

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 23rd Annual General Meeting of the Members of Genus Power Infrastructures Limited will be held on Saturday, September 26, 2015 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 of the Company for the financial year ended March 31, 2015, 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, 2015.
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 appoint Auditors and fix their remuneration.

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

"RESOLVED THAT M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 101049W) and M/s. D. Khanna & Associates, Chartered Accountants (Firm Registration No.012917N), be and are hereby appointed as 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 at such remuneration as may be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS

6. **To appoint Mr. Satya Narayan Vijayvergiya as a Director of the Company**

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

"RESOLVED THAT Mr. Satya Narayan Vijayvergiya (DIN: 03185976), who was appointed by the Board of Directors as an Additional Director of the Company with effect from November 14, 2014 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

7. **To appoint Mr. Satya Narayan Vijayvergiya as an Executive Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), as amended or re-enacted from time to time, read with Schedule V to the Act, the Company hereby approves the appointment

and terms of remuneration of Mr. Satya Narayan Vijayvergiya (DIN: 03185976) as an Executive Director of the Company for a period of one year with effect from November 14, 2014 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting.

RESOLVED FURTHER THAT Mr. Satya Narayan Vijayvergiya (DIN: 03185976) shall be liable to retire by rotation in terms of the provisions of the Act and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised to alter and vary the terms and conditions of the said appointment including components of remuneration in such manner as may be agreed to between the Board of Directors and Mr. Satya Narayan Vijayvergiya (DIN: 03185976).

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

8. To appoint Smt. Sharmila Agarwal as a Director of the Company

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

"RESOLVED THAT Smt. Sharmila Agarwal (DIN: 07137624), who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 30, 2015 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

9. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2016

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, 2016, 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 provision of Section 14 and other applicable provisions, if any of the Companies Act, 2013 including any statutory modifications or re-enactments thereof for the time being in force, and subject to approvals, permissions and sanctions from the appropriate authority, if any, the Articles of Association of the Company be and are hereby altered in the manner set out herein below:

- i) The existing Article No.75 be deleted and replaced with the following article:

"75. Present Directors

Present Directors	75.	(a) The present directors of the company are as follows: 01. Mr. Ishwar Chand Agarwal 07. Mr. Bhairon Singh Solanki 02. Mr. Kailash Chandra Agarwal 08. Mr. Dharam Chand Agarwal 03. Mr. Rajendra Kumar Agarwal 09. Mr. Indraj Mal Bhutoria 04. Mr. Jitendra Kumar Agarwal 10. Mr. Udit Agarwal 05. Mr. Satya Narayan Vijayvergiya 11. Mr. Rameshwar Pareek 06. Smt. Sharmila Agarwal 12. Mr. Naveen Gupta (b) The company in general meeting may from time to time increase or reduce the number of directors within the limit fixed as above.
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- ii) The existing Article No.89 be deleted and replaced with the following article:

"89. Retirement and rotation of Directors

Retirement and rotation of Directors	89.	All the directors, excluding the special director, shall retire at the first annual general meeting of the company and thereafter at each annual general meeting of the company one third of such of the directors for the time being are as liable to retire by rotation, or if their number is not three or a multiple of three, then the number nearest to one third shall retire from office. A special director appointed by the board under article 79 and 80 hereof shall not be liable to retire by rotation. Subject to the provisions of the Act, the director liable to retire by rotation at every annual general meeting shall be those who have been longest in office since their last appointment, but as between persons who become directors on the same day those who retire shall in default of and subject to any agreement among themselves, be determined by lot.
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- iii) The existing Article No.110 be deleted and replaced with the following article:

Special Position of Managing Director	110.	Subject to the provisions of the Act, the managing director and the whole-time director, if any shall be subject to retirement by rotation.
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11. To approve the Related Party Transactions

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and amendment thereof, if any, Clause 49 of the Listing Agreement and other applicable provisions, if any, consent of the Company be and is hereby accorded for entering into related party transactions by the Company with effect from 1st April, 2015 upto the maximum per annum amounts as mentioned below:

Sr. No	Name of the Related Party	Relationship	Maximum Value of Transactions per annum with effect from April 01, 2015 (Rs in Lacs)
1	Genus Innovation Limited ("GIL")	Group company and Directors having shareholding in GIL	15,000.00

RESOLVED FURTHER THAT although all transactions are based in ordinary course of business and at the arms' length basis, the aforesaid consent is sought as an abundant caution and in compliance of the revised Clause 49 of the Listing Agreement, and thus the Board of Directors and/or any Committee thereof be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution and to do all acts, deeds, things, as may be necessary in its absolute discretion deemed necessary, proper, desirable and to finalise any documents and writings related thereto."

