

**August 28, 2020**

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)

Dear Sir/Madam,

**Sub: Notice of the 28<sup>th</sup> Annual General Meeting, the Annual Report for the financial year 2019-20 and E-voting particulars.**

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, please find attached herewith the Notice of 28<sup>th</sup> Annual General Meeting (“AGM”) of the Company scheduled to be held on Friday, September 25, 2020 at 3:30 p.m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) along with the Annual Report of the Company for the Financial Year 2019-20.

In view of the Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC/OAVM.

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations, and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The facility of casting votes by Members using remote e-voting as well as the e-voting system during the AGM will be provided by Central Depository Services (India) Limited (“CDSL”).

The remote e-voting period shall commence on Tuesday, September 22, 2020 (9:00 a.m.) (IST) and end on Thursday, September 24, 2020 (5:00 p.m.) (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, September 18, 2020 may cast their vote electronically. The e-voting module shall be disabled by the CDSL for voting thereafter. The detailed instructions for the e-voting process are given in the Notes forming part of the Notice of the AGM.

Pursuant to the green initiative taken by the MCA, and in compliance with the requirements of the Act and the SEBI Listing Regulations, the Notice convening 28<sup>th</sup> AGM and the Annual Report of the Company for the Financial Year 2019-20 which comprises of the Directors' Report, Management Discussion & Analysis Report, Corporate Governance Report, Business Responsibility Report, Auditors' Report and Audited Financial Statements (Standalone and Consolidated) for the financial year ended March 31, 2020, are being sent through e-mail to the Members, who have registered their e-mail-ID with the Companies/RTA/Depositories.

The Notice of 28<sup>th</sup> AGM and the Annual Report of the Company for the Financial Year 2019-20 is available and can also be downloaded from the Company's website, [www.genuspower.com](http://www.genuspower.com) and the website of CDSL, [www.evotingindia.com](http://www.evotingindia.com).

We request to kindly take the same on record.

Thanking you,

For **Genus Power Infrastructures Limited**

**Company Secretary**

Encl. as above

## Genus Power Infrastructures Limited

(Corporate Identification Number : L51909UP1992PLC051997)  
(Registered Office: G-14, Sector-63, Noida-201307, Uttar Pradesh, India) (Tel.:+91-120-4227116)  
(E-mail: info@genus.in; E-mail for Shareholders: cs@genus.in; Website: www.genuspower.com)  
(Corporate Office: SPL-3, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022 Rajasthan, India)  
(Tel.: +91-141-7102400/500)

### NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Eight (28th) Annual General Meeting ("AGM"/"Meeting") of the Members of Genus Power Infrastructures Limited ("the Company") will be held on Friday, September 25, 2020 at 3:30 p.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

#### ORDINARY BUSINESS

- To consider and adopt (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2020, together with the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2020, together with the report of the Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions**:
  - "RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon as circulated to the members, be and are hereby considered and adopted."
  - "RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2020 and the report of Auditors thereon as circulated to the members, be and are hereby considered and adopted."
- To declare a dividend of ₹0.10 (Ten paise) per equity share of face value of ₹1 each for the financial year ended March 31, 2020 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** a dividend of ₹0.10 (Ten paise) per equity share of face value of ₹1 each of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2020 and the same be paid out of the profits of the Company for the financial year ended March 31, 2020."
- To appoint a director in place of Mr. Kailash Chandra Agarwal, who retires from office by rotation, and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Kailash Chandra Agarwal (DIN: 00895365), who retires by rotation at this meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a director of the Company, liable to retire by rotation."

#### SPECIAL BUSINESS

- To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2021 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration, as approved by the Board of Directors and set out in the Explanatory Statement annexed to the Notice, to be paid to the Cost Auditors appointed by the Board of Directors, to conduct the audit of cost records of the Company for the financial year ending March 31, 2021, be and is hereby ratified."

