

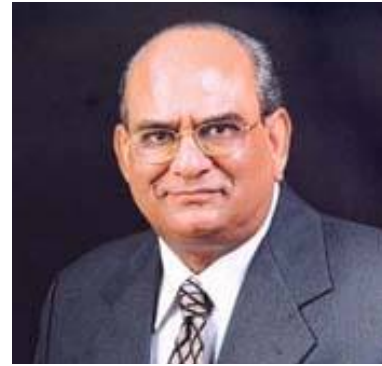
Energizing Lives



Energy keeps changing its form. In itself, energy is eternal. Keeping the spirit of energy flowing continuously, we engineer continuity. Continuity for a better live, everyday...every moment. This need motivates the entire team; from engineers to the line-man; from manager to the sales team; our energy keeps changing its form for deliverance of continuity. We are energizing lives.



Chairman's Message



Dear Shareholders,

I am highly delighted to report to our honorable members another set of strong financial results although we passed through a difficult time during second half of the year under review. The Company recorded the highest-ever made topline of Rs.663.23 crore during the year 2009-2010, an increase of 16% from Rs.570.78 crore in 2008-2009. The Company generated operating profit (EBIDTA) of Rs.96.37 crore as compared to Rs.93.56 crore reported in corresponding previous year, although during difficult conditions, the Company has been able to achieve an EBIDTA margin of around 15%, indicating the Company's operational efficiency and forward looking approach. The Company also recorded the highest-ever made net profit after tax of Rs.51.46 crore (excluding extraordinary items). The second half of the year under review remained very challenging for us on account of distressing damage at our Jaipur Manufacturing unit as a result of massive fire for two weeks at the adjoining IOCL's Oil depot at Jaipur. We tried our best to minimize the production & revenue loss through our Haridwar unit, situated in Tax Free zone and remained quite successful to maintain the pace of growth both in top line and in bottom line.

There have been drastic changes in the world economy over the last two decades. After a short relief following the repercussion of the US financial crisis, the global economy once again has to face the challenge of a larger Europe's debt troubles. However, the Indian economy not only remained insulated from the Eurozone crisis but also expanded at a better-than-expected 7.4% in 2009-10. The expansion was mainly driven by higher government spending and strong growth in manufacturing, service sector & agriculture. India has been able to achieve an economic growth rate of around 8% per annum during last few years and is poised to achieve double digit growth rate in the years ahead.

Post independence, the Power and allied industries in the country grew manifold. However, there is a huge gap between the demand and supply of electricity, besides peak period shortage. Shortage in electricity is increasing day-by-day mainly on account of increasing population, growing infrastructure needs, expansion of economy and more mechanization, automation in industries and increased domestic consumption. A robust transmission network and distribution system is considered as an essential pre-requisite

for the growth of power sector. Despite the noticeable growth of transmission and distribution (T&D) sector during the last two decades, it could not match the capacity addition in power generation. Furthermore, the T&D sector is suffering from the high Aggregate Technical and Commercial losses, insufficient metering, poor recovery of dues and inefficient T&D networks.

Keeping in mind the rapidly changing global economic environment and given the fact that the power sector is the most important driver of economic growth, the Government of India has taken a number of path-breaking initiatives such as enactment of Electricity Act, 2003, Rajiv Gandhi Grameen Vidyutikaran Yojana, Re-structured Accelerated Power Development & Reform Programme, Rural Electrification Policy, etc. Recognizing the need for the Reform process covering the entire facets of the electricity sector comprising generation, transmission and distribution to the consumers, the government created comprehensive legislative / regulatory / proactive frameworks for the Power & allied industries to grow and flourish and also to enable all sections of the society and corporate sector to participate and benefit from this growth process. In the recent Union Budget, Rs. 1.73 lakh crore has been provided for infrastructure development, which accounts for over 46 per cent of the total plan allocation. Allocation for power sector excluding RGGVY has been doubled from Rs.2230 crore in 2009-10 to Rs.5,130 crore in 2010-11. The proposed spending on social sector has been gradually increased to Rs.1,37,674 crore in 2010-11, which is 37% of the total plan outlay in 2010-11. Another 25 per cent of the plan allocations are devoted to the development of rural infrastructure. The Indian power sector achieved Rs.2,28,000 crore investments in 2007-09 against a target of 1,84,000 crore. Investment inflows have been upbeat in the power sector, well beyond projections, mainly on account of the ongoing number of path-breaking initiatives taken by the governments. Further, the Indian power industry is expected to undergo a significant expansion in the coming years mainly due to the passing of the Indo-US nuclear deal. The projected investment in the electricity sector, including renewable, is pegged at Rs.6.66 lakh crore during the 11th plan period. The Government is expecting an investment of \$300 billion in power sector including transmission and distribution infrastructure during the XII Five-Year Plan period.

Genus's core business activity includes designing and manufacturing of high-end programmable multi-functional, intelligent single phase & three phase Electronic Energy Meters ('EEM's) with in-built advanced security and anti-tamper features, Automatic Meter Reading ('AMR') enabled meters, Industrial meters, Agricultural meters, Audit meters, Substation meters, Pre-paid meters, Electricity Management Server, HVDS & Distribution Transformers. With an installed capacity of 65 lakhs meters, Genus is one of the leading manufacturers of EEMs in India with an appreciable market share. Genus is also the first Indian company to achieve the prestigious "Device Language Message Specification" ('DLMS') certification for its energy meters. It may be noted that Power Finance Corporation (PFC), the nodal agency for the implementation of the Restructured APDRP program in India, has proceeded to issue tenders for new projects stating the requirement for DLMS Meters.

Over the past few years, the company has taken a strategic decision to strengthen its presence in the growing power sector and selectively ventured into turnkey projects in power transmission & distribution sector, where it provides advanced, proactive and complete solutions for power transmission & distribution sector. With the strong and continual thrust on energy efficient electrical equipments, the Government and Power Utilities are focusing on enhanced infrastructure plans to accomplish India's mission of "Power for all" by 2012. Thus, Genus visualizes a tremendous opportunity to enhance its business volume with its focused business strategy, integrated approach to enterprise solutions & world-class facilities.

Apart from the aforesaid core business activities, Genus also manufactures state-of-the-art, safe and innovative power back up & conversion solutions like Inverters including Solar Inverters, UPS & Batteries. The current alarming electricity situation in India and scarcity of the conventional non-renewable energy sources, offers huge business opportunity in this field.

The continual thrust of Government on power sector reforms all the way through its various programmes and regulations, higher spending on infrastructure, rising demand of avant-garde electronic meters and credible record of Genus with the SEBs have enabled the company to secure more orders for supply of products & services. The Company has unexecuted order book to the tune of Rs.787.70 crore beside tender participation by the Company worth more than Rs.1530 crore.

In order to accelerate the growth of the company, we have put in place a number of initiatives. It would enable the company to explore newer and wider horizons, which will be shared with you as and when it takes an appropriate shape.

Since inception of this company, I strongly believe the research and development ('R&D') is an investment in a company's future. For a company to prosper and grow it must do more than just keep up. We are aware that tomorrow's profit largely depends on today's research. We also believe that End is not the end, in-fact E.N.D. is "Effort Never Dies" and if you get an answer in NO, remember, N.O. is "Next

Opportunity". Having regard to this, since inception, we have full fledged in-house R&D laboratory (recognized by the Government of India and accredited with 'National Accreditation Body for Testing Labs' (NABL)), where we focus on discoveries of most economically feasible method, principle or facts. It truly enables us to be self-sufficient in technology up-gradation, innovation activities and for providing customized solutions to our customers. Moreover, it facilitates us to emerge as a strong, reputed and most efficient company amongst the competitors.

I am very optimistic regarding the long-term prospects for our Company owing to the current demand & supply situation of Power and its infrastructure, mainly the transmission & distribution network in India and continued focus of the government on power sector reforms. We value our relationship and hope to keep delivering excellence in future as well.

I will be failing in my duty if I don't thank our employees for their magnificent efforts, determination, dedication and gist, they displayed on the day of fire accident and immediately afterward. I sincerely express my gratitude to them for safeguarding lives of many and also pray for those, who lost their lives in the said most terrible and horrifying fire accident.

Lastly, I would like to heartily thank all our shareholders for being with us even in challenging time.

With best wishes,

Yours sincerely,

I. C. AGARWAL

Chairman & Managing Director

Jaipur, August 06, 2010

Corporate Information

BOARD OF DIRECTORS

Mr. Ishwar Chand Agarwal
Chairman and Managing Director

Mr. Vishnu Todi
Director

Mr. Indraj Mal Bhutoria
Director

Mr. Rajendra Kumar Agarwal
Executive Director

Wg. Cdr. (Retd.) B. S. Solanki
Director

Mr. Dharam Chand Agarwal
Director

Mr. Jitendra Kumar Agarwal
Executive Director

Mr. Rameshwar Pareek
Director

Mr. Udit Agarwal
Director
(w.e.f. 24.10.2009)

Mr. Giriraj Kishore Sharma
Whole-time Director

COMPANY SECRETARY

Mr. Raj Kumar Yadav

AUDITORS

M/s. D. Khanna & Associates,
Chartered Accountants,
G-6, Royal Sundram,
Vivekanand Marg,
C-Scheme, Jaipur-302001.

CORPORATE LAW ADVISERS

M/s. C. M. Bindal & Co.,
Company Secretaries,
247, Himmat Nagar,
Tonk Road, Jaipur.

BANKERS

Bank of Baroda
IDBI Bank Ltd.
State Bank of India
State Bank of Bikaner & Jaipur
Standard Chartered Bank
ICICI Bank Ltd.
Export-Import Bank of India
Punjab National Bank
State Bank of Indore
Axis Bank Limited

REGISTERED OFFICE

D-116, Okhla Industrial Area,
Phase-1, Okhla,
New Delhi-110020

WORKS (1) & CORPORATE OFFICE

SPL-3, RIICO Industrial Area,
Sitapura, Tonk Road,
Jaipur-302022 (Rajasthan)

WORKS (2) (Haridwar Unit-I):

Plot No.12, Sector-4,
IIE, SIDCUL,
Haridwar – 249403 (Uttarakhand)

WORKS (3) (Haridwar Unit-II)

Plot No.9, Sector-2, SIDCUL,
Haridwar – 249403 (Uttarakhand)

WORKS (4)

SP-4-2, Keshwana, (Kotputli)
Dist.-Jaipur-303108 (Rajasthan)

REGISTRAR & SHARE TRANSFER AGENT

Niche Technologies Private Limited
D-511, Bagree Market,
71, B. R. B. Basu Road,
Kolkata-700 001
Phone: 033-22357270/7271/3070
Fax: 033-22156823
E-mail: nichetechpl@nichetechpl.com

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Performance at a Glance

(Rs. in Lacs)

Particulars \ Year	2003-04	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10
Turnover	9233.15	15200.60	22972.00	38467.86	48718.65	57077.83	66322.97
Profit Before Tax (PBT)	557.85	898.72	1728.63	3307.36	5667.18	5759.19	5610.83
Profit After Tax (PAT)	356.34	786.78	1533.79	2775.64	4803.61	4863.09	5145.86
Equity Share Capital	1015.87	1015.87	1043.28	1084.66	1409.07	1479.07	1479.07
Reserve & Surplus	750.11	1323.06	3033.37	6388.11	23675.79	25813.94	28250.34
Net Worth	1748.96	2329.83	4075.47	6990.21	24353.40	26671.43	29894.80
Book Value Per Share (Rs.)	17.22	22.93	39.06	64.45	172.83	180.33	202.12
EPS (Rs.) (Basic)	3.02	7.25	14.53	25.12	38.27	32.55	34.48
Dividend (%)	12	15	15	15	15	10	10
Gross Block	3169.00	3712.21	4786.18	7053.37	8243.48	9731.77	9010.80
Net Block	2234.75	2576.39	3231.06	5029.42	5653.15	6653.83	6909.68

Directors' Report

TO THE MEMBERS,

Your Directors are pleased to present the 18th Annual Report together with Audited Accounts of your Company for the financial year ended March 31, 2010.

FINANCIAL PERFORMANCE

Particulars	(Rs. in Lacs)	
	Year ended March 31, 2010	Year ended March 31 2009
Turnover (Gross)	66322.97	57077.83
Earning before interest, depreciation & amortization	9637.15	9356.39
Less: Amortization	264.54	264.54
Less: Interest & Finance Cost	3222.36	2802.55
Less: Depreciation	539.42	530.11
Net Profit before Taxation	5610.83	5759.19
Less: Provision Tax – Current & Previous	606.85	700.00
Less: Deferred Tax	(141.88)	196.10
Net Profit after Tax	5145.86	4863.09
Less: Exceptional / Extraordinary Items	2507.25	3542.77
Add: Balance brought forward from previous year	9666.25	8677.47
Amount available for appropriations	12304.86	9997.79
Appropriated as under:		
Dividend on Equity Shares	147.91	147.91
Dividend on 10% Redeemable Preference Shares	39.59	50.00
Dividend Tax	31.87	33.63
Capital Redemption Reserve	-	100.00
Debts/Debentures Redemption Reserve	1000.00	-
Balance retained in Profit & Loss Account	11085.49	9666.25

REVIEW OF PERFORMANCE

Despite the tough working conditions during the last six months due to fire/blast at IOCL's depot adjoining the Jaipur manufacturing unit, Genus has been able to achieve new milestones in both its top and bottom lines. Income from operations shot up by 16% to Rs.66322.97 lacs during the year 2009-10 from Rs. 57077.83 lacs in preceding year 2008-09. The profit before interest, tax, depreciation and amortization (PBITDA) for the year 2009-10 registered a growth at 3% to Rs.9637.15 lacs from Rs.9356.39 lacs in 2008-09. The profit after tax (PAT) for the year 2009-10 surged by around 6% to Rs.5145.86 lacs from Rs.4863.09 lacs in previous year

2008-09. The earning per share (EPS) (before the extraordinary items) for the year ended March 31, 2010 amounted to Rs.34.48 against Rs.32.55 in previous year 2008-09.

During the year under review, the Company has written off book debts of about Rs.2947.87 lacs, which represent various deductions made by indenting agencies, pursuant to the terms of supplies.

During the year under review, due to continuous massive fire for two weeks at Indian Oil depot adjoining the Jaipur manufacturing unit, the Company suffered significant damage to its assets and inventories. The total loss of which came to Rs.2507.25 lacs disclosed under extraordinary items. Production at Jaipur unit consequently suffered for almost 6 months. The assets of the Company were insured except Loss of Profit ('LOP'). The Company has filed a claim of Rs.3636.68 lacs for the said losses with the insurance company and it is expected to be settled very soon. The Company is also going to lodge a claim for its Loss of Profit ('LOP') against Indian Oil Corporation Limited under their third party insurance coverage.

DIVIDEND

Having regard to the increased need of liquidity for timely and proper execution of orders in hand, your Directors have recommended a dividend of Re.1.00 per equity share (tax free in the hands of the shareholders) (Previous year Rs.1.00 per equity share) for the year ended March 31, 2010. Total amount of dividend outgo will be Rs.187.50 lacs [Rs. 147.91 lacs on Equity Shares and Rs.39.59 lacs on 10% Redeemable Preference Shares (upto the date of redemption)].

REDEMPTION OF PREFERENCE SHARES

Under the provision of section 80(1) of the Companies Act, 1956, and at the option of Preference Shareholder 5,00,000 (Nos.) 10% Redeemable Preference Shares of Rs.100 each for an aggregate face value of Rs. 500 Lacs were redeemed during the year. The said preference shares were redeemed out of the Preference Share Capital Redemption Reserve Account created out of profits of the Company.

CONVERTIBLE WARRANTS

During the year under review, the Company issued & allotted 11,00,000 convertible warrants, each warrant convertible into and/or providing the holder the option to subscribe to one fully paid-up equity share of Rs.10/- each (aggregating to 11,00,000 equity shares) at a price of Rs.190/- per equity share (including a premium of Rs.180/- per share) to one of the promoters of the Company for cash on a preferential basis.

INSURANCE

The Company's properties including buildings, plant & machinery, stocks, etc. are adequately insured against all predictable risks. Further, the Company has also taken

'Consequential Loss (Fire) Policy to insure the profit affected during the cessation of the business operation.

FIXED DEPOSITS

During the year under review, the Company has not accepted or renewed further, any fixed deposits within the provisions of Section 58A and 58AA of the Companies Act, 1956.

CODE OF CONDUCT

All board members and senior management personnel have affirmed compliance with the provision of Code of Conduct of the Company on annual basis pursuant to revised clause 49 (I)(D) of Listing Agreement. The text of the Code of Conduct is displayed at Company's website 'www.genus.in'.

GROWTH DRIVERS/EXPANSIONS

In our continuous endeavour to keep up the growth momentum, the Company has set up a new manufacturing unit at Haridwar, Uttarakhand (a tax free zone) with state-of-the-art manufacturing facility for manufacturing of Electronic Energy Meters ('EEM'), Inverters, UPS, Modem, etc. The commercial production commenced from 22.03.2010. This apart, the Company has already increased its Meter and Inverter/UPS manufacturing capacity at its existing manufacturing facilities. This would take its total installed capacity to 65 lakhs meters and 6 lakhs Inverter/UPS units per annum. The expansion would not only increase its market share but would also improve its revenues & profitability in the years ahead.

Recently, Genus has been awarded with STS (Standard Transfer Specification) certification. The Standard Transfer Specification (STS) has become recognized as the only globally accepted open standard for prepayment systems, ensuring inter-operability between system components from different manufacturers of prepayment systems. The STS has found widespread application, initially in South Africa and subsequently in many developed and developing countries. To date, over 10-million STS-compliant meters have been installed at 400 utilities in 30 countries around the world. STS having been published as an International Standard by IEC in 2007 is internationally recognized.

Moreover, your Company during the year under review, continued to widen and also add value to its product portfolio meeting expectations of its Stake-owners. Genus launched a range of new/improved products such as web enabled keypad based STS-20 compliant Poly Phase Prepaid Energy Meter, complete Advanced Metering Infrastructure (AMI) solutions for energy auditing, Group Meter Solution comprising smart meters, 19" Rack Mounted ABT Compliant Class 0.2S Meter for substation and grid metering with AMR and data analysis software for feeder management, DIN mounted meter for energy conservation, BOLT (Build, Operate, Lease and Transfer) solutions for Distribution Transformer Closed Loop Metering, Street Light Management Solution (SLMS), complete range of Solar Hybrid Inverters, Digital Inverters, complete range of Lift Inverters, Special Application Pump Inverter, enhanced High Voltage Distribution System (HVDS) / Low Voltage Distribution System (LVDS), SCADA System, etc.

To drive and uphold industry leadership within a international framework, Genus is set to launch an array of new/improved products/services such as Poly Phase Meters of all categories to meet the requirements under R-APDRP projects, Data Concentrator Unit for automatic communication that would enable timely and error-free billing and also provide real time profile for energy conservation, Enhanced metering solutions for Substation and Grid Metering, In-Home Display with communication capability to facilitate the consumer to know his/her consumption profile, new & improved Single and Three Phase Meters with several value added features, complete range of Transformers with several value added features, complete range of Solar Inverters with more value added features, Solar Water Heater, Boat Inverters, triple or double conversion online UPS, with several value added features, complete range of Batteries to support its Inverters with best backup power available, value engineering, aesthetic improvement and feature enhancement of all existing products.

EXPORTS

During the year under review, export of the Company was at Rs. 605.14 lakhs.

As per worldwide market survey reports, there are around 1.7 Billion electricity meters installed in the world. It is estimated 75% of the installed base still consists of Electromechanical meters, while only 25% of them are static (electronic) type. The growth of the Electricity Metering industry has traditionally been driven by new construction and replacement of old meters. More and more countries are planning and enforcing regulations to ensure replacement of all existing Electromechanical meters and new installation meters are Electronic in nature for reasons such as tamper prevention, data reading, inclusion of communication features etc. As a result there lies a huge requirement of Electronic electricity meters worldwide. As per an estimate, the demand of electronic electricity meters will be for 125 Million or more every year. Our company is formulating an Export Strategy to tap this vast opportunity thereby increasing its overseas customer base.

Today, the world is moving towards advanced metering such as AMR (Automated Meter Reading), AMI (Automated Metering Infrastructure), AMM (Automated Meter Management). These require meters based on advanced technology and usage of different types of communication modems that permit utilities to read electronic meters over long distance. You would be happy to know that the company has developed this capability and is geared up to participate in international tenders for such meters.

Our company through its overseas alliance is continuing its focus in Brazil for export of its electronic meters. SAARC and Middle East Countries too are in the process of becoming large consumers of these electronic meters.

Our company has successfully developed STS compliant Keypad based prepaid meters, which are in great demand in African countries. These meters have already been exported to an African country. Majority of African countries are using Prepaid Meters and through this newly developed Keypad Prepaid Meters, the Company is confident of tapping the market in African countries aggressively in near future.

Genus with a vision to truly go global in Power Backup Solutions ventured deeper into developing nations last year by spreading its wings through Africa, Middle East, SAARC countries and even USA. The power back up solutions comprising Inverters, UPS, and Solar Products have been well accepted by most emerging nations as a cost effective solution to their power crisis. With global warming triggering a growing demand for solar products, the company is also tapping US, UK and European markets. At present the majority of International business is to Western, Eastern & Central Africa, SAARC nations and the United States of America. With continuous new developments and additions in its UPS / Inverter product portfolio, the company is expecting a high growth in this division in the coming years.

CORPORATE GOVERNANCE

The Company is fully committed to maintain highest standards of corporate governance and complies with the requirements of corporate governance as stipulated under Clause 49 of the Listing Agreement. A Corporate Governance Report and a certificate from Statutory Auditor of the Company regarding compliance of the requirement of Corporate Governance as stipulated under Clause 49 of the Listing Agreement are annexed hereto.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report as required under the Listing Agreements with the Stock Exchanges is annexed herewith.

CREDIT RATING

Fitch Ratings India Pvt. Limited ('Fitch') has affirmed the Company a rating of "F1(ind)" to its INR1bn commercial paper/short term debts programme. Fitch has also affirmed the Company National Long Term Rating of "A-(ind)"/"Stable" Outlook.

'F1' indicates the strongest intrinsic capacity for timely payment of financial commitments.

'A' National Ratings denote expectations of low default risk relative to other issuers or obligations in the same country. However, changes in circumstances or economic conditions may affect the capacity for timely repayment to a greater degree than is the case for financial commitments denoted by a higher rated category.

DIRECTORS

During the year under review, Shri Udit Agarwal was appointed as additional director on 24.10.2009 and his appointment was approved in the extraordinary general meeting held on 02.01.2010. He is an independent and non-executive director on the Board.

In accordance with the provisions of the Companies Act, 1956 and Article 89 of Articles of Association of the Company, Shri Dharam Chand Agarwal, Shri Rameshwar Pareek and Shri Indraj Mal Bhutoria, Directors, retire by rotation at the ensuing Annual General Meeting and, they being eligible, offer themselves for re-appointment.

