

GENUS POWER INFRASTRUCTURES LIMITED

Regd. Office: 213, J.S. Arcade, Sector-18, Noida (UP)-201301; **CIN:** L51909UP1992PLC051997

Corp. Office: SPL-3, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur (Rajasthan)-302022

Tel. # 0141-7102400/500; **Fax #** 0141-2770319, 7102503; **Email:** cs@genus.in

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

To,
The Members of Genus Power Infrastructures Limited

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013, ("the Act") read with Rule 22 of Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) ("the Rules"), that the Resolutions, appended below are proposed to be passed by the Members as Special/Ordinary Resolution(s) by way of Postal Ballot by giving their assent/dissent. The Explanatory Statement pertaining to all the Resolutions setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form.

In the event the draft Resolutions as set out are assented to by requisite majority of Members by means of a Postal Ballot, they shall be deemed to have been passed as Special Businesses at an Extraordinary General Meeting. The Ordinary Resolution shall be declared as passed, with a simple majority and Special Resolutions shall be declared as passed if the numbers of votes cast in their favour are not less than three times the number of votes cast, if any, against the said Resolutions. The date of the announcement of result of Postal Ballot shall be considered to be the date of Extraordinary General Meeting and the date of passing of the said Resolutions.

Please carefully read the instructions printed on the enclosed Postal Ballot Form and return the Form duly completed in the attached self-addressed, postage pre-paid envelope, so as to reach the Scrutinizer before the close of working hours on July 07, 2014.

1. LIMIT OF BORROWINGS U/S 180(1)(c) OF THE COMPANIES ACT, 2013

To consider and if thought fit, to pass with or without modification, the following as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and in pursuance of all earlier Resolutions passed in this regard under the Companies Act, 1956, the consent of the Company, be and is hereby accorded to the Board of Directors of the Company and/or any Committee thereof to borrow at its discretion, either from the Company's Bank or any other Indian or Foreign Bank(s), Financial Institution(s) and/or any other Lending Institutions or persons from time to time such sum(s) of money(s) and the sum(s) to be borrowed together with the money(s) already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers/FIs in the ordinary course of business) with or without security on such terms and conditions as they may think fit shall exceed the aggregate of the paid-up capital and free reserves of the Company that is to say, reserves not set apart for any specific purpose, provided that the total amount of borrowing together with the money(s) already borrowed by the Board of Directors shall not exceed the sum of Rupees 2000 Crores (Rupees Two Thousand Crores Only) at any one time."

2. PROVIDING SECURITY U/S 180(1)(a) OF THE COMPANIES ACT, 2013 IN CONNECTION WITH THE BORROWINGS OF THE COMPANY

To consider and if thought fit, to pass with or without modification, the following as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and subject to other approvals, if applicable or required under any statute(s)/rule(s)/regulation(s) or any law for the time being in force or required from any other concerned authorities and in supersession of all earlier Resolutions passed in this regard under the Companies Act, 1956, the Board of Directors of the Company and/or any Committee thereof, be and are hereby authorized and shall be deemed to have always been so authorized to create such mortgages/charges/hypothecation and/or other encumbrances, in addition to the existing mortgages, charges, hypothecation and other encumbrances, if any created by the Company on all or any part of the immovable and/or movable properties, current and/or fixed assets, tangible or intangible assets, book debts and/or claims of the Company wheresoever situate, present and future such charge to rank either pari-passu with or second, subsequent, subservient and subordinate to all mortgages, charges, hypothecation and other encumbrances created/to be created by the Company in favour of Indian or Foreign Financial Institutions, Banks and other Lending Institution, and/or to such other persons, if any, from whom the Company has/or proposed/proposes to borrow money/sums of moneys by way of Term Loans, Cash Credits, Overdrafts, discounting of bills, inter corporate deposits, commercial papers or such other financial instruments permitted to be issued by the appropriate authorities from time to time together with interest, cost, charges and other incidental expenses in terms of agreement(s) entered/to be entered into by the Board of Directors/any Committee thereof of the Company within the overall borrowing limits fixed pursuant to Section 180(1)(c) of the Companies Act, 2013.”

