

Genus/STX/AR/2017/
August 24, 2017

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 25th Annual General Meeting, and E-voting particulars.

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Notice of 25th Annual General Meeting ("AGM") of the Company scheduled to be held on Friday, September 22, 2017 at 11:00 a.m. at Jaipuria Institute of Management, A-32A, Sector-62, Opp. IBM, Noida-201309 (Uttar Pradesh).

Further, pursuant to provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited ("CDSL").

The remote e-voting period commences on Tuesday, September 19, 2017 (9:00 a.m.) and ends on Thursday, September 21, 2017 (5:00 p.m.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, September 15, 2017, may cast their vote by remote e-voting. The detailed instructions for e-Voting process are given in the Notes forming part of the Notice of the AGM.

We request to kindly take the same on record.

Thanking you,

For Genus Power Infrastructures Limited



Director/Company Secretary

Encl. as above



Genus Power Infrastructures Limited

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

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 25th Annual General Meeting of the Members of Genus Power Infrastructures Limited ("the Company") will be held on Friday, September 22, 2017 at 11:00 a.m. at Jaipuria Institute of Management, A-32A, Sector-62, Opp. IBM, Noida-201309 (Uttar Pradesh), to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - (a) the audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the reports of the Board of Directors and the Auditors thereon; and
 - (b) the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the report of the Auditors thereon.
2. To confirm the payment of Interim Dividend of Re.0.10/- (i.e. 10%) per equity share of face value of Re.1 each for the financial year ended March 31, 2017 and to declare a Final Dividend of Re.0.35/- (i.e. 35%) per equity share of face value of Re.1 each for the financial year ended March 31, 2017.
3. To appoint a Director in place of Mr. Ishwar Chand Agarwal (DIN: 00011152), who retires from office by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Kailash Chandra Agarwal (DIN: 00895365), who retires from office by rotation, and being eligible, offers himself for re-appointment.
5. To ratify the appointment of the Auditors of the Company and fix their remuneration, and to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendation of the Audit Committee and pursuant to the resolution passed by the members at the annual general meeting held on September 29, 2014, the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 101049W/E300004) and M/s. D. Khanna & Associates, Chartered Accountants (Firm Registration No.012917N), as the auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, be and is hereby ratified at such remuneration as may be fixed by the Board of Directors of the Company."
6. To appoint Branch Auditors of the Company and fix their remuneration and to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Board of Directors be and is hereby authorized to appoint Branch Auditors of any branch office of the Company, whether existing or which may be opened / acquired hereafter, outside India, in consultation with the Company's Auditors, any person(s) qualified to act as Branch Auditors and to fix their remuneration."

SPECIAL BUSINESS

7. To increase the remuneration of Mr. Ishwar Chand Agarwal, Executive Chairman of the Company:

To consider and if thought fit, to pass the following resolution 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) and subject to the consents, approvals and permissions of other appropriate authorities, if required, the Members of the Company hereby approve increased remuneration payable (however subject to adequate profits arrived at) to Mr. Ishwar Chand Agarwal (DIN: 00011152), Executive Chairman of the Company for his remaining tenure with effect from 01.04.2017 to 23.01.2019, as under:

- a) Salary: Rs. 25,00,000/- per month.
- b) Allowances & Perquisites:
 - i) Furnished residential accommodation with water, gas, electricity, maintenance, sweeper, gardener, watchman and personal attendant or House Rent Allowance in lieu thereof.
 - ii) Medical benefits for self and family: Reimbursement of all expenses actually incurred in India and/or abroad.
 - iii) Leave travel concession for self, wife and minor children once a year.
 - iv) Fees of clubs subject to a maximum of two clubs.

- v) Premium on personal accident insurance policy as per the Company's rules.
- vi) Premium on medical insurance for self and family as per the Company's rules.
- vii) Company's contribution towards provident fund as per rules of the Company but not exceeding 12% of salary.
- viii) Gratuity not exceeding one half month's salary for each completed year of service.
- ix) Encashment of leave as per rules of the Company.
- x) Free use of car with driver for official use.
- xi) Free telephone facility at residence including mobile phone for official use.

RESOLVED FURTHER THAT the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/or as approved by any competent authority prescribed in the Act and rules as are applicable from time to time.

