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Genus/STX/AR/2016/
August 10, 2016

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 24th Annual General Meeting and the Annual Report for the financial year 2015-16.

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Notice of 24th Annual General Meeting ("AGM") of the Company scheduled to be held on Thursday, September 08, 2016 at 11:00 a.m. at Jaipuria Institute of Management, A-32A, Sector-62, Opp. IBM, Noida-201309 (Uttar Pradesh), along with the Annual Report of the Company for the Financial Year 2015-16. The said Annual Report, inter alia, contains Directors' Report, Report on Corporate Governance, Business Responsibility Report, Auditors' Report and Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2016.

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 Monday, September 05, 2016 (9:00 a.m.) and ends on Wednesday, September 07, 2016 (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 Thursday, September 01, 2016, 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**

Ankit

GENUS POWER INFRASTRUCTURES LIMITED

Director/Company Secretary

Encl. as above

Genus Power Infrastructures Limited
(A Kailash Group Company)

Corporate Identity Number
L51909UP1992PLC051997

Corporate Office:
SPL-3, RIICO Industrial Area, Sitapura, Tonk Road,
Jaipur-302022, (Raj.), India
T. +91-141-7102400/500 • F. +91-141-2770319, 7102503
E. cs@genus.in • W. www.genus.in

Registered Office:
G-14, Sector-63, Noida,
Uttar Pradesh-201307 (India)
Telefax +91-120-4227116
E. info@genus.in

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.genus.in) (CIN: L51909UP1992PLC051997)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 24th Annual General Meeting of the Members of Genus Power Infrastructures Limited is scheduled to be held on Thursday, September 08, 2016 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 the Audited Financial Statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon.

2. To declare a dividend on equity shares for the financial year ended March 31, 2016.

3. To appoint a Director in place of Mr. Rajendra Kumar Agarwal (DIN: 00011127), who retires from office by rotation and, being eligible, offers himself for re-appointment.

4. To appoint a Director in place of Mr. Jitendra Kumar Agarwal (DIN: 00011189), 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 S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 101049W/E300004) and 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."

SPECIAL BUSINESS

6. **To re-appoint Mr. Rajendra Kumar Agarwal as 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 the provisions of Section 196,197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification from time to time or any re-enactment thereof for the time being in force) (the "Act") and the Rules framed thereunder read with Schedule V to the Act, and subject to the approval of the Central Government, if required and such other authorities as may be necessary, consent of the Shareholders of the Company, be and is hereby accorded for re-appointment of Mr. Rajendra Kumar Agarwal, as Managing Director (MD) and Chief Executive Officer (CEO) of the Company for a period of three years with effect from May 29, 2016 on a remuneration and such other terms and conditions hereinafter mentioned.

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 (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."

7. To approve payment of commission to the executive directors:

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

"RESOLVED THAT pursuant to the provisions of Section 196,197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification from time to time or any re-enactment thereof for the time being in force) (the "Act") and the Rules framed thereunder read with Schedule V to the Act, and subject to the approval of the Central Government, if required and such other authorities as may be necessary, consent of the Shareholders of the Company, be and is hereby accorded for payment of commission (in addition to their fixed remuneration) within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and subject to adequate profit, to the following directors with effect from April 01, 2016, and up to expiration of their respective tenure of appointment:

1. Mr. Ishwar Chand Agarwal (DIN: 00011152) : upto 2% of Net Profits of the Company
2. Mr. Rajendra Kumar Agarwal (DIN: 00011127) : upto 2% of Net Profits of the Company
3. Mr. Jitendra Kumar Agarwal (DIN: 00011189) : upto 2% of Net Profits of the Company

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 approve payment of commission to the non-executive directors:

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

"RESOLVED THAT pursuant to Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder, as amended from time to time, a sum not exceeding one (1) percentage of the net profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Act, be paid to and distributed amongst the non-executive Directors of the Company or some or any of them (other than the Managing Director and Whole-time Directors) in such amounts, subject to such ceiling, and in such manner and in all respects as may be decided by the Board of Directors and such payments shall be made in respect of the profits of the Company for each year, for a period of five years, commencing from 1 April, 2016."

9. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2017:

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, 2017, 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."

10. To approve the alteration of Articles of Association of the Company:

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

"**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, a new set of Articles of Association, placed before the Shareholders of the Company, be and is hereby adopted and substituted in place of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

By Order of the Board of Directors
For **Genus Power Infrastructures Limited**
Ankit Jhanjhari
Company Secretary

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

Jaipur, July 29, 2016

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.**
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 authorising 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 Register of Members and Share Transfer Books of the Company will be closed from Friday, September 02, 2016 to Thursday, September 08, 2016 (both days inclusive).
8. The dividend on Equity Shares, if declared at the ensuing Annual General Meeting, will be credited/ dispatched between September 09, 2016 and September 25, 2016 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 Thursday, September 01, 2016; 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 Thursday, September 01, 2016.
9. 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.