3. TRANSACTIONS WITH RELATED PARTIES U/S 188 OF THE COMPANIES ACT, 2013

To consider and if thought fit, to pass with or without modification, the following as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, if any, consent of the Company be and is hereby accorded for entering into related party transactions by the Company with effect from 1st April, 2014 upto the maximum per annum amounts as appended below:

Maximum value of contract / transaction (per annum) with effect from 01st April, 2014 (Rs. In Lacs)				
Transactions defined u/s 188(1) of the Companies Act, 2013				
	Sale, purchase or supply of any goods, materials	Selling or otherwise disposing of, or buying, property of any kind	Leasing of property of any kind	Availing or rendering of any services; Appointment of any agent for purchase or sale of goods, materials, services or property
NAME OF RELATED PARTIES :-				
Companies:				
Genus Innovation Limited	Exempted being in the ordinary course of	-	15.00	Exempted being in the ordinary course of business and on arm's
Genus Electrotech Limited		-	-	
Hi-Print Electromack Pvt. Ltd.		-	11.00	

J C Textile Pvt. Ltd.	business and on arm's length basis.	-	30.00	length basis.
Directors / KMPs / Relatives of Directors and KMPs / Other Firms and Companies in which directors have interest as per the provisions of section 2(76) of the Companies Act, 2013				
Rajendra Kumar Agarwal (DIN: 00011127)	-	-	11.00	-
Jitendra Kumar Agarwal (DIN: 00011189)	-	-	11.00	-
Rajendra Kumar Agarwal (HUF)	-	-	5.50	-
Amit Agarwal (HUF)	-	-	7.00	-

RESOLVED FURTHER THAT although all these transactions are based on ordinary course of business and at the arms' length basis, the aforesaid consent is sought as an abundant caution, and thus the Board of Directors and/or any Committee thereof be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution and to do all acts, deeds, things, as may be necessary in its absolute discretion deem necessary, proper desirable and to finalise any documents and writings related thereto."

4. RE-APPOINTMENT OF MR. ISHWAR CHAND AGARWAL (DIN: 00011152) AS EXECUTIVE CHAIRMAN AND VARIATION IN THE TERMS OF REMUNERATION

To consider and if thought fit, to pass with or without modification, the following as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 198, 202 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013/1956 (including any statutory modification or re-enactment thereof for the time being in force) (to the extent enacted) and subject to such other consents, approvals and permissions if any needed, the Company hereby approves re-appointment of Mr. Ishwar Chand Agarwal (DIN: 00011152) as Executive Chairman of the Company for a period of 5 years with effect from 24th January, 2014 on a remuneration and such other terms and conditions hereinafter mentioned:

- a) Salary: (1) Rs.18,00,000/- per month (From 24th January, 2014 to 31st March, 2014)
(2) Rs.22,00,000/- per month (From 01st April, 2014 to 23rd January, 2019)

b) Allowances & Perquisites:

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

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised to vary, modify or alter the different components of the aforesaid remuneration as may be agreed to by the Board of Directors and Mr. Ishwar Chand Agarwal (DIN: 00011152).

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, the Board of Directors of the Company and/ or any Committee be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable in the said regard.”

5. VARIATION IN THE TERMS OF REMUNERATION OF MR. RAJENDRA KUMAR AGARWAL (DIN: 00011127), MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER

To consider and if thought fit, to pass with or without modification, the following as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of Sections 196, 197, 198, 202 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) (to the extent enacted) and subject to such other consents, approvals and permissions if any needed, the Company hereby approves increased remuneration payable to Mr. Rajendra Kumar Agarwal (DIN: 00011127), Managing Director & CEO of the Company for his remaining tenure with effect from 01.04.2014 to 28.05.2016, as under:

a) Salary: Rs.14,00,000/- per month.

b) Allowances & Perquisites:

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

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised to vary, modify or alter the different components of the aforesaid remuneration as may be agreed to by the Board of Directors and Mr. Rajendra Kumar Agarwal (DIN: 00011127).

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, the Board of Directors of the Company and/ or any Committee be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable in the said regard.”