AUDITORS

In terms of provision of Section 224 of the Companies Act, 1956, M/s. D. Khanna & Associates, Chartered Accountants, Jaipur, were appointed as Auditors of the Company to fill the casual vacancy caused by the demise of Mr. M.L. Agrawal, proprietor of M/s. M.L. Agrawal & Co., Chartered Accountants, Auditors of the Company, for auditing the accounts for the year 2009-10 and to hold office until the conclusion of the next Annual General Meeting of the Company. They being eligible, offer themselves for re-appointment. They have furnished us a certificate that their appointment, if made, will be within the limit prescribed under section 224 (1B) of the Companies Act, 1956. The Audit Committee and the Board of Directors of the Company have recommended the appointment of M/s. D. Khanna & Associates, Chartered Accountants, Jaipur, as the Auditors of the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

As required under Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, disclosures in respect of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo are given at Annexure-I to this Report.

PARTICULARS OF EMPLOYEES

In accordance with the provisions of Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, the particulars of the employees of the Company are given at Annexure-II to this Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2AA) of the Companies Act, 1956, your directors, on the basis of information made available to them, confirm that:

- (a) in the preparation of Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March, 2010 and of the profit of your Company for that period;
- (c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act, for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
- (d) the annual accounts are prepared on a 'going concern' basis.

ACKNOWLEDGEMENT

Your Directors place on record their sincere appreciation for the efforts, dedication and hard work shown by the employees and engineers/scientists of the Company and look forward the same in future. Your Directors would also like to place on record their sincere appreciation to the large family of Shareholders of the Company. The Directors also acknowledge the support and assistance extended to us by the Central and State Governments, Commercial Banks, Financial Institutions, Bombay Stock Exchange Limited, National Stock Exchange of India Limited, Depositories, Govt. or Semi Govt. Departments, Customers, Suppliers and Business Associates.

For and on behalf of the Board of Directors

I. C. AGARWAL
Chairman & Managing Director

Jaipur, August 06, 2010

Annexure I to the Board of Directors' Report

The information required under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 and forming part of the Directors' Report.

A. CONSERVATION OF ENERGY:

The Company's business activities are not power demanding, thus consumption of electricity is not high. However, your Company is aware of scarcity of electricity in the country, and understands its duty towards society and the nation, for the growth of which, electricity is very imperative. Since inception, your Company has tried hard to save electricity, wherever possible. During the year under review, the following measures have been taken by your Company in this direction:

1. Converted our existing office building of 23000 sq feet into a modern green building.
2. Replaced all existing air-conditioning system with new energy efficient VRV air-conditioning system having tonnage capacity of 100 Tr.
3. Used all electric fitting with Energy efficient 4X14 Watt T5 lamp instead of 4X36 Watt.
4. Used reflective glass at all outer periphery, which saves approx 70 % of heat load inside the building.
5. Used electronic sensor fitted bath accessories which saves water in term of normal consumption approx 25%.
6. Employees were given proper training to conserve energy in day-to-day operation/routine.
7. Regular appraisal measures taken to conserve energy by a team formed to review and guide for overall cost reduction including energy cost.

The following proposals are being considered / being implemented for reduction of energy consumption:

1. Replacement of old Central Air Conditioner with energy efficient system. One is replaced and other two will be replaced in the current financial year.
2. Replacement of old machineries/systems with energy efficient machineries/systems, etc.

This industry having not fallen in Schedule given under the Rules, the information as per Form-A is not applicable to the Company.

B. TECHNOLOGY ABSORPTION:

FORM B (PARTICULARS WITH RESPECT TO ABSORPTION):

- I. RESEARCH AND DEVELOPMENT (R&D):

1. Specific areas in which R&D was carried out by the Company:

- (a) Developed a web enabled keypad based STS-20 compliant Poly Phase Pre Paid Energy meter.
- (b) Developed complete Advanced Metering Infrastructure (AMI) solutions for energy auditing.
- (c) Developed Group Meter Solution comprises of smart meters grouped together to share one modem, meter data communication network and the web enabled meter data management software.
- (d) Developed single phase auto calibrator with process variance reduced to less than 0.1% from the current value of 0.2%.
- (e) Developed 19" Rack Mounted ABT compliant Class 0.2S meter for substation and grid metering with AMR and data analysis software for Feeder management.
- (f) Developed new designs for single phase product lines with enhanced value added features which truly improve the realization of revenue of Power Utilities.
- (g) Developed DIN mounted meter for energy conservation.
- (h) Enhanced the features of single phase portable reference meter for field testing.
- (i) Enhanced the stability of accurate power source for calibration on-line for lean manufacturing using non-invasive current control technology.
- (j) Developed complete BOLT (Build, Operate, Lease and Transfer) solutions for Distribution Transformer Closed Loop metering.
- (k) Developed Street Light Management Solution (SLMS) for Automatic Control & Management of street light system with a proprietary astronomical clock to automatically configure the system to calculate the sunset and sunrise timings based on the latitude and longitude of the installation location.
- (l) Developed complete range of Solar Hybrid Inverters.
- (m) Developed higher KVA static inverters.
- (n) Developed digital inverters.
- (o) Developed complete range of Lift inverters.
- (p) Enhanced the features of current range of products.
- (q) Developed special application pump inverters.
- (r) Value engineering.

2. Benefits derived as a result of the above R&D:

- (a) STS-20 compliance Poly Phase Prepayment Energy Meter line brings the organization in the league of other international manufacturers having complete range of meters and endorses our commitment to secure the revenue related data.
- (b) Development of complete AMI solution facilitates the Utilities to locate energy leakage within a day or less and improve their lost revenue due to pilferage.
- (c) Development of group meter and DIN mounted meter facilitate the consumers for energy conservation and make them aware of their consumption

profile.

- (d) The development of 19" Rack Mounted ABT compliant Class 0.2S meter for substation and grid metering is a key step for the organization to make inroads in the high revenue bulk metering sector.
- (e) Portable reference meter is an invaluable tool for on field diagnostics and calibration of energy meters.
- (f) Lean manufacturing, enabled by our accurate and stable power source has given a major fillip to our manufacturing capabilities.
- (g) Distribution Transformer Closed loop Metering solution gives real time information on T&D losses in the distribution system, thereby protecting the utilities' revenue.
- (h) Enhanced features of SLMS ensures that the street lights are automatically turned on and off at appropriate times, thereby conserving energy and remote communication enables timely billing.
- (i) Developed a complete range of solar hybrid and static inverters and 3P-3P online UPS.
- (j) The company can now cater to the needs of the consumer segment as well as the industrial segment of the market.
- (k) The technology used has been developed indigenously, which eliminates the dependency on external agencies and at the same time gives the leverage to change / alter / modify the design as per market dynamics.
- (l) Reduction of BOM cost without compromising quality using DLS Techniques.
- (m) The company can now cater to the needs of various export markets also.

3. Future plan of action:

- (a) Development of Poly Phase Meters of all categories as per Indian Companion DLMS specification to meet the requirements of Govt. of India's initiatives under R-APDRP projects.
- (b) Development of Data Concentrator Unit for automatic communication, which enables timely and error-free billing and provides real time profile for energy conservation.
- (c) Development of Gas Meter.
- (d) Development of new designs for our three phase product lines with several value additions.
- (e) Development of In-Home Display with communication capability to facilitate the consumer to know his consumption profile.
- (f) Value engineering, aesthetic improvement and feature enhancement of all existing models.
- (g) Developing boat inverters for application in fishing boats which will help in running communication equipment, fish tracking equipment, deep freezers and entertainment equipment.
- (h) Complete range of solar Inverters with MPPT charge controllers.

- (i) Development of triple or double conversion online UPS with features like power factor control, static bypass and SNMP connectivity.
- (j) Inverter with capability of charging and managing Lithium Ion batteries.

4. Expenditure on R&D:

Particulars	(Rs. in Lacs)	
	2009-10	2008-09
(a) Capital exp.	31.97	91.58
(b) Recurring exp.	346.46	458.87
(c) Total	378.43	550.45
(d) Total R&D expenditure as a percentage of total turnover	0.57%	0.96%

II. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:

1. Efforts, in brief, made towards technology absorption, adaptation and innovation:

Your Company has in-house Research & Development ('R&D') lab recognized by the Ministry of Science & Technology, Government of India and accredited with 'National Accreditation Body for Testing Labs' (NABL), where our proficient and experienced scientists / engineers continue to focus on delivering high-tech, proactive and cost-effective metering solution & power backup/conversion technologies. With the avant-garde product design facilities along with world-class tool room, the Company has fully absorbed and adopted the technologies/techniques offered by the R&D lab, in manufacturing of products and execution of projects of the Company.

2. Benefits derived as a result of the above efforts:

Genus has emerged as an integrated power infrastructure company in India, completely self-sufficient in technology development & manufacturing and also providing total customized solutions at affordable price to its customers.

3. Information regarding Imported Technology:

In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year):
NIL

C. FOREIGN EXCHANGE EARNINGS & OUTGO

- (A). Activities relating to export, initiatives taken to increase export, development of new export market for products and services, and export plans are given in Directors' Report.

(B). Total foreign exchange used and earned:

Particulars	(Rs. in Lacs)	
	2009-10	2008-09
Foreign Exchange Earnings		
Export Sales (FOB Value) & Consultancy	605.14	1106.88
Foreign Exchange Outgo		
Travelling Expenses	10.55	28.44
Professional Consultancy	2.77	4.38
Exhibition & Fair Expenses	3.52	18.45
Membership & Subscription	1.17	2.59
Office Expenses	5.28	15.95
Import of Raw Materials & Components	7266.32	8190.97
Import of Capital Goods	161.48	83.12
Import of Store, Spares & Consumables	0.34	-
Investment	345.38	858.61
Total Outgo	7796.81	9202.51

For and on behalf of the Board of Directors

I. C. AGARWAL
Chairman & Managing Director

Jaipur, August 06, 2010

Annexure II to the Board of Directors' Report

STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO THE PROVISIONS OF SECTION 217(2A) OF THE COMPANIES ACT, 1956 READ WITH THE COMPANIES (PARTICULARS OF EMPLOYEES) RULES, 1975 AND FORMING PART OF THE DIRECTORS REPORT FOR THE YEAR ENDED 31ST MARCH, 2010.

(A) Employed throughout the financial year and was in receipt of remuneration in aggregate of not less than Rs.24,00,000/- per annum:

Sr. No.	Name of the Employee	Designation / Nature of Duties	Qualification	Age (Years)	Total Exp.	Remuneration (Rs.) (Years)	Date of Commencement of employment	Last Employment held with Designation
1.	Ishwar Chand Agarwal	Chairman & Managing Director – Overall Management	B.Com.	60	43	*1,02,00,000	25.04.1994	Own Business
2.	Rajendra Kumar Agarwal	Executive Director - Administration	B.E. (Electronics)	35	11	36,00,000	01.01.2001	-
3.	Jitendra Kumar Agarwal	Executive Director - Marketing	M.B.A. (Marketing)	33	9	36,00,000	06.05.2004	-

*Including arrears

B) Employed for a part of the financial year and was in receipt of remuneration in aggregate of not less than Rs.2,00,000/- per month: NIL

Notes:

1. Remuneration includes Salary, Allowances and Perquisites payable as per terms & conditions of the appointment.
2. Shri Ishwar Chand Agarwal, Shri Rajendra Kumar Agarwal and Shri Jitendra Kumar Agarwal are related to each other.
3. None of the employees (except Shri Ishwar Chand Agarwal, CMD) owns 2% or more of equity shares in the Company as on March 31, 2010.
4. These appointments are on contractual basis.

For and on behalf of the Board of Directors

I. C. AGARWAL
Chairman & Managing Director

Jaipur, August 06, 2010

Management's Discussion And Analysis (Annexure to the Directors' Report)

ECONOMIC REVIEW:

Last decade was one of the badly hit periods for western economy. However, India, being a cost effective and labour intensive economy, witnessed stability in its economic growth. India's strong economic growth has primarily been driven by a strong performance of its manufacturing and service sectors and local consumption base coupled with higher spending by the governments. During the time of the grave recession in the World economy, the Indian government announced the stimulus packages that worked a lot to prop up economic growth of the country.

India, an emerging economy, seems to have recovered from the impact of global shock. India's GDP for 2009-10 expanded at a better-than-expected 7.4 per cent as compared to 6.7 per cent recorded in 2008-09. The RBI is optimistic on GDP growth with its 8 per cent GDP growth forecast for the year 2010-11 based on an assumption of a normal monsoon and sustainable good performance of the industry and services sectors. According to the latest IMF projection, India will grow at 8.8 percent during the year 2010-11. The economic survey expects India's GDP to return to 9% in 2011-2012.

It has been realized that in order to give a fillip to overall industrial growth, there is a need to develop infrastructure to complement and sustain the economic growth momentum in India and this is also reflected in the recent budgets and announcements of the Union government.

POWER SECTOR: REVIEW AND OUTLOOK:

Electricity is the vital requirement for all infrastructure & other sectors, so it is necessary for it to grow up. In the present globalized competitive environment, electricity is very essential to achieve economic, social and environmental objectives of sustainable economic as well as social development. Increased power consumption is one of the indicators of increasing living standard and development of the mankind.

At present, India has an installed power capacity of approximately 1,59,000 MW, which is approximately 4% of the global capacity. The per capita power consumption (per year) in India is about 720 KWh (or units), which is far away from the global per capita consumption of power of about 2,340 KWh (Units). However, the Central Government aims at 1,000 units per capita consumption per year by 2012.

In the year 2009-10, Indian power sector performed exceptionally well with an aggregate capacity addition of 9585 MW or 66 per cent of its target level of 14507 MW. According to India's Central Electricity Authority, during the year 2009-10, though the total ex-bus energy availability increased by 8% over the previous year and the peak met increased by 7.5%, the shortage conditions prevailed in the

country both in terms of energy and peaking availability as given below:

	Energy (Million Units)	Peak (MW)
Requirement	830594	119166
Availability	746644	104009
Shortage	83950	15157
%	10.1%	12.7%

The energy requirement registered a growth of 6.9% during the year against the projected growth of 8.2% and peak demand registered a growth of 8.5% against the projected growth of 8.2%. During the year 2010-11, energy shortage of 10.6% and peak shortage of 12.1% are estimated.

Despite the fact that the power sector of India has achieved phenomenal growth during the past few decades, electricity supply in India continues to fall short of demand. India has to produce more electricity to meet the increasing demands of its economy. As per studies, the total power requirement in country is expected to be between 8,00,000 MW and 9,50,000 MW by 2030. The twelfth Plan target envisages a capacity addition of 138634 MW.

With the proactive initiative and investment of private sector coupled with the enhanced government focus on power sector reforms, we believe that the picture of India in the field of power generation, transmission and distribution will be much improved in the next four to five years as compared to that of past few years.

POWER INFRASTRUCTURE SECTOR: REVIEW AND OUTLOOK:

It has been well-accepted that appropriate & efficient power infrastructure is prerequisite for steady growth of the power sector. The electricity infrastructure mainly consists of three sections- generation, transmission and distribution. Each section has to be perfect and efficient to make whole electricity system perfect and viable.

Despite various reform measures undertaken in Power Transmission & Distribution ('T&D') sector, the important parts in the electricity supply system are some what weak in the country. Over the years, T&D sectors' functional and commercial viability have been impacted negatively on account of high Aggregate Technical and Commercial ('AT&C') losses, inadequate metering, poor recovery of dues and decrepit T&D networks. As per the report of the Thirteenth Finance Commission, the net loss of State Transmission and Distribution (T&D) utilities is a staggering Rs.273.17 billion (BE 2008-09), an increase of 48.66% over the 2005-06 figure of Rs.183.17 billion. The report has projected the State T&D utilities' aggregate losses at 2008 tariff levels, to be highly shocking at Rs.116.09 billion, which, if saved, can facilitate capacity addition of 29022 MW at

Rs.40 million per MW. As of now, pilferage, wastage and loss of electricity are the main constraint instead of generation & supply of electricity, which need to be resolved immediately to get a better performance from this sector.

Moreover in India, the transmission requirement is getting bigger and also getting more complex day-by-day mainly on account of trading and development of merchant power. The intra-state transmission infrastructure also continues to be a worrisome. Although the sector has witnessed moderate growth as a result of the government's Restructured Accelerated Power Development and Reform Programme and higher budgetary allocation, still there is need to do a lot to meet the consistently rising requirement of the power sector in India.

The government's ambitious mission of 'Power for all by 2012' and target of power capacity addition to about 79,000 MW during the 11th five-year Plan (2007-12) and approximate 1,38,000 MW during the 12th Plan are almost impractical without having proactive action plan for T&D infrastructure and continual focus on that.

The necessity of power sector's reform has been recognized by the governments and private sector. The efforts are being reflected in the recent budgets, power reform policies, regulations programmes and announcements of the Union government and also in the recent IIP numbers of India.

POWER SECTOR REFORMS: REVIEW & OUTLOOK:

Electricity is the key to accelerating economic growth, generation of employment, elimination of poverty and overall development of society. Indian power sector has been greatly affected by wide gap between demand and supply of electricity, huge Transmission & Distribution losses, Aggregate Technical & Commercial losses and poor financial health of State Electricity Boards. Moreover, power sector was primarily dominated by State Electricity Boards/Discoms and other public sector players, with the results there was little competition and deregulation. Therefore, the Government/ministry of power has taken several steps and initiated several reforms, some of which are described below.

Electricity Act 2003 has been enacted and came into force with effect from 15.06.2003. It is a multi-faceted legislation with multiple features. The objective is to introduce competition, protect consumers' interests and provide power for all. The Act provides for National Electricity Policy, rural electrification, open access in transmission, phased open access in distribution, mandatory SERCs, license free generation and distribution, power trading, mandatory metering and stringent measures to prevent theft of electricity.

The Indian Electricity Act, 2003, was amended by the government in 2007 to provide access to electricity to all areas including villages & hamlets through rural electricity infrastructure & electrification of households through the joint effort of the concerned state government & the central government.

Re-structured Accelerated Power Development & Reform Programme ("R-APDRP") was approved by the Cabinet Committee on Economic Affairs in its meeting held on 31.07.2008 as a Central Sector Scheme. The focus of the

programme is on actual, demonstrable performance in terms of sustained AT&C loss reduction. The total five-year allocation of R-APDRP was fixed at about Rs 51,000 crore. The programme aims to cut aggregate technical and commercial losses made by power utilities to 15%. It has been realized that the establishment of reliable and automated systems for sustained collection of accurate base line data, and the adoption of Information Technology in the areas of energy accounting will be essential before taking up the regular distribution strengthening projects. Renovation, modernization and strengthening of 11 kV level substations, transformers/transformer centers, re-conductoring of lines at 11kV level and below, load bifurcation, feeder separation, load balancing, HVDS (11kV), aerial bunched conductoring in dense areas, replacement of electromagnetic energy meters with tamper proof electronic meters, installation of capacitor banks and mobile service centres etc. has been emphasized under this programme. Increasing the allocation for APDRP by 160% to Rs 2,080 crore in budget 2009-10 will boost the capital goods sector, with direct benefit going to companies which manufacture transformers, electronic meters, cable and substations.

Rural Electrification Policy was notified by the Central Government in 2006. The Policy aims at provision of access to electricity to all households, quality and reliable power supply at reasonable rates and minimum lifeline consumption of 1 unit per household per day as a merit good by the year 2012.

Rajiv Gandhi Grameen Vidyutikaran Yojana ("RGGVY"): In rural electrification policy notified under the Electricity Act, 2003, rural electrification is viewed as the key for acceleration of rural development. Provision of electricity is essential to cater for requirements of agriculture, village industries, health-care, education, and information technology. Therefore, the Ministry of Power has introduced an ambitious scheme RGGVY in April 2005. The scheme aims at electrifying all un-electrified villages and provides access to electricity to all rural households. This programme has been brought under the ambit of Bharat Nirman. Under this scheme, project could be financed with 90% capital subsidy for rural-electrification infrastructure through creation of Rural Electricity Distribution Backbone (REDB) with one 33/11 kV (or 66/11 kV) substation in every block where it does not exist, Village Electricity Infrastructure (VEI) for electrification of all un-electrified villages/habitations and provision of distribution transformer (s) of appropriate capacity in every village/habitation and decentralized Distributed Generation (DDG) and Supply System from conventional sources for Villages/Habitations where grid supply is not cost effective and where Ministry of Non-Conventional Energy Sources would not be providing electricity through their programmes.

Under the scheme about 67,000 villages have been electrified and electricity connections released to more than 82 lakhs BPL households. The continuation of RGGVY in XI Plan was sanctioned on 3rd January 2009 with an outlay of Rs.28,000 crore. Additional 332 projects costing Rs.16,506 crore have been sanctioned during XI Plan. Cumulatively 567 projects have been sanctioned under the scheme for Rs.26,239 crore for electrification of 1.18 lakhs villages and to provide free connections to 2.46 crore BPL households. The target for the year 2010-11 is for electrification of 15,000 un-electrified villages and offering electricity connection to around 46 lakhs BPL households.

For effective and quality implementation of the projects, the Ministry has adopted turnkey mode of implementation, three-tier quality monitoring mechanism and mile stone based project monitoring. States have been asked to provide minimum 6 to 8 hours of electricity to the villages. Establishment of franchisees has been made mandatory for effective distribution management.

The Budget 2009-10 gave a big boost to this programme by increasing allocation by 27% to Rs.7,000 crore over the budget estimate in 2008-09.

Innovations, Technology Improvement & Operational requirements

In the present digital age, innovation in energy efficiency and advance technology deployment has become very essential, especially for loss reduction and energy conservation strategy. This may include bifurcation of feeders, replacement of deteriorated conductors, de-augmentation of transformers, load balancing of transformers, implementation of real time monitoring, effective load management of the distribution system, extensive use of prepaid meter, HVDS systems, energy accounting and auditing and extensive use of IT in all applications/systems. It is well recognized that without the help of innovations, improved technology and its extensive use, the power sector can not prop up growth of Indian economy at large. In the recent announcements, programme and policies for power sector, the government is found keen on absorbing the improved technology and use of IT, extensively. In fact, the power distribution and generation utilities in India have started to use IT and advanced technologies as a key tool for improving revenue collection, minimizing AT&C losses, proper energy accounting and efficient consumer services. Still, there is lot to do for developing synergy between IT and the power sector where company like Genus providing innovative technologies can play a crucial role in improving power utilities' efficiency and productivity.

GENUS' KEY BUSINESS AREA: REVIEW AND OUTLOOK:

METERING SOLUTIONS:

With a wide range of efficient, cost-effective and advanced metering solutions and equipped with avant-garde facilities, Genus is a preferred choice of Power utilities. Genus offers various types of high-end programmable multi-functional intelligent metering solutions such as Residential single phase & three phase Electronic Energy Meters, Industrial Meters, Sub-station Meters, Agricultural Meters, Audit Meters, Group Meters (Low Voltage / High Voltage Distribution System), Grid Meters, Prepaid Meters, Distribution Transformer Metering System, Feeder Monitoring and Management System, Comprehensive Billing Software Solution using AMR techniques, Electricity Management Server, Smart Street Lighting System, etc. Genus products and innovative techniques facilitate the Power utilities to become commercially & technically viable through minimizing their transmission & distribution losses and improving collection efficiency.

METERING RANGE:

Residential Electronic Energy Meters

These are Single and Three Phase whole current meters with Class 1 accuracy used by utilities for residential consumers. The meters have been designed with in-built anti-tamper features including advanced detection logic and appropriate compensation for reduced metering.