10. 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.
11. 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.
12. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2007-08, 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 2008-09 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 26, 2015 (date of last Annual General Meeting) on the website of the Company (www.genus.in), as also on the Ministry of Corporate Affairs website.
13. 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.
14. Relevant documents referred to in the accompanying Notice and Explanatory Statement are open for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days upto the date of the AGM.
15. 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.
16. 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.
17. The details as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regard to persons seeking appointment or re-appointment as Directors under Item No.3, 4 and 6 of this Notice of AGM, are provided in the Report on Corporate Governance forming part of the Annual Report.
18. To support the 'Green Initiative' announced by 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. In order to support the 'Green Initiative', 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.

19. 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 Monday, September 05, 2016 (9:00 a.m.) and ends on Wednesday, September 07, 2016 (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 Thursday, September 01, 2016, 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) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.

(iii) Click on "Shareholders" tab.

(iv) Now Enter your User ID

(a) For CDSL: 16 digits beneficiary ID

(b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID

(c) Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) 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.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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	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.

OR Date of Birth (DOB)	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).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant Company Name i.e. GENUS POWER INFRASTRUCTURES LIMITED on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) 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.

(xviii) 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.

(xix) 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.

(xx) 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 on or

after 30th June 2016. 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 07, 2016, 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 Thursday, September 01, 2016. 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, July 22, 2016.

(VII) The shareholders shall have one vote per equity share held by them as on the cut-off date of Thursday, September 01, 2016. 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 Thursday, September 01, 2016 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. Thursday, September 01, 2016, are requested to send the written / email communication to the Company at "cs@genus.in" by mentioning their Folio No. / DP ID 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 shall, immediately after the conclusion of voting at the AGM, first count the votes cast through ballot at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses, not in the employment of the Company and make, not later than three (3) days from the conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

(XII) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website at 'www.genuspower.com' / 'www.genus.in' and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. BSE Limited and National Stock Exchange of India Limited (NSE).

(XIII) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Thursday, September 08, 2016.

(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.

By Order of the Board of Directors
For **Genus Power Infrastructures Limited**
Ankit Jhanjhari
Company Secretary

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

Jaipur, July 29, 2016

EXPLANATORY STATEMENT

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

Item No. 6: Re-appointment of Mr. Rajendra Kumar Agarwal as Managing Director and Chief Executive Officer of the Company:

The Shareholders of the Company at their Annual General Meeting held on September 18, 2013, had approved the appointment of Mr. Rajendra Kumar Agarwal as Managing Director and Chief Executive Officer for a period of three years from May 29, 2013 and upto May 28, 2016. The Board of Director of the Company in its meeting held on May 25, 2016 had re-appointed Mr. Rajendra Kumar Agarwal as Managing Director and Chief Executive Officer of the Company for a period of three years with effect from May 29, 2016, subject to the approval of the Shareholders of the Company.

A brief profile of Mr. Rajendra Kumar Agarwal is as below:

Mr. Rajendra Kumar Agarwal (DIN: 00011127), aged 41 years, is an electronic engineer by profession and has over two decades of experience across power sector verticals such as transmission & distribution, energy management control & automation, smart metering solutions, and smart grids. He joined Genus in 2001 after completing graduation and thereafter has gained experience by working at various functions like materials management, product development, export marketing, accounts, finance, human resources and administration. He became the managing director and chief executive officer of Genus in 2013. He was the driving force behind implementation of various advance techniques such as Lean Manufacturing, SAP, etc. in Genus, which has resulted in increased productivity and better internal control & management. His technical proficiency & insights helps Genus in maintaining technological excellence and leadership in the industry. He has an inclusive management style and believes in vesting confidence and building competency in his team. Presently as Managing Director and CEO of Genus, in addition to handling day-to-day operations, he is also concentrating on technology development (R&D), long-term growth, strategic alliances and partnerships to make Genus a truly global player. He is currently on the boards of Virtuous Infra Limited, and Hi-Print Electromack Private Limited. At Genus, he is a member of corporate social responsibility committee, finance committee, risk management committee, and sales committee. As on March 31 2016, he holds 27,10,485 equity shares of the Company.