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

Registered Office:  
G-14, Sector-63, Noida-201307, Uttar Pradesh, India  
Tel.: +91-120-4227116; E-mail: cs@genus.in; Website: www.genuspower.com;  
CIN: L51909UP1992PLC051997

**Ankit Jhanjhari**  
Company Secretary  
ICSI M. No.: A16482

Jaipur, July 29, 2020

**NOTES:**

1. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM"/"Meeting") through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. The explanatory statement pursuant to Section 102(1) of the Act which sets out details relating to special business to be transacted at this AGM, is annexed hereto.
3. In terms of the provisions of Section 152 of the Act, Mr. Kailash Chandra Agarwal, Director, retires by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company recommended his re-appointment. Mr. Kailash Chandra Agarwal is interested in the Ordinary Resolution set out at Item No. 3, of the Notice with regard to his re-appointment. Mr. Ishwar Chand Agarwal, Mr. Rajendra Kumar Agarwal, and Mr. Jitendra Kumar Agarwal, Directors, being relatives may be deemed to be interested in the resolution set out at Item No. 3 of the Notice. The other relatives of Mr. Kailash Chandra Agarwal may be deemed to be interested in the resolutions set out at Item No. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding interest, if any, in the Ordinary Business set out under Item Nos. 1 to 3 of the Notice.
4. Pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the relevant details of Director seeking re-appointment at this AGM are provided in the "Annexure" to the Notice.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Since the AGM will be held through VC/OAVM, the Route Map of the venue of the AGM is not annexed hereto.
7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
8. Members seeking any information with regard to the accounts of the Company or any matter to be placed at the AGM, 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.
9. The Board of Directors in its meeting held on July 29, 2020 has recommended a dividend of ₹ 0.10 (Ten paise) per equity share on equity shares of the face value of ₹ 1 each (i.e. 10% of the Face Value) for the FY 2019-20 to the Members for their approval. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 19, 2020 to Friday, September 25, 2020 (both days inclusive) for the purpose of AGM and for determining the entitlement of Members to the dividend. The dividend, once approved by the Members in the ensuing AGM, will be paid on or before October 24, 2020 (i.e. within a period of 30 days from the date of declaration) to those Members whose name appears in the Register of Members as of the close of business hours on Friday, September 18, 2020 subject to deduction of tax at source, where applicable. The dividend will be paid through various online transfer modes to the Members who have updated their bank account details. For Members who have not updated their bank account details, dividend warrant/cheque will be sent to their registered address upon normalization of postal services. To avoid delay in receiving the dividend, Members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) in the attached format (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.
10. Pursuant to the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/RTA (in case of shares are held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. No tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by him/her during Financial Year 2020-21 does not exceed ₹ 5,000.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess).

## Notice of the 28<sup>th</sup> Annual General Meeting

The aforesaid documents such as Form 15G/15H, Tax Residency Certificate, etc. can be submitted to "cs@genus.in" on or before September 20, 2020 to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Any communication on the tax determination/deduction received post September 20, 2020 shall not be considered. In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund.

11. Non-resident Indian shareholders are requested to immediately inform their depository participant (in case of shares are held in demat form) or the Company's RTA (i.e. M/s. Niche Technologies Private Limited, Kolkata) (in case of 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.
12. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
13. Members whose shareholding is in electronic mode are requested to notify about change of address and updates about bank account details to their respective depository participants(s) (DP), directly. Members, who hold shares in physical form, are requested to notify such changes to the Company's RTA.
14. As per the provisions of Section 72 of the Act, the facility for making nomination 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. The form 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.
15. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. 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 dematerialized form. Members can contact the Company or Company's RTA for assistance in this regard. Members may also visit the Company's website at <https://genuspower.com/investor-category/investor-information/>.
16. The Company has designated a separate e-mail ID of the grievance redressal division / compliance officer i.e. 'cs@genus.in', exclusively for the purpose of registering complaints by investors.
17. The Company has transferred the unpaid or unclaimed dividends declared up to financial year 2011-12, from time to time on due dates, to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Members, who have not yet encashed their dividend warrant(s) issued for the financial year 2012-13 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 06, 2019 (date of last AGM) on the website of the Company ([www.genuspower.com](http://www.genuspower.com)), and also on the website of Ministry of Corporate Affairs.
18. Please 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, all shares, in respect of which dividend has not been paid or claimed for seven (7) 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.
19. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, a certificate of the auditors regarding ESOPs, and the relevant documents referred to in the Notice will be available electronically for inspection by the Members during the AGM.
20. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to 'cs@genus.in'.
21. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be made available on the Company's website [www.genuspower.com](http://www.genuspower.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).
22. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form.
23. Institutional/Corporate Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its board