6. VARIATION IN THE TERMS OF REMUNERATION OF MR. JITENDRA KUMAR AGARWAL (DIN: 00011189), EXECUTIVE DIRECTOR

To consider and if thought fit, to pass with or without modification, the following as a **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Sections 196, 197, 198, 202 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) (to the extent enacted) and subject to such other consents, approvals and permissions if any needed, the Company hereby approves increased remuneration payable to Mr. Jitendra Kumar Agarwal (DIN: 00011189), Whole-time Director designated as Executive Director of the Company for his remaining tenure with effect from 01.04.2014 to 19.09.2014, as under:

a) Salary: Rs.14,00,000/- per month.

b) Allowances & Perquisites:

- xii) Furnished residential accommodation with water, gas, electricity, maintenance, sweeper, gardener, watchman and personal attendant or House Rent Allowance in lieu thereof.
- xiii) Medical benefits for self and family: Reimbursement of all expenses actually incurred in India and/or abroad.
- xiv) Leave Travel Concession for self, wife and minor children once a year.
- xv) Fees of clubs subject to a maximum of two clubs.
- xvi) Premium on Personal accident insurance policy as per the Company's rules.
- xvii) Premium on Medical Insurance for self and family as per the Company's rules.
- xviii) Company's contribution towards provident fund as per rules of the Company but not exceeding 12% of salary.
- xix) Gratuity not exceeding one half month's salary for each completed year of service.
- xx) Encashment of leave as per rules of the Company.
- xxi) Free use of car with driver for official use.
- xxii) Free telephone facility at residence including mobile phone for official use.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised to vary, modify or alter the different components of the aforesaid remuneration as may be agreed to by the Board of Directors and Mr. Jitendra Kumar Agarwal (DIN: 00011189).

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, the Board of Directors of the Company and/ or any Committee be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable in the said regard.”

7. RATIFICATION OF CORPORATE GUARANTEE GIVEN BY THE BOARD OF DIRECTORS UNDER SECTION 372A OF THE COMPANIES ACT, 1956

To consider and if thought fit, to pass with or without modification, the following as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval/ consent/ratification of such appropriate authorities including that of the Central Government and the Reserve Bank of India, where necessary, the consent of the Company in the form of ratification be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to extend Corporate Guarantee to M/s. Virtuous Urja Limited upto Rs.250 Crores (Rupees Two Hundred Fifty Crores only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary for obtaining any approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the company and also to delegate all or any of the above powers to the Committee of Directors of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

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

Place: Jaipur
Date: 30th May, 2014

Sd/-
Ankit Jhanjhari
Company Secretary

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of all the businesses specified above is annexed hereto.
2. The Board vide its Resolution passed on May 30, 2014 has appointed **Mr. C.M. Bindal**, FCS No.103, CP No.176, Practising Company Secretary, as Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
3. The Postal Ballot Form together with the self-addressed postage pre-paid envelope is enclosed for the use of the member. Please carefully read the instructions printed on the enclosed Postal Ballot Form before exercising your vote and return the Form duly completed, signifying your assent or dissent, in the attached self-addressed, postage pre-paid envelope, so as to reach the Scrutinizer within a period of 30 days from the date of despatch of notice i.e. before the close of working hours on July 07, 2014.
4. The Notice is being sent to all the Members, whose names appeared in the Register of Members/ Record of Depositories on May 23, 2014. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on that date.

5. The Company is pleased to offer e-voting facility as an alternate, for all its members to enable them to cast their vote electronically instead of dispatching Postal Ballot. E-voting is optional. In case a member desires to exercise his vote by using e-voting facility then he has to carefully follow the instructions as given for e-voting printed on the back side of the Postal Ballot Form. He can use the facility and log-in any number of times till he has voted on all the Resolutions or till the end of the voting period (i.e. till the last date of receipt of Postal Ballots), whichever is earlier.

Members irrespective of who have registered their e-mails for receipt of documents in electronic mode under the green initiative and who wish to vote through Postal Ballot Form can seek Duplicate Form from Corporate Office of the Company and send the same by post to the Corporate Office of the Company addressed to the Scrutinizer.

6. Members may contact Mr. Ankit Jhanjhari, Company Secretary, for any grievances connected with voting by postal ballot including voting by electronic means at the Corporate Office of the Company at SPL-3, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur (Raj.)- 302022, Tel. # 0141-7102400/500.
7. The Scrutinizer will submit his Report after completion of the scrutiny, addressed to the Chairman on July 10, 2014. The Chairman will, or in his absence any other person so authorized by him will, announce the result of voting by postal ballot on July 11, 2014 at 11 A.M. at the Corporate Office of the Company at SPL-3, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur (Raj.)- 302022, Tel. # 0141-7102400/500 and the Resolution will be taken as passed effectively on the date of announcement of the result by such authorized person, if the results of the Postal Ballots indicate that the requisite majority of the members had assented to the Resolutions. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. Members who wish to be present at the venue at the time of declaration of the result are welcome to do so. The results of the Postal Ballot along with the scrutinizer's report will also be displayed at the Company's Registered Office, Corporate Office and hosted on the website of the Company "www.genus.in" besides being communicated to the stock exchanges on which the shares of the Company are listed.
8. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during the office hours of any working days between 10.00 AM to 12 Noon, up to the date of declaration of the result of Postal Ballot.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 and Item No. 2:

LIMITS OF BORROWINGS U/S 180(1)(c) OF THE COMPANIES ACT, 2013; AND PROVIDING SECURITY U/S 180(1)(a) OF THE COMPANIES ACT, 2013 IN CONNECTION WITH THE BORROWINGS OF THE COMPANY

The members of the Company in the 18th Annual General Meeting of the Company held on September 17, 2010 had authorized the Board of Directors to borrow monies up to Rs. 2000 crores under Section 293(1)(d) of the Companies Act, 1956, as well as to secure the same by mortgage/charge on all or any of the moveable and/or immovable properties, regarded as disposal of the Company's undertakings under Section 293(1)(a) of the Companies Act, 1956.

However, as per the corresponding provisions of section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 which were notified on September 12, 2013 and based on the clarification thereof issued by GOI, MCA vide General Circular no. 04/2014 dated March 25, 2014, the resolution(s) passed under section 293 of the Companies Act, 1956 prior to 12.09.2013 with reference to borrowings and/or creation of security on assets of the Company will be regarded as sufficient compliance of the requirements of section 180 of the new Act, for a period of 1 year from the date of notification of Section 180 of the Companies Act, 2013.

The Board of Directors of the Company recommended the proposal of the borrowing powers upto Rs.2000 Crores, as also to create charge/mortgage on the assets of Company for such borrowing from Banks/Institutions for the purpose of the Company under provisions of Section 180(1)(c) and 180(1)(a) of Companies Act, 2013. Same required consent of Company by way of Special resolution under provisions of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolutions except to the extent of their shareholding in the Company, if any.

Item No. 3

TRANSACTIONS WITH RELATED PARTIES U/S 188 OF THE COMPANIES ACT, 2013

As per provision of sub-section (1) of Section 188 read with rule 15 of Companies (Meeting of Board and its Powers) Rules 2014, a company (whether private, public or listed) needs to obtain prior approval of the Board of Directors and in case the paid-up share capital of a company is Rs.10 crores or more, the prior approval of shareholders by way of a Special Resolution is required for the following related party transactions:

- a) sale, purchase or supply of any goods or materials;
- b) selling or otherwise disposing of, or buying, property of any kind;
- c) leasing of property of any kind;
- d) availing or rendering of any services;
- e) appointment of any agent for purchase or sale of goods, materials, services or property;
- f) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
- g) underwriting the subscription of any securities or derivatives thereof, of the company

Further, third proviso to section 188(1) provides that nothing in this sub-section shall apply to any transaction entered into by the company in its ordinary course of business and on arm's length basis.

The provisions of section 188(3) also provide that if any contract or arrangement entered into under section 188(1) is not ratified by the Board or, as the case may be, by the shareholders at a meeting within three months from the date on which such contract or arrangement was entered into, such contract or arrangement shall be voidable at the option of the Board.

Pursuant to provisions of the Companies Act, 2013, the Board of Directors of the Company has approved the proposed transactions along with annual limits that the Company may enter into with its Related Parties (as defined under the new Companies Act, 2013) for the financial year 2014-15 and beyond.

All prescribed disclosures as required to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 are given here in below in a tabular format for kind perusal of the members:

Particulars of proposed transactions for the purpose of approval u/s 188 of the Companies Act, 2013 and Maximum value of contract / transaction (Per Annum) w.e.f. 01st April 2014				
				Rs. In Lacs
Transactions defined u/s 188(1) of the Companies Act, 2013				
	Sale, purchase or supply of any goods, materials	Selling or otherwise disposing of, or buying, property of any kind	Leasing of property of any kind	Availing or rendering of any services; Appointment of any agent for purchase or sale of goods, materials, services or property
NAME AND NATURE OF RELATIONSHIP WITH RELATED PARTIES :-				
Companies:				
Genus Innovation Limited	Exempted being in the ordinary course of business and on arm's length basis.	-	15.00	Exempted being in the ordinary course of business and on arm's length basis.
Genus Electrotech Limited		-	-	
Hi-Print Electromack Pvt. Ltd.		-	11.00	
J C Textile Pvt. Ltd.		-	30.00	
Directors / KMPs / Relatives of Directors and KMPs / Other Firms and Companies in which directors have interest as per the provisions of section 2(76) of the Companies Act, 2013				
Rajendra Kumar Agarwal (DIN: 00011127)	-	-	11.00	-
Jitendra Kumar Agarwal (DIN: 00011189)	-	-	11.00	-
Rajendra Kumar Agarwal (HUF)	-	-	5.50	-
Amit Agarwal (HUF)	-	-	7.00	-

