

## Genus Power Infrastructures Limited

(Registered Office: 213, J.S. Arcade, Sector-18, Noida-201301 (U.P.))  
(Tele-fax: +91-120-4210421; E-mail: cs@genus.in; Website: www.genus.in; CIN: L51909UP1992PLC051997)

# Notice of the Annual General Meeting

NOTICE is hereby given that the 22<sup>nd</sup> Annual General Meeting of the Members of Genus Power Infrastructures Limited will be held on Monday, September 29, 2014 at 11:00 a.m. at A-32A, Sector-62, Noida- 201 309 (U.P.), to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2014, Statement of Profit and Loss for the year ended on that date and Reports of Directors and Auditors thereon.
2. To declare a dividend on equity shares for the financial year ended March 31, 2014.
3. 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.
4. To appoint Auditors and fix their remuneration

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** M/s. D. Khanna & Associates (Registration No.012917N), Chartered Accountants be and are hereby appointed as Auditors of the Company, to hold office for 5 year tenure from the year 2014-15 upto the year 2018-19, subject to ratification by members at every Annual General Meeting of the Company, at such remuneration as shall be fixed by the Board of Directors of the Company."

### SPECIAL BUSINESS:

5. **Appointment of Mr. Rameshwar Pareek as an Independent Director.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Rameshwar Pareek (DIN: 00014224), non-executive Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a tenure of five consecutive years from April 01, 2014 to March 31, 2019."

6. **Appointment of Mr. Dharam Chand Agarwal as an Independent Director.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Dharam Chand Agarwal (DIN: 00014211), non-executive Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a tenure of five consecutive years from April 01, 2014 to March 31, 2019."

7. **Appointment of Mr. Bhairon Singh Solanki as an Independent Director.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Bhairon Singh Solanki (DIN: 00012141), non-executive Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a tenure of five consecutive years from April 01, 2014 to March 31, 2019."

8. **Appointment of Mr. Indraj Mal Bhutoria as an Independent Director.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Indraj Mal Bhutoria (DIN: 00762361), non-executive Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a tenure of five consecutive years from April 01, 2014 to March 31, 2019."

9. **Appointment of Mr. Udit Agarwal as an Independent Director.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Udit Agarwal (DIN: 02820615), non-executive Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a tenure of five consecutive years from April 01, 2014 to March 31, 2019."

10. **Appointment of Mr. Naveen Gupta as an Independent Director.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Naveen Gupta (DIN: 00097128), non-executive Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a tenure of five consecutive years from April 01, 2014 to March 31, 2019."

11. **Authority to transfer/sell/dispose of an undertaking/business unit.**

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

"**RESOLVED THAT** pursuant to Section 180(1)(a) and Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any of the Companies Act, 1956/2013, including any statutory modifications or re-enactments thereof for the time being in force, and the provisions of the Memorandum and Articles of Association of the Company (i.e. Genus Power Infrastructures Limited) (hereinafter referred to as "GPIL"), Listing Agreement entered into with the Stock Exchange(s), where shares of the Company are listed and any other law for the time being in force and subject to such approvals, consents, permissions and sanctions as may be necessary to be obtained from appropriate government authorities, departments, offices, institutions, bodies and agencies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be stipulated by any authority while granting such approvals, consents, permissions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall unless repugnant to the context or meaning thereof, be deemed to include a duly constituted committee thereof and any person authorized by the Board in this behalf) and subject to fulfillment or waiver of the terms and conditions contained in the draft Agreement to Sell Business, to be finalized and

executed by the Company with Genus Innovation Limited (hereinafter referred to as "GIL") and such other terms and conditions as the Board may deem fit and appropriate, consent, authority and approval of the members of the Company be and is hereby accorded to the Board to sell, transfer, dispose, assign or cause to be sold, assigned, transferred and delivered the Company's 'Home & Industrial Products' (hereinafter referred to as "HIP") division/undertaking/business/range i.e. manufacturing of a complete range of Inverters/UPS, Solar PCU and Batteries (hereinafter referred to as "HIP Undertaking") together with its respective assets and liabilities as a going concern on a 'slump sale' basis to GIL at enterprises value of Rs.49.18 crore, and on such terms and conditions may be required in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing, varying and settling the terms and conditions to sell, transfer, dispose, assign, convey and deliver or cause to be sold, assigned, transferred and delivered the HIP Undertaking and to finalize, execute, deliver and perform such agreements (including but not limited to the Agreement to Sell Business), contracts, deeds, undertakings and other documents, file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities and third parties, including governmental authorities, banks and financial institutions, suitably inform and apply to all the concerned authorities and / or to represent the Company before the said authorities and to sign and submit such applications, letters, forms, returns, deeds or documents and take all necessary steps in the matter as it may in its absolute discretion deem necessary, desirable or expedient to give effect to the above resolution, and to settle any question and difficulty that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their consent, authority and approval thereto expressly by the authority of this resolution."