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

8. To increase the remuneration of Mr. Rajendra Kumar Agarwal, Managing Director and Chief Executive Officer of the Company:

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

"RESOLVED THAT pursuant to 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) and subject to the consents, approvals and permissions of other appropriate authorities, if required, the Members of the Company hereby approve increased remuneration payable (however subject to adequate profits arrived at) to Mr. Rajendra Kumar Agarwal (DIN: 00011127), Managing Director & CEO of the Company for his remaining tenure with effect from 01.04.2017 to 28.05.2019, as under:

- a) Salary: Rs. 20,00,000/- per month.
- b) Allowances & Perquisites:
 - i) Furnished residential accommodation with water, gas, electricity, maintenance, sweeper, gardener, watchman and personal attendant or House Rent Allowance in lieu thereof.
 - ii) Medical benefits for self and family: Reimbursement of all expenses actually incurred in India and/or abroad.
 - iii) Leave travel concession for self, wife and minor children once a year.
 - iv) Fees of clubs subject to a maximum of two clubs.
 - v) Premium on personal accident insurance policy as per the Company's rules.
 - vi) Premium on medical insurance for self and family as per the Company's rules.
 - vii) Company's contribution towards provident fund as per rules of the Company but not exceeding 12% of salary.
 - viii) Gratuity not exceeding one half month's salary for each completed year of service.
 - ix) Encashment of leave as per rules of the Company.
 - x) Free use of car with driver for official use.
 - xi) Free telephone facility at residence including mobile phone for official use.

RESOLVED FURTHER THAT the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/or as approved by any competent authority prescribed in the Act and rules as are applicable from time to time.

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

9. To increase the remuneration of Mr. Jitendra Kumar Agarwal, Joint Managing Director of the Company:

To consider and if thought fit, to pass the following resolution 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) and subject to the consents, approvals and permissions of other appropriate authorities, if required, the Members of the Company hereby approve increased remuneration payable (however subject to adequate profits arrived at) to Mr. Jitendra Kumar Agarwal (DIN: 00011189), Joint Managing Director

of the Company for his remaining tenure with effect from 01.04.2017 to 19.09.2019, as under:

- a) Salary: Rs.20,00,000/- per month.
- b) Allowances & Perquisites:
 - i) Furnished residential accommodation with water, gas, electricity, maintenance, sweeper, gardener, watchman and personal attendant or House Rent Allowance in lieu thereof.
 - ii) Medical benefits for self and family: Reimbursement of all expenses actually incurred in India and/or abroad.
 - iii) Leave travel concession for self, wife and minor children once a year.
 - iv) Fees of clubs subject to a maximum of two clubs.
 - v) Premium on personal accident insurance policy as per the Company's rules.
 - vi) Premium on medical insurance for self and family as per the Company's rules.
 - vii) Company's contribution towards provident fund as per rules of the Company but not exceeding 12% of salary.
 - viii) Gratuity not exceeding one half month's salary for each completed year of service.
 - ix) Encashment of leave as per rules of the Company.
 - x) Free use of car with driver for official use.
 - xi) Free telephone facility at residence including mobile phone for official use.

RESOLVED FURTHER THAT the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/or as approved by any competent authority prescribed in the Act and rules as are applicable from time to time.

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

10. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2018:

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. K.G. Goyal & Associates, Cost Accountants (Registration No.000024), appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018, be paid the remuneration as set out in the Statement annexed to the Notice convening this Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Registered Office:

G-14, Sector-63, Noida-201307, Uttar Pradesh
Tele-fax: +91-120-4227116; E-mail: cs@genus.in;
Website: www.genuspower.com;
Corporate Identification Number (CIN): L51909UP1992PLC051997

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

Ankit Jhanjhari
Company Secretary

Jaipur, August 11, 2017

NOTES:

1. **A Member entitled to attend and vote at the Annual General Meeting (the "Meeting" or "AGM") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member. The holder of proxy shall prove his identity at the time of attending the Meeting.**
2. An Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, which sets out details relating to special business to be transacted at the Meeting, is annexed hereto.