Other Disclosures:

(a)	Name of the related party and nature of relationship:	As provided in table above.
(b)	Nature, duration of the contract and particulars of the contract or arrangement:	All proposed transactions would be carried out as part of the business requirements of the Company in ordinary course of business and on arm's length basis. Duration of the lease agreements for the properties given/taken on lease would be 11 months and renewable thereafter as per the terms of agreement.

(c)	Material terms of the contract or arrangement including the value, if any:	As referred in point (b) above.
(d)	Any advance paid or received for the contract or arrangement, if any:	Nil
(e)	Manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract:	All proposed transactions would be carried out as part of the business requirements of the Company and are ensured to be on arm's length basis. Further, the Company is also subject to transfer pricing norms prevalent in the country.
(f)	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors:	All factors have been considered.
(g)	Any other information relevant or important for the members to take a decision on the proposed transaction/resolution:	Nil.

Members are hereby informed that pursuant to second proviso of section 188(1) of the Companies Act, 2013, no member of the company shall vote on such special resolution to approve any contract or arrangement which may be entered into by the company, if such member is a related party.

The Board of Directors of your Company has approved this item in the Board Meeting held on May 30, 2014 and recommends the Resolution as set out in the accompanying Notice for the approval of members of the Company as a Special Resolution as an abundant precaution.

Except Promoter Directors and Key Managerial Personnel of the Company and their relatives, no other Director is concerned or interested in the Resolution.

Item No. 4

RE-APPOINTMENT OF MR. ISHWAR CHAND AGARWAL (DIN: 00011152) AS EXECUTIVE CHAIRMAN AND VARIATION IN THE TERMS OF REMUNERATION

The tenure of appointment of Mr. Ishwar Chand Agarwal (DIN: 00011152) as Executive Chairman of the Company was available upto January 23, 2014. Mr. Ishwar Chand Agarwal (DIN: 00011152) was responsible to oversee the affairs of the Company including, expansion, collaboration, reconstruction, and such other activities which the Board of Directors may consider appropriate from time to time and delegate to him, and that he was not responsible for day-to-day affairs of the Company as well as the statutory responsibilities and obligations in connection with the affairs of the Company. The Board, after considering the achievement of Mr. Ishwar Chand Agarwal (DIN: 00011152) during his tenure as Executive Chairman of the Company and on the recommendation of remuneration/compensation committee, re-appointed him as Executive Chairman of the Company with the same/existing responsibilities for a period of 5 years with effect from January 24, 2014 subject to approval of the shareholders in their next general meeting. Thus, approval of the members is sought for the proposed resolution. The broad terms of the re-appointment of Mr. Ishwar Chand Agarwal (DIN: 00011152) are given in the proposed resolution at item no.4. The resolution at item no.4 may also be treated as an abstract of terms of agreement between the Company and Mr. Ishwar Chand Agarwal (DIN: 00011152).

None of the Directors [except Mr. Ishwar Chand Agarwal (DIN: 00011152), himself and Mr. Kailash Chandra Agarwal (DIN: 00895365), Mr. Rajendra Kumar Agarwal (DIN: 00011127) and Mr. Jitendra Kumar Agarwal (DIN: 00011189) being relatives] or other Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolutions except to the extent of their shareholding in the Company, if any.