12. To ratify the Related Party Transactions entered into in the financial year 2014-15

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

"RESOLVED THAT pursuant to the revised Clause 49(VII)(E) of the Listing Agreement effective from October 01, 2014 and the applicable provisions of the Companies Act, 2013, if any, consent of the Company be and is hereby accorded to the following transactions entered into by the Company with the related party during the financial year ended March 31, 2015:

Sr. No	Name of the Related Party	Relationship	Particular of Transactions	Value of Transactions (Rs in Lacs)
1	Genus Innovation Limited	Group company and Directors having shareholding in GIL	Sale, purchase and supply of goods, materials, assets and services	9,159.30

RESOLVED FURTHER THAT although all transactions were based in ordinary course of business and at the arms' length basis, the aforesaid consent is sought as an abundant caution and in compliance of the revised Clause 49(VII)(E) of the Listing Agreement, and thus 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."

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

Jaipur, August 12, 2015

Ankit Jhanjhari
Company Secretary

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 Monday, September 21, 2015 to Saturday, September 26, 2015 (both days inclusive).
8. The dividend on Equity Shares, if declared at the ensuing Annual General Meeting, will be credited/ dispatched between September 27, 2015 and October 15, 2015 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 Saturday, September 19, 2015; 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 Saturday, September 19, 2015.
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 2006-07, 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 2007-08 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 29, 2014 (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's 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 relevant details of persons seeking appointment/re-appointment as Directors under Item No.3, 4, 6, 7 and 8 of the Notice, as required under Clause 49 of the Listing Agreements entered into with the Stock Exchanges, are given in the Annexure attached to this Notice.
16. To support the 'Green Initiative' announced by the Government of India and pursuant to Clause 32 of the Listing Agreement, 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 the 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.**
17. **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 Clause 35B of the Listing Agreement, 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 National Securities Depository Limited (NSDL).
 - (II) Members have an option to either cast their vote through ballot paper by attending the Annual General Meeting or through e-voting facility from a place other than the venue of the Meeting. Members can opt for only one mode of voting. However, in case Members cast their vote both via physical ballot and e-voting, then voting through electronic mode shall prevail and voting done by physical ballot shall be treated as invalid.
 - (III) The remote e-voting period commences on Wednesday, September 23, 2015 (9:00 a.m. IST) and ends on Friday, September 25, 2015 (5:00 p.m. IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, September 19, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - (IV) **The process and manner for remote e-voting are as under:**
 - (A) In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:**
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>

- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Genus Power Infrastructures Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (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, to the Scrutinizer through e-mail to "bindalcm@yahoo.com" with a copy marked to "evoting@nsdlco.in"

(B) In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided in the Annexure enclosed herewith with this AGM notice.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- (V) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - (VI) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - (VII) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - (VIII) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Saturday, September 19, 2015.
 - (IX) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Saturday, September 19, 2015, may obtain the login ID and password by sending a request at "evoting@nsdlco.in" or "cs@genus.in". However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
 - (X) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 - (XI) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper. A person who is not a Member as on the said cut-off date should treat this Notice for information purposes only.
 - (XII) 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.

- (XIII) Mr. C.M. Bindal, FCS No.103, CP No.176, Practising Company Secretary, Jaipur, has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of 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.
- (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.
- (XV) The results declared along with the consolidated scrutinizer's report shall be placed on the Company's website 'www.genus.in' and on the website of NSDL, immediately after the result is declared. The results shall simultaneously be communicated to BSE Limited and National Stock Exchange of India Limited.
- (XVI) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Saturday, September 26, 2015.

18. The Notice of Annual General Meeting will be sent to the Members, whose names appear in the register of Members / Depositories at closing hours of business, on Friday, July 31, 2015.