The main terms and conditions of appointment of Mr. Rajendra Kumar Agarwal are given below:

A. Tenure of Appointment:

The appointment of Mr. Rajendra Kumar Agarwal as MD & CEO is for a period of three year with effect from May 29, 2016.

B. Nature of Duties:

Subject to the control and supervision of the Board of Directors, Mr. Rajendra Kumar Agarwal, MD & CEO shall be in charge of the management of the affairs of the Company and he shall perform such duties and exercise such powers as may be entrusted to him from time to time by the Board of Directors and shareholders except such matters which are specifically to be done by the Board of Directors under the Articles of Association of the Company or under the Companies Act, 2013 and the rules thereunder or under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Mr. Rajendra Kumar Agarwal shall be liable to retire by rotation in accordance with Section 152 of the Companies Act, 2013 and the Articles of Association of the Company. There will be no break in his office as Managing Director in case he is re-appointed by the shareholders.

The appointment shall be terminable by either party by giving 3 months' written notice provided that the Company shall have the option to pay salary in lieu of notice for the full period of 3 months or for such period by which such notice falls short of 3 months.

C. Remuneration:

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.

Considering the magnificent contribution made by Mr. Rajendra Kumar Agarwal towards the growth of the Company, it is also proposed to pay commission to Mr. Rajendra Kumar Agarwal along with other executive directors as provided in the resolution under item no. 7 of the notice of this meeting.

Additional information with regard to Mr. Rajendra Kumar Agarwal as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provided in the report on Corporate Governance forming part of the Annual Report.

The Board recommends resolution as a Special Resolution set forth under item no. 6 in the Notice of this 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 appointment and remuneration of Mr. Rajendra Kumar Agarwal as Managing Director and Chief Executive Officer as required under Section 190 of the Companies Act, 2013.

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

Item No. 7: Payment of commission to the executive directors:

Taking in view the significant contribution made by Mr. Ishwar Chand Agarwal, Executive Chairman Mr. Rajendra Kumar Agarwal, MD & CEO and Mr. Jitendra Kumar Agarwal, Joint MD towards the growth of the Company, the Board in its meeting held on July 29, 2016 had approved the payment of commission (in addition to fixed remuneration) within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and subject to adequate profit and approval of the Shareholders, to the following directors with effect from April 01, 2016, and up to expiration of their respective tenure of appointment:

1. Mr. Ishwar Chand Agarwal (DIN: 00011152) : upto 2% of Net Profits of the Company
2. Mr. Rajendra Kumar Agarwal (DIN: 00011127) : upto 2% of Net Profits of the Company
3. Mr. Jitendra Kumar Agarwal (DIN: 00011189) : upto 2% of Net Profits of the Company

The Board recommends resolution as a Special Resolution set forth under item no. 7 in the Notice of this AGM for approval of the Shareholders of the Company.

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

Item No. 8: Payment of commission to the non-executive directors:

Section 197 of the Companies Act, 2013 (the "Act") allows payment of remuneration to Non-Executive Directors of a Company up to one (1) percent of the net profits of the company, if there is a managing or whole-time director or manager, with the approval of the members in general meeting. The percentages aforesaid shall be exclusive of any fees payable to such directors for attending meetings of the Board or Committee thereof. As per section 197(6) of the Act, a director may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the company or partly by one way and partly by the other.

Considering the rich experience and expertise of the Non-Executive Directors, it is proposed that, remuneration not exceeding one (1) percent of the net profits of the Company calculated in accordance with provisions of the Act, be paid to and distributed amongst the Non-Executive Directors of the Company in accordance with the

recommendations of the Nomination and Remuneration Committee of the Board and approval by the Board of Directors of the Company, for a period of five years commencing from April 01, 2016. Such payment will be in addition to the sitting fees for attending Board/Committee meetings. The Board recommends the resolution set forth in Item No.8 for the approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives, except all of the Non-Executive Directors of the Company to whom the resolution relates are concerned or interested in the said Resolution.

Item No. 9: Approval for the remuneration of the Cost Auditors for the financial year ending March 31, 2017:

Pursuant to recommendation of the Audit Committee, the Board in its meeting held on May 25, 2016 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 32,500/- (Rupees Thirty Two Thousand Five Hundred Only) (annually) plus service tax as applicable 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, 2017, set out under item no.9 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.

Item No. 10: Approval for alteration of Articles of Association

The Articles of Association of the Company currently in force were originally adopted when the Company was incorporated under the Companies Act, 1956 and were amended from to time within the purview of applicable laws. With the introduction of the Companies Act, 2013, it is proposed to amend the existing Articles of Association to make it consistent with the provisions of Companies Act, 2013 including the Rules framed thereunder.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered Office of the Company on all working days, except Saturday and Sunday between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting and during the Annual General Meeting. The proposed draft Articles of Association is also available on the Company's website at 'www.genuspower.com' / 'www.genus.in' for perusal by the shareholders of the Company. The Board accordingly recommends resolution set out under item no.10 in the Notice of this AGM for approval by the Shareholders of the Company as a Special Resolution.