Item No. 5

**VARIATION IN THE TERMS OF REMUNERATION OF MR. RAJENDRA KUMAR AGARWAL (DIN: 00011127),
MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER**

Mr. Rajendra Kumar Agarwal (DIN: 00011127), currently designated as Managing Director & CEO in terms of his present appointment, shall hold office till May 28, 2016. Taking into consideration the contribution and performance of Mr. Rajendra Kumar Agarwal (DIN: 00011127) towards the growth of the Company and on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on May 30, 2014 has revised the remuneration of Mr. Rajendra Kumar Agarwal (DIN: 00011127), subject to approval of the shareholders in their general meeting. Thus, approval of the members is sought for the proposed resolution. The broad particulars of revised remuneration payable to Mr. Rajendra Kumar Agarwal (DIN: 00011127) are given in the proposed resolution no.5. The resolution at item 5 may also be treated as an abstract of terms of agreement between the Company and Mr. Rajendra Kumar Agarwal (DIN: 00011127).

None of the Directors [except Mr. Rajendra Kumar Agarwal (DIN: 00011127), himself and Mr. Ishwar Chand Agarwal (DIN: 00011152), Mr. Kailash Chandra Agarwal (DIN: 00895365) and Mr. Jitendra Kumar Agarwal (DIN: 00011189) being relatives] or other Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolutions except to the extent of their shareholding in the Company, if any.

Item No. 6

**VARIATION IN THE TERMS OF REMUNERATION OF MR. JITENDRA KUMAR AGARWAL (DIN: 00011189),
EXECUTIVE DIRECTOR**

Mr. Jitendra Kumar Agarwal (DIN: 00011189), currently designated as Executive Director (Marketing) in terms of his present appointment, shall hold office till September 19, 2014. Taking into consideration the contribution and performance of Mr. Jitendra Kumar Agarwal (DIN: 00011189) towards the growth of the Company and on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on May 30, 2014 has revised the remuneration of Mr. Jitendra Kumar Agarwal (DIN: 00011189), subject to approval of the shareholders in their general meeting. Thus, approval of the members is sought for the proposed resolution. The broad particulars of appointment of Mr. Jitendra Kumar Agarwal (DIN: 00011189) are given in the proposed resolution no.6. The resolution at item 6 may also be treated as an abstract of terms of agreement between the Company and Mr. Jitendra Kumar Agarwal (DIN: 00011189).

None of the Directors [except Mr. Jitendra Kumar Agarwal (DIN: 00011189), himself and Mr. Ishwar Chand Agarwal (DIN: 00011152), Mr. Kailash Chandra Agarwal (DIN: 00895365) and Mr. Rajendra Kumar Agarwal (DIN: 00011127) being relatives] or other Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolutions except to the extent of their shareholding in the Company, if any.

Item No. 7

RATIFICATION OF CORPORATE GUARANTEE GIVEN BY THE BOARD OF DIRECTORS UNDER SECTION 372A OF THE COMPANIES ACT, 1956

As per the provisions of Section 372A of the Companies Act, 1956, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of Sixty per cent of the aggregate of the paid up capital and free reserves or, Hundred percent of its free reserves, whichever is more, if Special Resolution is passed by the members of the Company.

Further, the Section 372A of the Companies Act, 1956 allows the company to issue such a corporate guarantee/provide bank guarantee subject to the same being ratified in a general meeting/by way of postal ballot in case of a Listed Company within 12 months after passing of the board resolution authorizing to give such guarantees. Accordingly the corporate guarantee of Rs.250 crores given by the Company to the Bankers of M/s. Virtuous Urja Limited ("VUL") for the credit facilities availed by VUL for its business purposes, are placed for ratification by the members through Postal Ballot pursuant to the provisions of Section 372A read with Section 192A and 292 of the Companies Act, 1956.

The Directors being satisfied that it would be in the interest of the Company recommended the Resolutions for approval by members through Postal Ballot.

None of the Directors [except Mr. Ishwar Chand Agarwal (DIN: 00011152), Mr. Kailash Chandra Agarwal (DIN: 00895365), Mr. Rajendra Kumar Agarwal (DIN: 00011127) and Mr. Jitendra Kumar Agarwal (DIN: 00011189)] or other Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolutions except to the extent of their shareholding in the Company, if any.