Grid Meters

Class 0.2S ABT (Availability Based Tariff) Compliant meters ensure most reliable and precise metering on high-voltage networks.

Industrial / Substation / Agricultural / Audit Meters

Genus Industrial meters of Accuracy Class 1S & 0.5S are specifically designed for commercial users of electricity such as Commercial establishments, Industrial houses, Substations and Agricultural set-ups. These are multi-tariff meters measuring active, reactive energies and demands. These have unique anti-tampering features with tamper events and load profile recordings.

Group Meters

Low voltage / High Voltage Distribution System (LVDS / HVDS) is a new and innovative concept offered by Genus to improve efficiency and curtail theft. These systems are based on a powerful multiprocessor architecture enabling metrology and communication functions. LVDS is used for automatic remote metering and load control. One apartment or small group of consumers is given connection through an LVDS box installed on a pole. One LVDS box is capable of recording energy consumption of maximum of 18 consumers. This improves efficiency and reduces theft.

Special Meters

GENUS-PPM Single/Three Phase Prepayment Electricity Meters are designed with 3-DES encryption for highest level of security and support keypad based tokens.

AMR Solutions

AMR (Automatic Meter Reading) is the buzz word in the metering Industry. In the present deregulated environment, the utilities need to improve customer service and reduce their operating costs. Genus offers various AMR Solutions with an interest to reduce the meter reading cost which forms a major part of the operating cost. Implementation of Genus AMR Solutions enables both utilities and their consumers with many technical and economical benefits. As an option, Genus solution includes a control feature for connect/disconnect of each consumer remotely using an on-line access from central station to the selected consumer.

Software - URJA™ Electricity Management Server

URJA™ Electricity Management Server has been designed to collect, organize and relay the data collected in the energy meters. This data includes energy, electrical parameters, tamper details and load survey data. The data can be transferred or collected using AMR solutions through RF, PLC or modem and telephone lines as well. This data can then be used for analysis and monitoring or Management of Electricity.

Reference Meters

Genus 'Achook' is a portable single phase kWh reference meter. It measures the power system parameters and verifies

the accuracy error of single-phase energy meters under test in both the conditions, laboratory as well as on site testing. The use of clamp-on CT makes it possible to verify & record the accuracy of installed single phase energy meter on site without having to disconnect them

OPPORTUNITIES:

Indian Power Sector provides huge opportunities for those who manufacture energy efficient equipments and devices. As per studies, it has been established that energy efficiency projects, when appropriately implemented, could lead to a saving of as much as 23% of energy consumption. Bureau of Energy Efficiency (BEE), envisaged under the Energy Conservation Act, 2001, initiated several lines of actions in the areas of energy conservation in industry, commercial establishments and agriculture. Power utilities are focusing on 100% metering and thereby reduction of gap between the cost of supply and revenue realization. The Government's target to provide power to all by 2012 and total rural electrification also opens up enormous scope for power sector and its allied industries.

The demand for electrical equipments including efficient, cost-effective and advanced metering systems/solutions required for power sector is expected to get a boost due to the ongoing power sector restructuring and reforms programmes such as R-APDRP, which requires metering at all levels of distribution of electricity. The Central Electricity Authority ("CEA") has mandated the use of static meters instead of conventional electromagnetic meters. CEA has also mandated to use the meters having data storage and downloading facility that help in energy accounting and auditing. This is a crucial tool to recognize the areas of leakage, wastage & inefficient use and measures apposite for reduction of transmission & distribution losses of power utilities.

Furthermore the growth in housing sector due to expansion of economy and increase in population will also generate additional demand for new meters to the tune of 5-6 million units per annum.

ENGINEERING, CONSTRUCTIONS AND CONTRACTS (POWER PROJECTS) ('ECC'):

In India, there is a wide gap between demand of power and actual supply. Furthermore, the high Aggregate Technical and Commercial ('AT&C') losses of SEBs, inadequate metering, poor recovery of dues and decrepit T&D networks make the power sector more lackluster. The Government is now looking keen to fill the gap and make the power sector more efficient through its various Power sector reform programmes and regulations such as Restructured Accelerated Power Development Reform Programme (R-APDRP), Rajiv Gandhi Grameen Vidyutikaran Yojana (RGGVY), Electricity Act, 2003, National Electricity Policy, etc. It sets an ambitious mission of "Power for all: 2012" and also focuses on increasing per capita availability to over 1,000 unit by 2010. It has been well realized that good & adequate infrastructure is indispensable for the actual development of the power sector. The Government is also looking very intense to improve the power transmission & distribution infrastructure with increased private participation. This provides huge opportunity for the power sector companies to capitalize it. Genus being a well experienced & renowned player in the field of

turnkey projects in power transmission and distribution sector is ready to tap this vast opportunity as a quality service provider.

Genus has vast technical and operational expertise in setting up of new as well as up-gradation of existing power transmission and distribution networks, commissioning of sub-station, energy accounting and auditing at all distribution levels, reduction in T&D losses through innovation and technology and monitor power distribution billing using AMR technology.

RUNNING PROJECTS:

Currently, the Company is engaged in designing, manufacturing and supplying all materials/equipments for the erection, testing and commissioning of 32 new 33/11 KV substations in Gulbarga (Karnataka), Bihar and West Bengal. Out of 32 substations, 7 have been completed successfully.

Rural electrification turnkey projects are being undertaken under Rajiv Gandhi Grameen Vidyutikaran Yojana (RGGVY) for NHPC Limited in West Champaran (Bihar), Rayagada (Orissa), Kanker (Chhattisgarh) & Rajnandgaon (Chhattisgarh); for AVVNL in Udaipur and Chittorgarh (Rajasthan); for West Bengal State Electricity Distribution Company Limited in Malda (West Bengal) and in Indore (Madhya Pradesh).

The Company is also handling augmentation work of 11KV lines by upgrading/installing conductors and poles in Patiala (Punjab), Gurdaspur (Punjab) and Indore (Madhya Pradesh) besides executing High Voltage Distribution System (HVDS) work in Bhopal, Gwalior, Morena and Amba (Madhya Pradesh) (Funded by ADB).

Genus is also executing turnkey project for providing three phase electricity connections to agriculture consumers in Akola (Maharashtra).

Genus is also doing turnkey project to convert existing three phase supply lines to single phase supply line as and when required, in Latur (Maharashtra).

Genus is also engaged in a project awarded by Jharkhand State Electricity Board (JSEB) for erection, testing and commissioning of 132 KV Substation and Transmission Line in Simdega (Jharkhand).

POWER BACKUP/CONVERSION SOLUTIONS

(INVERTERS, UPS & BATTERIES):

Genus is now a renowned name in design & development of high-quality power saving and power backup solutions in India. Genus provides an extensive range of advanced Inverter and on-line UPS based on DSP Sine Wave Technology with many advanced features like Auto Sense Intelligent Control (ASIC), which truly help in increasing durability & efficiency of electronic products & applications. Genus has the capability and infrastructure to manufacture Inverters & UPS as per required specifications and ratings.

POWER BACKUP/CONVERSION SOLUTIONS RANGE:

Sure Sine Wave™ Inverter (600VA to 1400VA)

The technology used in Genus Sure Sine Wave™ Inverters and

Home UPS is DSP based technology that uses Auto Sense Intelligent Control (ASIC). ASIC technology gives maximum power and backup time. DSP monitors the output level and battery voltage and adjusts the amplitude and wave shape of the pure sine wave according to that. The DSP also corrects the Power Factor during battery charging.

Compact Inverter (600VA to 1400VA)

Compact size and an advanced technology make this Inverter very special. With improved technology in design, this inverter is able to charge the battery even if the mains AC voltage is as low as 100V only.

Higher KVA Inverters

Genus 2.5 KVA inverter with Sure Sine Wave Technology is the only Inverter in its category with a plastic front panel. It ensures 100% safety of high load capacity and normal home appliances. 5KVA & 10KVA Inverters with Sure Sine Wave Technology and ASIC technology is an alternate to GENSET for running high load capacity appliances and systems such as Air-conditioning units, Deep Freezers, Petrol Pumps, Photo Copiers, etc.

High Frequency Inverter

High frequency Series, with reliable, regulated and stabilized Sure Sine Wave Output, is a new milestone towards complete power generation system that is suitable for running household appliances. Its high frequency operation results in lesser hardware and reduced weight, which gives it a sleek look.

Automatic Lift Backup System

It is mainly designed for special purpose and available on a very low capital investment per KVA. Its features includes automatic controlled, noiseless operation, environment friendly, Built-in protection like Overload, Short-Circuit, Over Voltage, Regulated Voltage & Frequency, Built-in emergency landing facility, no extra accessories penal, acoustic cover etc. It requires very less space and its' battery utilizes power only when the load is applied.

DSP Sine wave solar hybrid inverter

It is designed with absolute & stable Sine Wave Output Voltage and Frequency and state-of-the-art MOSFET based PWM technology. It saves Power when mains and Solar both are present.

Online UPS

The primary purpose of the Genus's on-line UPS system is to protect critical and sensitive equipment from the electrical disturbances that may jeopardize their operation. Mains-line failures, mini blackouts, high & low voltage fluctuations, lightning, electrostatic discharge and rapid over-voltages are phenomena found in all environments, causing damage to hardware and loss of data. When the mains supply is present, the inverter section derives its power from the mains, rectifies it and the back-up batteries are kept in a constantly charged state. When the mains supply fails, the sources of DC power for the inverter section shifts to the battery without any break whatsoever in the output. It is useful for Network servers, Bridges, Hubs, Routers, Storage devices, Medical equipments, Industrial products, Telecommunication systems, ATM machines, Colour labs, Local Area Network (LAN), Embroidery machines, Satellite systems, Moulding machine, etc.

Sure Sine Wave™ Home UPS

Home UPS system with an in-built UPS runs home appliances and computers uninterrupted during power cuts. It is ideal for computers. It protects the appliances & computers from short circuit and reverse phase and ensure the same power quality as you get from the mains. It also ensures longer battery life and has wide charging range (I/P mains 90V to 290V).

OPPORTUNITIES:

Even though the electricity is one of the basic rights of a citizen like water, food & air and is also essential for overall development of the country, Indian cities are bearing severe power shortage. Power shortage and frequent power cut become more menace during summer. A recent report on 17th Electric Power Survey of India has projected the electrical energy demand for 2021-22 as 1915 Tera Watt Hours and peak electric demand as 298 Giga Watts. So, the development of sustainable alternative conventional and non-conventional, both sources of energy are indispensable.

Sun being basic source of all renewal energy has huge potential to cater to the demand of electricity of our growing population and economy. According to reports, the government has initiated a massive project to popularize solar energy systems. It is estimated these projects will generate 200,000 megawatts by 2050. The government has taken steps to install small scale photovoltaic panels, commercial scale solar plants and solar lightning systems to give impetus to the domestic manufacturers.

The current electricity situation in India coupled with rapidly growing economy and high density of population opens vast opportunities for manufacturer, who design & develop avant-garde & cost-efficient power saving and power backup solutions.

DISTRIBUTION TRANSFORMERS

The ongoing rapid growth in economic, higher electricity consumption across the industrial and residential end-user segments and the Government's focus on renovating and developing power infrastructure are resulting in a rapid boost in demand for power and distribution transformers in India. Mainly, the demand for distribution transformers is generated by SEBs and private power utilities owing to new construction, development of UMPP, grid expansion and replacement of old transformers.

Genus with its technical expertise and aggressive marketing strategies is ready to take advantage of the huge market potential and offer cost-effective products. We are not only ready to cater to the growing domestic demand but also exploring export markets in developing/neighborhood economies like Brazil, Bangladesh, Sri Lanka, Africa, Middle East, SAARC countries, where the demand is growing.

SEGMENT WISE / PRODUCT WISE PERFORMANCE REVIEW

Metering:

The Company sustained its superior performance in Electronic Energy Metering (EEM) business. During the year under review, the revenue from this business grew to

Rs.27670.01 lacs from Rs.25064.41 lacs in the preceding financial year 2008-2009. EEM production during 2009-10, at 2783019 (nos.) was its highest ever, surged from 2069355 (nos.) in 2008-09. The Company has been successful in making highest ever sale at 2673174 (nos.) meters as against 1987637 (nos.) in 2008-09. The world-class manufacturing facilities coupled with proactive execution techniques helped the Company to achieve higher sales.

Engineering, Constructions and Contracts (Power Projects) ('ECC'):

During the year under review, the Company posted revenue of Rs.31664.35 lacs compared to Rs.26514.50 lacs in FY 2008-2009, registering a 19% growth, from its Engineering, Constructions and Contracts (Power Projects) business. With profound brand image in designing, manufacturing and execution of power equipments & turnkey projects for power transmission & distribution network, Genus has been one of the biggest beneficiaries of the most ambitious ongoing power reform programme of the Government.

Power Backup/Conversion Solutions (Inverters, UPS & Batteries):

Power backup/conversion solutions/system business during the year showed tremendous performance, income from Inverters and UPS business jumped by 28% to Rs.5583.78 lacs from Rs.4359.06 lacs in 2008-09. The Company produced 145925 (nos.) Inverters & UPS as against 103619 (nos.) in the previous financial year 2008-09 and sold 137263 (nos.) as against 95819 (nos.) in 2008-09. The in-house R&D labs coupled with the state-of-art manufacturing facility allowed the Company to take benefit of huge supply gap of electricity in the country.

Distribution Transformers:

During the year under review, the Company manufactured 5797 distribution transformers against 2259 (nos.) in the preceding financial year and sold 2346 (nos.) distribution transformers against 987 (nos.) in 2008-09.

REVIEW OF FINANCIAL PERFORMANCE

The financial performance of the Company has been given separately in the Directors' Report.

COMPANY'S STRENGTH

- An integrated power infrastructure company in India having a renowned name in turnkey project business in power transmission & distribution sector where it offers efficient, reliable and complete solutions for power transmission & distribution network to bring demand and execution in perfect harmony with each other.
- With proven track record, Genus is one of the premier providers of metering solutions for power sector, offering turnkey design-to-end-products solutions.
- Specialization in providing 'Energy Management System' using AMR technology, which facilitates the Power Utilities to reduce its T&D losses and thus boost revenue.
- Superlative brand image in providing dependable & affordable power backup solutions based on avant-garde Technology with many advanced features.

- One of the leading providers of Single Window Automatic Meter Reading Solution covering various stages of electricity distribution system.
- One of the country's most efficient manufacturers of solar based products including a niche range of Inverters.
- Four state-of-the-art manufacturing facilities in India to accommodate to the needs of Power sector.
- Presence in almost all the State of India for coordination with the SEBs and other power utilities.
- Genus is accredited with all major quality and process certifications like 'ISO-9001: 2008', 'BIS', 'IEC', 'IECQ', 'C-DOT', 'CE' and 'S mark for safety & supplies to European Countries'.
- Genus has proud BIS certificate for different rated meters, which is amongst the highest in the country in Electronic Energy Meter Industry. This facilitates the Company to bag the orders/repetitive orders as all the State Electricity Boards & Private utilities are procuring only ISI marked meters.
- Genus possesses the prestigious DLMS certification from Geneva for energy meters, which is first in India.
- Recently, Genus has been awarded with STS (Standard Transfer Specification) certification, First and the only company in India with this certification. The Standard Transfer Specification (STS) has become recognized as the only globally accepted open standard for prepayment metering systems, ensuring inter-operability between system components from different manufacturers of prepayment systems. The STS has found widespread application, initially in South Africa and subsequently in many developed and developing countries.
- In-house R&D lab (recognized by the Ministry of Science & Technology, Government of India and accredited with 'National Accreditation Body for Testing Labs' (NABL)) makes Genus self-sufficient in technology advancement and innovation programmes.
- With the 'Lean Sigma Kaizen Techniques' with TBM Consultants, USA and other Experts, Genus continues to attain better productivity.
- Genus Quality Policy constantly emphasis delivering superior quality products and services meeting global standards. In-house reliability tests are conducted to ensure satisfactory performance and quality over the entire product/service chain.
- Driven by spirit of innovation, armed with globally competitive in-house R&D lab manifests our primary objective which is the enhancement of quality of lives.
- A highly experienced team of over 100 scientists/engineers incessantly delivering new and advanced products conforming to international standards and at affordable price.
- Fully state-of-the-art manufacturing facilities ensuring consistent delivery of high quality products.
- One Stop Metering Company offering products from a Small energy consumer to Bulk energy consumers.
- Strategically placed in "Tax Holiday" zone.
- Genus is self-sufficient in meeting its major power requirement.

- Having expertise in designing & manufacturing of extensive range of metering solutions and execution of metering installations projects for power transmission & distribution sector, Genus is one of the largest beneficiaries of the ongoing power reform programme of the Government.
- With huge constructed area, Genus is able to expand its production capacity at any time to capture higher orders of power equipments.
- Substantial network of structured and dedicated distributors and dealers of its power back-up solutions, spread all over the country ensure on-time product delivery and consistent after sales service.
- World-class tool room with advanced software, machines and automatic test systems make Genus a premier and cost efficient solution provider for power sector.
- Having large installation base of Electronic Energy Meters in India, Genus is a highly experienced to understand the needs of Power Utilities, which offer high value realisation for its customers and stakeholders alike.
- Invulnerable and substantial customer base spanning from various State Electricity Boards to private Utilities.
- Fitch Ratings India Pvt. Limited ('Fitch') has affirmed the Company a rating of "F1(ind)" to its INR1bn commercial paper/short term debt programme. Fitch has also affirmed the Company National Long Term Rating of "A-(ind)"/"Stable" Outlook.
- Strong order book position of above worth Rs.787.70 crore and participation in tenders of more than worth Rs. 1530 crore.

RISK AND CONCERN

The Company undertakes Engineering, Construction and Contracts (ECC) projects on turnkey basis for power transmission & distribution sector apart from providing integrated metering solutions to Power utilities and manufacturing of power backup & conversion systems/solutions. The execution of projects/orders depends on timely delivery of raw materials & equipments by suppliers, availability of skilled personnel, etc. However, using the past experiences, the top management regularly reviews the activities/progress of projects/orders to ensure timely & successful completion. Apart from the above, the company's operations have certain general business risks and concerns same as the other businesses/companies hold. General business risks and concerns include competition, interest rate fluctuation, fast technology changes and foreign exchange fluctuation.

However, the Company has a dedicated and competent Risk Management Team, which makes sure apposite recognition, evaluation, judgment and reporting of risks both internal and external faced or to be faced by the Company apart from implementation of cautious strategies and practices across its all functions. The Top Management is periodically informed about risk assessment and minimization strategies & procedures.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

We believe that an efficient internal control system and proactive procedures play a significant role in consistent

growth of the company. The Company's well-defined internal control systems and proactive procedures ensure effectiveness of functions in conformity with internal guidelines, policies, code of conducts, applicable rules & regulations, as well as safety of resources of the Company. The internal control systems and procedures also facilitate effective monitoring of all functions at all levels as well as timely reporting of deficiencies to Chief Executive, Audit Committee and the Board of Directors of the Company consistently.

The Company has appointed an independent Chartered Accountants' firm to carry out independent internal audit to monitor the entire operations at all its locations. It facilitates the Company to recognize errors and weak areas so that informed and timely corrective measures can be opted to minimize its impact.

The Audit Committee appraises the financial statements, findings of audits & internal control systems and report of compliance officer, on a periodical basis. Genus is fully committed to maintain high standards of internal control to ensure the steady growth of the company and thereby enhancing value of investment made by our stake-owners.

HUMAN RESOURCES

Your Company's industrial relations continued to be harmonious during the year under review. Genus strongly feels that personnel are the key to our success story; without their support and confidence, the growth achieved by the company would not have been possible. Genus firmly believes that the trained, devoted and motivated workforce can give a fillip to performance of all sections of the company. The company's HRM policy not only focuses on recruiting talents but also undertake responsibility for developing and retaining them through its various training and welfare programme. We continue to believe that employees are the true face of the company to outer world. Without pleasant & healthy relationship with them, a consistent growth trajectory would only be a dream.

Every employee goes through an annual performance appraisal process in order to fairly evaluate his/her performance, career growth options, job responsibility & job satisfaction. Genus always welcomes innovative ideas and active participation of employee at every stage, which can only benefit the Company and its personnel as a whole.

Genus believes that astonishing performance must be acknowledged and rewarded to boost further commitment and inspiration. During the year under review, under the Reward & Recognition Programme of the Company, the efforts and determination shown by the employees during the distressing fire accident, particularly on the day of fire accident, was acknowledged by awarding an appreciation letter and two Silver coins to each employee who bravely fought for the said cause and saved lives of many. Also, we provided support to our employees and their family by organizing Blood donation camps and helping them in other ways at times treating the organization as an extended family. At present, the employee strength of your company is about 900.

CAUTIONARY STATEMENT

Statements made in this report and those appearing elsewhere describing the company's objectives, projections, estimates, expectations or predictions, may be 'forward looking statements' within the meaning of applicable laws and regulations. The reason behind the statements is to provide better understanding/platform to investors/readers about the company's operation and future prospects so that they can make informed decision. Actual results might differ from those expressed or implied. The main factors that could affect the Company's operations include significant change in labour relations, interest rates, the government policies, regulations, tax laws, economic conditions, global situation and incidental factors beyond our control.

For and on behalf of the Board of Directors

I. C. AGARWAL

Chairman & Managing Director

Jaipur, August 06, 2010

Corporate Governance Report

(Annexure to the Directors' Report)

1. A BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

India has seen a paradigm shift in its economic environment during the last two decades, which has led to rising focus towards transparent reporting system for corporate. We continue to believe the good corporate governance practices are in the long-term interest of the company as well as the investors. Since inception Genus remained fully focused on achieving the higher standard of transparency, integrity, fairness, professionalism, accountability and best business practices across all areas of operations. Genus ensures the compliance of not only the corporate governance as described in the Listing Agreement but also to strongly pursue other voluntary practices/procedures to protect the shareholders' interest.

2. BOARD OF DIRECTORS

(i) Pecuniary Relationship:

Non-executive directors do not have any material pecuniary relationship and transaction with the Company, promoters and management, except as stated in clause 3F of this report.

(ii) Composition:

The Board has an optimum combination of executive and non-executive independent directors. The strength of the Board as on 31st March, 2010 was 10 directors, out of which 4 are executive directors, 1 is non-executive non-independent director and 5 are non-executive independent directors.