**12. Appointment of M/s. S.R.Batliboi & Associates LLP, Chartered Accountants as Joint Auditors:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** M/s. S.R.Batliboi & Associates LLP (Firm Registration No. 101049W), Chartered Accountants be and are hereby appointed as the Joint Auditors of the Company (together with M/s. D.Khanna & Associates, Chartered Accountants, the retiring Auditors of the Company), for 5 year tenure from the year 2014-15 upto the year 2018-19, subject to ratification by members at every Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

**13. To approve remuneration of the Cost Auditors.**

To consider and if thought fit, to pass with or without modification(s), 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, 2015, be paid a remuneration of Rs.32,500/- (Rupees Thirty Two Thousand Five Hundred Only) plus service tax as applicable and out-of-pocket expenses.

**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."

**14. Appointment of Mr. Jitendra Kumar Agarwal as Joint Managing Director.**

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

"**RESOLVED THAT** pursuant to provisions of Sections 196, 197, 198, 202 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other consents, approvals and permissions if any needed, approval of the Company be and is hereby accorded to the appointment of Mr. Jitendra Kumar Agarwal (DIN: 00011189), (Who is presently working as Executive Director of the Company), as Joint Managing Director (JMD) of the Company for a period of 5 years with effect from September 20, 2014 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** pursuant to the Articles of Association of the Company, Mr. Jitendra Kumar Agarwal (DIN: 00011189) shall not retire by rotation.

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

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

By Order of the Board of Directors  
For GENUS POWER INFRASTRUCTURES LIMITED

Sd/-  
Ankit Jhanjhari  
Company Secretary

Registered Office:

213, J.S. Arcade, Sector-18, Noida, Uttar Pradesh-201301  
Tele-fax: +91-120-4210421; E-mail: cs@genus.in; Website: www.genus.in  
Corporate Identification Number (CIN): L51909UP1992PLC051997  
Jaipur, August 21, 2014

