

GENUS POWER INFRASTRUCTURES LIMITED

(Regd. Off: 213, J.S. Arcade, Sector-18, Noida, Uttar Pradesh-201301)
(Corporate Off: SPL-3, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022)

To the Members of Genus Power Infrastructures Limited,

ABSTRACT OF TERMS OF APPOINTMENT AND VARIATION IN TERMS OF APPOINTMENT INCLUDING MEMORANDUM OF INTEREST UNDER SECTION 302 OF THE COMPANIES ACT, 1956

(1). RE-DESIGNATION OF SHRI KAILASH CHANDRA AGARWAL AS NON-EXECUTIVE VICE-CHAIRMAN:

The Board of Directors of the Company (the "Board") by the way of resolution passed at their meeting held on May 29, 2013 and subject to consent of members in general meeting, has re-designated Shri Kailash Chandra Agarwal as non-executive Vice Chairman on the Board of Directors of the company w.e.f. 29th May, 2013. He shall be paid sitting fee and allowed reimbursement of expenses incurred in connection with the work and affairs of the company from the said date.

MEMORANDUM OF CONCERN OR INTEREST

None of the Directors except Mr. Ishwar Chand Agarwal, Mr. Rajendra Kumar Agarwal and Shri Jitendra Kumar Agarwal, being relatives, are interested in the above variation in terms of the appointment.

(2). APPOINTMENT OF MR. RAJENDRA KUMAR AGARWAL AS MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER:

Subject to consent of members in general meeting and pursuant to provisions of Article 107 of Article of Association of the Company and Sections 198, 269, 309 and 310 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other consents, approvals and permissions if any needed, the Board of Directors of the Company (the "Board") by the way of resolution passed at their meeting held on May 29, 2013, has approved the appointment of Shri Rajendra Kumar Agarwal, (who is presently working as Executive Director & CEO of the Company), as Managing Director (MD) and Chief Executive Officer (CEO) of the Company for a period of three years with effect from 29th May, 2013 on a remuneration and such other terms and conditions hereinafter mentioned:

a) Salary: Rs.11,00,000/- 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."

Pursuant to the Articles of Association of the Company, Shri Rajendra Kumar Agarwal shall not retire by rotation

MEMORANDUM OF CONCERN OR INTEREST

None of the Directors except Mr. Ishwar Chand Agarwal, Mr. Kailash Chandra Agarwal and Shri Jitendra Kumar Agarwal, being relatives, are interested in the above variation in terms of the appointment.

INSPECTION:

Copies of the Resolutions passed by the Board of Directors on May 29, 2013 for variation in terms of appointment of Mr. Kailash Chandra Agarwal, Non-executive Vice Chairman and Mr. Rajendra Kumar Agarwal, MD and CEO of the Company, are available for inspection at the registered office of the Company between 11:00 a.m. and 1:00 p.m. on any working day except Sunday and any public holiday upto the date of next General Meeting.

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

Sd/-

Date: May 29, 2013

Place: Jaipur

**(Ankit Jhanjhari)
Company Secretary**

Important Note:

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.

In view of this, members, who have shares in demat form, are requested to inform/update the Bank Account details to their respective Depository Participants. Members, who hold shares in physical form, are requested to notify immediately the following details of their Bank Account, to the Company/Registrars and Share Transfer Agents of the Company:

- Bank Account Number maintained in India
- 9-digit MICR code number for Bank,
- Type of account (Saving / Current)
- Complete Bank Branch name and address
- IFSC Code (11-digit)