or governing body resolution/authorisation, etc., authorising their representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent through the registered email address of the Member to the Scrutinizer at 'bindalcm@yahoo.com' with a copy marked to 'helpdesk.evoting@cdslindia.com'.

24. Instructions for e-voting and joining the AGM through VC/OAVM are as follows:

**Voting through electronic means (e-voting):**

- (I) As you are aware, in view of the situation arising due to Covid-19 global pandemic, the general meeting of the company shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- (II) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- (III) The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- (IV) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- (V) Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Members can attend the AGM through VC/OAVM and cast their votes through e-voting.
- (VI) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.genuspower.com](http://www.genuspower.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
- (VII) The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
- (VIII) The instructions for shareholders for remote e-voting are as under:
  - (i) The voting period begins on Tuesday, September 22, 2020 at 9:00 am (IST) and ends on Thursday, September 24, 2020 at 5:00 pm (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, September 18, 2020 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iv) Click on "Shareholders" module.
  - (v) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DPID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and

proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form and Physical Form</b>
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 OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <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 as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xx) Note for Non-Individual Shareholders and Custodians:
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.

- Alternatively Non-Individual shareholders are required 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; bindalcm@yahoo.com and cs@genus.in, respectively, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (IX) If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738) or Mr. Rakesh Dalvi (022-23058542) or Mr. Mehboob Lakhani (022-23058543).
- (X) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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](mailto:helpdesk.evoting@cdslindia.com) or call on 022- 23058738 / 022-23058542/43.

**Process for those shareholders, whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this Notice:**

- (I) 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.
- (II) For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID+CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

**Instructions for shareholders attending the AGM through VC/OAVM are as under:**

- (I) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- (II) Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
- (III) Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (IV) Please note that Participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- (V) Shareholders who would like to express their views or ask questions during the meeting may register themselves as a Speaker by sending their request in advance atleast 5 days prior to meeting mentioning their name, demat account number/folio number, email id, and mobile number at 'cs@genus.in'. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, and mobile number at 'cs@genus.in'. These queries will be replied to by the Company suitably by email.
- (VI) Those shareholders who have registered themselves as a Speaker will only be allowed to express their views or ask questions during the Meeting. The Company reserves the right to restrict the number of Speakers depending on the availability of time for the AGM.

**Instructions for shareholders for e-voting during the AGM are as under:-**

- (I) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- (II) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
- (III) If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- (IV) Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

## Notice of the 28<sup>th</sup> Annual General Meeting

### Other Instructions

- (I) The scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- (II) The result declared along with the scrutinizer's Report shall be placed on the Company's website [www.genuspower.com](http://www.genuspower.com) and on the website of CDSL, immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
- (III) Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e. Friday, September 25, 2020.