3. Corporate Members desiring to send their authorised representative to attend the Meeting are requested to send to the Company, a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members / proxies are requested to bring their Attendance Slip duly filled in along with their copy of Annual Report to the meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members, seeking any information with regard to the accounts of the Company, are requested to write to the Company, at an early date, so as to enable the Management to keep the information ready at the Meeting.
7. The Board has recommended a final dividend of Re.0.35 (i.e. 35%) per equity share on equity shares of the face value of Re.1 each for the FY 2016-17 to shareholders for their approval. The Company has already paid an interim dividend of Re.0.10 (i.e. 10%) per equity share for the FY 2016-17, which was declared in the board meeting held on January 31, 2017.
8. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, September 16, 2017 to Friday, September 22, 2017 (both days inclusive).
9. The final dividend on Equity Shares, if declared at the ensuing Annual General Meeting, will be credited/ dispatched between September 23, 2017 and October 10, 2017 as under:-
 - To all those beneficial owners holding shares in electronic form as per the beneficial ownership data as may be available to the Company by NSDL and CDSL as at the end of business day hours on Friday, September 15, 2017; or
 - To all those Members holding shares in physical form whose names appear on the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company / Registrar upto the close of business hours on Friday, September 15, 2017.
10. To prevent fraudulent transactions, members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (i.e. Agency/Bank, with whom they are maintaining their demat accounts), directly. Members, who hold shares in physical form, are requested to notify such changes to the Company's Registrars and Share Transfer Agents (i.e. M/s. Niche Technologies Private Limited, Kolkata).

Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the Members.

Further, as per the RBI instruction/circular, for making payments (i.e. dividend, etc.) to the investors, Companies have to use, NEFT / RTGS / ECS facilities. In cases where either the bank details such as MICR, IFSC, etc. for electronic transfer are not available or the electronic payment instructions have failed or have been rejected by the bank, companies may use physical payment instruments but companies shall mandatorily print the bank account details of the investors on such payment instruments. Members, who hold shares in physical form, are requested to notify immediately the details of their bank account, to the Company/Registrars and Share Transfer Agents of the Company.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent.
12. The Company has designated a separate e-mail ID of the grievance redressal division / compliance officer named "cs@genus.in" exclusively for the purpose of registering complaints by investors.
13. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2008-09, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Members, who have not yet encashed their dividend warrant(s) issued for the financial year 2009-10 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 08, 2016 (date of last Annual General Meeting) on the website of the Company (www.genuspower.com), as also on the Ministry of Corporate Affairs website.

Please note that pursuant to provision of section 124(6) of the Companies Act, 2013 (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 consecutive years or more, shall be transferred by the company in the name of 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 shareholders are requested to claim their unpaid/unclaimed dividend, if any before it become 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.
14. The Certificate from the Auditors of the Company certifying that the Company' Employees Stock Option Scheme-2012 (ESOS-2012) has been implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolution of the Members passed at the general meeting, will be available for inspection by the Members at the AGM.
15. All relevant documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection by the Members at the Registered Office of the Company during normal business hours (9:00 to 5:00) on all working days (i.e. except Saturday, Sunday and Public Holiday) upto the date of the AGM.

16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Shareholders at the AGM.
17. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Shareholders at the AGM.
18. The details as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, with regard to persons seeking appointment or re-appointment as Directors, etc., are provided in the 'Annexure' to this Notice.
19. To support the 'Green Initiative' of the Government of India and pursuant to Regulation 36(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a soft copy of full Annual Report and Notice of the Meeting are being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members, who have not registered their e-mail address, so far, are requested to register their e-mail addresses with their concerned Depository Participants or the Company at "cs@genus.in" or Registrar, M/s. Niche Technologies Private Limited at "genus@nichetechpl.com" for receiving all communication from the Company, electronically.
20. Voting through electronic means (e-voting):
 - (I) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited ("CDSL").
 - (II) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - (III) **The procedure and instructions for casting your vote electronically are as under:**
 - (i) The remote e-voting period commences on Tuesday, September 19, 2017 (9:00 a.m.) and ends on Thursday, September 21, 2017 (5:00 p.m.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, September 15, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - (ii) 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 during the voting period.
 - (iv) Click on "Shareholders" tab.
 - (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) Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
 - (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 and voted on an earlier 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:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> • 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. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members 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 i.e. GENUS POWER INFRASTRUCTURES LIMITED 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Institutional Shareholders & Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533.
- (xxi) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows Phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (IV) Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory/(ies) who are authorized to vote through e-mail at "bindalcm@yahoo.com" with a copy marked to "helpdesk.evoting@cdslindia.com" on or before September 21, 2017, upto 5:00 pm without which the vote shall not be treated as valid.
- (V) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, September 15, 2017. A person who is not a member as on cut-off date should treat this notice for information purpose only.
- (VI) The Notice of Annual General Meeting will be sent to the Members, whose names appear in the Register of Members / Beneficial Owners position list provided by Depositories at closing hours of business, on Friday, August 04, 2017.
- (VII) The shareholders shall have one vote per equity share held by them as on the cut-off date of Friday, September 15, 2017. The facility of e-voting would be provided once for every Folio / Client-ID, irrespective of the number of joint holders.
- (VIII) Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, September 15, 2017 and not casting their vote electronically, may only cast their vote at the Annual General Meeting. Since e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.
- (IX) Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
- (X) Investors, who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. Friday, September 15, 2017, are requested to send the written / email communication to the Company at "cs@genus.in" by mentioning their Folio No. / DPID and Client ID to obtain the Login-ID and Password for e-voting.
- (XI) M/s. C. M. Bindal & Company, Practising Company Secretaries (Proprietor: Mr. C.M. Bindal, FCS No.103, CP No.176), of Jaipur have been appointed as the Scrutinizer to scrutinize the e-voting process and voting at the venue of the AGM in a fair and transparent manner. The

