund. The details of shares liable for transfer to the IEPF Authority may be ascertained from the investor section on the Company's website. However, shareholders may note that both the unclaimed dividend and corresponding shares transferred to the IEPF Authority can be claimed back by making an application to the IEPF Authority (in Form No. IEPF-5 available on '[www.iepf.gov.in](http://www.iepf.gov.in)') and after following the procedure prescribed in the IEPF Rules as amended.



15. The Company has designated a separate email ID of the grievance redressal division / compliance officer i.e. 'cs@genus.in', exclusively for the purpose of registering complaints by investors.

16. Procedure for e-voting are as follows:

- (I) Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations read with relevant SEBI Circulars, MCA Circulars, SS-2 and any amendments thereto, the Company is providing e-voting facility to its Members to exercise their right to vote on the proposed resolutions by electronic means. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting's agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL.
- (II) The instructions for members for remote e-voting are as under:
  - (i) The e-voting period begins on Saturday, March 30, 2024 at 9:00 am (IST) and ends on Sunday, April 28, 2024 at 5:00 pm (IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off Date (record date) of Friday, March 22, 2024 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the said Cut-Off Date.
  - (ii) Once the vote on the resolution is cast by the Members, the Members shall not be allowed to change it subsequently.

**Step 1: Access through Depositories (CDSL/NSDL) e-Voting system in case of individual shareholders holding shares in demat mode.**

- (iii) In terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Members are advised to update their mobile number and email-id in their demat accounts in order to access e-voting facility.

**Pursuant to aforesaid SEBI Circular, the login method for e-voting for individual shareholders holding securities in demat mode (CDSL/NSDL) is given below:**

Type of shareholders	Login method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website at <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as

	<p>per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting, if any &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL at website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on</p>

login through their <b>Depository Participants (DP)</b>	company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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**Important note:** Members, who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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

(iv) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form:

- (1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (2) Click on “Shareholders” module.
- (3) Now enter your User ID
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Shareholders holding shares in physical form should enter folio number registered with the company.
- (4) Next enter the Image Verification as displayed and Click on Login.
- (5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• *Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details	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.

<b>OR</b> Date of Birth (DOB)	<ul style="list-style-type: none"> <li>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.</li> </ul>
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- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians – For Remote e-Voting only:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to ‘www.evotingindia.com’ and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to ‘helpdesk.evoting@cdslindia.com’.

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

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

- For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
  - For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
  - For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository, if any.
- (III) Contact details of the person responsible to address the queries/grievances connected with the voting by Postal Ballot including voting by electronic means, if any:
- If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to 'helpdesk.evoting@cdslindia.com' or contact at toll free no. 1800 22 55 33.
  - All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to 'helpdesk.evoting@cdslindia.com' or call at toll free no. 1800 22 55 33.
  - The Company Secretary/Joint Company Secretary, Genus Power Infrastructures Limited, SPL-3, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022, Rajasthan; Tel. 0141-7102400/500; E-mail: cs@genus.in.

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

**Puran Singh Rathore**  
Joint Company Secretary  
ICSI M. No.: A25543  
Jaipur, March 27, 2024

Registered Office:

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

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

CIN: L51909UP1992PLC051997

## EXPLANATORY STATEMENT

[Pursuant to Section 102(1) of the Companies Act, 2013 (“Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

### Item No. 1 to 3.

Pursuant to the recommendation of the Nomination and Remuneration Committee (“NRC”), the Board of Directors of the Company (“Board”) at its meeting held on March 27, 2024 has approved the appointment of Mr. Chirag Mansukh Patel, Mr. Gyan Prakash and Ms. Shweta Gupta as additional directors of the Company as per the provisions of Section 161 of the Companies Act, 2013 (“Act”) and also as independent directors to hold office for a period of five years commencing from April 01, 2024 up to March 31, 2029, subject to approval of the Members of the Company.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as directors in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”).
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he/she is not disqualified under sub-section (2) of Section 164 of the Act.
- (iii) Declaration to the effect that he/she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he/she has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority.
- (v) Confirmation that he/she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company.
- (vi) A notice in writing by a member proposing his/her candidature under Section 160(1) of the Act.
- (vii) Confirmation that he/she is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his/her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.
- (viii) Confirmation that he/she had not been a partner of a firm that had transactions during the last three financial years with Genus Power Infrastructures Limited or its subsidiaries amounting to 10 (ten) percent or more of its gross turnover.