(iii) Board Procedure:

During the financial year under review, the Board of Directors met 10 times. The Board has complete access to the information within the Company. The agenda of Board meeting is provided to directors in advance. The maximum time gap between any two meetings was not more than four months. The Board Meetings were held on the following dates:-

April 28, 2009	July 28, 2009	Sept 29, 2009	Oct 27, 2009	Jan 16, 2010
May 11, 2009	Aug 11, 2009	Oct 24, 2009	Dec 04, 2009	Jan 27, 2010

The details of the composition and categories of the existing Board of Directors, their attendance at the Board Meeting and Annual General Meeting, the number of other Directorships & Committees positions are given below:

Name of the Director	Nature of Directorship	Attendance at last AGM held Yes/No	No. of Board Meetings attended	No. of Directorships of other Indian Companies		No. of other Board Committee Membership (Chairman-ship)
				Public Co.	Private Co.	
1. Mr. Ishwar Chand Agarwal	CMD	Yes	10	08	NIL	NIL (NIL)
2. Mr. Rajendra Kumar Agarwal	ED***	No	10	01	NIL	NIL (NIL)
3. Mr. Jitendra Kumar Agarwal	ED***	No	10	02	NIL	NIL (NIL)
4. Mr. Giriraj Kishore Sharma	ED***	No	07	01	NIL	NIL (NIL)
5. Mr. Vishnu Todi	NENID	No	04	01	NIL	NIL (NIL)
6. Wg. Cdr. (Retd.) B. S. Solanki	NEID	No	10	02	NIL	NIL (NIL)
7. Mr. Indraj Mal Bhutoria	NEID	No	05	01	02	NIL (NIL)
8. Mr. Rameshwar Pareek	NEID	Yes	10	07	NIL	03 (03)
9. Mr. Dharam Chand Agarwal	NEID	No	10	01	NIL	NIL (NIL)
10. Mr. Udit Agarwal*	NEID	No	04	NIL	NIL	NIL (NIL)
11. Mr. Ram Dayal Sharma**	NEID	No	01	01	01	NIL (NIL)

* Appointed as director w. e. f. 24th October, 2009.

** Ceased as director on account of resignation w. e. f. May 05, 2009.

*** Non-Independent.

CMD - Chairman & Managing Director
ED - Executive Director
NENID - Non-Executive, Non Independent Director
NEID - Non-Executive, Independent Director

(iv) **Code of Conduct for Business & Ethics :**

The Company has well defined and approved 'Code of Conduct' for all Board members and senior management personnel of the Company. The code of conduct has also been posted on the website of the Company. All Board members and senior management personnel of the Company have affirmed compliance with the code of conduct of the Company on annual basis. A declaration signed by Chairman & Managing Director is given at the end of this Report.

(v) **Code of Conduct for Prevention of Insider Trading:**

The Company has in accordance with requirement of SEBI (Prohibition of Insider Trading) Regulation, 1992, instituted a Code of Conduct for prevention of insider trading for its management and staff. The Code lays down guidelines, which advise on procedures to be followed and disclosures to be made while dealing with shares of the Company. The trading window is closed at the time of declaration of results, dividend and all other material events. A yearly disclosure under the said regulation is taken from the directors/officers/designated employees.

3. COMMITTEES OF THE BOARD

The Company has the following committees with adequate delegation of powers to discharge respective functions as well as to meet the exigencies of the business of the Company:

The details of the Committees constituted by the Board are as under:

A. Audit Committee:

The role and terms of reference of the Audit Committee are as per the guidelines set out in the Listing Agreement with the Stock Exchanges and the provisions of section 292A of the Companies Act, 1956 and that inter-alia include to oversight of the Company's financial reporting process, reviewing with management the annual financial statements, reviewing the adequacy of internal audit function, company's financial and risk policies, reviewing management discussion and analysis of financial condition and results of operations, statement of significant related party transactions, submitted by management, management letters / letters of internal control weaknesses issued by the statutory auditors, Internal audit reports relating to internal control weaknesses, the appointment, removal and terms of remuneration of the chief internal auditor, etc. The Audit Committee has adequate powers and detailed terms of reference to play effective role as required under the provisions of the Companies Act, 1956 and clause 49 of the Listing Agreement entered into with Stock Exchanges.

The Audit Committee comprised the following directors: -

1. Mr. Rameshwar Pareek : Chairman
2. Wg. Cdr. (Retd.) B. S. Solanki : Member
3. Mr. Ram Dayal Sharma : Member (ceased to be a member on account of cessation of his directorship with effect from 05.05.2009)

The Audit Committee was reconstituted on 11.05.2009 as follows:

1. Mr. Rameshwar Pareek : Chairman
2. Wg. Cdr. (Retd.) B. S. Solanki : Member
3. Mr. Dharam Chand Agarwal : Member

The Company Secretary of the Company acts as a Secretary to the Committee. The auditors, the internal auditors and officer heading accounts & finance department of the Company are permanent invitees to the Meeting of the Audit Committee.

The Audit Committee met six times during the year under review and the meetings were held on April 27, 2009, July 27, 2009, August 10, 2009, September 29, 2009, October 26, 2009 and January 25, 2010.

The details of the attendance of the members of Audit Committee in their meetings held during the year under review are as under:

Name of the Member	Status	No. of Meetings	
		Held	Attended
1. Mr. Rameshwar Pareek	Independent Non-Executive Director	6	6
2. Wg. Cdr. (Retd.) B. S. Solanki	Independent Non-Executive Director	6	6
3. Mr. Dharam Chand Agarwal* (*w. e. f. 11.05.2009)	Independent Non-Executive Director	5	5
4. Mr. Ram Dayal Sharma** (**Upto 05.05.2009)	Independent Non-Executive Director	1	1

B. Share Transfer and Investors' Grievances Committee:

The Share Transfer & Investors' Grievances Committee comprised the following directors: -

1. Mr. Rameshwar Pareek : Chairman
2. Mr. Dharam Chand Agarwal : Member
3. Wg. Cdr. (Retd.) B.S. Solanki : Member

The terms of reference of the Committee were as under:

1. To oversee and review all matters related with transfer, transmission, transposition, dematerialisation, rematerialisation and mutation of securities.
2. To approve issue of share certificate including duplicate, split, sub-divide or consolidate.
3. To oversee and review redressal of shareholders' grievances related to transfer, transmission, transposition, dematerialisation, rematerialisation, mutation of securities and issue of share certificate including duplicate, split, sub-divide or consolidate.
4. To look into redressal of shareholders' grievances relating to non-receipt of declared dividends, non-receipt of Annual Report, etc.

Any two members present form quorum. The Committee generally meets once in a month. The Company Secretary of the Company acts as Secretary of the Committee.

The Share Transfer & Investors' Grievances Committee was re-designated as Investors Grievances Committee and reconstituted on 11.05.2009 as follows: -

1. Mr. Dharam Chand Agarwal : Chairman
2. Mr. Rameshwar Pareek : Member
3. Wg. Cdr. (Retd.) B.S. Solanki : Member

The terms of reference of the Committee were same as described above.

During the year under review, the Company has received 11 complaints from shareholders and all were attended and resolved timely & satisfactorily. There was no pending complaint as on 31st March, 2010.

The Investors' Grievance Committee met ten times during the year under review and the meetings were held on 16th April, 2009, 08th May, 2009, 16th June, 2009, 26th June, 2009, 20th July, 2009, 29th July, 2009, 31st October, 2009, 13th January, 2010, 18th January, 2010 and 25th January, 2010.

The details of attendance of the members of 'Investors' Grievance Committee' in their meetings held during the year under review are as under:

Name of the Member	Status	No. of Meetings	
		Held	Attended
1. Mr. Rameshwar Pareek	Independent Non-Executive Director	10	10
2. Mr. Dharam Chand Agarwal	Independent Non-Executive Director	10	10
3. Wg. Cdr. (Retd.) B. S. Solanki	Independent Non-Executive Director	10	10

C. Sales Committee:

The Sales Committee consists of the following directors: -

1. Mr. Ishwar Chand Agarwal : Chairman
2. Mr. Rajendra Kumar Agarwal : Member
3. Mr. Jitendra Kumar Agarwal : Member
4. Wg. Cdr. (Retd.) B. S. Solanki : Member

The Company Secretary of the Company acts as Secretary of the Committee.

This Committee review sales related matters and marketing strategies being followed, besides participation in tenders floated by SEBs and Private Utilities.

The Sales Committee met thirteen times during the year under review and the meetings were held on 25th May, 2009, 06th July, 2009, 18th July, 2009, 07th August, 2009, 12th September, 2009, 25th September, 2009, 06th October, 2009, 23rd October, 2009, 28th November, 2009, 26th December, 2009, 25th January, 2010, 17th February, 2010 and 22nd March, 2010.

The details of attendance of members of the Sales Committee are as under:

Name of the Member	Status	No. of Meetings	
		Held	Attended
1. Mr. Ishwar Chand Agarwal	Chairman & Managing Director	13	13
2. Mr. Rajendra Kumar Agarwal	Executive Director	13	12
3. Mr. Jitendra Kumar Agarwal	Executive Director	13	13
4. Wg. Cdr. (Retd.) B.S. Solanki	Independent Non-Executive Director	13	13

D. Remuneration Committee:

The Remuneration Committee comprised the following members:

1. Mr. Rameshwar Pareek : Chairman
2. Wg. Cdr. (Retd.) B. S. Solanki : Member
3. Mr. Ram Dayal Sharma : Member (ceased to be a member on account of cessation of his directorship with effect from 05.05.2009)

The Remuneration Committee was reconstituted on 11.05.2009, as follows:

1. Mr. Dharam Chand Agarwal : Chairman
2. Mr. Rameshwar Pareek : Member
3. Wg. Cdr. (Retd.) B. S. Solanki : Member

The Company Secretary of the Company acts as Secretary to the Committee.

The terms of reference of the Committee includes recommending to the Board of Directors remuneration payable to Managerial Personnel from time to time.

The Remuneration Committee met two times during the year under review and the meetings were held on 20th July, 2009 and 28th September, 2009. The details of attendance of members of the Remuneration Committee are as under:

Name of the Member	Status	No. of Meetings	
		Held	Attended
1. Mr. Dharam Chand Agarwal	Independent Non-Executive Director	2	2
2. Mr. Rameshwar Pareek	Independent Non-Executive Director	2	2
3. Wg. Cdr. (Retd.) B. S. Solanki	Independent Non-Executive Director	2	2

E. Finance Committee:

The Finance Committee of Directors comprised the following members:-

1. Mr. Ishwar Chand Agarwal : Chairman
2. Mr. Rajendra Kumar Agarwal : Member
3. Mr. Jitendra Kumar Agarwal : Member

The terms of reference of the said Committee are, as follows:

1. Borrow moneys and exercise all powers to borrow moneys (otherwise than by issue of debentures) not exceeding Rs.1000 crore in aggregate at any time and taking all necessary actions connected therewith within the limit prescribed in law.
2. Provide guarantee including performance guarantee, issue letter of comfort and providing securities and taking all necessary actions connected therewith (subject to compliances u/s 372 A of the Companies Act, 1956).
3. Review of banking arrangement and taking all necessary actions connected therewith including refinancing for optimization of borrowing costs (subject to overall limit of borrowing).
4. Review of the Company's financial policies, strategies and capital structure.
5. Review of working capital and cash flow management.
6. Consider viability for issuance of new modes of securities including foreign funds subject to laws applicable.
7. Advise on financial matters/policies in overall interest of Company.

The Finance Committee met ten times during the year under review and the meetings were held on May 23, 2009, July 29, 2009, September 03, 2009, September 23, 2009, December 23, 2009, January 25, 2010, January 29, 2010, February 25, 2010, March 08, 2010 and March 18, 2010.

The details of attendance of members of the Finance Committee are as under:

Name of the Member	Status	No. of Meetings	
		Held	Attended
1. Mr. Ishwar Chand Agarwal	Chairman & Managing Director	10	10
2. Mr. Rajendra Kumar Agarwal	Executive Director	10	10
3. Mr. Jitendra Kumar Agarwal	Executive Director	10	10

F. The details of remuneration paid to managerial personnel during the year 2009-10 are given below:

Name of the Director	Salary & Allowances (Rs.)	Perquisites (Rs.)	Total (Rs.)
1. Mr. Ishwar Chand Agarwal, CMD	*102,00,000	NIL	*102,00,000
2. Mr. Rajendra Kumar Agarwal, Executive Director	36,00,000	NIL	36,00,000
3. Mr. Jitendra Kumar Agarwal, Executive Director	36,00,000	NIL	36,00,000
4. Mr. Giriraj Kishore Sharma, Whole Time Director	13,30,000	NIL	13,30,000

*Includes arrears.

No bonus & severance fees are payable to the managerial personnel and no Employee Stock Option has been offered to any of them by the Company.

Sitting fee paid to the Non-executive directors of the Company during the year under review is as detailed below:

Name of the Director	Amount (in Rs.)
1. Mr. Rameshwar Pareek	14000
2. Wg. Cdr. (Retd.) B. S. Solanki	20500
3. Mr. Ram Dayal Sharma (Directorship upto 04.05.2009)	1000
4. Mr. Indraj Mal Bhutoria	2500
5. Mr. Dharam Chand Agarwal	13500
6. Mr. Udit Agarwal	2000

The numbers of shares or convertible instruments held by non-executive directors are as follows:

Name of Director	No. of Shares	Convertible Instruments
1. Mr. Rameshwar Pareek	NIL	NIL
2. Wg. Cdr. (Retd.) B. S. Solanki	1000	NIL
3. Mr. Ram Dayal Sharma (Directorship upto 04.05.2009)	2500	NIL
4. Mr. Indraj Mal Bhutoria	NIL	NIL
5. Mr. Dharam Chand Agarwal	NIL	NIL
6. Mr. Udit Agarwal	1000	NIL

4. CEO/CFO CERTIFICATION

The certification on financial statements pursuant to Clause 49V of the Listing Agreement has been obtained from the Chairman & Managing Director and Executive Director of the Company heading the finance & accounts functions. The copy of same is given at the end of this Report.

5. GENERAL BODY MEETINGS

a) The details of location and time of last three Annual General Meetings are given below:

Year	Location	Date	Time
2006-2007	76, Defence Enclave, Vikas Marg, Delhi-110092	29.09.2007	3.00 P.M.
2007-2008	76, Defence Enclave, Vikas Marg, Delhi-110092	30.09.2008	3.00 P.M.
2008-2009	76, Defence Enclave, Vikas Marg, Delhi-110092	26.09.2009	3.00 P.M.

b) The details of the special resolutions passed in the previous three Annual General Meetings are given below:

AGM	Subject of Special Resolution Passed
15th (29.09.2007)	1. Amendment in articles of association of the Company.
16th (30.09.2008)	1. Amendment in articles of association of the Company. 2. Increase in salary of Shri Ishwar Chand Agarwal, Chairman & Managing Director.
17th (26.09.2009)	1. Amendment in articles of association of the Company. 2. Re-appointment of Shri Rajendra Kumar Agarwal as Executive Director and payment of remuneration. 3. Re-appointment of Shri Giriraj Kishore Sharma as Whole-time Director and payment of remuneration.

c) No special resolution was passed through postal ballot during the financial year 2009-2010.

6. DISCLOSURES

(A) Disclosure on materially significant related party transactions that may have potential conflict with the interest of the Company at large:

During the year 2009-10, there were some transactions with Directors/Promoters and other concerns in which some directors/relatives thereof are interested, which have been reported in 'Notes to Accounts' (Schedule 18), all have no potential conflict with the interest of the Company at large. All these transactions were at usual rates and upon conditions prevailing in market.

(B) Details of non-compliance by the Company, penalties, strictures imposed on the company by stock exchanges or SEBI, or any statutory authority, on any matter related to capital market, during the last three years:

The Company has complied with the requirements of the Stock Exchanges, SEBI and other Statutory Authorities on all matters related to capital market during last three years. No penalties have been imposed on the Company by the Stock Exchanges or SEBI or any other Statutory Authorities related to capital market during last three years.

(C) Affirmation that no personnel have been denied access to the audit committee:

No personnel have been denied access to the audit committee.

(D) Details of Compliance with mandatory requirements and adoption of the non-mandatory requirements of clause 49 of the Listing Agreement:

The Company has implemented the mandatory requirements/guidelines of Corporate Governance as set out in the Listing Agreement. In respect of compliance of the non-mandatory requirements, the Company has constituted a Remuneration Committee, the details whereof are given under the heading "Remuneration Committee". The Board also appraises the compliance of non-mandatory requirements under Clause 49 of the Listing Agreement from time to time.

7. MEANS OF COMMUNICATION

- a). The quarterly/half-yearly/annual audited/unaudited financial results of the Company were usually sent to the concerned Stock Exchanges immediately after they were approved by the Board of Directors. The results were published in widely circulated national and local daily newspapers such as 'The Economic Times/Business Standard/Financial Express' in English and 'Business Standard/Nav Bharat Times/Jansatta' in Hindi. All Company's results/news/events were also posted on the Company's website - 'www.genus.in'
- (b). The Management Discussion and Analysis Report forms part of the Directors' Report.

8. BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

(a) DHARAM CHAND AGARWAL

Shri Dharam Chand Agarwal, aged 58 years has vast industrial exposure and in-depth knowledge in the field of timber business. He is an independent director on the Board of the Company. He is also a director on the Board of Genus Prime Infra Limited. He does not hold any equity shares of the Company as on March 31, 2010.

(b) RAMESHWAR PAREEK

Shri Rameshwar Pareek, aged 66 years, is M.A in Economics and has extensive experience of more than 35 years in implementation of Govt. policies & their governance. He being a former Senior Executive of Rajasthan Financial Corporation, Jaipur, has industrial exposure and in-depth knowledge as he served on deputation to Bureau of Industrial Promotion (BIP), Jaipur. He is fully conversant with Govt. Departments and reputed corporate houses working. He is an independent director on the Board of the Company. He is also director on the Boards of M/s. Mayur Uniquoters Limited, M/s. Genus Electrotech Ltd., M/s. Kailash Vidyut & Ispat Limited, M/s. K G Petro Chem Limited, M/s. Genus Prime Infra Limited, M/s. Genus Paper Products Limited and M/s. Virtuous Infra Limited. He does not hold any equity shares of the Company as on March 31, 2010.

(c) INDRAJ MAL BHUTORIA

Shri Indraj Mal Bhutoria, aged 42 years, is a commerce graduate, has business experience of more than 13 years and is having business relations with highly reputed corporate and industrial houses. He has vast experience in trade policies & marketing. He is an independent director on the Board of the Company. He is also director on the Boards of M/s. Godavari Commodities Ltd., M/s. Likeme Borter Pvt. Ltd. and M/s. Anusandhan Commotrade (P) Ltd. He does not hold any equity shares of the Company as on March 31, 2010.

9. FIXED DEPOSITS

There is no default in repayment of deposits as on March 31, 2010.

10. NAME AND DESIGNATION OF THE COMPLIANCE OFFICER

Mr. Raj Kumar Yadav, Company Secretary is the Compliance Officer of the Company for complying with provisions of the Listing Agreement, Company Law and SEBI Rules & Regulations. His email ID is 'cs@genus.in'.

11. GENERAL SHAREHOLDERS INFORMATION

(a) 18th Annual General Meeting

Date : Friday, 17th September, 2010
 Time : 3.00 p.m.
 Venue : G-81, Preet Vihar, Delhi-110092

(b) **Dates of Book Closure:** From Tuesday, September 14, 2010 to Friday, September 17, 2010. (both days inclusive) for the purpose of AGM and payment of dividend.

(c) **Dividend Payment Date:** On or after 27th September, 2010.

(d) Financial Calendar:

Financial Year: April 01, 2010 to March 31, 2011.

Financial Results for : (Tentative)

First Quarter : By August 14, 2010
Half Year : By November 14, 2010
Third Quarter : By February 14, 2011
Fourth Quarter : By May 15, 2011

(e) **Listing on Stock Exchanges and Stock Codes:** The Company's securities are listed and traded at the following Stock Exchanges:

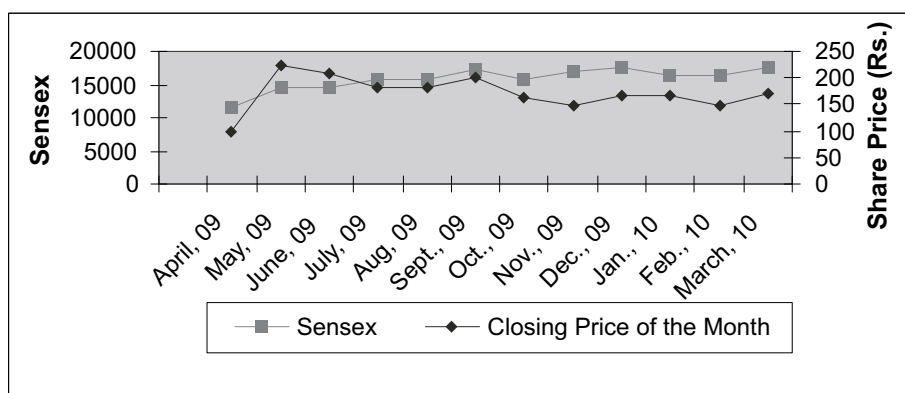
S. No.	Name and address of Stock Exchanges	Stock Code
1	Bombay Stock Exchange Limited (BSE) Pheeroz Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	530343
2	National Stock Exchange of India Limited (NSE) Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai-400051	GENUSPOWER

The company has paid the Listing Fees to BSE & NSE and Custodial Fees to CDSL & NSDL for the year 2010-2011.

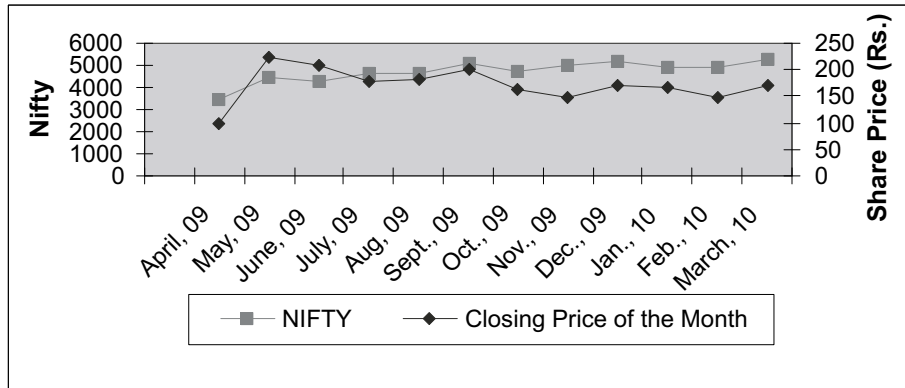
(f) **International Securities Identification Number (ISIN):**

Equity Shares : INE955D01011

(g) (1) **Stock performance in comparison to BSE SENSEX:**



(2) Stock performance in comparison to NSE NIFTY:



(h) Market Price Data: Highs & Lows quotations of securities* on Bombay Stock Exchange and National Stock Exchange during each month for the year 2009-2010:

Month	Bombay Stock Exchange (BSE)			National Stock Exchange (NSE)		
	High (Rs.)	Low (Rs.)	Volume (Nos.)	High (Rs.)	Low (Rs.)	Volume (Nos.)
April, 2009	125.65	85.20	1021096	126.00	86.10	1394262
May, 2009	222.70	100.05	1581267	222.60	99.80	1839910
June, 2009	281.85	173.15	703748	283.00	174.20	779776
July, 2009	216.80	164.10	464133	216.00	164.00	601906
August, 2009	198.60	152.05	537716	198.00	155.00	886586
September, 2009	214.75	178.80	1952900	214.90	178.05	2668859
October, 2009	224.00	151.60	1749283	224.00	151.90	2243627
November, 2009	161.00	131.85	1831072	161.00	131.30	2572428
December, 2009	191.30	148.30	2376976	191.30	148.20	3242730
January, 2010	203.55	160.00	2609209	203.40	160.05	3584407
February, 2010	175.00	145.00	533724	174.00	145.00	876937
March, 2010	181.40	146.05	1453868	181.00	148.10	1375072

* Securities (Equity Shares) of the Company were not traded in Stock Exchanges other than BSE & NSE during the year under review.