Scrutinizer will, after the conclusion of voting at the AGM, scrutinize the votes cast at the meeting and the votes cast through remote e-voting, make a consolidated Scrutinizer's report and submit the same to the Chairman or Authorised Person.

- (XII) The results declared along with the consolidated Scrutinizer's report shall be placed on the Company's website at 'www.genuspower.com' and on the website of CDSL. The results will simultaneously be communicated to the stock exchanges viz. BSE Limited and National Stock Exchange of India Limited (NSE).
- (XIII) 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 22, 2017.
- (XIV) In case you have any grievance connected with the e-voting, please contact Mr. Ankit Jhanjhari, Company Secretary, SPL-3, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022, E-mail: 'cs@genus.in', Phone Number: 0141-7102412.

Registered Office:

G-14, Sector-63, Noida-201307, Uttar Pradesh
Tele-fax: +91-120-4227116; E-mail: cs@genus.in;
Website: www.genuspower.com;
Corporate Identification Number (CIN): L51909UP1992PLC051997

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

Ankit Jhanjhari
Company Secretary

Jaipur, August 11, 2017

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act"))

Item No. 6: Appointment of Branch Auditors of the Company and fix their remuneration:

The company has branch/(es) outside India and may also open / acquire new branches outside India in near future. The Members are requested to authorize the Board of Directors of the Company to appoint branch auditors in consultation with the company's Auditors and fix their remuneration, for carrying out the audit of the accounts of such branches. The Board recommends the Resolution at Item No.6 for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the said Resolution.

Item No. 7, 8 & 9: Increase the remuneration of Mr. Ishwar Chand Agarwal, Executive Chairman, Mr. Rajendra Kumar Agarwal, Managing Director and Chief Executive Officer and Mr. Jitendra Kumar Agarwal, Joint Managing Director of the Company:

Under the supervision and control of the present management, the company achieved appreciable turnover and profitability during the year 2016-17 despite stiff conditions in local market attributed to confusion between the state and central government with regard to the procurement policy of metering instrument. Considering the performance, the existing remuneration profile of Mr. Ishwar Chand Agarwal, Executive Chairman, Mr. Rajendra Kumar Agarwal, Managing Director and Chief Executive Officer and Mr. Jitendra Kumar Agarwal, Joint Managing Director of the Company seems to be inadequate and needs to be revised to inspire the existing management for further growth of the Company. The Board of Directors at its meeting held on March 31, 2017 has, subject to approval of shareholders, approved the increased remuneration payable from 01.04.2017 to Mr. Ishwar Chand Agarwal, Mr. Rajendra Kumar Agarwal, and Mr. Jitendra Kumar Agarwal, as recommended by the Nomination and Remuneration Committee of the Board. The Board recommends resolution as a Special Resolution set forth under item no. 7, 8 & 9 in this Notice of the 25th AGM for approval of the Shareholders of the Company. The Notice read with Explanatory Statement should be considered as written Memorandum setting out the terms of remuneration of Mr. Ishwar Chand Agarwal, Executive Chairman, Mr. Rajendra Kumar Agarwal, Managing Director and Chief Executive Officer and Mr. Jitendra Kumar Agarwal, Joint Managing Director of the Company as required under Section 190 of the Companies Act, 2013.

