

Execution of Agreements

We wish to inform you that in furtherance to our outcome of the Board Meeting dated July 04, 2023, we hereby inform that the Company on July 04, 2023 has executed (i) a joint venture agreement, by and between Gem View Investment Pte Ltd, a company incorporated under the laws of Singapore, with registration number 201917156M, having its principal place of business at 168 Robinson Road #37-01 Capital Tower, Singapore 068912 ("Gem View"), Gemstar Infra Pte Ltd, Genus Power Infrastructures Limited (the "Company"), Ishwar Chand Agarwal, Kailash Chandra Agarwal, Rajendra Kumar Agarwal and Jitendra Kumar Agarwal, for setting up a platform to bid for various AMISP concessions; (ii) an investment agreement by and between the Company, Gem View and Gemstar Infra Pte Ltd; and (iii) a warrants subscription agreement by and between the Company and Chiswick Investment Pte Ltd, a company incorporated under the laws of Singapore, with registration number 201917156M, having its principal place of business at 168 Robinson Road, #37-01, Capital Tower, Singapore 068912 ("Chiswick"), to issue and allot, subject to approval of the shareholders of the Company and in compliance with applicable laws, 4,59,78,965 (Four Crores, Fifty Nine Lakhs, Seventy Eight Thousand, Nine Hundred and Sixty Five) share warrants for an aggregate consideration of up to INR 5,19,01,05,569.20 (Rupees Five Hundred and Nineteen Crores, One Lakhs, Five Thousand, Five Hundred and Sixty Nine and paise twenty only) ("Share Warrants"), in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 by way of a preferential issue on a private placement basis ("Preferential Issue"). Gem View and Chiswick are affiliates of GIC, Singapore ("GIC Entities").

The details as required under Regulation 30 of the SEBI LODR Regulations read with SEBI Circular no. CIR/CFD/CMD/4/2015 dated September 9, 2015 ("SEBI Circular") are enclosed as Annexure A, Annexure B, and Annexure C.

Genus Power Infrastructures Limited (A Kailash Group Company) Corporate Identity Number L51909UP1992PLC051997 Corporate Office: SPL-3, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022, (Raj.), India T. +91-141-7102400/500 • F. +91-141-2770319, 7102503 E. info@genus.in • W. www.genuspower.com

Registered Office:



ANNEXURE A

Details of Joint Venture Agreement as required to be disclosed under Regulation 30 read with SEBI Circular

1. Name(s) of parties with whom the agreement is entered The Company, Gem View, Gemstar Infra Pte Ltd, Ishwar Chand Agarwal, Kailash Chandra Agarwal and Jitendra Kumar Agarwal (collectively, "Parties") 2. Purpose of entering into the agreement The Parties have entered into the Joint Venture Agreement for setting up a platform to bid for and operate various AMISP concessions and to record relevant terms and conditions governing such platform. 3. Shareholding, if any, in the entity with whom the agreement is executed <i>Nii</i> shareholding in Gem View 4. Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of subscription in case of issuance of shares, right to restrict any change in capital structure etc. The Company and Gem View have agreed to fund the PlatformCo in any future capital raises, to the extent required by the PlatformCo in the same ratio as their shareholding of the PlatformCo, and in the manner as may be mutually agreed between the shareholder parties. 5. Whether, the said parties are related to promoter/ promoter group/ group companies in any manner. If yes, nature of relationship Ishwar Chand Agarwal and Jitendra Kumar Agarwal and Jitendra Agarwal and Jitendra Kumar Agarwal and Jitendra Kumar Agarwal and Jitendra Kumar Agarw	1.	Name(s) of parties with whom the	The Company Gem View Gem	star Infra Pto Itd
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NameNo. Of SharesIshwar Chand Agarwal89,35,801				
Ishwar Chand Agarwal 89,35,801				
			Name	No. Of Shares
Jitendra Agarwal 36,34,256			Ishwar Chand Agarwal	89,35,801
			Jitendra Agarwal	36,34,256

Genus Power Infrastructures Limited (A Kailash Group Company) Corporate Identity Number L51909UP1992PLC051997

Corporate Office:

SPL-3, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022, (Raj.), India T. +91-141-7102400/500 • F. +91-141-2770319, 7102503 E. info@genus.in • W. www.genuspower.com

Registered Office:



		Kailash Chandra Agarwal	1,23,98,356
		Rajendra Agarwal	35,50,485
6.	Whether the transaction would fall	Gemstar Infra Pte Ltd is a wholly	owned subsidiary
	within related party transactions? If	of the Company on the date of s	signing of the Joint
	yes, whether the same is done at	Venture Agreement. However	, as part of the
	"arm's length"	proposed transaction, Gemstar	Infra Pte Limited
		will become an associate compa	ny of the Company
		and will have related Directors.	
		Yes, the transaction is on an arm	
7.	In case of issuance of shares to the	The issuance of shares will	
	parties, details of issue price, class of	accordance with the Invest	-
	shares issued.	(please refer to annexure C for th	nis).
8.	Any other disclosures related to such	Nil	
	agreements, viz., details of nominee		
	on the board of directors of the listed		
	entity, potential conflict of interest		
	arising out of such agreements, etc		
9.	In case of termination or amendment	Not Applicable	
	of agreement, listed entity shall		
	disclose additional details to the stock		
	exchange(s): a) name of parties to the		
	agreement; b) nature of the		
	agreement; c) date of execution of the		
	agreement; d) details of amendment		
	and impact thereof or reasons of		
	termination and impact thereof.		