(i) Distribution of Shareholdings:

The distribution of shareholdings as on March 31, 2010:

Share Holding	Share Holders		Share Holding	
	Number	% to Total	Number of Shares	% to Total
Upto 500	12450	87.1788	15,15,825	10.2485
501 – 1000	928	6.4981	7,59,393	5.1343
1001 – 5000	720	5.0417	15,16,222	10.2512
5001 – 10000	79	0.5532	5,70,969	3.8603
10001 – 50000	62	0.4341	14,43,277	9.7580
50001 – 100000	15	0.1050	11,14,390	7.5344
100001 and above	27	0.1891	78,70,606	53.2133
TOTAL	14281	100.0000	1,47,90,682	100.0000

Shareholding Pattern as on March 31, 2010: (Equity Shares of Rs.10/- each)

Category of Shareholders		No. of Holders	No. of Shares	No. of Share in DEMAT	% of (A + B)	% of (A + B + C)	No. of Pledged Shares	% [(VIII)/(IV) * 100]
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
(A) Total Shareholding of Promoter & Promoter Group								
(1) Indian								
(a)	Individual/HUF	27	2892462	2892462	19.556	19.556	524000	18.12
(b)	Central/State Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(c)	Bodies Corporate	7	3243592	3243592	21.93	21.93	1018800	31.41
(d)	Fin. Institutions / Bank	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(e)	Any Other	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<i>Sub-Total of (A)(1)</i>		34	6136054	6136054	41.486	41.486	1542800	25.14
(2) Foreign								
(a)	Individuals (NRIs/Foreign)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(b)	Bodies Corporate	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(c)	Institutions	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(d)	Any Other	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<i>Sub-Total of (A)(2)</i>		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Shareholding of Promoter & Promoter Group								
(A) = (A)(1) + (A)(2)		34	6136054	6136054	41.486	41.486	1542800	25.14
(B) Public Shareholding								
(1) Institutions								
(a)	Mutual Funds / UTI	8	95877	85877	0.648	0.648	NA	NA
(b)	Fin. Institutions / Banks	2	600	Nil	0.004	0.004	NA	NA
(c)	Central/State Govt.	Nil	Nil	Nil	Nil	Nil	NA	NA
(d)	Venture Capital	Nil	Nil	Nil	Nil	Nil	NA	NA
(e)	Insurance Company	Nil	Nil	Nil	Nil	Nil	NA	NA
(f)	Foreign Inst. Investors	6	219235	219235	1.482	1.482	NA	NA
(g)	Foreign VC Investors	1	4300	Nil	0.029	0.029	NA	NA
(h)	Any Other	Nil	Nil	Nil	Nil	Nil	NA	NA
<i>Sub-Total (B)(1)</i>		17	320012	305112	2.164	2.164	NA	NA
(2) Non-Institutions								
(a)	Bodies Corporate	535	3311160	3308160	22.387	22.387	NA	NA
(b) Individuals								
i. Individual Shareholders Holding								
Nominal Share Upto Rs.1 Lakh		13000	3197140	2913191	21.616	21.616	NA	NA
ii. Individual Shareholders Holding								
Nominal Share greater than Rs.1 Lakh		21	1138406	1138406	7.697	7.697	NA	NA
(c) Any Other								
NRI/OCBs		501	455095	329495	3.077	3.077	NA	NA
Clearing Member/Clearing Corp		173	232815	232815	1.574	1.574	NA	NA
<i>Sub-Total (B)(2)</i>		14230	8334616	7922067	56.35	56.35	NA	NA
Total Public Shareholding								
(B) = (B)(1) + (B)(2)		14247	8654628	8227179	58.514	58.514	NA	NA
TOTAL (A) + (B)		14281	14790682	14363233	100	100	1542800	10.43
(C) Shares held by Custodians And against which DRs have been issued								
		Nil	Nil	Nil	Nil	Nil	NA	NA
GRAND TOTAL (A) + (B) + (C)		14281	14790682	14363233	100	100	1542800	10.43

Note: The Company has only one class of equity shares.

(j) **Registrar & Share Transfer Agents:**

M/s. Niche Technologies Pvt. Ltd.,
D-511, Bagree Market,
71, B.R.B. Basu Road,
Kolkata – 700 001
Tel.: (033) 22357271/70/3070, 22343576
Fax: (033) 22156823
E-mail: nichetechpl@nichetechpl.com

(k) **Share Transfer System:**

To speed up the process and disposal of share transfers and other shareholders' related matters, the Board of the Company has delegated the power of share transfer, transmission, etc., to the registrar and share transfer agent, M/s. Niche Technologies Pvt. Ltd. The registrar and share transfer agent has fully computerised system for the share transfer activity (other than demat share) and attends to all delegated matters, timely and appropriately. The depositories directly transfer the dematerialised shares to the beneficiaries.

During the year 2009-2010, 16 (Nos.) requests received for transfer of 5500 Equity Shares in physical form were effected and certificates duly transferred dispatched within time. 1 (No.) request received for transmission of 500 Equity Shares in physical form and 4 (Nos.) requests received for issuance of duplicate/replaced share certificates for 2111 Equity Shares were effected and dispatched within time. 12 (Nos.) Rematerialisation requests received for 2111 Equity Shares and effected within time. 52 (Nos.) demat requests received for 27300 Equity Shares and out of which, 26800 confirmed and 500 rejected during the period from 01.04.2009 to 31.03.2010.

(l) **Dematerialisation of Shares and Liquidity:**

The equity shares of your Company are being compulsorily traded in dematerialised form. The Company's shares are available for trading under both the Depository Systems in India, the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL). As on 31st March, 2010, 1,43,63,233 equity shares in aggregate forming 97.11% of the Equity Share Capital of the Company have been dematerialised. 14371437 equity shares forming 97.17% of the Issued & Paid-up Equity Share Capital of the Company were held in dematerialised form as of 30.07.2010.

The equity shares of the Company are actively traded in Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) regularly.

(m) **Designated E-mail ID for Shareholders:** cs@genus.in

(n) **Outstanding GDR/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity:**

11,00,000 (nos.) convertible warrants were issued on 16th January, 2010 (each convertible warrant convertible within 18 months from the date of allotment of warrants into and/or providing the holder the option to subscribe to one fully paid-up equity share of Rs. 10/- each) (aggregating to 11,00,000 equity shares) at a price of Rs.190/- per equity share (including a premium of Rs.180/- per share) to one of the promoters of the Company for cash on a preferential basis. Assuming all the warrants are converted into Equity Shares, the number of Equity Shares available for trading in the Indian Stock Exchanges would go up by further 11,00,000 Equity Shares.

(o) **Secretarial Audit:**

The secretarial audit by a qualified Chartered Accountant has been carried out every quarter to reconcile the total issued and listed capital and the total admitted capital with National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL). The secretarial audit report confirms that the total issued/paid-up capital is in agreement with the aggregate total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

(p) **Transfer of unclaimed amount to 'Investor Education and Protection Fund':**

Pursuant to Section 205C of the Companies Act, 1956 and the Investor Education and Protection Fund ('IEPF') (Awareness and Protection of Investor) Rules, 2001, during the year 2009-10, a sum of Rs.7,74,129/- being unpaid/unclaimed dividend for the year 2001-02 has been transferred to the IEPF.

(q) **Location of Plants:**

- (A) SPL-3, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur – 302022 (Rajasthan), (India.)
- (B) Plot No. 12, Sector 4, IIE, SIDUCUL, Haridwar-249403 (Uttarakhand), (India)
- (C) SP-4-2, Keshwana, Kotputli, Dist.-Jaipur-303108, (Rajasthan), (India)
- (D) Plot No.9, Sector-2, SIDCUL, Haridwar – 249403 (Uttarakhand), (India)

(r) **Address for Correspondence:**

Registrar & Share Transfer Agent

M/s. Niche Technologies Pvt. Ltd.,
D-511, Bagree Market,
71, B. R. B. Basu Road, Kolkata – 700 001
Tel.: (033) 22357271/70/3070, 22343576
Fax: (033) 22156823
E-mail: nichetechpl@nichetechpl.com

Corporate Office

SPL-3, RIICO Industrial Area,
Sitapura, Tonk Road, Jaipur-302022.
Telephone Nos.: + 91-141-2770003, 3911400/500
Fax Nos. : + 91-141-2771355/2770319

Registered Office

D-116, Okhla Industrial Area,
Phase-1, Okhla, New Delhi-110020.
Telephone Nos.: + 91-11-26371882
Fax Nos. : + 91-11-26371884

E-mail ID

cs@genus.in

Website

www.genus.in

12. DECLARATION BY CEO ON CODE OF CONDUCT

I, Mr. I.C. Agarwal, Chairman & Managing Director of the Company, hereby declare that the Company has obtained from all the Board members and the senior management personnel of the Company affirmation that they have complied with the code of conduct as applicable to them.

For and on behalf of the Board of Directors

I. C. AGARWAL
Chairman & Managing Director

Jaipur, August 06, 2010

Certificate of Chairman & Managing Director And Executive Director

To the Board of Directors of Genus Power Infrastructures Limited

Dear Sirs,

We, Mr. Ishwar Chand Agarwal, Chairman & Managing Director and Mr. Rajendra Kumar Agarwal, Executive Director of the Company, heading the finance & accounts functions, hereby certify as under:

- (a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2010 and that to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violation of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) There have been no:
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year; and
 - (iii) instances of fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

Yours sincerely,

(Ishwar Chand Agarwal)
Chairman & Managing Director
Jaipur, August 06, 2010

(Rajendra Kumar Agarwal)
Executive Director

Auditors' Certificate on Compliance of Conditions of Corporate Governance

To the members of Genus Power Infrastructures Limited,

We have examined the compliance of conditions of corporate governance by Genus Power Infrastructures Limited for the financial year ended March 31, 2010 as stipulated in clause 49 of the Listing Agreement entered into by the Company with the Stock Exchanges.

The compliance of conditions of corporate governance is the responsibility of management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied in all material respects with the conditions of corporate governance as stipulated in the above mentioned listing agreements.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which management has conducted the affairs of the Company.

For D. KHANNA & ASSOCIATES,
Firm Registration No.012917N
Chartered Accountants

DEEPAK KHANNA
Partner
Membership No. 092140
Jaipur, August 06, 2010

Auditors' Report

TO THE MEMBERS OF GENUS POWER INFRASTRUCTURES LIMITED

We have audited the attached Balance Sheet of Genus Power Infrastructures Limited as at 31st March, 2010 and the Profit and Loss Account for the year ended on that date annexed thereto and Cash Flow Statement for the year ended on that date. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India, in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure hereto a statement on the matters specified in paragraphs 4 and 5 of the said order.

Further to our comments in the Annexure referred to above, we report that:

- i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
- ii) In our opinion, the Company has kept proper books of accounts as required by law so far as appears from our examination of those books;
- iii) The Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
- iv) In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
- v) On the basis of written representations received from the directors, as on 31st March, 2010 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2010 from being appointed as a director in terms of Clause (g) of sub-section (i) of section 274 of the Companies Act, 1956;
- vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read with significant accounting policies and other notes thereon give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - a) in the case of Balance Sheet, of the state of affairs of the Company as at 31st March, 2010;
 - b) in the case of Profit & Loss Account, of the profit for the year ended on that date and
 - c) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

For D. Khanna & Associates
Firm Registration Number: 012917N
Chartered Accountants

Deepak Khanna
Partner

M. No. 092140

Jaipur, August 06, 2010

Annexure to the Auditors' Reports referred to in Paragraph 3 of our Report of even date

- (i) (a) The Company has generally maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The Company has phased programme of physical verification of its fixed assets at reasonable intervals, which, in our opinion, is reasonable having regard to the size of the Company and nature of its assets. During the year, the management has physically verified fixed assets and no material discrepancies were noticed on such physical verification.
- (c) The Company has not disposed off a substantial part of the fixed assets during the year and therefore the going concern status of the company is not affected.
- (ii) (a) We are informed that the physical verification of inventory has been conducted during the year by the management at reasonable intervals.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company has maintained proper records of inventory. As explained to us, no material discrepancies noticed on physical verification of inventory as compared to book records.
- (iii) In respect of loans, secured or unsecured, granted or taken by the Company to/from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956:
 - (a) The Company has not granted loans to any party but taken from one party aggregating to Rs.1.40 lacs during the year.
 - (b) In our opinion and according to the information and explanations given to us, the rate of interest wherever applicable and other terms and conditions are not, prima facie, prejudicial to the interest of the Company.
 - (c) The said loan is repayable on demand and there is no repayment schedule.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and also for the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control.
- (v) (a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under Section 301 of the Companies Act, 1956 for the year have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered into the register maintained under Section 301 of the Companies Act, 1956 in excess of Rs. 5,00,000/- in respect of each party during the year have been made at prices which are reasonable having regard to prevailing market price at the relevant time.
- (vi) The Company has not accepted deposits from public within the meaning of the provisions of section 58A and 58AA of the Companies Act, 1956 and rules made there under and requisite compliance made.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size of the Company and nature of its business.
- (viii) We have been informed that the Central Government has prescribed maintenance of cost records under section 209(1) (d) of the Companies Act, 1956, for the products manufactured by the Company and company is maintaining the same.
- (ix) (a) According to the information and explanations given to us and on the basis of records produced before us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income tax, sales tax, wealth tax, custom duty, excise duty, cess and other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed arrears of statutory dues were outstanding as at 31st March, 2010 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and the records of the company examined by us, the particulars of Income Tax, Excise Duty, Service Tax, CST, Vat and Custom Duty as at 31st March, 2010, which have not been deposited on account of matters pending before appropriate authorities, are as under:-

Name of the Statute	Nature of disputed dues	Amount (Rs. In lacs)	Forum where disputes are pending
Income Tax	Disallowances of Exp.	483.27	Hon'ble High Court
Income Tax	Disallowances of Exp.	750.00	Commissioner Income Tax-III
Excise & Service Tax	Disallowances of Cenvat credit taken	354.16	Commissioner (Anti Evasion), Commissioner (Appeals) & CESTAT
CST & VAT	Ex-parte & Disallowances	1043.15	Hon'ble High Court, Tax Board & Dy. Commissioner (Appeals)

- (x) The Company has no accumulated losses and has not incurred any cash losses in the current financial year or in the immediately preceding financial year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institution and banks.
- (xii) According to the information and explanations given to us, during the year the Company has not granted any loan on the basis of security by way of pledge of shares.
- (xiii) In our opinion, the Company is not a chit fund, nidhi, mutual benefit fund or a Society. Therefore, clause 4(xiii) of the Companies (Auditor's Report) Order 2003 is not applicable to the Company.
- (xiv) According to the information and explanations given to us, the Company is not dealing or trading in shares, securities, debentures and other investments. Accordingly clause 4(xiv) of the Companies (Auditor's Report) Order 2003 is not applicable.
- (xv) According to the information and explanations given to us, the Company has given guarantee of Rs.5000.00 lacs for loan taken by other from banks or financial institutions.
- (xvi) The Company has not raised new term loan during the year. To the best of our knowledge, belief and according to the information and explanation given to us, the term loan outstanding at the beginning of the year were prima facie, applied by the company for the purpose for which the loan were raised.
- (xvii) According to the cash flow statement and other records examined by us and the information and explanations given to us, on an overall basis, fund raised on short term basis have, prima facie, not been used during the year for long term investments and vice versa, other than temporary deployment pending application.
- (xviii) The Company has made preferential allotment of 1100000 warrants convertible into equity shares at a price, which is not prejudicial to the interest of the Company, to one party covered in the register maintained under Section 301 of the Companies Act, 1956 during the year.
- (xix) According to information and explanation given to us, the Company has not issued any debentures during the year.
- (xx) The Company has not raised any money through a public issue during the year.
- (xxi) On the basis of our examination and according to the information and explanation given to us, no fraud, on or by the Company, was noticed or reported during the course of our audit.

For D. Khanna & Associates
Firm Registration Number: 012917N
Chartered Accountants

Deepak Khanna
Partner
M. No. 092140

Jaipur, August 06, 2010

Balance Sheet as at 31st March, 2010

Particulars	Schedule	As at 31.03.2010 (Rs. in Lacs)	As at 31.03.2009 (Rs. in Lacs)
SOURCES OF FUNDS			
SHAREHOLDERS' FUNDS			
Share Capital	1	1479.07	1979.07
Equity Share Warrants	1	522.50	-
Reserves & Surplus	2	28250.34	25813.94
LOAN FUNDS			
Secured Loans	3	23557.68	22027.75
Unsecured Loans	4	1254.53	9709.41
DEFERRED INCOME TAX (Net)		630.79	772.67
TOTAL		<u>55694.91</u>	<u>60302.84</u>
APPLICATION OF FUNDS			
FIXED ASSETS			
Gross Block	5	9010.80	9731.77
Less: Depreciation		<u>2101.12</u>	<u>3077.94</u>
Net Block		6909.68	6653.83
Add: Capital Work in Progress		<u>149.74</u>	<u>61.97</u>
		7059.42	6715.80
INVESTMENTS	6	5582.18	2628.00
CURRENT ASSETS, LOANS & ADVANCES			
Inventories		9111.21	11490.62
Sundry Debtors		37637.27	34159.08
Cash and Bank Balances		3180.97	4795.78
Loans and Advances		<u>10826.66</u>	<u>13485.52</u>
		60756.11	63931.00
LESS: CURRENT LIABILITIES & PROVISIONS	8	<u>18059.91</u>	<u>13593.54</u>
NET CURRENT ASSETS		42696.20	50337.46
MISCELLANEOUS EXPENDITURE	9	357.11	621.58
(To the extent not written off or adjusted)			
TOTAL		<u>55694.91</u>	<u>60302.84</u>
Significant Accounting Policies and Notes to Accounts	18		

As per our report of even date
For D. Khanna & Associates
Firm Registration No. 012917N
Chartered Accountants

Deepak Khanna
Partner
M.No. 092140

Jaipur, August 06, 2010

For and on behalf of the Board
I.C. Agarwal
Chairman & Managing Director

Rajendra Kumar Agarwal
Executive Director

Raj Kumar Yadav
Company Secretary

Statement of Cash Flows for the Year Ended 31st March, 2010

Particulars	(Rs. in Lacs) 2009-2010	(Rs. in Lacs) 2008-2009
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before Tax as per P&L Account	5610.83	5759.19
Adjusted for:		
Depreciation	539.42	530.11
Amortisation	264.54	264.54
Loss / (Profit) on Sale/Discard of Fixed Assets (Net)	6.96	3.99
Interest Expenses (Net)	2483.36	1939.26
Bad Debts Written Off	-	-
Excess Depreciation revert back	-	(41.16)
Operating Profit before Working Capital Changes	8905.11	8455.93
Adjusted for:		
Exceptional Items (Net of tax)	(2507.25)	(3542.77)
Less:- Loss of Fixed Assets (WDV)	943.78	-
Operating Profit after exceptional items but before Working Capital changes	7341.64	4913.16
Adjusted for:		
Trade & Other Receivables	(518.33)	(9705.34)
Inventories	2379.41	(5464.62)
Trade Payables	5097.62	6070.92
Cash generated from Operations	14300.34	(4185.88)
Direct Taxes Paid (Including TDS)	(607.86)	(912.31)
Net Cash from / (used in) Operating Activities	13692.48	(5098.19)
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Fixed Assets	(1850.27)	(1539.93)
Purchase of Investments	(2608.80)	(454.00)
Investment in Joint Venture	(345.38)	(858.61)
Disinvestment in Joint Venture	-	399.70
Sale/Deduction of Fixed Assets	16.49	16.01
Interest Received	963.41	1325.19
Deferred Expenses	(0.07)	(154.66)
Net Cash from / (used in) Investing Activities	(3824.62)	(1266.30)
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Short Term Loans (Net)	(6620.13)	8794.19
Long Term Loans (Net)	(304.82)	(755.67)
Increase/Decrease in Share Capital & Share Premium	522.50	1119.37
Redemption of Preference Shares	(500.00)	-
Subsidy received	17.16	-
Dividend Paid (Including Dividend Tax)	(237.31)	(315.42)
Interest Paid	(4360.07)	(3264.45)
Net Cash from / (used in) Financing Activities	(11482.67)	5578.02
Net Increase/(Decrease) in Cash and Cash Equivalents (A + B + C)	(1614.81)	(786.47)
Opening Balance of Cash and Cash Equivalents	4795.78	5582.25
Closing Balance of Cash and Cash Equivalents	3180.97	4795.78
COMPONENTS OF CASH & CASH EQUIVALENTS		
Cash on Hand	7.97	6.91
Balances with Banks:		
In Current Account	470.26	568.72
In Fixed Deposits	2702.74	4220.15
Notes :	3180.97	4795.78

1) Figures in bracket indicates cash outflow.

2) Previous year figures have been regrouped wherever necessary to confirm to current years classification.

