



ARMS & ASSOCIATES LLP

Practicing Company Secretaries

24 Ka 1, Jyoti Nagar, Jaipur-302005, Rajasthan

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To

The Board of Directors

M/s. Genus Power Infrastructures Limited

SPL-3, RIICO Industrial Area,

Sitapura, Tonk Road,

Jaipur-302022 (Rajasthan)

Dear Sir/Madam,

Certificate on implementation of the Employees Stock Appreciation Rights Plan 2019 (the “ESARP 2019” or “Scheme”) of Genus Power Infrastructures Limited

1. We, the secretarial auditors of Genus Power Infrastructures Limited (“the Company”), are required to provide an annual certificate on the implementation of the Employees Stock Appreciation Rights Plan 2019 (the “ESARP 2019” or “Scheme”), as approved by the shareholders by way of special resolution at the Annual General Meeting (“AGM”) held on September 06, 2019, in accordance with the terms of the ESARP 2019 and with corresponding provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, (herein referred as “SEBI Regulations”), as amended from time to time, issued by the Securities and Exchange Board of India (“SEBI”), and further in accordance with the terms of the aforesaid special resolution passed by the Shareholders of the Company at the AGM.

Management’s Responsibility

2. The Company’s management is responsible for compliance of conditions for implementation of ESARP 2019 in accordance with the SEBI Regulations and the resolution passed by the members of the Company. This responsibility includes the design, implementation and maintenance of ESARP 2019 relevant to the compliance of the conditions. The Management’s responsibility includes collecting, collating and validating data and designing, implementing and monitoring of the process suitable for ensuring compliance of the ESARP 2019 with the above mentioned SEBI Regulations.
3. Management is also responsible for maintaining the information and documents, which are required to be kept and maintained under the relevant laws and regulations and for providing all relevant information to the SEBI.



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Auditors' Responsibility

4. Pursuant to the requirements of the Regulation 13 of the SEBI Regulations, we are required to certify, based on our work done, as to whether the implementation of ESARP 2019 is in accordance with the aforementioned SEBI Regulations.

Conclusion

5. Based on our verification of the Company's books, papers, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives, we certify that during the year ended March 31, 2022, the Company has implemented the ESARP 2019 in accordance with the SEBI Regulations and terms of the special resolution passed at the AGM.

**For ARMS & Associates LLP,
Company Secretaries
ICSI URN: P2011RJ023700
PR 818/2020**

**(Sandeep Kumar Jain)
Designated Partner
FCS 5398 CP No.4151
UDIN: F005398D000733279**

Jaipur, August 03, 2022