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Registered Office:



ANNEXURE B

S No.	Particulars	Remarks		
1.	Type of securities proposed to be issued (viz.	Share Warran	its	
	equity shares, convertibles etc.);			
2.	Type of issuance	Preferential	Issue of share	e warrants in
		accordance v	with Chapter V	✓ of the SEBI
		ICDR Regula	tions 2018 re	ead with the
		Companies A	Act, 2013 and	d rules made
		thereunder		
3.	Total number of securities proposed to be	Issue of upt	o 4,59,78,965	(Four Crores,
	issued or the total amount for which the	Fifty Nine Lak	khs, Seventy Ei	ght Thousand,
	securities will be issued (approximately);	Nine Hundre	ed and Sixty	Five) Share
		Warrants for	a total amour	nt of upto INR
		5,19,01,05,56	9.20 (Rupees	Five Hundred
				e Lakhs, Five
		-		nd Sixty Nine
		and paise twe	enty only)	
4.	Additional details to the stock exchange(s):			
(a)	Names of investors	Chiswick Investment Pte Ltd, a compan		
				s of Singapore,
		-		201917156M,
				of business at
				Capital Tower,
(1)		- ·	3912 (" Chiswic	-
		he share warrants are proposed to be		
	subscription,	allotted to		Details of
		-		allottee in the
			ior to and p ssue will be as i	ost proposed
prefer		preferencialis	sue will be as t	inder.
		Name of	Pre	Post
		investor	preferential	Allotment
			issue	of share
				warrants
				pursuant to
				preferential
				issue
		Chiswick	Nil	4,59,78,965
		Investment		
		Pte Ltd		

Details of Warrant Subscription Agreement as required to be disclosed under Regulation 30 read with SEBI Circular

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(c)	issue price	INR 112.88/- per Share Warrant
		An amount equivalent to 25% of the total consideration will be paid upfront and the balance 75% shall be payable by the Chiswick Investment Pte Ltd on the exercise of conversion option attached with the warrant(s).
(d)	number of investors	One Investor
(e)	In case of convertibles -	18 months from the date of allotment
	intimation on conversion of securities or on	
	lapse of the tenure of the instrument	
5.	any cancellation or termination of proposal for	Not Applicable
	issuance of securities including reasons	
	thereof.	

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ANNEXURE C

Details of Investment Agreement as required to be disclosed under Regulation 30 read with SEBI Circular

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1.	Name of the target entity, details in brief such as size, turnover etc.	Gemstar Infra Pte Ltd, a company incorporated under the laws of Singapore with registration number 202323847H, having its principal place of business at 362 Upper Paya Lebar Road, #04-04, Da Jin Factory Building Singapore (534963) Gemstar Infra Pte Ltd is a newly incorporated company with no material business activities currently.
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length".	Gemstar Infra Pte Ltd is a wholly owned subsidiary of the Company on the date of signing of the Investment Agreement. However, as part of the proposed transaction, Gemstar Infra Pte Limited will become an associate company of the Company and will have related Directors. Yes, the transaction is on an arms' length basis.
3.	Industry to which the entity being acquired belongs.	Power
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	The purpose of the Investment Agreement is further funding in the Company's wholly owned subsidiary. The business of Gemstar Infra Pte Ltd is in line with the business of the Company.
5.	Brief details of any governmental or regulatory approvals required for the acquisition	Nil
6.	Indicative time period for completion of the acquisition	Subject to satisfaction of the conditions precedent under the Investment Agreement, the parties shall endeavour to complete the acquisition within 45 days from signing
7.	Nature of consideration - whether cash consideration or share swap and details of the same.	Cash consideration
8.	Cost of acquisition or the price at which the shares are acquired	United States Dollars 2,60,000 to be invested by the Company
9.	Percentage of shareholding / control acquired and / or number of shares acquired	26% shareholding comprising of 2,60,000 ordinary shares to be acquired

Corporate Office:

SPL-3, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022, (Raj.), India T. +91-141-7102400/500 • F. +91-141-2770319, 7102503 E. info@genus.in • W. www.genuspower.com

Registered Office:



10.	Brief background about the entity	Gemstar Infra Pte Ltd, a company incorporated
	acquired in terms of products/line of	under the laws of Singapore with registration
	business acquired, date of	number 202323847H, having its principal place of
	incorporation, history of last 3 years	business at 362 Upper Paya Lebar Road, #04-04,
	turnover, country in which the	Da Jin Factory Building Singapore (534963)
	acquired entity has presence and any	
	other significant information (in brief)	Gemstar Infra Pte Ltd is a newly incorporated
		company, incorporated on June 16, 2023, with no
		material business activities currently. The main
		objects of Gemstar Infra Pte Ltd inter alia include
		investments in advanced metering infrastructure
		service provider concessions.
11.	Significant terms of the Agreement (in	Nil
	brief) special rights like right to	
	appoint directors, first right to share	
	subscription in case of issuance of	
	shares, right to restrict any change in	
	capital structure etc.	

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