In the opinion of the Board, they fulfil the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and they are independent of the Management. They possess appropriate skills, experience, knowledge and capabilities required for the role of Independent Directors. The Board noted that their background and experiences are aligned to the role and capabilities identified by the NRC and that they are eligible for appointment as an Independent Director.

### Brief Profile of Mr. Chirag Mansukh Patel

**Mr. Chirag Mansukh Patel (“Chirag Patel”)**, aged 56 years, has an engineering background with an MBA from Warwick Business School, one of the most distinguished business school in UK.

Chirag Patel is currently an Advisor and Mentor to various start-ups in sports, health, wellness, climate change and financial services sector. He is the Founder of a bespoke advisory firm ‘Samanya’ and Managing Partner of a Venture Development firm “Triarchh Ventures”. He is also the Managing Trustee of KOOH Sports Foundation driving various not for profit initiatives and Board Member of TiE Rajasthan.

He was the Co-Founder and Former CEO of KOOH Sports, a new age start-up operating in the health and fitness space which merged with SportzVillage in 2019 creating a behemoth employing 1,500 specialized sports personnel operating in 250 locations in India and Middle East.

His foundation years were in the manufacturing sector with UK based blue chips'. He has held various senior management positions including Head of Strategy and M&A at IT services firm Serco Global Services (formerly Intelnet Global Services). Prior to Serco he was with a UK based technology strategy consulting firm with projects for UK & European government agencies, Telecom giants and start-ups.

The Company believes that his extensive experience and expertise will help us to oversee the development and implementation of projects and initiatives for the organization. His appointment will strengthen our board and fortify our corporate policies with a commitment to maximize value for our shareholders with mitigating risk.

Currently, he is a director on the board of Samanya Advisory Private Limited and Chipra Plastics and Allied Products Private Limited.

### **Brief Profile of Mr. Gyan Prakash**

Mr. Gyan Prakash, aged 69 years, is a Commerce & Law graduate and has over 45 years of diverse industry experience, having worked with leading Indian industry groups such as Birla, Tata, Mallya Group, and ICI India. He held senior managerial positions across various sectors including healthcare, FMCG, soft beverages, agriculture and Infrastructure.

He served as the Head of State for Confederation of Indian Industry (CII) for Uttar Pradesh and Director of Federation of Indian Chambers of Commerce and Industry (FICCI) for the state of Rajasthan and implemented several projects of industry growth, policy implementation, and development of industrial parks and clusters. During his tenure with CII and FICCI, he facilitated major investments and tie-ups, particularly in industrial corridors and sectors like IT, agriculture, textiles, and tourism. He was instrumental in organising the largest "1st Resurgent Rajasthan"-an investment & tie-up for the State Govt in Rajasthan, which was instrumental in bringing Japanese Industrial Zone at Neemrana besides large investments like Honda City and Hero Motorcycle, and Mahindra SEZ at Jaipur. He also contributed to skill development initiatives and organized international business events and fairs. He had hand held in developing Industry institute partnership towards skill development by being the member to the ITI Public Private State Level Advisory Committee. He has also worked with industry in water management, water recycle/reuse, besides new technology development by involving industry in quality audits, Patent and trademarks promotion etc.

He also played a significant role in promoting industry development and advising state regulatory bodies. He has extensive national and international travel experience, addressing various business forums on Indian economic growth and investment opportunities.