Registered Office:

G-14, Sector-63, Noida-201307, Uttar Pradesh

Tele-fax: +91-120-4227116; E-mail: cs@genus.in; Website: www.genus.in;

Corporate Identification Number (CIN): L51909UP1992PLC051997

Jaipur, August 12, 2015

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

Ankit Jhanjhari
Company Secretary

EXPLANATORY STATEMENT

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

Item No.6 & 7: Appointment of Mr. Satya Narayan Vijayvergiya as a Director and an Executive Director of the Company of the Company

The Board appointed Mr. Satya Narayan Vijayvergiya, as Additional Director with effect from November 14, 2014. The Board has also appointed him as an Executive Director (ED) effective from the said date, for a period of one year, subject to the approval of the Members.

As per the provisions of Section 161(1) of the Act, he holds office of Additional Director only up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director. The Company has received a notice under Section 160 of the Act proposing his candidature for the office of Director of the Company, along with the requisite deposit.

A brief profile of Mr. Satya Narayan Vijayvergiya is given below:

Mr. Satyanarayan Vijeyvergiya (DIN: 03185976), aged 55 years, holds a degree of B.E. in Electronics & Communication & M. Tech. in Nuclear Instrumentation. He is Certified Lead Auditor from BSI, U.K. // Fellow of IETE, Delhi. He joined the Company as Chief Technology Mentor in 2006 and has been instrumental in the execution of several mega projects of the group. He has been a great pillar of the Company in the part of Research and Development. Being a person with strong penchant for analytical works and high technological experience, he was appointed as Whole-time Director of the Company in 2014. He is very much concentrated to create innovative projects for the Company in line with Green India Campaign.

Before joining Genus, he had served 'Bhabha Atomic Research Centre', Mumbai as Head-Instrumentation Section, Plutonium Plant for 10 years till 1985. During this tenure, he developed the indigenously developed SCADA System and a CCTV Surveillance System for high security Plutonium Plant. He also designed and established Micro Based Alarm Annunciation Sys., Flow Totaliser, PLC, ESR, and Industrial Timer in 1979 and a Centralised Radiation Parameter Monitoring System in 1981. He had also worked for Rajasthan Electronics & Instruments Limited ('REIL') as General Manager from 1985 to 2006. Further details of Mr. Satya Narayan Vijayvergiya have been given in the Annexure to this Notice.

The main terms and conditions of appointment of Mr. Satya Narayan Vijayvergiya (hereinafter referred to as an "Executive Director") are given below:

A. Tenure of Appointment:

The appointment of the Executive Director ('ED') is for a period of one year with effect from November 14, 2014.

B. Nature of Duties:

The ED shall devote his full time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the Company and the business of one or more of its associated companies and / or subsidiaries, including performing duties as assigned to the ED from time to time by serving on the Boards of such associated companies and / or subsidiaries or any other executive body or any committee of such company.

C. Remuneration:

- (a) Basic Pay: Rs 50,000/- per month.
- (b) House Rent Allowance up to Rs 25,000/- per month.
- (c) Other Allowances and Perquisites up to Rs 50,000/- per month as per rules of the Company.

The Board recommends the passing of Resolution(s) as set forth in Item No. 6 & 7 of this Notice for approval by the Members of the Company as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives (except Mr. Satya Narayan Vijayvergiya, being appointee) is concerned or interested in the above Resolution(s).

Item No.8: Appointment of Smt. Sharmila Agarwal as a Director of the Company

The Board appointed Smt. Sharmila Agarwal, as Additional Director with effect from March 30, 2015. As per the provisions of Section 161(1) of the Act, she holds office of Additional Director only up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director. The Company has received a notice under Section 160 of the Act proposing her candidature for the office of Director of the Company, along with the requisite deposit.

A brief profile of Smt. Sharmila Agarwal is given below:

Smt. Sharmila Agarwal (DIN: 07137624), aged 44 years, holds a Masters degree in Business Management, specialised in the field of marketing. She has proved her acumen in Academics when she topped the Delhi University and graduated in Mathematical Statistics. She has also worked in E-Commerce sector and has always strived to empower women in their personalised and societal fields. As she belongs to a business family, she has in-depth knowledge of business environment and operational structure. Further details of Smt. Sharmila Agarwal have been given in the Annexure to this Notice.