**NOTES:**

1. **A member entitled to attend and vote at the Annual General Meeting (the "Meeting") 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 shareholder.**
2. Corporate members desiring to send their authorised representatives to attend the Meeting are requested to send to the Company in advance or before the time of Meeting, a certified true copy of the Board Resolution authorising their representatives to attend and vote on their behalf at such Meeting.
3. Members / proxies are requested to bring their Attendance Slip duly filled in along with their copy of Annual Report to the meeting as printed copies of the Report will not be distributed at the meeting.
4. 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.
5. The 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 herewith.
6. Members are requested to send their queries, if any, atleast ten days in advance of the meeting so that the information can be made available at the meeting.
7. The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, September 24, 2014 to Monday, September 29, 2014 (both days inclusive).**
8. The dividend on Equity Shares, if declared at the ensuing Annual General Meeting, will be credited/ dispatched between **September 30, 2014 and October 15, 2014** 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 **Tuesday, September 23, 2014;** 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 **Tuesday, September 23, 2014.**
9. Members, who hold shares in physical form, are requested to notify immediately any change in their addresses to the Company/Registrars and Share Transfer Agents of the Company. Members, who have dematerialised their shares, are requested to inform change of address and change in Bank Account details, to their respective Depository Participants, directly.
10. 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.  
 Thus, members, who have shares in demat form, are requested to inform/update the Bank Account details to their respective Depository Participants. Members may note that their Bank Account details as furnished by their Depositories to the Company will be printed on their Dividend Warrant(s) and the Company will not entertain any direct request from such shareholder for change in such Bank details.  
 Members, who hold shares in physical form, are requested to notify immediately the following details of their Bank Account, to the Company/Registrars and Share Transfer Agents of the Company:
  - Bank Account Number maintained in India
  - 9-digit MICR code number for Bank,
  - Type of account (Saving / Current)
  - Complete Bank Branch name and address
  - IFSC Code (11-digit)
11. Members are requested to address all correspondence regarding Transfer and Transmission of Share(s), Duplicate Share Certificate(s), Duplicate Dividend Warrant(s), Dividend Mandate, Dematerialisation and Rematerialisation of Share(s) etc. to the Company's Registrar & Share Transfer Agent, M/s. Niche Technologies Private Limited, D-511, Bagree Market, 71, B. R. B. Basu Road, Kolkata - 700 001.
12. The Company has designated a separate e-mail ID of the grievance redressal division / compliance officer named "cs@genus.in" exclusively for the purpose of registering complaints by investors.
13. Pursuant to provisions of Section 205A and 205C of the Companies Act, 1956, all unpaid/unclaimed dividends for the financial year 2005-06, which remained unpaid or unclaimed for a period of seven years, have been transferred to the Investor Education and Protection Fund (IEPF) established under Section 205C of the Companies Act, 1956. Shareholders, who have not yet encashed their dividend warrants issued for the years 2006-07, 2007-08, 2008-09, 2009-10, 2010-11, 2011-12 and 2012-13 are requested to encash their dividend warrants, immediately. 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 18, 2013 (date of last Annual General Meeting) on the website of the Company (www.genus.in), as also on the Ministry of Corporate Affairs website.
14. 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 SEBI Guidelines, 1999 (Employees Stock Option Scheme and Employees Stock Option Purchase Scheme), and in accordance with the resolution of the members passed at the general meeting, will be available for inspection by the members at the AGM.
15. Relevant documents referred to in the accompanying Notice and Explanatory Statement will be available 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.
16. The relevant details as required under clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/re-appointment as Directors under Item No.3, Item No.5 to 10 and Item No. 14 of the Notice, are given in the Corporate Governance Report forming part of the Annual Report.
17. With a view to support the 'Green Initiative', we are sending the Notice of the General Meetings, Financial Statements, Directors Reports or all other communications required to be sent to the members of the Company, to the e-mail address given by the members to their Depositories. **We request the members, who have not registered their e-mail address, so far, 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. A form for updating email Id's with the Company for receiving the notices and other documents at their email address is also enclosed.**
18. **Voting through electronic means:** In compliance with provisions of the Companies Act, 2013 read with the Rules made there-under and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility as an alternate, for all its members to enable them to vote on all resolutions set forth in this Notice, by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited ("CDSL"). Members have an option to either cast their vote in physical form by attending the Annual General Meeting or vote through E-voting facility. If a member has opted for e-voting, then he/she should not vote in physical mode at the Annual General Meeting also and vice-versa. However, in case members cast their vote both via physical ballot at the Annual General Meeting and e-voting, then voting through electronic mode shall prevail and voting done by physical ballot shall be treated as invalid.

The procedure/instructions for e-voting are as under:

- (i) The e-voting period begins on Tuesday, September 23, 2014 (9:00 a.m.) and ends on Thursday, September 25, 2014 (5:30 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, August 14, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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 p h y s i c a l shareholders)
	<ul style="list-style-type: none"> <li>• Members, who have not updated their PAN with the Company / Depository Participant, are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr / Mrs / Smt / Miss / Ms / M/s etc.</li> </ul> Example: (1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245 (2) M/s. 4-square Company Ltd. and Folio Number is C-0052 the PAN will be 4S000C0052
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none"> <li>• Please Enter the DOB or Bank Account Number in order to Login.</li> <li>• If both the details are not recorded with the depository or company then please enter in the Dividend Bank Details field the Number of Shares Held by you as on Cut-Off Date (Record Date) of 14/08/2014.</li> </ul>

- (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 < 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
    - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) 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](mailto:helpdesk.evoting@cdslindia.com).
    - After receiving the login details they have to create a compliance user 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](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
19. The voting rights of the 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, August 14, 2014.
  20. 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 Thursday, August 14, 2014.
  21. 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 within a period of not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  22. The results of the e-voting along with the scrutinizer's report shall be placed in the Company's website '[www.genus.in](http://www.genus.in)' and on the website of CDSL within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to BSE Limited and National Stock Exchange of India Limited.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act"):****Item No.5 to 10:**

Mr. Rameshwar Pareek, Mr. Dharam Chand Agarwal, Mr. Bhairon Singh Solanki, Mr. Indraj Mal Bhutoria, Mr. Udit Agarwal and Mr. Naveen Gupta (hereinafter collectively referred to as the 'Directors'), were appointed as non-executive directors pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges. The tenure of these Directors is liable to be determined by rotation under the erstwhile applicable provisions of the Companies Act, 1956.

Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation. Hence, in compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of the aforesaid six directors as Independent Directors for five consecutive years for a term from April 01, 2014 to March 31, 2019 is now being placed before the Members for their approval.

The Company has also received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement with the Stock Exchanges. The Nomination & Remuneration Committee has also recommended the appointment of these directors as Independent Directors for five consecutive years for a term from April 01, 2014 to March 31, 2019. In the opinion of the Board, these Directors fulfill the conditions specified in the Act and rules made thereunder for their appointment as Independent Directors of the Company and are independent of the management. The Board also considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of these Directors as Independent Directors. Accordingly, the Board recommends the resolutions in relation to appointment of these Directors as Independent Directors, for the approval by the shareholders of the Company.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchanges.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday and Sunday.

Except the appointee directors, being individual appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is/are, in any way, concerned or interested in the said resolution/matter, except to the extent of their respective shareholdings in the Company, if any.

A brief profile of the Independent Directors to be appointed is given below:

**Mr. Rameshwar Pareek** (DIN: 00014224) (Born on 01.11.1944) was appointed as a Non-Executive Independent Director of the Company on 29.01.2003. He is Chairman of the Audit Committee and a member of the Nomination & Remuneration Committee, Restructuring Committee and Stakeholders' Relationship Committee of the Directors of the Company. He holds Master's degree in Economics. He was associated with Rajasthan Financial Corporation, Jaipur and also served on deputation to Bureau of Industrial Promotion (BIP), Jaipur. His area of specialization includes trade policies, corporate and commercial law, accounting and auditing issues nearly for 36 illustrious years. He is also a Director of Mayur Uniquoters Limited, Genus Electrotech Limited, Kallash Vidyut & Ispat Limited, K G Petro Chem Limited, Genus Prime Infra Limited, Genus Paper & Boards Limited, Virtuous Urja Limited, Virtuous Infra Limited and Star Vanijya Private Limited. Mr. Rameshwar Pareek does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

**Mr. Dharam Chand Agarwal** (DIN: 00014211) (Born on 08.02.1952) was appointed as a Non-Executive Independent Director of the Company on 14.12.2005. He is Chairman of the Nomination & Remuneration Committee and Stakeholders' Relationship Committee and a member of the Audit Committee and Corporate Social Responsibility Committee of the Directors of the Company. He holds Bachelor's degree in Commerce. He is an eminent businessman and has vast experience and proficiency in business management with a strong background in financial arenas. With great entrepreneur skills, he has made his mark in the business of Timber & Plywood in India. He is also a director in Genus Prime Infra Limited and Sansar Infrastructure Private Limited. Mr. Dharam Chand Agarwal does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

**Mr. Bhairon Singh Solanki** (DIN: 00012141) (Born on 24.12.1927) was appointed as a Non-Executive Independent Director of the Company on 04.03.2002. He is a member of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee of the Directors of the Company. He did his B.E. (Hons.) from BITS, Pilani and M.Sc. (Engg.) from Cranfield Institute of Technology, Cranfield, Bedfordshire, England (Now Cranfield University). He has been a well-known and respected personality in the field of electronics. He has extensively travelled to UK, USA, France, Sweden, Yugoslavia, Russia and Italy, giving him an opportunity to visit some of the most renowned energy T&D units in the world and interact with world's leading enterprises for technology transfer / collaboration. He had worked in Indian Air Force from 1952 to 1970. During this period he worked in different fields from teaching to development. He developed the first ever Early Warning Radar Set while working at No.9 BRD, AF Pune. As Chief Technical Instructor (Radar), he imparted training and developed an ECM system to counteract missile guidance radar of the enemy. The President of India awarded him Vishist Sewa Medal (VSM) for this contribution in 1972. He has worked as Chief Designer and GM of Hindustan Aeronautics Ltd. (HAL) and MD of Rajasthan Communications Ltd. (RCL). He is also a director in Genus Paper & Boards Limited. Mr. Bhairon Singh Solanki holds 10000 equity shares by himself in the Company.