Currently, he is a Senior Advisor and Consultant to Industries and also continue extending hand holding in investment facilitation as advisory services provider to various Industries, NGO/ Apex organisations in the capacity(s) of Hon. Vice President - Rajasthan Chamber of Commerce & Industry(RCCI), Hon. Advisor - Federation of Mining Associations of Rajasthan (FMAR), Hon. Margdarshak(Advisor)- Federation of Rajasthan Trade and Industry (FORTI).He has been Hon. Secretary General - Federation of Hospitality and Tourism of Rajasthan(FHTR), Hon. Strategic Advisor, All Rajya Trade and Industry Association(ARTIA), he remained Advisor Indo-American Chamber to Commerce (IACC).He remains actively involved in government-industry dialogues and member policy committees, contributing to the improvement of industry practices and policies. He represents industry in state/ sub-committees and also member expert in the Rajasthan state Gazetteer committee.

### **Brief Profile of Ms. Shweta Gupta**

Ms. Shweta Gupta, aged 45 years, has graduate degree of Bachelor of Arts (BA Hons) in English from University of Rajasthan, Jaipur and Web Design diploma from Chubb Institute, New Jersey (USA). With numerous achievements to her credit during academic session, she has gone through various meticulous screening processes. She has garnered extensive experience in web designing; having successfully led and executed various IT projects. With a strong background and extensive experience in Web/Apps designing/application and Literature, she brings a unique set of skills and perspectives that will contribute significantly to the governance and success of organization in evolving technological landscape especially in the web/apps designing/applications. She has a solid understanding of ethical business practices, and compliance requirements, which is crucial for maintaining transparency and accountability within a listed Company.

The Company believes that her technical and literary background will provides an important layer of oversight which will help us to achieve the strategic vision of Company in the field of providing domain-related software and SaaS (Software as a Service) to utilities with robust avenues of recurring revenue through Facility Management Services (FMS). Her appointment will strengthen our board and fortify our corporate policies with a commitment to maximize value for our shareholders with mitigating risk.

Currently, she is a director on the board of DMX Software and Services Private Limited and Green Point Energy Private Limited.

The profile and specific areas of expertise and other relevant information as required under the Listing Regulations and SS-2 are provided in Annexure A of this Notice.

The resolutions seeks the approval of members for the appointment of Mr. Chirag Mansukh Patel ("Chirag Patel"), Mr. Gyan Prakash and Ms. Shweta Gupta as Independent Directors of the Company from April 01, 2024 to March 31, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and they shall not be liable to retire by rotation.

The draft letter of appointment of Mr. Chirag Mansukh Patel, Mr. Gyan Prakash and Ms. Shweta Gupta, setting out the terms and conditions of appointment, is available electronically for inspection by the Members of the Company. Members seeking to inspect the same can send an email to 'cs@genus.in'.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 and 25 of the Listing Regulations, the Board recommends the respective Resolutions as set out in item no. 1, 2 and 3 of this Notice for the approval of the members as Special Resolution(s).

None of the directors, key managerial personnel or any of their respective relatives is in any way, concerned or interested, whether financially or otherwise, in the proposed resolution(s).

### **Item No. 4 to 5.**

Pursuant to the provisions of Section 180(1)(c) of the Act, the Board has the powers to borrow money, where the money to be borrowed, together the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeds aggregate of the paid-up share capital, free reserves and securities premium of the Company, with the consent of the Members of the Company by way of special resolution. Further, pursuant to the provisions of Section 180(1)(a) of the Act, the Board has the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company with the consent of the Members of the Company by way of a special resolution.



The Members of the Company had accorded their consent on July 31, 2023 to the Board of Directors of the Company (“Board”) for borrowing monies (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) up to Rs. 3,000 crore under Section 180(1)(c) of the Companies Act, 2013 (“the Act”). The Members of the Company had also accorded their consent on July 31, 2023 to the Board to create charge on properties or assets of the Company to secure borrowings within the overall borrowing limits fixed pursuant to Section 180(1)(c) of the Act.

In view of the increase in business activities and to seize the available business opportunities under CAPEX-OPEX-TOTEX base BOOT Model in the Power Distribution Section, it is proposed to increase in the borrowing limit from Rs. 3000 crore to Rs. 5,000 crore pursuant to Section 180 (1)(c) of the Act and accordingly, increase the limit for creation of charge to secure borrowings within the overall borrowing limits fixed pursuant to Section 180(1)(c) of the Act, subject to the approval of the Members of the Company.