None of the Directors (except Mr. Ishwar Chand Agarwal, Mr. Kailash Chandra Agarwal, Mr. Rajendra Kumar Agarwal, and Mr. Jitendra Kumar Agarwal), Key Managerial Personnel of the Company and their relatives are concerned or interested in the said Resolutions.

Item No. 10: Approval for the remuneration of the Cost Auditors for the financial year ending March 31, 2018:

Pursuant to recommendation of the Audit Committee, the Board in its meeting held on August 11, 2017 had approved the appointment of M/s. K. G. Goyal & Associates, Cost Accountants, as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017 on a remuneration of Rs.34,125/- (Rupees Thirty Four Thousand One Hundred Twenty Five Only) (annually) 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 Shareholders is sought for Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018, set out under item no.10 in the Notice of this AGM.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the said Resolution.

Registered Office:

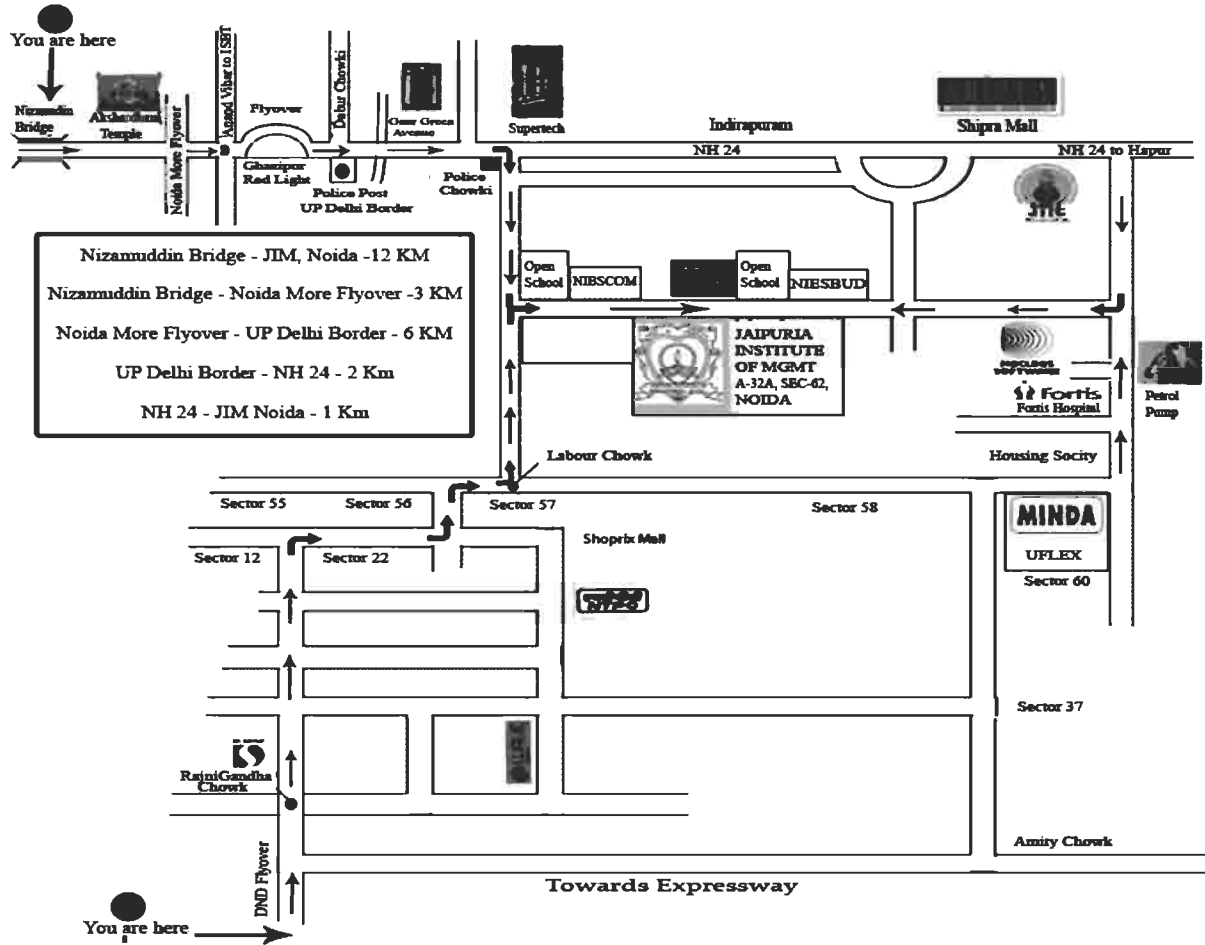
G-14, Sector-63, Noida-201307, Uttar Pradesh
Tele-fax: +91-120-4227116; E-mail: cs@genus.in;
Website: www.genuspower.com;
Corporate Identification Number (CIN): L51909UP1992PLC051997