**Mr. Indraj Mal Bhutoria** (DIN: 00762361) (Born on 16.08.1968) was appointed as a Non-Executive Independent Director of the Company on 12.12.2002. He is neither chairman nor member in any committee of the Directors of the Company. He holds Bachelor's degree in Commerce. He has functional expertise and experience of over two decades in the business of coal and coke. He also has industrial exposure of more than 20 years in diverse fields such as trade policies, marketing strategies, etc. He is also a director in Godavari Commodities Limited and several Private Limited Companies and Partner in LLPs in India. Mr. Indraj Mal Bhutoria does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

**Mr. Udit Agarwal** (DIN: 02820615) (Born on 13.05.1973) was appointed as a Non-Executive Independent Director of the Company on 24.10.2009. He is neither chairman nor member in any committee of the Directors of the Company. He holds Bachelor's degree in Commerce (Hons.). He belongs to a reputed business house 'Saran Group' and has over one and a half decade experience in the development and exports of handicraft items. He is a young and energetic businessman with strong ability to provide insightful analysis and recommendations. He is also a director in Genus Paper & Boards Limited and Virtuous Urja Limited. Mr. Udit Agarwal does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

**Mr. Naveen Gupta** (DIN: 00097128) (Born on 30.09.1971) was appointed as a Non-Executive Independent Director of the Company on 07.07.2011. He is neither chairman nor member in any committee of the Directors of the Company. He was awarded with Doctorate of Science and Doctorate of Tourism and Information Technology by LTSNU, Ukraine for his contribution to these sectors. He is a well known name in Indian Education space specifically in North India. At a very early age, he took up the mantle of leading the IEC Group, a software education conglomerate. About a decade ago, he then took initiative to educate young India and foray into the formal education and opened colleges with name IEC Group of Institutions. He has expertise in Personnel Relations, Franchise operations, Business/Administration and Management. Acknowledged as a visionary by his peers, Mr. Naveen Gupta has been a man ahead of his times. Anticipating the future growth, he has spearheaded several paths - breaking education sector trends and initiatives. He is also a director in IEC Leasing and Capital Management Limited, IEC Education and Infrastructure Limited, IEC Learning and Management Limited, IEC Education Limited and several Private Limited Companies in India. Mr. Naveen Gupta does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

**Item No.11:**

Genus Power Infrastructures Limited (referred to as "GPIL" or the "Company") is primarily engaged in the business of manufacturing of 'Metering & Metering Solutions, Home & Industrial Products (HIP), and also undertaking Engineering, Construction and Contracts', on turnkey basis. Its HIP division/operations include a manufacturing of complete product range of Inverters/UPS, Solar PCU and Batteries. Genus Innovation Limited ("GIL") is an unlisted public limited company incorporated under the Companies Act, 1956 and laws of the India. GIL is indulged in the business of manufacturing of Electronic Energy Meters, Inverters/UPS, Batteries and other electronic items.

As part of a restructuring exercise being undertaken by the Company, it had been proposed that the HIP business/undertaking of the Company be transferred to Genus Innovation Limited. Further, keeping in view the aforementioned restructuring exercise, Company had issued a letter to the GIL wherein it had been proposed that the HIP undertaking of the Company i.e. business manufacturing of complete product range of Inverters/UPS, Solar PCU and Batteries ("HIP Undertaking") be transferred to GIL, subject to receipt of all relevant consents/approvals and in accordance with the applicable laws. By hiving-off the HIP business/undertaking, the Company would be able to thoroughly focus on its core business areas and to explore more opportunities in these areas that could be converted into business in future.

The Board of Directors of the Company, at its meeting held on August 21, 2014 has, subject to the approval of the members and other requisite approvals, approved the sale and transfer of the HIP Undertaking of the Company to GIL as a going concern on a 'slump sale' basis at arm's length and has accorded its approval to a draft of the

Agreement to Sell Business for giving effect to the above. For the purposes of effectuating the sale and transfer of its HIP Undertaking to GIL, the Company has initiated actions for finalization and execution of the Agreement to Sell Business ("ASB") and other ancillary documents with GIL.