The Board recommends the passing of Resolution(s) as set forth in Item No. 8 of this Notice for approval by the Members of the Company as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives (except Smt. Sharmila Agarwal, being appointee) is concerned or interested in the above Resolution(s).

Item No.9: Approval for the remuneration of the Cost Auditors for the financial year ending March 31, 2016

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. K.G.Goyal & Associates, Cost Accountants, as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016 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 Members is sought for passing an Ordinary Resolution as set forth in Item No.9 of this Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the above Resolution(s).

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

Article No. 75: In order to facilitate our customers to know the present directors of the Company from the Articles of Association, the Article 75 is proposed to be altered.

Article No. 89 & 110: Pursuant to Section 149(13) of Companies Act 2013, the independent directors are not liable to retire by rotation. Further Section 152 (6) prescribes that not less than two-thirds of the total number of directors of a public company shall be persons whose period of office is liable to determination by retirement of directors by rotation and at every annual general meeting, one-third of such of the directors for the time being as are liable to retire by rotation. In order to meet the requirement of the Companies Act, 2013, Company needs to modify the relevant articles of its Articles of Association, which restrict the retirement of Managing Director (MD) / Whole Time Directors (WTD) by rotation. Accordingly Article 89 and 110 are proposed to be amended to provide that MD/WTD will also be liable to retire by rotation (save as otherwise provided in a contract in terms of provisions of the Act or Rules made hereunder or in a resolution passed by Board or Members of the Company).

The Board accordingly recommends the passing of Resolution(s) as set forth in Item No.10 of this Notice for approval by the Members of the Company as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the above Resolution(s).

Item No.11: Approval for Related Party Transactions

Section 188 of the Companies Act, 2013 read with rules 15 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe provisions for approval of the certain related party transactions. Further, third proviso to section 188(1) provides that nothing in this sub-section shall apply to any transaction entered into by the company in its ordinary course of business and on arm's length basis. However, as per the revised Clause 49(VII)(E) of the Listing Agreement, all material Related Party Transactions shall require approval of the Members through special resolution and the related parties shall abstain from voting on such resolutions.

All the proposed transactions put up for approval are in ordinary course of business and at arm's length. Pursuant to the provisions of revised Clause 49 of the Equity Listing Agreement, the following arrangements / transactions are material in nature and require the approval of the unrelated Members of the Company by a Special Resolution.

Additional information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014:-

- (a) Name of the Related Party: Genus Innovation Limited ("GIL").
- (b) Name of the Director or Key Managerial Personnel who is related, if any: Mr. Ishwar Chand Agarwal (DIN: 00011152), Mr. Kailash Chandra Agarwal (DIN: 00895365), Mr. Rajendra Kumar Agarwal (DIN: 00011127) and Mr. Jitendra Kumar Agarwal (DIN: 00011189)
- (c) Nature of Relationship: Group Company and Directors having shareholding in GIL.
- (d) Nature, Material Terms, Monetary Value and Particulars of the contract or arrangement: The transactions of sale, purchase, supply or transfer of any goods, materials, resources, services or obligations would be carried out as part of the business requirements of the Company in ordinary course of business and on arm's length basis. The expected maximum annual value of transaction of Rs. 15,000 Lacs is over the next four to five years.

- (e) Any other information relevant or important for the members to take a decision on the proposed resolution: All important information has been mentioned in the foregoing paragraphs.

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

None of the Directors (except Mr. Ishwar Chand Agarwal (DIN: 00011152), Mr. Kailash Chandra Agarwal (DIN: 00895365), Mr. Rajendra Kumar Agarwal (DIN: 00011127) and Mr. Jitendra Kumar Agarwal (DIN: 00011189) to the extent of their respective shareholdings in the Company and being related party) and Key Managerial Personnel of the Company and their relatives is/are, in any way, concerned or interested in the said resolution.

The promoters, directors and key managerial personnel of the Company hold 84.33% of the paid up share capital of GIL. The Company also holds 14.41 % of the paid up share capital of GIL.

The Board of Directors of your Company has approved this item in the Board Meeting held on May 27, 2015 and recommends the passing of Resolution(s) as set forth in Item No.11 of this Notice for approval by the Members of the Company as a Special Resolution as an abundant precaution.