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

Ankit Jhanjhari
Company Secretary

Jaipur, August 11, 2017

Route Map of the Venue of the Annual General Meeting



ANNEXURE TO THE NOTICE DATED AUGUST 11, 2017

DETAILS OF DIRECTORS RETIRING BY ROTATION / SEEKING APPOINTMENT / RE-APPOINTMENT, ETC., AT THE ENSUING ANNUAL GENERAL MEETING

Particulars	Mr. Ishwar Chand Agarwal (ICA)	Mr. Kailash Chandra Agarwal (KCA)	Mr. Rajendra Kumar Agarwal (RKA)	Mr. Jitendra Kumar Agarwal (JKA)
Age (Years)	67	47	42	40
Qualifications	Commerce Graduate	Science Graduate	B.E. (Electronics)	MBA (Marketing)
Experience (including expertise in specific functional area)/Brief Resume	Vast experience in the Paper, Coal & Power infrastructure sectors. For detailed profile, please refer to the Annual Report (2016-17)	Vast experience in the Paper and Power Industry. For detailed profile, please refer to the Annual Report (2016-17)	Vast experience in the power infrastructure sector. For detailed profile, please refer to the Annual Report (2016-17)	Vast experience in the power infrastructure sector. For detailed profile, please refer to the Annual Report (2016-17)
Terms and Conditions of Appointment/Reappointment	As per the resolution passed by the shareholders through Postal Ballot on 11.07.2014, he was appointed as Executive Chairman.	As per the resolution passed by the shareholders in AGM held on 18.09.2013, he was appointed as Non-executive Vice Chairman.	As per the resolution passed by the shareholders in AGM held on 08.09.2016, he was re-appointed as MD and CEO.	As per the resolution passed by the shareholders in AGM held on 29.09.2014, he was appointed as JMD.
Remuneration last drawn (including sitting fees, if any)	Rs.264 Lakh (FY 2016-17)	Nil	Rs.175.20 Lakh (FY 2016-17)	Rs.175.20 Lakh (FY 2016-17)
Remuneration proposed to be paid (Rs.)	As per the resolution at item no.7 of the Notice convening AGM on September 22, 2017.	Nil	As per the resolution at item no.8 of the Notice convening AGM on September 22, 2017.	As per the resolution at item no.9 of the Notice convening AGM on September 22, 2017.
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, 2017	1,04,25,801	1,32,98,356	27,10,485	24,34,256
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	8	4	8	5
Directorships of other Boards as on March 31, 2017	<ul style="list-style-type: none"> • Kailash Industries Limited • Genus Electrotech Limited • Genus Paper & Boards Limited • Genus International Commodities Limited • Yajur Coal & Coke Limited • Yajur Commodities Limited • Godavari Commodities Limited • Virtuous Mining Limited • Greentech Mega Food Park Limited • Gulf Guar Gum Company LLC SFZ 	<ul style="list-style-type: none"> • Genus Paper & Boards Limited • Yajur Commodities Limited • Kailash Coal And Coke Company Limited • Yajur Coal & Coke Limited • Genus Apparels Limited • Maple Natural Resources Pte. Ltd. • Pt. Maple Natural Resources • Maple Natural Resources DWC LLC • Gulf Guar Gum Company LLC SFZ • Shanti Globiz INC. 	<ul style="list-style-type: none"> • Virtuous Infra Limited • Hi-Print Electromack Private Limited 	<ul style="list-style-type: none"> • Genus International Commodities Limited • IEEMA

Membership / Chairmanship of Committees of other Boards as on March 31, 2017	Yajur Commodities Limited <ul style="list-style-type: none"> • Nomination & Remuneration Committee • CSR Committee 	Yajur Commodities Limited <ul style="list-style-type: none"> • Nomination & Remuneration Committee • CSR Committee • Audit Committee 	-	-
		Genus Paper & Boards Limited <ul style="list-style-type: none"> • Risk Management Committee • CSR Committee • Audit Committee 		