In order to secure the borrowings, the Company may be required to create security by way of mortgage/ charge/ hypothecation on its assets and properties, both present and future. The terms of such security may include a right in certain events of default, to take over control of the said assets and properties of the Company. Since creation of charge on properties and assets of the Company with the right of taking over the control in certain events of default may be considered to be a sale/lease/disposal of the Company’s undertaking within the meaning of Section 180(1)(a) of the Act, it is proposed to seek approval of the Members of the Company for increasing the existing limits to Rs. 5,000 crore.

Accordingly, the approval of the Members of the Company is sought for increase in the borrowing limits and to secure such borrowings by the creation of charge on assets/properties of the Company up to Rs. 5,000 crore as stated in the resolutions.

The Board recommends the respective resolutions as set out in item no. 4 and 5 of the Notice for the approval of the members as Special Resolution(s).

None of the directors, key managerial personnel or any of their respective relatives is in any way, concerned or interested, whether financially or otherwise, in the proposed resolution(s).

#### **Item No. 6**

The Company’s subsidiary(ies) / associate(s) / JV(s) / group entity(ies) or any person in whom any of the directors of the Company is interested, explore various options to raise funds through loan / issuance of debentures / bonds etc. which may be backed by securities or corporate guarantee. The proceeds raised by the aforesaid entities would be utilised for their principal business activities.

Pursuant to Section 185 of the Companies Act, 2013 (“the Act”), a Company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the members of the Company is obtained by way of passing a special resolution and requisite disclosures are made in the explanatory statement.

The management is of the view that the Company may be required to invest funds, if available in its subsidiary companies or associates companies, group companies or to any other body corporate(s) in which the Directors of the Company are interested, as and when required. Hence, as an abundant caution, the Board decided to seek approval of the members pursuant to the amended provisions of Section 185 of the Act to advance loan (including loan in the form of deposits or debentures and/or loan represented by a book debt), or give guarantee or provide security in connection with loan taken by any entity which is a subsidiary or associate or joint venture of the Company or any person in whom any of the Directors of the Company or group company is interested as specified

in the explanation to sub-section 2 of the Section 185 of the Act, in one or more tranches, up to an aggregate amount not exceeding Rs. 100 crore (Rupees One Hundred Crore only), outstanding at any point of time and on such terms and conditions, including interest and tenure, as the Board may in its absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

The key particulars and material terms of the transaction of the loan/guarantee/security are as under –

Name of the related party	Subsidiaries / Associates / Joint Venture and Other Group Companies of the Company, incorporated and/or to be incorporated
Name of director(s) or key managerial person who is related	The following are common directors with Companies or interested in any manner: 1. Mr. Ishwar Chand Agarwal 2. Mr. Kailash Chandra Agarwal 3. Mr. Rajendra Kumar Agarwal 4. Mr. Jitendra Kumar Agarwal
Nature of relationship between the Companies	Common directors with Companies or interested in any manner
Particulars of loans to be given, or guarantee to be given or security to be provided	Loan(s) (including loan represented by way of Book Debt) and/or Guarantee(s), and/or providing of security(ies) in connection with any Loan of an aggregate outstanding amount not exceeding Rs 100 crores (Rupees Hundred Crores only).
Purpose	For principal business activities including matters connected and incidental thereto.
Interest Rate	Such rate as may be determined by the Board of Directors of the Company, not lesser than the prevailing bank rate.

It is proposed to grant loan or give guarantee or provide security in respect of any loan granted/to be granted as aforesaid and the proposed loan shall be at the interest rate of prevailing bank rate and shall be used by the borrowing Company for its principal business activities only.

The Board recommends the resolution as set out in item no. 6 of the Notice for the approval of the members as Special Resolution.