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

Place: Jaipur
Date: 30th May, 2014

Sd/-
Ankit Jhanjhari
Company Secretary

GENUS POWER INFRASTRUCTURES LIMITED

Regd. Office: 213, J.S. Arcade, Sector-18, Noida (UP)-201301; **CIN:** L51909UP1992PLC051997

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

Tel. # 0141-7102400/500; **Fax #** 0141-2770319, 7102503; **Email:** cs@genus.in

POSTAL BALLOT FORM

S. No.

1. Name of Shareholder(s) :
(Including joint holders, if any)
2. Registered Address of the Sole/
First named Shareholder :
3. Registered Folio No. / DPID No.&
Client ID No.* :
(*applicable to investors holding
shares in dematerialized form)
4. No. of Shares held :
5. I/ We hereby exercise my/ our vote in respect of the Ordinary/Special Resolutions to be passed through Postal Ballot for the businesses stated in the Notice of the Company by sending my/ our assent or dissent to the Resolutions by placing tick (V) mark in the appropriate boxes below:

S. No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
(1)	Special resolution u/s 180(1)(c) of the Companies Act, 2013 for approving the limits of borrowings.			
(2)	Special resolution u/s 180(1)(a) of the Companies Act, 2013 for providing security in connection with the borrowings of the Company.			
(3)	Special resolution u/s 188 of the Companies Act, 2013 for transactions with related parties.			
(4)	Special resolution for re-appointment and for variation in terms of remuneration of Mr. Ishwar Chand Agarwal (DIN: 00011152) as Executive Chairman of the Company u/s 196, 197, 198, 202 & 203 read with Schedule V to the Companies Act, 2013.			
(5)	Special resolution for variation in terms of remuneration of Mr. Rajendra Kumar Agarwal (DIN: 00011127) as Managing Director and Chief Executive Officer of the Company u/s 196, 197, 198, 202 & 203 read with Schedule V to the Companies Act, 2013.			

(6)	Special resolution for variation in terms of remuneration of Mr. Jitendra Kumar Agarwal (DIN: 00011189), Executive Director of the Company u/s 196, 197, 198, 202 & 203 read with Schedule V to the Companies Act, 2013.			
(7)	Special resolution for ratification of corporate guarantee given by the Company in excess of limit prescribed u/s 372A of the Companies Act, 1956.			

Place:

Date:

(Signature of the Shareholder)

Notes:

1. Last date for receipt of Postal Ballot form by Scrutinizer is July 07, 2014.
2. Please read the instructions printed over leaf carefully before completing this form.

ELECTRONIC VOTING PARTICULARS

EVEN	User Id	Password

INSTRUCTIONS

Member(s) can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case member(s) cast their vote both by Physical Ballot and e-voting, then voting done through Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.

PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING

1. A member desiring to exercise his vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope before the close of working hours (5.30 p.m.) on or before July 07, 2014. The postage will be borne and paid by the Company.
2. The self-addressed postage pre-paid envelope is addressed to the Scrutinizer appointed by the Board of the Company.
3. The Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled-in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in point (1) above.
4. This Postal Ballot Form should be completed and signed by the member or members, in case of joint holding as per the specimen signature registered with the Company/ Depository Participant by the first named member and in his absence, by the next named joint holder.
5. Incomplete, unsigned and incorrect Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
6. In case the shares are held by Body Corporate/Trust, the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authorization together with the attested specimen signature of the authorized signatories.

PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING

1. The Company also offers e-Voting facility. Please see the instructions below for details:

A. In case of shareholders receiving e-mail from NSDL:

- a) Open e-mail and open the attached PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
- b) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- c) Click on "Shareholder - "Login"
- d) Put user ID and password as initial password noted in step (a) above. Click Login.
- e) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f) Home page of "e-voting" opens. Click on "e-voting: ---Active Voting Cycles."
- g) Select "EVEN" of Genus Power Infrastructures Limited.
- h) Now you are ready for "e-voting" as "Cast Vote" page opens.
- i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- j) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies), who are authorized to vote, to the Scrutinizer through e-mail at "bindalcm@yahoo.com" with a copy marked to "evoting@nsdl.co.in".

B. In case of shareholders receiving Postal Ballot Form by Post:

- a) Initial password is provided at the bottom of the Postal ballot form. Please follow all steps from Sl. No. (b) to Sl. No.(j) above, to cast vote.

2. The e-voting period commences on June 08, 2014 (9:00 am) and ends on July 07, 2014 (5:30 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. May 23, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

3. If you are already registered with NSDL for e-voting, then you can use your existing User ID and password for casting your vote.

4. You can update your mobile number and email ID in the user profile details of the folio, which may be used for sending communication(s) regarding NSDL e-voting system in future.

5. In case of any queries, you may refer the 'Frequently Asked Questions' (FAQs) for shareholders and e-voting user manual for Shareholders available at the "downloads" section of www.evoting.nsdl.com.