The HIP Undertaking of the Company is proposed to be transferred as a going concern on a 'slump sale' basis for a lump sum consideration, without values being assigned to individual assets and liabilities. The consideration for transfer of the HIP Undertaking of the Company to GIL has been determined by the Board of Directors of the Company based on their independent judgement and taking into consideration the valuation report provided by an independent valuer, M/s. Grant Thornton India LLP. Upon completion of the proposed transaction, the board of directors will take an appropriate decision regarding the extent and mode of utilization of cash.

In terms of Section 180(1)(a) of the Companies Act, 2013, for disposal of the whole of the undertaking or substantially the whole of the undertaking, consent of the members is required by way of a special resolution only if the investment of the company in the undertaking that is being transferred exceeds 20% of the net worth of the company as per the audited balance sheet of the preceding financial year or if the undertaking generated 20% of the total income of the company during the previous financial year. As per the audited balance sheet for the financial year 2013-14, the investment of the Company in the HIP Undertaking does not exceed 20% of the net worth of the Company and also the HIP Undertaking has not generated 20% of the total income of the Company during the financial year 2013-2014. Therefore, the HIP Undertaking does not constitute an undertaking as per Section 180(1)(a) of the Companies Act, 2013.

However, after reviewing the matter, the Board has recommended that though Section 180(1) of the Companies Act, 2013 is not applicable in this case, shareholders' consent by way of a special resolution be obtained for the proposed transfer and sale of the HIP Undertaking as a matter of good corporate governance. Hence, your approval or otherwise is sought by way of a special resolution.

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 84.17% of the paid up share capital of GIL. The Company also holds 14.41 % of the paid up share capital of GIL.

The related parties to the transactions are prohibited to vote as per the provision of Section 188 of the Companies Act, 2013.

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.
- (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 proposed transaction involves sale and transfer of the HIP undertaking of the Company i.e. business of manufacturing of complete product range of Inverters/UPS, Solar PCU and Batteries as "going concern" and by way of a slump sale for a lump sum consideration of Rs. 49.18 crore.
- (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.

#### Item No.12:

In view of the increase in activities of the Company, the Board of Directors considers it necessary to recommend the appointment of a Joint Auditor to hold office along with the existing Statutory Auditors of the Company.

A Special Notice under Section 140(4) of the Companies Act, 2013 has already been received proposing the name of M/s. S.R.Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W) as Joint Auditors of the Company who have given their written consent to such appointment and also necessary certificate as required under the provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors accordingly recommends the resolution set out in Item No.12 of the accompanying Notice for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is/are, in any way, concerned or interested in the said resolution.

#### Item No.13:

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, 2015 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 shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.13 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

None of the Directors and Key Managerial Personnel of the Company and their relatives is/are, in any way, concerned or interested in the said resolution.

#### Item No.14:

Mr. Jitendra Kumar Agarwal (DIN: 00011189) was designated as Executive Director (Marketing) in terms of his appointment, to hold office till September 19, 2014. At this crucial juncture, the continued services of Mr. Jitendra Kumar Agarwal (DIN: 00011189) are considered essential for future growth of the Company. Further, considering the increase in work, the contribution of Mr. Jitendra Kumar Agarwal (DIN: 00011189) towards the growth of the Company and the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on August 21, 2014 has approved the appointment of Mr. Jitendra Kumar Agarwal (DIN: 00011189) as Joint Managing Director of the Company for a period of 5 years with effect from September 20, 2014, subject to approval of the shareholders in their general meeting. Thus, approval of the members is sought for the proposed resolution.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms and conditions governing the appointment and remuneration, and memorandum of interest pursuant to Section 190 of the Companies Act, 2013.

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

By Order of the Board of Directors  
For GENUS POWER INFRASTRUCTURES LIMITED

Sd/-  
Ankit Jhanjhari  
Company Secretary

#### Registered Office:

213, J.S. Arcade, Sector-18, Noida, Uttar Pradesh-201301

Tele-fax: +91-120-4210421; E-mail: cs@genus.in; Website: www.genus.in

Corporate Identification Number (CIN): L51909UP1992PLC051997

Jaipur, August 21, 2014