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

### Registered Office:

G-14, Sector-63, Noida-201307, Uttar Pradesh, India  
Tel.: +91-120-4227116; E-mail: [cs@genus.in](mailto:cs@genus.in); Website: [www.genuspower.com](http://www.genuspower.com);  
CIN : L51909UP1992PLC051997

**Ankit Jhanjhari**  
Company Secretary  
ICSI M. No.: A16482

Jaipur, July 29, 2020



## EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"))

### Item No.4

Pursuant to recommendation of the Audit Committee, the Board of Directors of the Company ("the Board") has 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, 2021 on a remuneration of ₹ 35,000/- (Rupees Thirty Five Thousand Only) plus GST & other applicable tax and reimbursement of out-of-pocket expenses. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the cost auditors has to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for resolution as ordinary resolution for ratification of the remuneration payable to the cost auditors for the financial year ending March 31, 2021, as set out under agenda item no.4 in the Notice of the 28th AGM. The Board recommends the resolution as an ordinary resolution as set out at agenda item no.4 of the accompanying notice for the Members' consideration and approval.

None of the directors and key managerial personnel of the Company including their relatives are concerned or interested, financially or otherwise, in the resolution as set out at agenda item no. 4 of the accompanying notice of the 28th AGM.

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

Registered Office:

G-14, Sector-63, Noida-201307, Uttar Pradesh, India  
Tel.: +91-120-4227116; E-mail: cs@genus.in; Website: www.genuspower.com;  
CIN : L51909UP1992PLC051997

**Ankit Jhanjhari**  
Company Secretary  
ICSI M. No.: A16482

Jaipur, July 29, 2020

**ANNEXURE TO THE NOTICE (DATED JULY 29, 2020) OF THE 28TH AGM  
DETAILS/BRIEF PROFILE OF DIRECTORS INCLUDING DIRECTORS RETIRING BY ROTATION / SEEKING APPOINTMENT / RE-APPOINTMENT, ETC., AT THE ENSUING ANNUAL  
GENERAL MEETING**

Name of Director	Mr. Ishwar Chand Agarwal ('ICA')	Mr. Kailash Chandra Agarwal ('KCA')	Mr. Rajendra Kumar Agarwal ('RKA')	Mr. Jitendra Kumar Agarwal ('JKA')
DIN & (Age in Years)	00011152 & (70)	00895565 & (49)	00011127 & (45)	00011189 & (43)
Board Position	Executive Chairman (Whole-time Director)	Vice-Chairman (Non-Executive, Non-Independent)	Managing Director (MD) & Chief Executive Officer (CEO)	Joint Managing Director (JMD)
Qualifications	Commerce Graduate	Science Graduate	B.E. (Electronics)	MBA (Marketing)
Experience (including expertise in specific functional area)/Brief Resume	<ul style="list-style-type: none"> <li>Over four decades of experience across various industries such as Power, Paper, Coal &amp; Coke, Apparels, Agri Commodities etc. with special domain in Power Infrastructures field</li> <li>Expertise in industrial leadership and succession planning</li> <li>Proficient in formulation of strategies for expansion and growth of the Company</li> <li>Possess visionary mindset to rapidly and effectively implement a strategy for change to deal with future and challenging times</li> <li>Good in assessment of any contentious issue from legal angle and the associated risks.</li> </ul>	<ul style="list-style-type: none"> <li>Over two decades of extensive and diverse work experience in several businesses with thorough knowledge of Paper and Power Industry</li> <li>Expertise in business restructuring, finance/banking functions, making corporate strategies, and building investor relationship to create value.</li> </ul>	<ul style="list-style-type: none"> <li>Immense experience in power distribution sector, and industry vertical such as Smart Metering, Smart Grid, Solar Panel, Batteries, etc</li> <li>Sets and evolves the strategic direction for the Company and its portfolio of offerings, while nurturing a strong leadership team to drive its execution.</li> <li>Oversee technology development (R&amp;D), long-term growth, strategic planning, alliances and partnerships.</li> <li>Pursue growth ambitions balanced with a strong emphasis on risk and compliance management.</li> <li>Driving digital transformation</li> <li>Proficient in formulation and successful implementation of Company policies and strategies</li> </ul>	<ul style="list-style-type: none"> <li>Expertise in the fields of marketing, branding and sales in power distribution sector and power backup solution industry</li> <li>Proficient in evaluating and developing marketing strategy and marketing plan.</li> <li>Very sharp in catching new business opportunities and converting them into success.</li> <li>Represent the Company before major customers and professional associations</li> <li>Oversee trade shows, major events, social media marketing strategy and content marketing.</li> </ul>
Terms and Conditions of Appointment / Reappointment	Reappointment as Whole-time Director designated as Executive Chairman for a period of 5 years w.e.f. January 24, 2019 on terms & conditions as mentioned in the resolution passed in the 27 <sup>th</sup> AGM held on September 06, 2019.	Appointment as Non-executive, Vice Chairman w.e.f. May 29, 2013 pursuant to resolution passed by the Shareholders in AGM held on 18.09.2013	Reappointment as MD & CEO for a period of 5 years w.e.f. May 29, 2019 on terms & conditions as mentioned in the resolution passed in the 27 <sup>th</sup> AGM held on September 06, 2019.	Reappointment as JMD for a period of 5 years w.e.f. September 20, 2019 on terms & conditions as mentioned in the resolution passed in the 27 <sup>th</sup> AGM held on September 06, 2019.
Remuneration last drawn (including sitting fees and commission, if any)	₹425.00 Lakh (FY 2019-20)	Nil	₹329.20 Lakh (FY 2019-20)	₹404.20 Lakh (FY 2019-20)
Remuneration proposed to be paid (₹)	No change	Nil (No change)	No change	No change
Date of first appointment on the Board	25.05.1994	24.01.2011	01.01.2001	06.05.2004
Shareholding in the Company as on March 31, 2020	1,04,25,801	1,23,98,356	35,50,485	36,34,256
Relationship with other Directors/Key Managerial Personnel	Father of KCA, RKA and JKA	Son of ICA and Brother of RKA & JKA	Son of ICA and Brother of KCA & JKA	Son of ICA and Brother of KCA & RKA