As per our report of even date
For D. Khanna & Associates
Firm Registration No. 012917N
Chartered Accountants

Deepak Khanna
Partner
M.No. 092140
Jaipur, August 06, 2010

For and on behalf of the Board
I.C. Agarwal
Chairman & Managing Director
Rajendra Kumar Agarwal
Executive Director
Raj Kumar Yadav
Company Secretary

Schedules forming part of the Balance Sheet

SCHEDULE - 1

SHARE CAPITAL

AUTHORISED:

18160000 Equity Shares of Rs.10/- each
(Previous year 18160000 Shares of Rs.10/- each)

504000 - 10% Redeemable Preference Share of Rs.100/- each.
(Previous year 504000-10% Redeemable Preference Share of Rs.100/-each)

ISSUED, SUBSCRIBED AND PAID UP:

14790682 Equity Shares of Rs.10/- each
(Previous Year: 14790682 Equity Shares of Rs.10/- each)

Nil - 10% Redeemable Preference Share -2010 of Rs.100/- each fully paid up in cash
(Previous Year: 500000-10% Redeemable Preference Share-2010 of Rs.100/- each)

EQUITY SHARE WARRANTS

(Subscription amount received against warrants convertible into equity shares)

	As at 31.03.2010 Rs. in Lacs	As at 31.03.2009 Rs. in Lacs
	1816.00	1816.00
	504.00	504.00
	<u>2320.00</u>	<u>2320.00</u>
	1479.07	1479.07
	-	500.00
	<u>1479.07</u>	<u>1979.07</u>
	522.50	-
	<u>522.50</u>	-

SCHEDULE -2

RESERVES AND SURPLUS

Capital Reserve:

Opening Balance 634.71 20.21
Add:- Subsidy received during the year 17.16 -
Add:- Subscription Money of Equity Share Warrant Forfeited - 614.50

Securities Premium 14506.98 14506.98
General Reserve 506.00 506.00
Capital Redemption Reserve 500.00 500.00
Debts/Debentures Redemption Reserve 1000.00 -
Profit and Loss Account 11085.49 9666.25

	As at 31.03.2010 Rs. in Lacs	As at 31.03.2009 Rs. in Lacs
	634.71	20.21
	17.16	-
	-	<u>614.50</u>
	651.87	634.71
	14506.98	14506.98
	506.00	506.00
	500.00	500.00
	1000.00	-
	11085.49	9666.25
	<u>28250.34</u>	<u>25813.94</u>

SCHEDULE - 3

SECURED LOANS

Term Loans from Banks 586.82 875.15
Working Capital Loans from Banks 20440.81 21071.06
Short Term Loans from Banks 2465.00 -
Loans against Hypothecation of Vehicles from Banks 65.05 81.54

	As at 31.03.2010 Rs. in Lacs	As at 31.03.2009 Rs. in Lacs
	586.82	875.15
	20440.81	21071.06
	2465.00	-
	<u>65.05</u>	<u>81.54</u>
	<u>23557.68</u>	<u>22027.75</u>

Notes:

1. Term loan of Rs.Nil (Previous year Rs.0.46 lacs) from Bank of Baroda is secured by hypothecation of equipments exclusively financed by BOB and are further secured by personal guarantee of some of the directors and others.
2. Term loans of Rs. 586.82 lacs (Previous year Rs.874.69 lacs) from State Bank of Indore and IDBI Bank Ltd. are secured by equitable mortgage on all the immovable properties of Haridwar unit - I of the company, hypothecation of movable plant and machinery and other fixed assets of the unit and second charge on stocks and book debts of the company and personal guarantee of some of the directors of the company.
3. Working capital loans of Rs.16363.08 lacs (Previous Year Rs.16820.87 lacs) under consortium arrangement from Bank of Baroda, State Bank of India, Punjab National Bank, ICICI Bank Ltd, Standard Chartered Bank, IDBI Bank Ltd, State Bank of Bikaner and Jaipur and Export Import Bank of India are secured by way of hypothecation of stocks and book debts, on first pari passu basis, of the company excluding under specific charge of Axis Bank, both present and future, charge on the entire unencumbered fixed assets of the Jaipur unit, collateral security by way of second charge on fixed assets of Haridwar unit-I of the company and equitable mortgage of four immovable properties of directors & others ranking pari passu and further secured by personal guarantee of some of the directors and others.
4. Working capital loan of Rs.1577.73 lacs (Previous Year Rs.969.96 lacs) from Axis Bank is secured by hypothecation of stocks and book debts of specific projects of the company and personal guarantee of some of the directors.
5. Working capital short term loan of Rs.Nil (Previous Year Rs.1750.00 lacs) from Barclays Bank is secured by subservient charge on the current assets and movable fixed assets of the company both present & future and further secured by personal guarantee of some of the directors.
6. Working capital short term loan of Rs.Nil (Previous Year Rs.1000.00 lacs) from Indusind Bank is secured by subservient charge on the current assets and movable fixed assets of the company, both present and future & mortgage of the property of Hi- Print Electromack Pvt. Ltd. and lien on the FDR of Rs.14 lacs.
7. Working capital short term loan of Rs.Nil (Previous Year Rs.530.23 lacs) from ABN Amro Bank N.V. is secured by personal guarantee of the directors.
8. Working capital short term loan of Rs.2500.00 lacs (Previous Year Rs.Nil) from State Bank of Mysore is secured by subservient charge on all the assets of the company except Land & Buildings and personal guarantee of CMD of the Company.
9. Short term loan of Rs.2465.00 lacs (Previous Year Rs.Nil) for reconstruction/replacement of fixed assets of the Jaipur Unit of the Company damaged due to fire/blast in IOCL depot adjoining to Jaipur unit, from State Bank of India, IDBI Bank Ltd, State Bank of Bikaner and Jaipur and Export Import Bank of India are secured by way of hypothecation of stocks and book debts, on first pari passu basis, of the company excluding under specific charge of Axis Bank, both present and future, charge on the entire unencumbered fixed assets of the Jaipur unit, collateral security by way of second charge on fixed assets of Haridwar unit-I of the company and equitable mortgage of four immovable properties of directors & others ranking pari passu and further secured by personal guarantee of some of the directors and others.
10. Term loans aggregating to Rs.303.80 lacs (Previous year Rs.303.80 lacs) are repayable within one year.

**SCHEDULE - 4
UNSECURED LOANS**

	As at 31.03.2010 Rs. in Lacs	As at 31.03.2009 Rs. in Lacs
Inter Corporate Deposits	-	19.59
10.25% Unsecured Non Convertible Debentures (2008-2009)	-	8800.00
From Banks	1254.53	889.82
	<u>1254.53</u>	<u>9709.41</u>

**SCHEDULE -5
FIXED ASSETS**

(Rs. in Lacs)

Description	Gross Block			Depreciation			Net Block			
	As on 31.03.09	Addition	Adjustment	As on 31.03.10	Up to 31.03.09	For the Year	Adjustment	Up to 31.03.10	As on 31.03.10	As on 31.03.09
Land	192.49	878.71	-	1071.20	-	-	-	-	1071.20	192.49
Buildings	2612.39	150.19	70.48	2692.10	220.45	87.06	15.92	291.59	2400.51	2391.94
Plant & Machinery	4568.71	523.88	1466.27	3626.32	2002.30	285.11	938.38	1349.03	2277.29	2562.94
Wind Power Project	703.00	-	-	703.00	136.86	37.12	-	173.98	529.02	566.14
Dies & Moulds	490.54	34.70	432.66	92.58	217.23	52.12	250.96	18.39	74.19	273.31
Furniture & Fixtures	123.41	36.97	80.46	79.92	52.09	1.11	43.03	10.17	69.75	72.70
Vehicles	489.30	48.36	73.46	464.20	192.35	45.49	48.47	189.37	274.83	296.96
Office Equipments	149.01	20.54	115.94	53.61	48.19	3.41	45.94	5.66	47.95	101.02
Computers	402.92	69.15	244.20	227.87	208.47	28.00	173.54	62.93	164.94	196.33
Total	9731.77	1762.50	2483.47	9010.80	3077.94	539.42	1516.24	2101.12	6909.68	6653.83
Capital Work in Progress	61.97	148.85	61.08	149.74	-	-	-	-	149.74	61.97
Previous Year	8243.48	1509.63	21.34	9731.77	2590.33	530.11	42.50	3077.94	6653.83	5653.15

Notes:

- Addition during the year includes Rs.31.97 lacs (Previous year Rs.91.58 lacs) for assets used for Research & Development purposes .
- Adjustment in Gross Block and Depreciation includes Rs.2454.73 lacs and Rs.1510.95 lacs respectively towards the value of assets damaged in fire/blast in IOCL depot adjoining the Jaipur unit of the Company.

SCHEDULE - 6
INVESTMENTS

(Long Term, Unquoted, Other than Trade, At Cost)

JOINT VENTURES

Genus S.A., Brazil
(4488000 Ordinary shares of @ R\$0.5504 each, 1300000 Ordinary shares of @ R\$1.000 each & 28940000 Ordinary shares of @ R\$ 0.1382 each)
(Previous Year 4488000 Ordinary shares @ R\$0.5504 each, 1300000 Ordinary shares of @ R\$ 1.000 each and 18341002 Ordinary shares of @ R\$ 0.1382 each)

EQUITY SHARES

Rajasthan Assets Management Co. Pvt. Ltd.
(800 Equity Shares of Rs.100/- each fully paid up)

Genus Electrotech Ltd.
(279500 Equity Shares of Rs.10/-each fully paid up)

M.K.J. Manufacturing Pvt. Ltd.
(49335 Equity Shares of Rs.100/-each fully paid up)

Cube Fintex Pvt. Limited
(400000 Equity Shares of Rs.10/-each fully paid up)

Virtuous Urja Ltd.
(40000 Equity Shares of Rs.10/-each fully paid up)

Genus Paper Product Limited
(1600000 Equity Shares of Rs.10/-each at a premium of Rs.15/- per share)
(3500000 Equity Shares of Rs.10/-each at a premium of Rs.7/- per share)

Virtuous Infra Ltd.
(14000 Equity Shares of Rs.10/-each fully paid up)

SHARE APPLICATION MONEY

M.K.J. Manufacturing Pvt. Ltd.
Genus Paper Product Limited
Virtuous Infra Ltd.

MUTUAL FUNDS

Baroda Pioneer (PSU) Bond Fund
(100000 units of Rs.10/- each)

	As at 31.03.2010 Rs. in Lacs	As at 31.03.2009 Rs. in Lacs
	1743.58	1398.20
	0.80	0.80
	175.00	175.00
	600.00	600.00
	400.00	400.00
	4.00	4.00
	995.00	-
	1.40	-
	50.00	50.00
	1600.00	-
	2.40	-
	10.00	-
	<u>5582.18</u>	<u>2628.00</u>

SCHEDULE - 7
CURRENT ASSETS, LOANS AND ADVANCES

	As at 31.03.2010 Rs. in Lacs	As at 31.03.2009 Rs. in Lacs
INVENTORIES		
(As valued and certified by the Management)		
Raw Materials	6748.88	8079.04
Stores & Spares, Packing Material, etc.	61.70	134.90
Work in Process	999.87	2449.84
Finished Goods	<u>1300.76</u>	<u>826.84</u>
	9111.21	11490.62
SUNDRY DEBTORS		
(Unsecured and Considered Good)		
Debts outstanding for a period exceeding six months	2621.61	1412.51
Other Debts	<u>35015.66</u>	<u>32746.57</u>
	37637.27	34159.08
CASH AND BANK BALANCES		
Cash on Hand	7.97	6.91
Balance with Scheduled Banks		
In Current Accounts	470.26	568.72
In Fixed Deposit Accounts	<u>2702.74</u>	<u>4220.15</u>
	3180.97	4795.78
LOANS AND ADVANCES		
(Unsecured and Considered Good)		
Advances recoverable in cash or in kind or for value to be received	9614.64	12304.82
Security Deposits and Earnest Money Deposits	553.44	665.38
Balance with Government Deptt.	<u>658.58</u>	<u>515.32</u>
	10826.66	13485.52

SCHEDULE - 8
CURRENT LIABILITIES AND PROVISIONS

	As at 31.03.2010 Rs. in Lacs	As at 31.03.2009 Rs. in Lacs
CURRENT LIABILITIES		
Sundry Creditors:		
Dues to Micro and Small enterprises	33.77	73.86
Others	15833.76	11531.89
Unpaid Dividend	35.51	41.28
Interest Accrued but not due	40.89	954.19
Advances from Customers	96.80	69.28
Other Liabilities	<u>1199.81</u>	<u>391.50</u>
	17240.54	13062.00
PROVISIONS		
Dividend on Preference Shares	39.59	50.00
Proposed Dividend on Equity Shares	147.91	147.91
Income Tax & FBT	600.00	300.00
Dividend Tax	<u>31.87</u>	<u>33.63</u>
	819.37	531.54
	<u>18059.91</u>	<u>13593.54</u>

SCHEDULE - 9

MISCELLANEOUS EXPENDITURE

(To the extent not written-off or adjusted)

FCCB Issue Expenses
Deferred Revenue Expenses
Equity Share Allotment Expenses

As at 31.03.2010
Rs. in Lacs

45.41
210.82
100.88

357.11

As at 31.03.2009
Rs. in Lacs

90.72
379.66
151.20

621.58

SCHEDULE - 10

SALES & SERVICES

Sales & Services
Export Sales

Year Ended
31.03.2010
Rs. in Lacs

65717.83
605.14

66322.97

Year Ended
31.03.2009
Rs. in Lacs

55821.60
1256.23

57077.83

SCHEDULE - 11

OTHER INCOME

Foreign Currency Exchange Fluctuation
Other Income
Export Incentive

Year Ended
31.03.2010
Rs. in Lacs

224.52
57.23
29.02

310.77

Year Ended
31.03.2009
Rs. in Lacs

-
154.91
52.70

207.61

SCHEDULE - 12

INCREASE / (DECREASE) IN STOCKS

Closing Stock:
Work-in-Process
(Including Damaged Stock of Rs.441.77 lacs)
Finished Goods
(Including Damaged Stock of Rs.43.85 lacs)

Year Ended
31.03.2010
Rs. in Lacs

1441.64
1344.61

2786.25

Year Ended
31.03.2009
Rs. in Lacs

2449.84
826.84

3276.68

Opening Stock:
Work-in-Process
Finished Goods

2449.84
826.84
3276.68

(490.43)

1093.28
355.66
1448.94

1827.74

SCHEDULE - 13
RAW MATERIALS CONSUMED

Opening Stock
Add: Purchases including Job Charges

Less: Closing Stock
(Including Damaged Stock of Rs.649.44 lacs)

Year Ended
31.03.2010
Rs. in Lacs

8079.04
45054.95
53133.99

7398.32
45735.67

Year Ended
31.03.2009
Rs. in Lacs

4522.82
45579.33
50102.15

8079.04
42023.11

SCHEDULE - 14
EMPLOYEES' REMUNERATION AND BENEFITS

Salaries, Wages and Perquisites
Contribution to Provident and other Funds
Staff Welfare & Amenities
Gratuity

Year Ended
31.03.2010
Rs. in Lacs

2670.78
153.32
82.62
43.43

2950.15

Year Ended
31.03.2009
Rs. in Lacs

2093.49
128.14
78.92
43.86

2344.41

SCHEDULE - 15
MANUFACTURING AND OPERATING EXPENSES

Power, Fuel and Water Charges
(Net of captive Wind Power Credit of Rs.66.80 Lacs,
Previous year of Rs.88.88 Lacs)
Stores, Spares & Packing Materials
Repairs and Maintenance:
 Plant & Machinery
 Buildings
 Others
Research & Development Expenses
Misc. Manufacturing Expenses

Year Ended
31.03.2010
Rs. in Lacs

125.53

520.45

107.28

25.22

41.87

346.46

97.02

1263.83

Year Ended
31.03.2009
Rs. in Lacs

92.48

393.49

99.08

51.90

65.95

458.87

123.75

1285.52

SCHEDULE - 16

ADMINISTRATION, MARKETING & MISCELLANEOUS EXPENSES

	Year Ended 31.03.2010 Rs. in Lacs	Year Ended 31.03.2009 Rs. in Lacs
Rent	185.77	91.25
Rates & Taxes	79.51	101.72
Legal, Professional and Consultancy Charges	639.01	694.82
Travelling & Conveyance Charges	573.86	479.54
Advertisement, Publicity & Sales Promotion	369.27	334.11
Freight, Handling Charges, Octroi & Servicing Material	28.43	147.83
Brokerage & Commission	493.49	148.19
Damages, Deductions & Bad Debts Written Off	2947.87	111.43
Printing & Stationery	36.28	26.51
Postage, Telephone & Communication	95.17	139.98
Payment to Auditors	3.85	1.43
Amortisation of Deferred Revenue Expenses	264.54	264.54
Insurance Premium	75.16	43.89
Charity & Donation	1.39	1.94
Foreign Currency Exchange Fluctuation	-	266.90
Loss on Sale of Fixed Assets	6.96	3.99
Other Expenses	81.43	88.86
	<u>5881.99</u>	<u>2946.93</u>

SCHEDULE - 17

INTEREST AND FINANCE CHARGES (NET)

	Year Ended 31.03.2010 Rs. in Lacs	Year Ended 31.03.2009 Rs. in Lacs
Interest on Term Loan	78.40	122.81
Interest (Others)	3368.37	3351.99
Bank Charges	739.00	652.94
	<u>4185.77</u>	<u>4127.74</u>
Less: Interest received (Gross) (TDS Rs.99.85 lacs, Previous Year Rs.252.93 lacs)	963.41	1325.19
	<u>3222.36</u>	<u>2802.55</u>

SCHEDULE – 18

SIGNIFICANT ACCOUNTING POLICIES & NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2010

SIGNIFICANT ACCOUNTING POLICIES:

(1) Basis of Preparation of Financial Statements

The financial statements have been prepared on the basis of a going concern concept and under the historical cost convention, the Company adopts accrual basis in preparation of its accounts to comply in all material aspects with applicable accounting principles in India, the accounting standards issued by The Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 1956. The accounting policies have been consistently applied by the Company and are in consistent with those used in the previous year except where newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in accounting policies hitherto in use.

(2) Use of Estimates

The preparation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumption to be made that affect the reported amounts of the assets and liabilities on the date of financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Differences between actual results and estimates are recognized in the period in which the result gets materialized.

(3) Revenue Recognitions

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenues can be reliably measured. Revenue in respect of sale of goods is recognized on dispatch of goods to customers. Revenue in respect of services/installation work is recognized progressively on the basis of proportionate completion method. Other income, together with related tax credits & expenditures, are accounted for on accrual basis.

(4) Fixed Assets

Fixed assets are stated at cost, less accumulated depreciation. Cost comprises the purchase price and any directly attributable cost of bringing the assets to its working condition for its intended use. Cenvat credit on capital goods is accounted for by reducing the cost of capital goods except Haridwar unit.

(5) Depreciation

Depreciation on fixed assets is provided on straight-line basis at the rate and in the manner specified in Schedule XIV of the Companies Act, 1956. Individual assets, cost of which doesn't exceed Rs. 5,000/- each are depreciated in full in the year of purchase.

(6) Foreign Currency Transactions

Transactions in foreign currencies are translated to the reporting currency based on the exchange rate on the date of transaction.

Foreign currency denominated receivables and liabilities outstanding as at the year-end are reported using the closing-date rates. All exchange differences arising on settlement/ reinstatement of foreign currency transactions are included in the profit and loss account, except in cases where they relate to the acquisition of fixed assets acquired from outside India, which are adjusted in the cost of the corresponding assets.

The forward exchange contracts are not held for trading or speculation. The premium or discount arising on entering into such contracts are amortised over the life of contracts and exchange difference arising on such contracts is recognized in the Profit & Loss Account.

(7) Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term investments. Long-term investments are stated at cost. Provision for diminution in the value of long-term investment is made only if such a decline is other than temporary in the opinion of the management.

(8) Inventories

Items of inventories are measured at lower of cost or net realizable value. Cost of inventories comprises of cost of purchase, cost of conversion and other cost incurred in bringing them to their present location and condition.

(9) Borrowing Costs

Borrowing costs are recognized as expenses in the period in which they are incurred except for borrowings for acquisition of qualifying assets which are capitalized up to the date, the asset is ready for its intended use.

(10) Sales & Services

Sales include sale of goods, sale of scrap, service charges, installation charges, excise duty and cess but excludes sales tax and VAT.

(11) Deferred Revenue Expenditure

Deferred revenue expenditure is amortized over a period of three to five years based on their estimated life of benefits.

(12) Retirement and Other Employee Benefits

Company's contributions to recognized provident fund are charged to profit & loss account on accrual basis. Gratuity is charged to profit & loss account on the basis of actuarial valuation as at year end. Leave encashment benefits to eligible employees has been ascertained on actuarial basis and provided for. Actuarial gain/loss in respect of the same is charged to the profit & loss account.

(13) Provision for Current Income Tax and Deferred Tax

Provision for current tax is made, which is likely to arise on the results for the year at the current rate of tax in accordance with the provisions of Income Tax Act, 1961. Deferred income tax resulting from “timing difference” between book and taxable profit is accounted for using the tax rate and laws that have been enacted or substantively enacted as on the balance sheet date. Deferred tax assets is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be realized in future.

(14) Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in notes to the accounts. Contingent assets are neither recognized nor disclosed in the financial statement.

(15) Impairment of Assets

The carrying amount of assets is reviewed periodically for any indication of impairment based on internal/ external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset’s net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital. Post impairment, depreciation is provided on the revised carrying value of the assets over its remaining useful life.

(16) Export Benefits

Export benefits under Duty Exemption Pass Book Scheme received by the Company against exports made by it are recognized on accrual basis.

NOTES FORMING PART OF THE ACCOUNTS:

- (1) The previous year’s figures have been regrouped, rearranged and reclassified wherever necessary.
- (2) The Company is primarily engaged in business of Electronic Energy Metering, Engineering, Construction & Contracts Projects of Power Sector on turnkey basis, UPS, Inverters, Poles and Transformers, which relate to one segment only i.e. Power segment.
- (3) The information required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company. There are no overdue to parties on account of principal amount and/or interest and accordingly no additional disclosure have been made.
- (4) Contingent liabilities not provided for, in respect of:
 - (a) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) is Rs.270.31 lacs (Previous year Rs.30.01 lacs).
 - (b) Counter guarantees given by the company against Bank Guarantees issued for Rs.34061.69 lacs (previous year Rs.31504.47 lacs). Margin money provided in the form of FDRs of Rs.1708.26 lacs (Previous year Rs.2626.75 lacs).
 - (c) Letter of Credit opened and pending at the end of the year for Rs. 2762.47 lacs (Previous year Rs.2775.37 lacs) against which material was to be received and against which margin money in the form of FDR’s were Rs.574.43 lacs (Previous year Rs.745.90 lacs).
 - (d) Income-tax demands of Rs.1233.27 lacs (net of refund) (Previous year Rs.344.32 lacs) in respect of earlier years are pending on certain disallowances. The management is of the opinion that in view of the settled case laws, decision of Appellate Authorities in earlier years’ on similar issues in favour of the Company and/or on merits, no material impact is likely to result.
 - (e) Disputed demand of excise and service tax of Rs.354.16 lacs (Previous year Rs.84.68 lacs) against which Rs.76.93 lacs (Previous year Rs.76.93 lacs) deposited under protest. No provision has been made in accounts since company disputed the demands and appealed with the respective Appellate Authorities.
 - (f) Disputed demand of CST and VAT of Rs.1043.15 lacs (Previous year Rs.290.46 lacs) against which Rs.150.17 lacs (Previous year Rs.6.32 lacs) deposited under protest. In opinion of the management, no provision is considered necessary for disputed demands on the grounds that there are reasonable chances of successful outcome of appeals filed with the respective Appellate Authorities.
 - (g) Customs duty demand of Rs. Nil (Previous years Rs.12.40 lacs) on account of non fulfillment of export obligation in respect of EPCG license.

- (h) The company has given corporate guarantee of Rs.5000.00 lacs (Previous year Rs.3600.00 lacs) to Axis Bank against non fund based limit to M/s Virtuous Urja Ltd.
- (i) The company has been availing bank guarantee facility of Rs.500.00 lacs (Previous year Rs.500.00 lacs) from SBBJ for Joint Venture Company i.e. M/s Genus Consortium.
- (j) Certain claims made against the Company amounting to Rs.162.31 lacs (Previous year Rs.138.53 lacs), which the management of the Company believes are not tenable and hence these claims have not been acknowledged as debts.
- (5) An amount equivalent to the 25% (Rs.522.50 lacs) of the consideration determined in terms of regulation 76 of SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2009, received towards subscription money for allotment of 1100000 convertible warrants at a price of Rs.190/- per equity share (including a premium of Rs.180/- per share) to M/s. Vivekshil Dealers Pvt. Ltd. (one of the promoters of the Company).
- (6) During the year, the Company has redeemed 88 Unsecured NCD's (Non Convertible Debentures) of face value of Rs.100.00 lacs each for an aggregate face value of Rs.8800.00 lacs.
- (7) During the year, the Company has redeemed, 500000 - 10% Redeemable Preference Shares of Rs.100/- each for an aggregate face value of Rs.500.00 lacs. The said preference shares were redeemed out of the preference shares capital redemption reserves account created out of profits of the Company.
- (8) Expenses amounting to Rs.11.65 lacs related to earlier years have been debited to the respective heads in the profit & loss account.
- (9) Extraordinary/Exceptional items of Rs.2507.25 lacs consist of loss of assets due to fire/blast incident at IOCL depot adjoining to Jaipur unit of the Company. The details of the said losses are as under:
- Fixed Assets (at WDV) amounted to Rs.943.78 lacs (Gross value of Rs.2454.73 lacs).
 - Inventories of Rs.1135.06 lacs.
 - Expenditure/provisions on repair of partly damaged assets of Rs.428.41 lacs.