GENUS POWER INFRASTRUCTURES LIMITED

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

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No / *Client-ID – *DPID:	

(*Applicable for investors holding shares in electronic form)

I/We, being the member(s) of _____ shares of Genus Power Infrastructures Limited, hereby appoint:

- (1) Name: _____ Address: _____
 _____ E-mail Id: _____ Signature: _____ or failing him;
- (2) Name: _____ Address: _____
 _____ E-mail Id: _____ Signature: _____ or failing him;
- (3) Name: _____ Address: _____
 _____ E-mail Id: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company, to be held on Friday, September 22, 2017 at 11:00 a.m. at Jaipuria Institute of Management, A-32A, Sector-62, Opp. IBM, Noida-201309 (Uttar Pradesh), and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions	Optional**	
		For	Against
Ordinary Business			
1	Adoption of the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2017.		
2	Confirmation of the payment of Interim Dividend of Re.0.10/- (i.e. 10%) per equity share of face value of Re.1 each and declaration of a Final Dividend of Re.0.35/- (i.e. 35%) per equity share of face value of Re.1 each, for the financial year ended March 31, 2017.		
3	Re-appointment of Mr. Ishwar Chand Agarwal as a Director, who retires by rotation.		
4	Re-appointment of Mr. Kailash Chandra Agarwal as a Director, who retires by rotation.		
5	Ratification of appointment of M/s. S. R. Battiboi & Associates LLP, Chartered Accountants, Hyderabad and M/s. D. Khanna & Associates, Chartered Accountants, Jaipur as Auditors and fix their remuneration.		
6	Approval for appointment of Branch Auditors of the Company and fix their remuneration.		
Special Business			
7	Increase the remuneration of Mr. Ishwar Chand Agarwal, Executive Chairman*.		
8	Increase the remuneration of Mr. Rajendra Kumar Agarwal, MD & CEO*.		
9	Increase the remuneration of Mr. Jitendra Kumar Agarwal, JMD*.		
10	Approval of Remuneration of the Cost Auditors for the financial year ending March 31, 2018.		

*Special Resolution.

Signed this..... day of.....2017

Signature of Shareholder: _____

Signature of Proxy holder(s): _____

Affix
Revenue
Stamp of
One Rupee

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. A Proxy need not be a member of the Company.**
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- **This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

GENUS POWER INFRASTRUCTURES LIMITED

(Registered Office: G-14, Sector-63, Noida-201307, Uttar Pradesh)

(Tele-fax: +91-120-4227116; E-mail: cs@genus.in; Website: www.genuspower.com) (CIN: L51909UP1992PLC051997)

ATTENDANCE SLIP

Registered Folio No. / * DP ID and Client ID	
Name of Member	
Address of Member	
Name of Proxy, if any	
No. of Shares held	

* Applicable for investors holding shares in electronic/dematerialised form.

I certify that I am a registered member / proxy for the registered member of the Company. I hereby record my presence at the 25th Annual General Meeting of the Company on Friday, September 22, 2017 at 11:00 a.m. at Jaipuria Institute of Management, A-32A, Sector-62, Opp. IBM, Noida-201309 (Uttar Pradesh).

Notes:

- Equity Shareholders are requested to bring the Attendance Slip with them when they come to the meeting and hand it over at the gate after signing it.
- Incomplete attendance slips shall not be accepted.
- The Equity Shareholders / proxies are advised to bring original photo identity proof for verification.
- Joint shareholders may obtain additional Slip at the venue of the meeting.

Signature of Member / Proxy



FORM FOR REGISTRATION/UPDATION OF EMAIL ADDRESS

To,
The Company (for members holding shares in physical mode) /
The Depository Participants (for members holding shares in Demat mode)

Dear Sir,

Sub: Registration/Updation of email address (Genus Power Infrastructures Limited)

Please register/update my email address for the purpose of sending Annual Report and other notices/documents in electronic mode:

Name of the Shareholder(s)	
Email Id	
Folio No. / DP Id	
Client Id	
Mobile No	

Date:

Place:

Signature of the Shareholder(s)**

Notes:

**Please ensure that the form is signed by the registered shareholder himself, along with joint shareholders, if any.