Number of meetings of the Board attended during the year	5	4	6	4
Directorships of other Boards as on March 31, 2020	<ul style="list-style-type: none"> <li>• Kailash Industries Limited</li> <li>• Genus Paper &amp; Boards Limited</li> <li>• Genus International Commodities Limited</li> <li>• Yajur Commodities Limited</li> <li>• Virtuous Mining Limited</li> <li>• Greentech Mega Food Park Limited</li> <li>• Gulf Guar Gum Company LLC SFZ</li> </ul>	<ul style="list-style-type: none"> <li>• Genus Paper &amp; Boards Limited</li> <li>• Yajur Commodities Limited</li> <li>• Kailash Coal And Coke Company Limited</li> <li>• Genus Mobility Solutions Limited (Formerly Yajur Coal &amp; Coke Limited)</li> <li>• Genus Apparels Limited</li> <li>• Maple Natural Resources Pte. Ltd.</li> <li>• Pt. Maple Natural Resources</li> <li>• Maple Natural Resources DWC LLC</li> <li>• Gulf Guar Gum Company LLC SFZ</li> <li>• Shanti Globiz INC.</li> </ul>	<ul style="list-style-type: none"> <li>• Hi-Print Electromack Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Genus International Commodities Limited</li> <li>• Indian Electrical And Electronics Manufacturers Association (IEEMA)</li> </ul>
Membership / Chairmanship of Committees as on March 31, 2020	<p>Genus Power Infrastructures Ltd.:</p> <ul style="list-style-type: none"> <li>• CSR</li> <li>• FC</li> <li>• SC</li> </ul> <p>Yajur Commodities Limited:</p> <ul style="list-style-type: none"> <li>• NRC</li> <li>• CSR</li> </ul>	<p>Yajur Commodities Ltd.:</p> <ul style="list-style-type: none"> <li>• NRC</li> <li>• CSR</li> <li>• AC</li> </ul> <p>Genus Paper &amp; Boards Limited:</p> <ul style="list-style-type: none"> <li>• RMC</li> <li>• CSR</li> <li>• AC</li> </ul> <p>Genus Apparels Limited:</p> <ul style="list-style-type: none"> <li>• NRC</li> </ul>	<p>Genus Power Infrastructures Ltd.:</p> <ul style="list-style-type: none"> <li>• CSR</li> <li>• FC</li> <li>• SC</li> <li>• RMC</li> </ul>	<p>Genus Power Infrastructures Ltd.:</p> <ul style="list-style-type: none"> <li>• CSR</li> <li>• FC</li> <li>• SC</li> <li>• RMC</li> </ul>
<b>Name of Director</b>	<b>Mr. Rameshwar Pareek (RP)</b>	<b>Mr. Dharam Chand Agarwal (DCA)</b>	<b>Mr. Udit Agarwal (UA)</b>	<b>Mrs. Mansi Kothari* (MK*)</b>
DIN & (Age in Years)	00014224 & (75)	00014211 & (71)	02820615 & (47)	08450396 & (42)
Board Position	Independent Director	Independent Director	Independent Director	Independent Director
Qualifications	Master's degree in Economics	Bachelor's degree in commerce	Bachelor in commerce (Hons.)	Graduate in arts (Hons. in English) and post graduate in psychology
Experience (including expertise in specific functional area)/Brief Resume	<ul style="list-style-type: none"> <li>• Four decades of vast experience in the field of trade policies, corporate &amp; commercial laws, and accounting &amp; auditing techniques.</li> <li>• Worked with Rajasthan Financial Corporation, Jaipur and has also served on deputation with the Bureau of Industrial Promotion (BIP), Jaipur.</li> <li>• Expertise in implementation of accounting standard, accounting techniques and corporate governance practices.</li> </ul>	<ul style="list-style-type: none"> <li>• An industrialist of repute with over four decades of experience in the Timber &amp; Plywood industry.</li> <li>• Huge experience of business management.</li> <li>• Expertise in dealing with the financial &amp; operational risks and investors' related issues.</li> </ul>	<ul style="list-style-type: none"> <li>• Belongs to a reputed business group - 'Saran Group'.</li> <li>• Over two decades of rich experience in the field of manufacturing and export of handcraft items.</li> <li>• Strong ability to provide astute analysis and suggestions</li> <li>• Expertise in foreign trade policies, international trade and indirect taxes.</li> </ul>	<ul style="list-style-type: none"> <li>• Belongs to a reputed business family, engaged in supplying &amp; trading of Fine diamond jewellery.</li> <li>• Rich experience of working in Jewellery industry and has deep understanding of business culture and operational processes.</li> <li>• Specialization in the field of governance and risk management.</li> <li>• Vigorously involved in the activities for conservation of environment and welfare of local deprived communities.</li> </ul>
Terms and Conditions of Appointment/ Reappointment	Appointed by the Shareholders in AGM held on 21.09.2018 as Independent director for 5 consecutive years from April 01, 2019 to March 31, 2024.	Appointed by the Shareholders in AGM held on 21.09.2018 as Independent director for 5 consecutive years from April 01, 2019 to March 31, 2024.	Appointed by the Shareholders in AGM held on 21.09.2018 as Independent director for 5 consecutive years from April 01, 2019 to March 31, 2024.	Appointed by the Shareholders in AGM held on 06.09.2019 as Independent director for 5 consecutive years from May 11, 2019 to May 10, 2024.