The assets of the company were insured and accordingly the claim of Rs.3636.68 lacs has been filed with the Insurance Company and the same is pending as on date. The loss due to fire/blast as stated above, has been debited to the Profit & Loss Account. The amount of claim as and when received shall be credited to the Profit & Loss Account in due course.

- (10) Event occurring after the date of Balance Sheet:
- Compensation/ adhoc relief from IOCL through RIICO aggregating to Rs.1417.62 lacs received in July, 2010 on account of blast/ fire incident on 29th Oct., 2009 at IOCL depot adjoining to Jaipur unit of the Company against submission of Bank Guarantee as per the order/direction of Hon'ble Rajasthan High Court. The said adhoc relief is subject to the final decision of Hon'ble Rajasthan High Court.
- (11) Outstanding balances of Debtors, Creditors and Loans & Advances are subject to confirmation/ reconciliation.
- (12) Pursuant to section 205C of the Companies Act, 1956 and the Investor Education & Protection Fund (Awareness & Protection of Investor) Rules, 2001, during the year 2009-10 a sum of Rs.7.74 lacs being unclaimed/ unpaid dividend for the year 2001-02 has been transferred to the Investor Education & Protection Fund.
- (13) Payment to Auditors:

(Rs. in Lacs)		
Particulars	2009-10	2008-09
Statutory Audit Fee	0.85	0.85
Tax Audit, Certification & Other Fees.	2.78	0.40
Out of Pocket Expenses	0.22	0.18
Total	3.85	1.43

- (14) Managerial Remuneration:

(Rs. in Lacs)		
Particulars	2009-10	2008-09
Remuneration to CMD & Whole-Time Directors	187.30	139.20
Total	187.30	139.20

(15) Expenditure in Foreign Currency:

Particulars	(Rs. in Lacs)	
	2009-10	2008-09
Travelling Expenses	10.55	28.44
Professional Consultancy	2.77	4.38
Exhibition & Fair Expenses	3.52	18.45
Membership & Subscription	1.17	2.59
Office Expenses	5.28	15.95
Total	23.29	69.81

(16) Foreign Exchange Earning:

Particulars	(Rs. in Lacs)	
	2009-10	2008-09
Export Sales (FOB) & Services	605.14	1106.88

(17) Related party Disclosures:

1. Related Party Disclosures, as required by Accounting Standard 18, "Related Party Disclosures", issued by the Institute of Chartered Accountants of India are given below:

- (a) Key Management Personnel : Mr. I.C. Agarwal
 - : Mr. Rajendra Kumar Agarwal
 - : Mr. Jitendra Kumar Agarwal
 - : Mr. Giriraj Kishore Sharma
- (b) Relatives of Key Management Personnel: Nil
- (c) Other Associates : M.K.J. Manufacturing Pvt. Ltd.
 - : Genus Consortium
- (d) Joint Venture : Genus S.A., Brazil
- (e) Enterprises where the key managerial personnel along with their relatives exercise significant influence:
 - : Genus Electrotech Ltd.
 - : Genus Apparels Ltd.
 - : Genus Paper Products Ltd
 - : Genus Innovation Ltd.
 - : Genus International Commodities Ltd.
 - : Kailash Coal & Coke Company Ltd.
 - : Jay Narayan Bajranglal Todi Trust
 - : L.M. Sagar Exports
 - : Hi-Print Electromack Pvt. Ltd.
 - : Amit Agarwal (HUF)
 - : R.K. Agarwal (HUF)
 - : Virtuous Urja Ltd.
 - : J C Textile Pvt. Ltd.
 - : K.C. Electrometers
 - : Virtuous Infra Ltd.
 - : Vivekshil Dealers Pvt. Ltd.

2. Detail of Transactions made with related parties:

(Rs. in Lacs)

Nature of Transaction	Key Management Personnel	Relative of Key Management Personnel	Enterprises where the key managerial personnel along with their relatives exercise significant influence	Other Associates	Joint Ventures	Balance at the year end
Investment	-	-	2598.80	-	345.38	5171.38
	-	-	(4.00)	(50.00)	(858.61)	(2227.20)
Sales / Receivable	-	-	608.04	-	147.60	1838.54
	-	-	(856.72)	-	(490.51)	(1346.34)
Purchases / Payable	-	-	814.81	-	-	271.29
	-	-	(1037.10)	-	-	(231.39)
Job Charges Paid / Payable	-	-	67.30	-	-	-
	-	-	(123.62)	-	-	-
Lease Rent & Interest Income	-	-	72.23	-	-	-
	-	-	(108.18)	-	-	-
Premises Rent / Lease Rent	1.80	-	46.76	-	-	-
	(1.80)	-	(37.17)	-	-	-
Advance/Loan given / Adjusted	-	-	(-) 2005.38	-	-	935.66
	-	-	(21.46)	-	-	(2941.04)
Advance/Loan taken / Adjusted	-	-	(-) 19.06	-	-	-
	-	-	(13.38)	-	-	(19.06)
Remuneration / Payable	187.30	-	-	-	-	(-) 3.48
	(139.20)	-	-	-	-	-
Donation	-	-	1.00	-	-	-
	-	-	-	-	-	-
Sale/Purchase of Fixed Assets	-	-	-	-	-	-
	-	-	(9.11)	-	-	-
Counter Guarantee/Bank Guarantee	-	-	1400.00	-	-	5500.00
	-	-	(3600.00)	-	(500.00)	(4100.00)
Equity Warrant Issue	-	-	522.50	-	-	522.50
	-	-	-	-	-	-
Preference Shares Redeemed	-	-	500.00	-	-	-
	-	-	-	-	-	-

Note: Previous year figures are mentioned in bracket.

- (18) Interest in Joint Venture: (The company's interest, as a venture, in jointly controlled entities):

Name	Country of Incorporation	Ownership Interest	
		31.03.10	31.03.09
Genus S.A.	Brazil	50%	50%

The Company holds 4488000 ordinary shares of R\$ 0.5504 each, 1300000 ordinary shares of R\$ 1.000 each and 28940000 ordinary shares of @ R\$ 0.1382 each. The Company's interest in the joint ventures is reported as Long Term Investment (Schedule-6) and stated at cost.

The performances of the Joint Venture company are, as under: -

Name of the Company	Year ending 31 st December	Turnover (Gross)	Profit/Loss	(in R\$)
				Net Assets
Genus S.A.	2009 (unaudited)	2615757	(950641)	5184366
	2008 (audited)	7111515	(2636921)	375007

- (19) Basic & Diluted Earnings Per Share:

S. No.	Particulars	2009-10	2008-09
(i)	Profit attributable to Equity Shareholders (Before Extraordinary/Exceptional Items) (Rs. in lacs)	5099.54	4804.59
(ii)	Profit attributable to equity shareholders (After Extraordinary/Exceptional Items) (Rs. in lacs)	2592.29	1261.82
(iii)	Weighted average number of Equity Shares outstanding	14790682	14759997
(iv)	Add: Weighted average number of potential equity shares that could arise on conversion of warrants	226027	-
(v)	Weighted average number of Equity Shares used as denominator for calculating Diluted EPS	15016709	14759997
(vi)	Basic Earnings Per Share of Rs.10 each (in Rs.) (Before Extraordinary/Exceptional Items)	34.48	32.55
(vii)	Diluted Earnings Per Share of Rs.10 each (in Rs.) (Before Extraordinary/Exceptional Items)	33.96	32.55
(viii)	Basic Earnings Per Share of Rs.10 each (in Rs.) (After Extraordinary/Exceptional Items)	17.53	8.55
(ix)	Diluted Earnings Per Share of Rs.10 each (in Rs.) (After Extraordinary/Exceptional Items)	17.26	8.55

- (20) Break up of net deferred tax liabilities and assets into major components:

(Rs. in Lacs)

Particulars	Deferred Tax Liability / asset as at 01.04.2009	Current Year Charge / (Credit)	Deferred Tax Liability / asset as at 31.03.2010
Depreciation difference between Companies Act & Income Tax Act	605.64	(73.37)	532.27
Deferred Revenue Expenses	226.25	(89.91)	136.34
Disallowance under Section 43B	(59.22)	21.40	(37.82)
Total	772.67	(141.88)	630.79

(21) Additional information pursuant to the provisions of paragraph 3, 4(c) & 4(d) of Part-II of Schedule VI to the Companies Act, 1956:

(a) **Particulars of Capacity:**

	2009-10	2008-09
Licensed Capacity:	*	*
Installed Capacity (Per Annum):		
Energy Meter (Nos.)	6500000	2200000
Inverter/ UPS (Nos.)	600000	200000
HMC (Million Sq Inches)	3.00	3.00
RCC Pole (Nos.)	72000	72000
Transformer (Nos.)	12000	10800

*No Industrial license is required for Industry.

(b) **Opening Stocks:**

Particulars	Unit	2009-10		2008-09	
		Qty.	(Rs. in Lacs)	Qty.	(Rs. in Lacs)
HMC	Nos.	61866	11.76	38141	10.10
Resistor Network	Nos.	106286	3.36	145757	3.57
SMT/PCB	Nos.	38375	63.80	55100	47.61
Energy Meter	Nos.	21182	203.98	–	–
Power Inverter/ UPS*	Nos.	11145	517.43	3345	205.82
Transformer	Nos.	24	7.99	–	–
RCC Pole	Nos.	1279	18.52	4768	88.56
Set Top Box	Nos.	–	–	–	–
Total			826.84		355.66

*Includes stock lying at depots.

(c) **Closing Stocks*:**

Particulars	Unit	2009-10		2008-09	
		Qty.	(Rs. in Lacs)	Qty.	(Rs. in Lacs)
HMC	Nos.	56443	1.66	61866	11.76
Resistor Network	Nos.	103268	–	106286	3.36
SMT/PCB	Nos.	48405	113.64	38375	63.80
Energy Meter	Nos.	63704	376.28	21182	203.98
Power Inverter/ UPS**	Nos.	19807	708.69	11145	517.43
Transformer	Nos.	234	78.57	24	7.99
RCC Pole	Nos.	1612	21.92	1279	18.52
Set Top Box	Nos.	–	–	–	–
Total			1300.76		826.84

*Damaged stock in fire/ blast incident at IOCL depot, considered at 'zero' value.

** Includes stock lying at depots.

(d) **Production:**

Particulars	Unit	2009-10	2008-09
		Qty.	Qty.
HMC*	Nos.	24219	76566
Resistor Network**	Nos.	96866	207712
SMT /PCB [#]	Nos.	1561424	1890828
Energy Meter ^{%@}	Nos.	2783019	2069355
Power Inverter/ UPS	Nos.	145925	103619
Transformer [^]	Nos.	5797	2259
RCC Pole ^{\$}	Nos.	6478	31644
Set Top Box	Nos.	–	11

* Includes nos. 4519 (Previous year 1700) HMCs used in captive consumption.

** Includes nos. 328 (Previous year Nil) Resistor network used for captive use.

Includes nos. 1534174 (Previous year 1756539) PCBs used in captive consumption.

% Includes nos. 67323 (Previous year 60536) Energy Meter used in captive use.

@Includes production on job basis.

^ Includes nos. 3241 (Previous year 1248) Transformer used in captive use.

\$ Includes nos. 1165 (Previous year 23163) RCC Poles used in captive use.

(e) **Turnover:**

Particulars	Unit	2009-10		2008-09	
		Qty.	(Rs. in Lacs)	Qty.	(Rs. in Lacs)
HMC	Nos.	25123	40.06	51141	49.70
Resistor Network	Nos.	99556	45.18	247183	52.30
SMT/PCB	Nos.	17220	62.85	151014	498.78
Energy Meter	Nos.	2673174	27670.01	1987637	25064.41
Power Inverter/ U.P.S.	Nos.	137263	5583.78	95819	4359.06
Set Top Box	Nos.	–	–	11	0.14
Transformer	Nos.	2346	1162.49	987	352.76
RCC Pole	Nos.	4980	94.25	11970	186.18
Power Projects		–	31664.35	–	26514.50
Accessories & Other					
Total			66322.97		57077.83

(22) Value and percentage of imported and indigenous raw material, component and stores & spares consumed:

Particulars	2009-10		2008-09	
	(Rs. in Lacs)	% Age)	(Rs. in Lacs)	% Age)
Raw Material & Component				
Imported	7161.17	15.66	7561.07	17.99
Indigenous	38574.50	84.34	34462.04	82.01
Total	45735.67	100.00	42023.11	100.00
Store & Spares, Consumables and Packing Materials				
Imported	0.34	0.06	-	-
Indigenous	520.11	99.94	393.49	100.00
Total	520.45	100.00	393.49	100.00

(23) CIF Value of Imports:

Particulars	(Rs. in Lacs)	
	2009-10	2008-09
Raw Material & Components	7266.32	8190.97
Capital Goods	161.48	83.12
Store & Spares and Consumables	0.34	-
Total	7428.14	8274.09

(24) Disclosure pursuant to Accounting Standard-15 (Revised)- Employee Benefits

Defined Benefit Plan (Gratuity):

The following tables' summaries the components of the net benefit expenses recognised in the Profit and Loss Account, the funds status and amount recognised in the Balance Sheet for the Gratuity Benefit Plan.

Profit and Loss account

Net employees benefit expenses (recognised in employee cost):

Particulars	(Rs. in Lacs)	
	2009-10	2008-09
Current service cost	34.31	22.41
Interest on defined benefit obligation	8.96	3.94
Expected return on plan assets	-	-
Net actuarial losses/(gains) recognised in the year	0.16	(0.87)
Past service cost	-	-
Actuarial (gain)/losses	-	18.38
Total included in 'employee benefit expense'	43.43	43.86

Balance sheet

Details of provision for gratuity

Particulars	(Rs. in Lacs)	
	2009-10	2008-09
Liability at the end of the year	125.28	97.25
Fair value of plan assets at the end of the year	119.76	39.58
Difference	5.52	57.67
Unrecognised past service cost	-	-
Unrecognised transition liability	-	-
Amount in Balance Sheet	5.52	57.67

Changes in the present value of the defined benefit obligation are as follows:

Particulars	(Rs. in Lacs)	
	2009-10	2008-09
Liability at the beginning of the year	97.25	56.26
Interest cost	8.96	3.94
Current service cost	34.31	22.41
Past service cost (non vested benefit)	-	-
Past service cost (vested benefit)	-	-
Benefits paid	(15.24)	(3.74)
Actuarial (gain)/loss	-	18.38
Liability at the end of the year	125.28	97.25

Principal actuarial assumptions at the balance sheet date:

Particulars	2009-10	2008-09
Discount rate	8%	7%
Salary escalation	7%	4.50%
Employee attrition rate	1-3 %	1-3 %

As per our report of even date
 For D. Khanna & Associates
 Firm Registration No. 012917N
 Chartered Accountants
 Deepak Khanna
 Partner
 M.No. 092140
 Jaipur, August 06, 2010

For and on behalf of the Board
 I.C. Agarwal
 Chairman & Managing Director
 Rajendra Kumar Agarwal
 Executive Director
 Raj Kumar Yadav
 Company Secretary

Information Pursuant to Part IV of Schedule VI to the Companies Act, 1956

Balance Sheet Abstract and Company's General Business Profile

I Registration Details		Application of Funds	
Registration No.	L51909DL1992PLC133383	Net Fixed Assets	705942
State Code	55	Investment	558218
Balance Sheet Date	31.03.2010	Net Current Assets	4269620
II Capital Raised during the year (Amount in Rs. Thousand)		Misc. Expenditure	35711
Public Issue	NIL	IV Performance of Company (Amount in Rs. Thousand)	
Right Issue	NIL	Turnover (Net) (Total Income)	6520425
Bonus Issue	NIL	Total Expenditure	5959342
Private Placement / Preferential Issue	NIL	Profit before Tax	561083
III Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)		Profit after Tax	514586
Total Liabilities	5569491	Earning Per Share before Exceptional/ Extraordinary Items (Rs.) (Basic)	34.48
Total Assets	5569491	Earning Per Share after Exceptional/ Extraordinary Items (Rs.) (Basic)	17.53
Sources of Funds		Dividend Rate (%)	10
Paid up Capital	147907	V Generic names of three principal products/ Services of Company (as per monetary terms)	
Warrants convertible into equity shares	52250	(a). Item Code (ITC Code)	9801.0013
Reserve & Surplus	2825034	Product Description	Power Transmission & Distribution Projects
Secured Loan	2355768	(b). Item Code (ITC Code)	9028.3000
Unsecured Loan	125453	Product Description	Electronic Energy Meter
Deferred Income Tax	63079	(c). Item Code (ITC Code)	8504.4010
		Product Description	Inverter

As per our report of even date
For D. Khanna & Associates
Firm Registration No. 012917N
Chartered Accountants
Deepak Khanna
Partner
M.No. 092140
Jaipur, August 06, 2010

For and on behalf of the Board
I.C. Agarwal
Chairman & Managing Director
Rajendra Kumar Agarwal
Executive Director
Raj Kumar Yadav
Company Secretary

Notice of the Annual General Meeting

Notice is hereby given that the 18th Annual General Meeting of the Members of Genus Power Infrastructures Limited will be held on Friday, the 17th day of September, 2010 at 3.00 P.M. at G-81, Preet Vihar, Delhi-110092, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2010, Profit & Loss Account for the year ended on that date and Reports of Directors and Auditors thereon.
2. To declare a dividend @ Re. 1.00 per share on equity shares for the financial year ended 31st March, 2010.
3. To appoint a Director in place of Shri Dharam Chand Agarwal, who retires from office by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Rameshwar Pareek, who retires from office by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Shri Indraj Mal Bhutoria, who retires from office by rotation and being eligible, offers himself for re-appointment.
6. To appoint Statutory Auditors to hold office from the conclusion of this annual general meeting until the conclusion of the next annual general meeting and to fix their remuneration.

SPECIAL BUSINESS:

7. To consider and, if thought fit, to pass the following resolution with or without modification, if any, as a Special Resolution: -

"RESOLVED THAT existing Article 75 (a) of the Articles of Association of the company, be and is hereby substituted by new Article 75 (a) as under: -

"75 (a). The present directors of the Company are as follows:

1. Shri Ishwar Chand Agarwal
2. Shri Rajendra Kumar Agarwal
3. Shri Jitendra Kumar Agarwal
4. Shri Giriraj Kishore Sharma
5. Shri Vishnu Todi
6. Shri Rameshwar Pareek
7. Wg. Cdr. (Retd.) B. S. Solanki
8. Shri Dharam Chand Agarwal
9. Shri Indraj Mal Bhutoria
10. Shri Udit Agarwal"

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board, 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 including filing the necessary forms/documents with the concerned Registrar of Companies."

8. To consider and, if thought fit, to pass the following resolution with or without modification, if any, as a Special Resolution: -

"RESOLVED THAT pursuant to provisions of Sections 198, 269, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the Company approves increased remuneration payable to Shri Giriraj Kishore Sharma, Whole-time Director of the Company for his remaining tenure with effect from 01.10.2009 to 23.07.2011, on the following terms and conditions:-

- a) Salary : Rs. 1,65,000/- per month

- b) Other Perquisites as per rules of company."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board, 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 including filing the necessary forms/documents with the concerned Registrar of Companies."

9. To consider and, if thought fit, to pass the following resolution with or without modification, if any, as a Ordinary Resolution: -

"RESOLVED THAT pursuant to the provisions of Section 293 (1) (d) and other applicable provisions, if any, of the Companies Act, 1956, the consent of the Company, be and is hereby accorded to the Board of Directors and/or any Committee formed by them, for borrowing for and on behalf of the Company from time to time monies for the purposes of the company either in foreign currency and / or rupee currency as may be deemed necessary amounting in the aggregate upto a sum not exceeding Rs.2000 Crore (Rupees Two Thousand Crore Only) notwithstanding that the money so borrowed, together with the monies already borrowed (apart from temporary loans obtained from the bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose."

"RESOLVED FURTHER THAT the Board, be and is hereby authorised to sign and execute all such documents, deeds and writings and to do all such acts, deeds, matters and things as may be necessary for giving effect to the above resolution."

10. To consider and, if thought fit, to pass the following resolution with or without modification, if any, as a Ordinary Resolution: -

"RESOLVED THAT the consent of the Company, be and is hereby accorded under section 293(1) (a) and other applicable provisions, if any, of the Companies Act, 1956 to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof for the time being exercising the powers conferred on the Board by this resolution) to mortgage, hypothecate, charge and pledge and/or create a floating charge and/or also to create liens, charges and all other encumbrances of whatsoever nature on all or any of the movable (including investments in units of mutual funds, shares or other securities, stock in trade, raw materials, stores, spare parts and components, in stock or in transit and work in process) and/or immovable, tangible and/or intangible, properties and/or assets of any description of the company and/or the whole of all or any of the undertakings of the company, wheresoever situated, present and future together with power to take over the management of the business and concern of the company in certain events, in such form and in such manner as the Board may think fit and proper, in favour of banks/ institutions/ other lenders/ trustees of the holders of securities, aggregating to a nominal value not exceeding Rs.2000 Crore (Rupees Two Thousand Crore Only) to be issued from time to time in one or more tranches under its borrowing powers, to secure the principal amount together with interest, compound interest and all costs, charges and expenses and all other monies as may become due and payable by the company in that behalf and to vary or modify existing securities, from time to time, in such manner and in such form on all or any of the properties or part of any of the properties and the undertakings of the company, both present and future, as may be decided by the Board and as agreed to by the said bankers/ institutions/ other lenders/ trustees of the holders of securities issued hereunder and the existing or future series of debentures/ bonds or other lenders, bankers and financial institutions, both present and future, to secure existing series of debentures, loans, financial facilities as

may be obtained by the company from time to time and as may be deemed appropriate by the Board.”

“RESOLVED FURTHER THAT the Board, be and is hereby authorised to sign and execute all such documents, deeds and writings and to do all such acts, deeds, matters and things as may be necessary for giving effect to the above resolution.”

11. To consider and, if thought fit, to pass the following resolution with or without modification, if any, as a Special Resolution: -

“RESOLVED THAT pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 1956 (“the Act”) and the provisions of Article 4 of the Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, each of the equity shares of the nominal value of Rs.10/- each in the authorised share capital of the Company be sub-divided into ten equity shares of Re.1/- (one) each fully paid AND THAT Clause V (Capital Clause) of the Memorandum of Association and Article 4 of the Articles of Association of the Company relating to equity shares be altered accordingly.