Item No.12: Ratification of the Related Party Transactions entered into in the financial year 2014-15

As per the revised Clause 49(VII)(E) (applicable with effect from October 01, 2014) of the Listing Agreement, all material Related Party Transactions shall require approval of the Members through special resolution and the related parties shall abstain from voting on such resolutions. The provisions of Clause 49(VII) of the Listing Agreement as given shall be applicable to all prospective transactions. All existing material related party contracts or arrangements as on October 01, 2014 which are likely to continue beyond March 31, 2015 shall be placed for approval of the shareholders in the first General Meeting subsequent to October 01, 2014.

There were some transactions entered into by the Company with the related party during the year 2014-15. Pursuant to the provisions of revised Clause 49 of the Equity Listing Agreement, the following arrangements / transactions are material in nature and require the approval of the unrelated Members of the Company by a special resolution. All the transactions put up for approval were in ordinary course of business and at arm's length.

Additional information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014:-

- (a) Name of the Related Party: Genus Innovation Limited ("GIL").
- (b) Name of the Director or Key Managerial Personnel who is related, if any: Mr. Ishwar Chand Agarwal (DIN: 00011152), Mr. Kailash Chandra Agarwal (DIN: 00895365), Mr. Rajendra Kumar Agarwal (DIN: 00011127) and Mr. Jitendra Kumar Agarwal (DIN: 00011189).
- (c) Nature of Relationship: Group Company and Directors having shareholding in GIL.
- (d) Nature, Material Terms, Monetary Value and Particulars of the contract or arrangement: The transactions of sale, purchase and supply of goods, materials, assets and services of Rs. 9,159.30 Lacs were carried out as part of the business requirements of the Company in ordinary course of business and on arm's length basis.
- (e) Any other information relevant or important for the members to take a decision on the proposed resolution: All important information has been mentioned in the foregoing paragraphs.

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

None of the Directors (except Mr. Ishwar Chand Agarwal (DIN: 00011152), Mr. Kailash Chandra Agarwal (DIN: 00895365), Mr. Rajendra Kumar Agarwal (DIN: 00011127) and Mr. Jitendra Kumar Agarwal (DIN: 00011189) to the extent of their respective shareholdings in the Company and being related party) and Key Managerial Personnel of the Company and their relatives is/are, in any way, concerned or interested in the said resolution.

The promoters, directors and key managerial personnel of the Company hold 84.33% of the paid up share capital of GIL. The Company also holds 14.41 % of the paid up share capital of GIL.

The Board of Directors of your Company recommends the passing of Resolution(s) as set forth in Item No.12 of this Notice for approval by the Members of the Company as a Special Resolution.

Registered Office:

G-14, Sector-63, Noida-201307, Uttar Pradesh

Tele-fax: +91-120-4227116; E-mail: cs@genus.in; Website: www.genus.in;

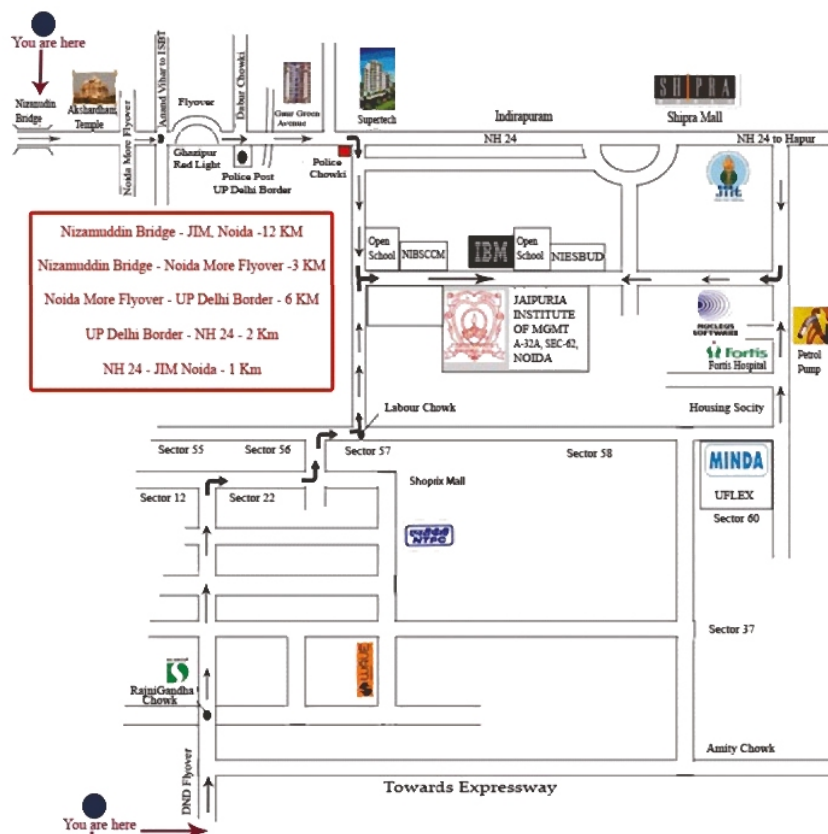
Corporate Identification Number (CIN): L51909UP1992PLC051997