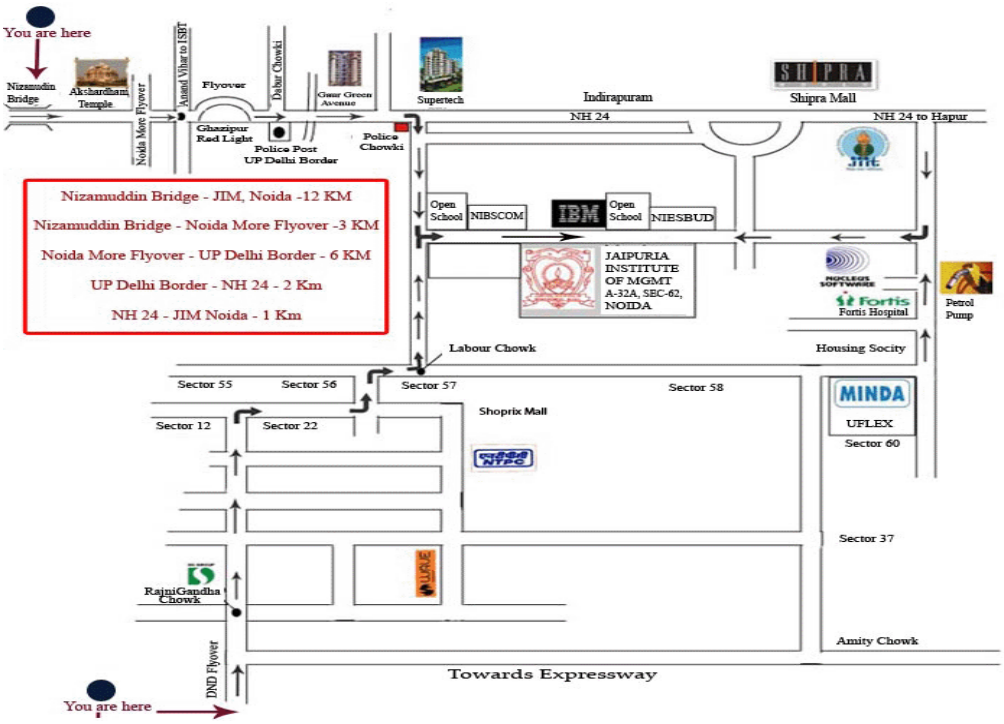
None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the said Resolution.

By Order of the Board of Directors
For **Genus Power Infrastructures Limited**
Ankit Jhanjhari
Company Secretary

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

Jaipur, July 29, 2016

Route Map of the Venue of the Annual General Meeting



Genus
energizing lives

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.genus.in) (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 24th Annual General Meeting of the Company, to be held on Thursday, September 08, 2016 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 Financial Statements (including consolidated financial statements) for the year ended March 31, 2016		
2	Approval of Dividend for the financial year 2015-16		
3	Appointment of Mr. Rajendra Kumar Agarwal as a Director		
4	Appointment of Mr. Mr. Jitendra Kumar Agarwal as a Director		
5	Ratification of appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Hyderabad and M/s. D. Khanna & Associates, Chartered Accountants, Jaipur as Auditors and fix their remuneration		
Special Business			
6	Re-appointment of Mr. Rajendra Kumar Agarwal as Managing Director and Chief Executive Officer of the Company*		
7	Approval for payment of commission to the executive directors*		
8	Approval for payment of commission to the non-executive directors*		
9	Approval of Remuneration of the Cost Auditors		
10	Approval of the alteration of Articles of Association*		

*Special Resolution.

Signed this..... day of.....2016

Signature of Shareholder: _____ Signature of Proxy holder(s): _____

Affix Revenue Stamp of One Rupee

Notes:

1. **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.**
2. 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.
3. **This is only optional. Please put a 'v' 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.genus.in) (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 24th Annual General Meeting of the Company on Thursday, September 08, 2016 at 11:00 a.m. at Jaipuria Institute of Management, A-32A, Sector-62, Opp. IBM, Noida-201309 (Uttar Pradesh).

Notes:

1. 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.
2. Incomplete attendance slips shall not be accepted.
3. The Equity Shareholders / proxies are advised to bring original photo identity proof for verification.
4. 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.