

**Subject:** Outcome of the meeting of the Board of Directors of Genus Power Infrastructures Limited (the “Company”) held on December 5, 2020 and disclosures under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended (“Listing Regulations”).

**Ref:** Draft Scheme of Arrangement amongst Genus Prime Infra Limited (“Amalgamated Company” or “Resulting Company”) and Sansar Infrastructure Private Limited (Amalgamating Company 1”) and Star Vanijya Private Limited (“Amalgamating Company 2”) and Sunima Trading Private Limited (“Amalgamating Company 3”) and Genus Power Infrastructures Limited (“Demerged Company” or the “Company”) and Yajur Commodities Limited (“Amalgamating Company 4”) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Scheme” or “the Scheme” or “Scheme of Arrangement”).

The Board of Directors of the Company (“Board”) at its meeting held today (i.e. December 05, 2020) has, inter alia, approved the Scheme. The Scheme is subject to requisite statutory / regulatory approvals including the approval of the jurisdictional National Company Law Tribunal (“Tribunal”).

The Scheme provides for:

- Amalgamation of the Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3, wholly owned subsidiaries of the Amalgamated Company, with the Amalgamated Company; and
- Demerger of Investment Business Undertaking of the Company into the Resulting Company;
- Amalgamation of the Amalgamating Company 4 with the Amalgamated Company.

Pursuant to Regulation 30 of the Listing Regulations as amended, read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, details of the Scheme are enclosed herewith as **Annexure I.**

**Details of the Scheme under Regulation 30 of the Listing Regulations read with the SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015**

**Part – A: Demerger**

Disclosures relating to the demerger of Investment Business Undertaking of the Company into the Resulting Company, as per Para. 1.3 of Annexure I of the SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015.

Sr. No.	Particulars	Details	
1.	<b>Brief details of the divisions to be demerged</b>	<p>The division to be demerged from the Company is the Strategic Investment Business Undertaking or Investment Business Undertaking.</p> <p>The Investment Business Undertaking of the Company includes all assets, investments, liabilities, rights, benefits, interests and obligations of, and relating to the Investment Business (as specifically set out in the Scheme).</p>	
2.	<b>Turnover of the demerged division and as percentage to the total turnover of the listed entity in the immediately preceding financial year / based on financials of the last financial year</b>	<b>Total Revenue from Operations of the Investment Business Undertaking (as on March 31, 2020) (INR MN.)</b>	<b>% of the total turnover of Genus Power Infrastructures Limited (as on March 31, 2020)</b>
		INR 32.59 Mn.	0.30%- Standalone 0.30%- Consolidated

3.	<b>Rationale for demerger</b>	<ul style="list-style-type: none"> <li>• The Demerged Company is engaged in the following businesses, each being distinct and independent business divisions:             <ul style="list-style-type: none"> <li>a) Manufacturing and providing metering and metering solutions and undertaking engineering, construction and contracts on turnkey basis including manufacturing facilities or shares in the companies engaged in similar business activity (“Core Business Division”);</li> <li>b) Holding, monitoring, sale and purchase of strategic investments, comprising of investment in shares, debentures, bonds other unlisted securities, etc. (“Investment Business Division”).</li> </ul> </li> <li>• Given that each of the activities carried out by the Demerged Company is distinct and diverse in its business characteristics, growth trajectories, nature of risks and competition, which therefore requires attribution of dissimilar technical and managerial focus. Considering this, the Demerged Company has put in place for its Investment Business Division, a management structure to dynamically review, evaluate and forecast developments in the invested sectors and to monitor the performance and improve returns from such specialized investments.</li> <li>• With a view to concentrate the growth efforts focused on the core business activity using strategies optimal to the nature and return profile of the division, the management of the Demerged Company proposes to demerge its interests in the Investment Business Division on a going concern basis, and vest the same with the Resulting Company.</li> <li>• The transfer and vesting of the Demerged Undertaking in the Resulting Company shall be in the larger interest of the shareholders, creditors and employees of the Demerged Company and shall be in the interest of future growth of the Resulting Company. The transfer and vesting shall achieve the following benefits for the Demerged Company and the Resulting Company:             <ul style="list-style-type: none"> <li>a) The demerger will enable the Demerged Company to focus and enhance its core business performance by streamlining operations and cutting costs;</li> <li>b) The demerger will enable focused management orientation to each of the business undertaking(s) due to individual specialization and leadership vision, which would provide greater visibility on the performance of the said businesses;</li> <li>c) The demerger will enable attribution of appropriate risk and valuation to different business undertakings based on their respective risk return profile and cash flows;</li> <li>d) The demerger will enable opportunities for strategic partnership and flexibility of fundraising capability for future growth and expansion and to create a structure geared to take advantage of growth opportunities.</li> </ul> </li> </ul>
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4.	<b>Brief details of change in shareholding pattern (if any) of all entities</b>	<p>There will be no change in the shareholding pattern of the Demerged Company as a result of the demerger pursuant to the Scheme.</p> <p>The Resulting Company shall issue equity shares to the shareholders of the Company basis the share entitlement ratios approved by the Board relying on the Valuation Report provided by the Valuer BDO Valuation Advisory LLP dated December 4, 2020.</p> <p>Indicative equity shareholding pattern of the Resulting Company, post demerger of the Investment Business Undertaking of the Demerged Company into the Resulting Company and also the amalgamation of the Amalgamating Company 4 into and with the Amalgamated Company / Resulting Company, (which is being considered by the Resulting Company as part of the same Scheme), is set out below:</p> <table border="1" data-bbox="722 751 1502 1060"> <thead> <tr> <th>Category</th> <th>Shareholding of the Resulting Company as on September 30, 2020</th> <th>Indicative post-Scheme shareholding of the Resulting Company*</th> </tr> </thead> <tbody> <tr> <td>Promoter and Promoter Group</td> <td>74.96%</td> <td>64.36%</td> </tr> <tr> <td>Public</td> <td>25.04%</td> <td>35.64%</td> </tr> </tbody> </table> <p><i>*The above shareholding may undergo a change (non material) due to rounding off of the fractional entitlement as per the actual shareholding on the record date.</i></p>	Category	Shareholding of the Resulting Company as on September 30, 2020	Indicative post-Scheme shareholding of the Resulting Company*	Promoter and Promoter Group	74.96%	64.36%	Public	25.04%	35.64%
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Promoter and Promoter Group	74.96%	64.36%									
Public	25.04%	35.64%									
5	<b>Share exchange ratio / Share entitlement ratio</b>	<p>Upon coming into effect of the Scheme and in consideration for the demerger of the Investment Business Undertaking into the Resulting Company pursuant to the Scheme, the Resulting Company shall, without any further act or deed and without receipt of any cash, issue and allot to the shareholders of the Company as on the record date.</p> <p><i>1 (One) Equity share of face value INR 2.00 (Two) each of the Resulting Company as fully paid up for every 6 (Six) Equity shares of face value INR 1.00 (One) each of the Demerged Company to the equity shareholders of the Demerged Company holding equity shares in the Demerged Company."</i></p>									
6	<b>Whether listing would be sought for the resulting entity</b>	<p><i>The equity shares of the Resulting Company are presently listed on BSE Limited. The Resulting Company will make an application with BSE Limited for listing of equity shares to be issued pursuant to the demerger.</i></p>									