Remuneration last drawn (including sitting fees, if any)	₹0.60 Lakhs (Sitting fees in FY 2019-20)	₹0.74 Lakhs (Sitting fees in FY 2019-20)	₹0.39 Lakhs (Sitting fees in FY 2019-20)	₹0.41 Lakhs (Sitting fees in FY 2019-20)
Remuneration proposed to be paid (₹)	Nil (No Change)	Nil (No Change)	Nil (No Change)	Nil (No Change)
Date of first appointment on the Board	29.01.2003	14.12.2005	24.10.2009	11.05.2019
Shareholding in the Company as on March 31, 2020	Nil	Nil	Nil	Nil
Relationship with other Directors/Key Managerial Personnel	None	None	None	None
Number of meetings of the Board attended during the year	6	6	5	5
Directorships of other Boards as on March 31, 2020	<ul style="list-style-type: none"> <li>• Kailash Vidyut &amp; Ispat Limited</li> <li>• Genus Prime Infra Limited</li> <li>• Virtuous Infra Limited</li> <li>• Star Vanijya Private Limited</li> <li>• Genus Paper &amp; Boards Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Genus Prime Infra Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Genus Paper &amp; Boards Limited</li> </ul>	Nil
Membership / Chairmanship of Committees as on March 31, 2020	<ul style="list-style-type: none"> <li>• Genus Power Infrastructures Limited:</li> <li>• AC</li> <li>• NRC</li> <li>• SRC</li> <li>• Genus Paper &amp; Boards Limited:</li> <li>• AC</li> <li>• NRC</li> <li>• SRC</li> <li>• CSR</li> <li>• Genus Prime Infra Limited</li> <li>• NRC</li> <li>• RIC</li> </ul>	<ul style="list-style-type: none"> <li>• Genus Power Infrastructures Limited:</li> <li>• AC</li> <li>• CSR</li> <li>• NRC</li> <li>• RMC</li> <li>• SRC</li> <li>• Genus Prime Infra Limited:</li> <li>• AC</li> <li>• NRC</li> <li>• SRC</li> </ul>	<ul style="list-style-type: none"> <li>• Genus Paper &amp; Boards Limited:</li> <li>• AC</li> <li>• NRC</li> <li>• SRC</li> <li>• CSR</li> </ul>	<ul style="list-style-type: none"> <li>• Genus Power Infrastructures Limited:</li> <li>• AC</li> <li>• NRC</li> <li>• SRC</li> </ul>