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

Ankit Jhanjhari
Company Secretary

Jaipur, August 12, 2015

Route map of the Venue of the Annual General Meeting



Annexure to the Notice of Annual General Meeting

Brief resume of Directors Seeking Appointment/Re-appointment at the Ensuing Annual General Meeting

Name of the Director	Date of Birth	Date of Original Appointment	Qualification	Expertise in specific functional areas	No. of Equity Shares held as on March 31, 2015	List of outside Company Directorship held	Membership of Committees of the Board of other Companies
Mr. Ishwar Chand Agarwal	19.04.1950	25.05.1994	Bachelor in commerce	Business Management with a strong command on strategic planning and diversification	10425801	Kailash Industries Limited, Genus Electrotech Limited, Genus Paper & Boards Limited, Genus International Commodities Limited, Virtuous Urja Limited, Virtuous Mining Limited, Auto Logistics Park Private Limited and Greentech Mega Food Park Private Limited	Nomination and Remuneration Committee: (1) Virtuous Urja Limited
Mr. Kailash Chandra Agarwal	20.10.1971	24.01.2011	Bachelor in science	Business Management with expertise in asset management, strategic investments, corporate financing, capital resource planning and establishing & maintaining relationships with stakeholders	13298356	Genus Paper & Boards Limited, Virtuous Urja Limited, Kailash Coal And Coke Company Limited and Genus Apparels Limited	Audit Committee: (1) Virtuous Urja Limited (2) Genus Paper & Boards Limited Nomination and Remuneration Committee: (1) Virtuous Urja Limited CSR Committee: (1) Virtuous Urja Limited (2) Genus Paper & Boards Limited Risk Management Committee: (1) Genus Paper & Boards Limited
Mr. Satya Narayan Vijayvergiya	08.07.1954	14.11.2014	B.E in Elec M.Tech in N.I.	Expertise in electronics engineering and R&D activities	NIL	Renewable Technoites Consultants Private Limited	NIL
Smt. Sharmila Agarwal	20.11.1970	30.03.2015	M.B.A	Business management with proficiency in the field of Marketing	NIL	NIL	NIL

Proxy Form

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

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)

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 23rd Annual General Meeting of the Company, to be held on Saturday, September 26, 2015 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 for the year ended March 31, 2015		
2	Approval of Dividend for the financial year 2014-15		
3	Appointment of Mr. Ishwar Chand Agarwal as a Director		
4	Appointment of Mr. Kailash Chandra Agarwal as a Director		
5	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	Appointment of Mr. Satya Narayan Vijayvergiya as a Director		
7	Appointment of Mr. Satya Narayan Vijayvergiya as an Executive Director		
8	Appointment of Smt. Sharmila Agarwal as a Director		
9	Approval of Remuneration of the Cost Auditors		
10	Approval of the alteration of Articles of Association*		
11	Approval of the Related Party Transactions*		
12	Ratification of the Related Party Transactions entered into in the financial year 2014-15*		

*Special Resolution.

Signed this..... day of.....2015



Signature of Shareholder_____

Signature of Proxy holder(s)_____

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.

Attendance Slip

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)

DP ID No.*		Folio No.	
Client ID No *		No. of Shares	

* Applicable for investors holding shares in electronic form.

Name of Member	
Address of Member	
Name of Proxy	

I certify that I am a registered member / proxy for the registered member of the Company. I hereby record my presence at the 23rd Annual General Meeting of the Company to be held on Saturday, September 26, 2015 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 Shareholder(s)**

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