

Genus Power Infrastructures Limited

(Corporate Identification Number (CIN): L51909UP1992PLC051997)

(Registered Office: G-123, Sector-63, Noida-201307, Uttar Pradesh, India) (Tel.:+91-120-2581999)

(Email: info@genus.in; Email for Shareholders: cs@genus.in; Website: www.genuspower.com)

(Corporate Office: SPL-3, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022 Rajasthan, India) (Tel.: +91-141-7102400/500)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Dear Members,

NOTICE is hereby given that the Extraordinary General Meeting (“EGM”) of the Members of **Genus Power Infrastructures Limited** will be held on **Monday, July 31, 2023 at 11:00 AM (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) for which purpose the Corporate Office of the Company shall be deemed as the venue and the proceedings of the EGM shall be deemed to be made thereat, to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1: ISSUE OF SHARE WARRANTS ON PREFERENTIAL BASIS

To consider and if thought fit, to pass, the following resolution, as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 23, 42, 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (the “**Act**”) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (“**ICDR Regulations**”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI Listing Regulations**”) and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs (“**MCA**”), and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“**FEMA**”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, Reserve Bank of India (“**RBI**”), Securities and Exchange Board of India (“**SEBI**”) and/ or any other competent authorities, (hereinafter referred to as “**Applicable Regulatory Authorities**”) from time to time to the extent applicable and subject to such approvals (including regulatory approvals), consents, permissions and sanctions as may be necessary or required and such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, the consent of the shareholders of the Company be and is hereby accorded to create, offer, issue and allot on a preferential basis, up to 4,59,78,965 (Four Crores, Fifty Nine Lakhs, Seventy Eight Thousand, Nine Hundred and Sixty Five) share warrants each convertible into one (1) equity share of face value of Re. 1/- each (“**Share Warrants**”), representing 15% (fifteen percent) of the paid-up capital of the Company on a fully diluted basis, at an issue price of Rs. 112.88/- per share warrant (including a premium of Rs. 111.88/- per share warrant) aggregating 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), which is not less than the floor price determined in accordance with Chapter V of the ICDR Regulations by way of a preferential issue on a private placement basis (“**Preferential Issue**”), in such manner and upon such terms and conditions as may be deemed appropriate by the Board of Directors of the Company (“the Board”) and in accordance with the relevant provisions of ICDR Regulations and other applicable laws to the following proposed allottee (“**Proposed Allottee**”) who is not a Promoter and does not belong to the Promoter Group of the Company. The details of the proposed allottees and the maximum number of equity shares of the Company proposed to be allotted are set forth in the below table:

S. No.	Name and Details of the Proposed Allottee	Category	No. of share warrants issued
1	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”)	Public	4,59,78,965 (Four Crores, Fifty Nine Lakhs, Seventy Eight Thousand, Nine Hundred and Sixty Five) share warrants

RESOLVED FURTHER THAT in accordance with ICDR Regulations and other applicable law, the ‘Relevant Date’ for determining the floor price for the Share Warrants to be issued and allotted as per above is June 30, 2023 (being the working day preceding the date that is 30 (thirty) days prior to the date of the EGM (since the date that is 30 (thirty) days prior to the date of the EGM falls on weekend/non-working day i.e., July 01, 2023, the day preceding the weekend is being reckoned to be the relevant date) to consider the proposed preferential issue.

RESOLVED FURTHER THAT the Board has taken on record the valuation report received from ‘SPA Valuation Advisors Private Limited’, Registered Valuer (registration no. IBBI/RV-E/05/2021/148), registered with Insolvency and Bankruptcy Board of India (IBBI) in terms of Regulation 166A of the ICDR Regulations and the Companies Act, 2013, and the valuation report received SPA Capital Advisors Limited, SEBI registered Category I Merchant Banker (registration no. INM000010825), registered with Securities & Exchange Board of India (SEBI) in terms of the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”) and the same has been taken into consideration in determining the issue price of the Share Warrants.