None of the directors (except Mr. Ishwar Chand Agarwal, Mr. Kailash Chandra Agarwal, Mr. Rajendra Kumar Agarwal, and Mr. Jitendra Kumar Agarwal), key managerial personnel or any of their respective relatives is in any way, concerned or interested, whether financially or otherwise, in the proposed resolution.

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

**Puran Singh Rathore**  
**Joint Company Secretary & Compliance Officer**

ICSI M. No.: A25543  
Jaipur, March 27, 2024

Registered Office:

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

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

CIN: L51909UP1992PLC051997

**ANNEXURE-A TO THE NOTICE OF POSTAL BALLOT DATED MARCH 27, 2024**

Details/brief profile of directors seeking appointment with the postal ballot are as follows:

<b>Name of Director</b>	<b>Mr. Chirag Mansukh Patel</b>	<b>Mr. Gyan Prakash</b>	<b>Ms. Shweta Gupta</b>
<b>S. No.</b>	<b>1</b>	<b>2</b>	<b>3</b>
<b>DIN &amp; (Age in Years)</b>	02388862 (56 Years)	07766029 (69 Years)	01637588 (45 Years)
<b>Date of first appointment</b>	April 01, 2024	April 01, 2024	April 01, 2024
<b>Board Position</b>	Independent Director	Independent Director	Independent Director
<b>Qualifications</b>	B.E. Mechanical Engineering from The Maharaja Sayajirao University of Baroda; M.Sc. in Materials, Process Design & Management from London School of Polymer Technology; and MBA (Strategy, Marketing & Operations) from University of Warwick.	Graduate in Commerce and Law	Bachelor of Arts (BA Hons) in English from University of Rajasthan and Web Design diploma from Chubb Institute, New Jersey (USA)
<b>Experience (including expertise in specific functional area)/Brief Resume</b>	He is an Advisor and Mentor to various start-ups in sports, health, wellness, climate change and financial services sector. He is the Founder of a bespoke advisory firm ‘Samanya’ and Managing Partner of a Venture Development firm “Triarchh Ventures”. He is also the Managing Trustee of KOOH Sports Foundation driving various not for profit initiatives and Board Member of TiE Rajasthan.  For details, refer to Explanatory Statement Note No. 1 to 3	He has over 45 years of diverse industry experience, having worked with leading Indian industry groups such as Birla, Tata, Mallya Group, and ICI India. He held senior managerial positions across various sectors including healthcare, FMCG, soft beverages, agriculture and Infrastructure.  For details, refer to Explanatory Statement Note No. 1 to 3	She has garnered extensive experience in web designing; having successfully led and executed various IT projects. With a strong background and extensive experience in Web/Apps designing/application and Literature.  For details, refer to Explanatory Statement Note No. 1 to 3
<b>Terms and Conditions of Appointment / Reappointment</b>	Appointment as an Independent Director for a period of 5 (five) consecutive years, with effect from April 01, 2024 up to March 31, 2029 (both days inclusive), not liable to retire by rotation.		
<b>Remuneration last drawn (including sitting fees and commission, if any)</b>	Not Applicable		
<b>Remuneration proposed to be paid (Rs.)</b>	He/she shall be paid remuneration by way of fee for attending of the Board and Committees thereof or for any other purposes as decided by the Board and reimbursement of expenses for participating in the Board and other meetings.		
<b>Date of first appointment on the Board</b>	April 01, 2024		
<b>Shareholding in the Company including shareholding as a beneficial owner as on date of Notice</b>	170	NIL	500
<b>Relationship with other Directors/Key Managerial Personnel</b>	Not related to any of the Directors, Promoters or Key Managerial Personnel of the Company.		

Number of meetings of the Board attended during the year 2023-2024	Not Applicable		
Directorships held in other Companies (excluding foreign companies) as on date of Notice	1. Samanya Advisory Private Limited; and 2. Chipra Plastics and Allied Products Private Limited	NIL	1. DMX Software and Services Private Limited; and 2. Green Point Energy Private Limited
Memberships / Chairmanships of Committees of other companies (excluding foreign companies) as on date of Notice	Nil		
Listed Entities from which she/he has resigned as Director in past 3 years:	NIL		