RESOLVED FURTHER THAT the Board of Directors of the Company (“the Board”, which expression shall also include a Committee thereof) be and they are hereby authorised to issue new share certificates representing the sub-divided equity shares with new distinctive numbers, consequent to the sub-division of shares as aforesaid and /or credit the shareholders’ accounts maintained with the Depositories, subject to the rules as laid down in the Companies (Issue of Share Certificates) Rules, 1960, and the Articles of Association of the Company and to inform the Depositories and the Registrar and Transfer Agents of the Company and execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board, to any Committee thereof or to any Director(s) or Company Secretary including fixation of Record Date, to give effect to the aforesaid resolution.”

12. To consider and pass the following resolution with or without modification, if any, as a Special Resolution: -

“RESOLVED THAT subject to the confirmation of the Company Law Board under provision of section 17 of Companies Act, 1956, the Registered Office of the Company, be shifted from the National Capital Territory of Delhi to the State of Rajasthan and Clause II of the Memorandum of Association of the Company be altered by substituting the words “N C T of Delhi” by the words “State of Rajasthan”.

“RESOLVED FURTHER THAT on obtaining the confirmation from the Company Law Board, the Registered Office of the company, be transferred from the National Capital Territory of Delhi to any place in State of Rajasthan as the Board may think fit.”

13. To consider and pass the following resolution with or without modification, if any, as a Special Resolution: -

“RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) (the “Companies Act”), the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended or restated (the “ICDR Regulations”) the issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended or restated, the Foreign Exchange Management (Transfer of issue of Security by a Person Resident Outside India)

Regulations 2000, as amended or restated, and subject to all other applicable laws, statutes, rules, circulars, notifications, regulations and guidelines of the Government of India, the Securities and Exchange Board of India (the “SEBI”), the Reserve Bank of India (the “RBI”), the Foreign Investment Promotion Board (the “FIPB”), the relevant stock exchange where the equity shares of the company are listed (the “Stock Exchange”) and all other appropriate statutory and regulatory authorities, may be applicable or relevant, whether in India or overseas (hereinafter collectively referred to as the “Appropriate Authorities), the enabling provisions of the Memorandum and Articles of Association of the Company, as amended, and the listing agreement entered into by the Company with the Stock Exchanges and subject to requisite approvals, consents, permissions and sanctions, if any, of the Appropriate Authorities, and further subject to such conditions and modifications as may be prescribed by any of them in granting any such approvals, consents, permissions, and sanctions (hereinafter referred as the “Requisite Approvals”), which may be agreed to by the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any committee constituted or to be constituted by the Board to exercise its powers including the power conferred by this resolution, of any person(s) authorised by the Board or its committee for such purposes), consent of the Company be and is hereby accorded to the Board in its absolute discretion, to create, offer, issue and allot from time to time in either one or more international offerings, in one or more foreign markets, in one or more tranches and/or in one or more domestic offering(s) in India, such number of equity shares and/or any securities linked to, convertible into or exchangeable for equity shares including without limitation through Global Depository Receipts (“GDRs”) and/or American Depository Receipts (“ADRs”) and/or convertible preference shares and/or convertible debentures (compulsorily and/or optionally, fully and/or partly) and/or non-convertible debentures (or other securities) with warrants, and/or warrants with a right exercisable by the warrant holder to exchange or convert such warrant with equity shares of the Company at a later date simultaneously with the issue of non-convertible debentures and/or Foreign Currency Exchangeable Bonds (“FCEBs”) and/or any other permitted fully an/or partly paid securities /instruments/warrants, convertible into or exchangeable for equity shares at the option of the Company and/or holder(s) of the security(ies) and/or securities linked to equity shares (hereinafter collectively referred to as “Securities”), in registered of bearer form, secured or unsecured, listed on a recognized stock exchange in India or abroad whether rupee denominated or denominated in foreign currency, to such investors who are eligible to acquire such Securities in accordance with all applicable laws, rules, regulations, guidelines and approvals, through public issue(s), rights issue(s), preferential issue(s), private placement(s) and /or qualified institutional placement(s) (QIP) in terms of chapter VIII of the ICDR Regulations or any combinations thereof, through any prospectus, offer document, offer letter, offer circular, placement document or otherwise, at such time or times and at such price or prices subject to compliance with all applicable laws, rules, regulations, guidelines, and approvals, at discount or premium to market price or prices in such manner and on such terms and conditions including as regards security, rate of interest, etc, as may be deemed appropriate by the Board in its absolute discretion, subject to compliance with all applicable laws, rules regulations, guidelines and approvals, for an aggregate amount, not exceeding USD 50 million or Rupees equivalent thereof, inclusive of such premium as may from time to time be decided by the Board and the Board shall have the discretion to determine the categories of eligible investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of investors at the time of such offer, issue and allotment considering the prevailing market conditions and all other relevant factors and where necessary in consultation with advisor(s), lead manger(s), and underwriter(s) appointed by the Company.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue(s) of Securities may, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, have all or any terms, or combination of terms, in accordance with domestic and/or international practice, including, but not limited, to conditions, in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debts service payments whatsoever and all other such terms as are provided in offerings of such nature including terms for issue of additional equity shares or variation of the conversion price of the Securities during the duration of the Securities.”

“RESOLVED FURTHER THAT in case of any offering of Securities, including without limitation any GDRs / ADRs / FCCBs / FCEBs / other securities convertible into equity shares, consent of the shareholders be and is hereby given to the Board to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above in accordance with the terms of issue/offering in respect of such Securities and such equity shares shall rank pari passu with the existing equity shares of the Company in all respects, except as may be provided otherwise under the terms of issue/offering and in the offer document and/or offer letter and/or offering circular and/or listing particulars.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to engage/appoint and to enter into and execute all such agreement(s) / arrangement(s) / MoUs / placement agreement(s) / underwriting agreement(s) / deposit agreement(s) / trust deed(s) / subscription agreement(s) / payment and conversion agency agreement / any other agreements or documents with any consultants, lead manager(s), co-lead manager(s), manager(s), advisor(s), underwriter(s), guarantor(s), depository(ies), custodian(s), registrar(s), agent(s) for service of process, authorised representatives, legal advisors/counsels, trustee(s), banker(s), merchant bankers(s) and all such advisor(s), professional(s), intermediaries and agencies as may be required or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees and such other expenses as it deems fit, listing of Securities in one or more Indian/international stock exchanges, authorizing any director(s) or any officer(s) of the Company, severally, to sign for and on behalf of the Company offer document(s), arrangement(s), application(s), authority letter(s), or any other related paper(s)/documents(s), given any undertaking(s), affidavit(s), certification(s), declaration(s) as he/she may in his/her absolute discretion deems fit including without limitation the authority to amend or modify such document(s).”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, consent of the members of the Company be and is hereby accorded to the Board to do all such acts, deeds matters and/or things, in its absolute discretion and including, but not limited to finalization and approval of the preliminary as well as final document(s), determining the form, terms, manner of issue, the number of the Securities to be allotted, timing of the issue(s) offering(s) including the investors to whom the Securities are to be allotted, issue price, face value, number of equity shares or other securities upon conversion or redemption or cancellation of the Securities, premium or discount on issue/ conversion/exchange of Securities, if any, rate of interest, period of conversion or redemption, listing on one or more stock exchanges in India and/or abroad and any other terms and conditions of the issue, including any amendments or modifications to the terms of the Securities and any agreement or document (including without limitation, any amendment or modification after the issuance of the Securities), the execution of various transaction documents, creation of mortgage/charge in accordance with the provisions of the Companies Act and any other applicable laws or regulations in respect of any Securities, either on a pari passu basis or otherwise, fixing of record date or

book closure and related or incidental matters as the Board in its absolute discretion deems fit and to settle all questions, difficulties or doubts that may arise in relation to the issue, offer or allotment of the Securities, accept any modifications in the proposal as may be required by the Appropriate Authorities in such issues in India and/abroad and subject to applicable law, for the utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end use and intent and that the members shall be deemed to have given their approval thereto for all such acts, deeds, matters and/or things, expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board is authorised on behalf of the Company to take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid Securities and listing thereof with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of any of the Securities, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent or approval of the members or otherwise to the end use and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution .”

“RESOLVED FURTHER THAT the Company and/or any agency or body authorised by the Company may, subject to compliance with all applicable laws , rules, regulations, guidelines and approvals, issue certificates and/or depository receipts including global certificates representing the Securities with such features and attributes as are prevalent in international and/or domestic capital markets for instruments of such nature and to provide for the tradability or transferability thereof as per the international and/or domestic practices and regulations, and under the forms and practices prevalent in such international and/or domestic capital markets.”

“RESOLVED FURTHER THAT the Company may enter into any arrangement with any agency or body for the issue, upon conversion of the Securities, of equity shares of the Company in registered or bearer form with such features and attributes as are prevalent in international and/or domestic capital markets for instruments of this nature and to provide for the tradeability or free transferability thereof as per the international practices and/or domestic practices and regulations, and under the forms and practices prevalent in international and/or domestic capital markets.”

“RESOLVED FURTHER THAT the Securities may be redeemed and/or converted into and/or exchanged for the equity shares of the Company (or exchanged for equity shares of another company as permitted under applicable law), subject to compliances with all applicable laws, rules, regulations, guidelines and approvals, in a manner as may be provided in the terms of their issue.”

“RESOLVED FURTHER THAT in case of a qualified institutional placement pursuant to Chapter VIII of the ICDR Regulations, the allotment of eligible securities within the meaning of Chapter VIII of the ICDR Regulations shall only be to Qualified Institutional Buyers (QIBs) within the meaning of Chapter VIII of the ICDR Regulations, such securities shall be fully paid-up and the allotment of such securities shall be completed within 12 months from the date of passing of this resolution, approving the proposed issue or such other time as may be allowed by ICDR Regulations from time to time and the Company shall apply to the National Securities Depository Limited and/or Central Depository Services (India) Limited for admission of the eligible securities to be allotted as per Chapter VIII of the ICDR

Regulations.”

“RESOLVED FURTHER THAT in the QIP to QIBs, in accordance with Regulation 86(1)(a) of Chapter VIII of SEBI ICDR Regulation, a minimum of 10% of the securities issued pursuant to said regulations shall be allotted to mutual funds and if no mutual fund is agreeable to take up the minimum portion or any part thereof, then such minimum portion or part thereof may be allotted to other QIBs.”

“RESOLVED FURTHER THAT the relevant date for the purpose of pricing of the securities by way of QIP/GDRs/ADRs/FCCBs/FCEBs or by way of any other issue(s) shall be the date as specified under the applicable law or regulation or it shall be the date of the meeting in which the Board decides to open the issue.”

“RESOLVED FURTHER THAT the consent of the Company be and is hereby granted in terms of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 and subject to all necessary approvals, to the Board to secure, if necessary all or any of the above Securities to be issued by the creation of mortgage and/or charge on all or any of the Company’s immovable and/or movable assets, both present and future, in such form and manner and on such terms as may be deemed fit and appropriate by the Board.”

“RESOLVED FURTHER THAT the Board and other designated officers of the Company, be and are hereby severally authorised to make filings including as regards the requisite listing application/prospectus/offer document/registration statement, or any draft(s) thereof, or any amendments or supplements thereof, and of any other relevant documents with the stock exchanges (in India or abroad), the RBI, the FIPB, the SEBI, the Registrar of Companies and such other authorities or institutions in India and/or abroad for the aforesaid purposes and to do all such acts, deeds and things as may be necessary or incidental to give effect to the resolutions above and the Common Seal of the Company be affixed whenever necessary as per the provisions of the Articles of Association of the Company.”

“RESOLVED FURTHER THAT such of these Securities as are not subscribed may be disposed off by the Board in its absolute direction in such manner, as the Board may deem fit and as permissible by law.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to severally delegate all or any of its powers conferred by this resolution on its, to any Committee of Directors or the Managing Director or any Executive Director or Director(s) or any other officer of the Company, in order to give effect to the above resolutions.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved and confirmed in all respects.”

By Order of the Board of Directors

Raj Kumar Yadav
Company Secretary

Registered Office:
D-116, Okhla Industrial Area, Phase-1, Okhla,
New Delhi-110020

Jaipur, August 06, 2010

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself. A proxy need not be a member of the Company. Proxies, in order to be

effective, must be received by the Company at least 48 hours before the commencement of meeting.

2. Corporate members desiring to send their authorised representatives to attend the Meeting are requested to send a certified true copy of the Board Resolution authorising their representatives to attend and vote at the Meeting.
3. The explanatory statement for special business is annexed herewith.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 14, 2010 to Friday, September 17, 2010 (both days inclusive).
5. The payment of dividend, upon declaration by the shareholders at the forthcoming Annual General Meeting, will be made on or after 27th September, 2010 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 & CDSL as at the end of business day hours on Monday, September 13, 2010; 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 Monday, September 13, 2010.
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. 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 along with their Banks/Electronic Clearing Services (ECS) details as follows:
 - Name of the Sole/First/Joint Holder
 - Folio Number
 - Bank Account Number maintained in India with 9-digit code number, type of account, complete name & address of the Bank.
8. 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. 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.
9. 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.
10. 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.
11. Pursuant to the provisions of Section 205A and 205C of the Companies Act, 1956, all unpaid/unclaimed dividends upto the financial year 2001-02, 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 2002-03, 2003-04, 2004-05 (Interim & Final Dividend), 2005-06,

2006-07, 2007-08 & 2008-09 are requested to encash their dividend warrants, immediately. It may be noted that no claims thereafter shall lie against the Company or the IEPF in respect of any dividend amounts which were unclaimed and unpaid for a period of seven years from the respective date of declaration.

12. Members are requested to inform the Company / Share Transfer Registrar / Depository Participant, their bank account number with name of Bank and its branch so that the warrant(s) sent to them in future include details of their account number and designated bank branch, to avoid fraudulent encashment of the dividend warrants.
13. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the meeting as printed copies of the Report will not be distributed at the meeting.
14. All documents referred to in the Notice & 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.
15. In terms of Articles 89 to 93 of the Articles of Association of the Company, at the ensuing Annual General Meeting, Shri Dharam Chand Agarwal, Shri Rameshwar Pareek and Shri Indraj Mal Bhutoria, Directors shall retire by rotation and being eligible, offer themselves for re-appointment. As required under Clause 49 of the Listing Agreement, the additional information of Directors retiring by rotation and eligible for appointment/re-appointment are given in the Corporate Governance Report.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956:

Item No.7: (Amendment in the Article)

In order to facilitate our customers to know the present directors of Company from the Articles of Association, the Article 75(a) is proposed to be altered as contained in the Resolution at Item No.7. This alteration can be made with consent of the members by way of special resolution under section 31 of Companies Act, 1956. The directors have recommended the said resolution. None of the directors is in any manner interested in the said resolution.

Item No.8: (Reappointment of Whole-time Director)

Shri Giriraj Kishore Sharma was reappointed as Whole-time Director w. e. f. 24th July, 2009 for a period of 2 years and his tenure is available upto 23.07.2011. After considering the successes made by the Company through the efforts of Shri Giriraj Kishore Sharma as Whole-time Director, the Board has recommended increased remuneration payable to Shri Giriraj Kishore Sharma and recommended the said resolution for your approval. The resolution at item 8 may also be treated as an abstract of terms of agreement between the Company and Shri Giriraj Kishore Sharma, pursuant to section 302 of the Companies Act, 1956. Pursuant to provisions of sections 198, 269, 309, 310 and Schedule XIII of the Companies Act, 1956, the said increased remuneration can be approved by way of special resolution. None of the Directors is, in any manner, interested or concerned in the said resolution.

Item No.9: (Borrowing Power)

The Board of Directors of the Company was authorised to borrow monies up to Rs.1000 Crore vide ordinary resolution passed in the 16th Annual General Meeting held on 30.09.2008 under Section 293(1)(d) of the Companies Act, 1956. Keeping in view the increased fund requirement of new/ongoing projects, the aggregate amount of loans is likely to cross Rs.1000 Crore during the current year and thus the said limit is proposed to be increased to Rs.2000 Crore as contained in the resolution. The Board of Directors of the Company recommended the proposal. Same required consent of Company by way of ordinary resolution under provisions of section 293(1)(d) of the Companies Act, 1956. None of the Directors is in any manner, concerned or interested in the said resolution.

Item No.10: (Authority to create Mortgage/Charge)

Our Bankers and Financial Institutions have provided/sanctioned term loans as well as working capital facilities to the Company subject to mortgaging / creating charge over the immovable and movable assets present and future, both of the Company besides creating hypothecation on stocks, goods, book-debts, etc., of the Company. The loans were increased from time to time and thus the proposed resolution is to enable the Company to authorise the Board of Directors of the Company to comply with the requirement of creating charge/mortgage over the assets of the Company to secure repayment of said loans, sanctioned and/or to be sanctioned, interest etc., in favour of said Bankers, including any further increase in said loans in future. Same required consent of Company by way of ordinary resolution under provisions of section 293(1)(a) of the Companies Act, 1956. None of the Directors is, in any manner, concerned or interested in the said resolution.

Item No.11: (Split of Shares)

The equity shares of your Company are listed on the National Stock Exchange of India Limited (NSE) and The Bombay Stock Exchange Limited (BSE). The shares are actively traded on NSE and BSE. The market price of the shares of the Company has witnessed significant spurt over the 3 years. In order to improve the liquidity of the Company's shares in the stock market and to make it affordable to the small investors, the Board of Directors of the Company ('the Board') has approved to sub-divide the nominal value of the equity portion of the authorised share capital of the Company. Presently the nominal value of the equity shares is Rs.10/- each and consequent to the said sub-division it would be divided into 10 (Ten) equity shares of Re.1/- (one) each. The date on which this sub-division would become effective, will be decided by the Board after obtaining the shareholders and other necessary approvals, which will be notified through the Stock Exchanges.

In view of the above, the existing Capital Clause V in the Memorandum of Association and Article 4 in the Articles of Association of the Company relating to equity shares also need relevant amendment to give effect to the said sub-division. The said alterations required the consent of the members by way of ordinary resolution under section 94 of Companies Act, 1956 and special resolution under provisions of section 31 of the Articles of Association of the Company. However, special resolution is proposed for consideration for both. The Directors of the Company are deemed to be concerned or interested in the resolution only to the extent of shares held by them in the Company.

Item No.12: (Shifting of Registered Office)

Your Company manufactures High-end Programmable Multi-functional Intelligent Single Phase & Three Phase Electronic Energy Meters with in-built advanced security & anti-tamper feature, AMR enabled meters, Industrial / Sub-station / Agricultural / Audit Meters, Group Meters, Grid Meters, Pre-payment Meters, Digital Panel Meters, Distribution Transformer Metering System, Smart Street Lighting System, Solar Hybrid Inverters, Static Inverters, On-line UPS, Transformers and Poles. Genus also undertakes turnkey 'Engineering, Constructions & Contracts' projects in Power sector. The Company has full fledged in-house R&D laboratory at Jaipur (recognized by the Government of India and accredited with 'National Accreditation Body for Testing Labs' (NABL)) which made it self-sufficient in technology up-gradation, innovation activities and providing customized solutions to its customers.

Presently, the Registered Office is situated at Delhi. At present, the company has four manufacturing plants and out of four, two are in the State of Rajasthan. The corporate office of the company also situated at Jaipur from where it operates its turnkey project business/activities. Majority directors are stationed at Jaipur. If the Registered Office is also shifted to Jaipur (Rajasthan), it can be economically situated at the same premises where its corporate office, works and procurement office are situated without any additional burden of expenditure to this account. It should be more convenient for contracting parties to enter into business deals with company having registered office in the State of Rajasthan.

The registered office from one State to another State can be shifted with the sanction of the Company Law Board under section 17 of the Companies Act, 1956 with prior approval of members by way of special resolution. For smooth and economical working operations, the Board of Directors has recommended for shifting the registered office from National Capital Territory of Delhi to State of Rajasthan and same is for consideration by members as per special resolution. None of the directors is interested in the said resolution.

Item No.13: (Fund Raising)

The Company is in the process of expansion of manufacturing facilities in India and modernization of its existing manufacturing facilities. In order to fund organic growth, acquisitions, R&D and to meet long-term working capital requirements, the Company is planning to raise additional long-term resources to the extent of USD 50 million or in Rupees equivalent to thereof, as the case may be (inclusive of such premium as may be determined) by way of issuance of equity shares of the Company ("Equity Shares") and/or any instruments or securities including Global Depository Receipts ("GDRs") and/or American Depository Receipts ("ADRs") and/or convertible preference shares and/or convertible debentures (Compulsorily and/or optionally, fully and/or partly) and/or non-convertible debentures (or other securities) with warrants, and/or warrants with a right exercisable by the warrant holder to exchange or convert such warrants with equity shares of the Company at a later date simultaneously with the issue of Non-Convertible Debentures and/or Foreign Currency Convertible Bonds ("FCCBs") and/or Foreign Currency Exchangeable Bonds ("FCEBs") and/or any other permitted fully and/or partly paid securities/instruments/warrants, convertible into or exchangeable for equity shares at the option of the Company and/or holder(s) of the security(ies) and/or securities linked to equity shares (hereinafter collectively referred to as "Securities"), in registered or bearer form, secured or unsecured, listed on a recognized stock exchange in India or abroad whether rupee denominated or denominated in foreign currency by way of private placement or otherwise.

The relevant Special Resolution also seeks to authorize the Board of Directors to undertake a Qualified Institutional Placement (QIP) as defined by SEBI under 'Issue of Capital and Disclosure Requirements Regulations, 2009'. The Board of Directors may in their discretion adopt this mechanism as prescribed under Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. The issue of eligible securities, if any within the meaning of chapter VIII of the SEBI Regulations to qualified institutional investors, will be subject to the provisions of chapter VIII of the SEBI Regulations as amended from time to time. The aforesaid securities can be issued at a price calculated according to the pricing formula mentioned in chapter VIII of the ICDR Regulations. Pursuant to provisions of Chapter VIII of said Regulations, allotment of securities, if any shall be completed within twelve months from the date of passing of the resolution under section 81(1A) of the Companies Act, 1956. Other terms and conditions for the issue of Securities will be decided after considering the prevailing market conditions and other relevant facts.

The proposed issuance of securities on preferential basis is governed, inter alia, by the provisions of Section 81(1A) of the Companies Act, 1956 and the relevant provisions of the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009. As per Section 81(1A) of the Companies Act, 1956 and the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009, approval of the members of the Company by way of Special Resolution is required to be obtained for issuance of equity shares and other convertible securities on preferential allotment basis.

None of the Directors of the Company except Mr. Ishwar Chand Agarwal, Mr. Rajendra Kumar Agarwal and Mr. Jitendra Kumar Agarwal, being promoters of the Company, is concerned or interested in said Resolutions. The Board of Directors believes that the proposed offer will be in the best interests of the Company and its members. The Board of Directors recommends the Resolutions for approval by members.

By Order of the Board of Directors

Raj Kumar Yadav
Company Secretary

Registered Office:
D-116, Okhla Industrial Area, Phase-1, Okhla, New Delhi-110020

Jaipur, August 06, 2010

At every aspect of life, we sustain energy. Connecting an endless chain of continued efforts, we keep energy alive, relentlessly. Year after year, the chain keeps getting bigger and encompasses a new realm of patrons. Every new year brings with it, a million connections and a bigger vision of maintaining continuity. And energizing lives.



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(A Kailash Group Company)

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