Nomination & Remuneration Committee - NRC; Corporate Social Responsibility Committee - CSR; Audit Committee - AC; Risk Management Committee - RMC; Finance Committee - FC; Sales Committee - SC; Stakeholders' Relationship Committee - SRC

\* Mrs. Mansi Kothari was appointed as Independent Director of the Company w.e.f. May 11, 2019

## FORM FOR FURNISHING PAN AND BANK DETAILS

To  
**NICHE TECHNOLOGIES PVT. LTD.**  
3A, Auckland Place, 7th Floor,  
Room No. 7A & 7B,  
Kolkata-700017

Dear Sir / Madam,

**Unit: Genus Power Infrastructures Limited**

**Folio No. :**

**I/we hereby furnish our folio details along with PAN and Bank Account details for update in your records.**

I/we are enclosing herewith:

- 1) Self-attested copies of PAN Cards of all the Shareholder(s),
- 2) Original cancelled cheque leaf with name (if name is not printed on cheque - self attested copy of the first page of the pass book of the bank) and
- 3) Address Proof viz., Aadhaar Card of all the shareholder(s), duly self attested, as required for updation of the details:

<b>Folio No.</b>	
<b>Address of the sole/first named shareholder as per the share certificate</b>	
<b>Mobile No.</b>	
<b>E-Mail ID</b>	

**Bank Account Details of Sole/First Shareholder:** (for electronic credit of dividends)

<b>Name of the Bank</b>	
<b>Name of the Branch</b>	
<b>Account Number</b> (as appearing in your cheque book)	
<b>Account Type</b> (Please tick as applicable)	Saving <input type="checkbox"/> Current <input type="checkbox"/> Cash Credit <input type="checkbox"/>
<b>9 Digit MICR Number</b> (as appearing on the MICR cheque issued by the bank)	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
<b>11 Digit IFSC Code</b>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>

	Name	PAN	Signature
<b>First Holder</b>			
<b>Joint Holder1</b>			
<b>Joint Holder2</b>			

**Date:**

**Place:**

**NB:** The above details will not be updated if the supporting documents are not attached and not duly signed by all the shareholders.