RESOLVED FURTHER THAT in accordance with Regulation 170(1) of the ICDR Regulations, the Share Warrants shall be allotted within a period of 15 (fifteen) days from the date the resolution to consider and approve the preferential issue of the Subscription Shares, is approved by the requisite majority of members of the Company, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

RESOLVED FURTHER THAT the Share Warrants to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Share Warrants and Equity Shares allotted pursuant to the exercise of the Share Warrants allotted on preferential basis shall be locked in for such period as prescribed in ICDR Regulations and the Equity Shares allotted pursuant to the exercise of the Share Warrants so offered, issued and allotted will be listed subject to the receipt of necessary permissions and approvals from BSE Limited and National Stock Exchange of India Limited.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws consent of the shareholders of the Company be and is hereby accorded to record the name and details of the Proposed Allottee(s) in Form PAS-5 and issue a private placement offer cum application letter in Form PAS-4, or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions (“Offer Document”) to the Proposed Allottee inviting them to subscribe to the Share Warrants, after receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange(s) i.e., BSE Limited and National Stock Exchange of India Limited, in accordance with the provisions of the Act and applicable law and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of the Share Warrants, subject to the provisions of the Act and the ICDR Regulations without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT Mr. Ishwar Chand Agarwal, Chairperson (DIN: 00011152), Mr. Kailash Chandra Agarwal, Vice-Chairman (DIN: 00895365) Mr. Rajendra Kumar Agarwal, Managing Director & CEO (DIN: 00011127), and Mr. Jitendra Kumar Agarwal, Joint Managing Director (DIN: 00011189) of the Company, be and are hereby severally authorized to appoint a monitoring agency, pursuant to the Regulation 162A of ICDR Regulations to monitor the use of proceeds of the issue on the terms, and subject to the conditions set out in the agreement to be entered into between the Company and the Monitoring Agency.

RESOLVED FURTHER THAT the monies received by the Company from the proposed allottee(s) for allotment of the Share Warrants pursuant to this Preferential Issue shall be kept by the Company in a separate bank account in accordance with Section 42 of the Companies Act 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, consent of the shareholders of the Company be and is hereby accorded to authorise Mr. Ishwar Chand Agarwal, Chairperson (DIN: 00011152), Mr. Kailash Chandra Agarwal, Vice-Chairman (DIN: 00895365) Mr. Rajendra Kumar Agarwal, Managing Director & CEO (DIN: 00011127), Mr. Jitendra Kumar Agarwal, Joint Managing Director (DIN: 00011189) and the Company Secretary of the Company, severally, to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including but not limited to (i) making the necessary applications, filing of requisite documents and taking all other steps as may be necessary for and in connection with the listing of the Equity Shares allotted pursuant to the exercise of the Share Warrants and for the admission of such Share Warrants and Equity Shares allotted pursuant to the exercise of the Share Warrants with the depositories, viz. National Securities Depository Limited (“NSDL”) and Central Depository Services Limited (“CDSL”), (ii) issuing the private placement offer cum application letter in form PAS-4 and recording details of the Proposed Allottees in Form PAS-5, (iii) filing of relevant e-forms and requisite documents in respect of issue and allotment with the relevant registrar of companies, the Ministry of Corporate Affairs and other regulatory authorities, (iv) filing FCGPR and other relevant forms/letters/application in relation to the issue; (v) execution of various deeds, documents, writings, and agreements, and also to modify, accept and give effect to any modifications therein and the terms and conditions of the issue, as may be required by the statutory, regulatory and other appropriate authorities (vi) to settle all queries or doubts that may arise in the proposed issue, without being required to seek any further consent or approval of the Board; (vii) making applications to the stock exchanges for obtaining in-principle approvals; (viii) issue and allotment of the Share Warrants and Equity Shares allotted pursuant to the exercise of the Share Warrants; and (ix) to do all such acts deeds and things as may be necessary and incidental to give effect to this resolution.

RESOLVED FURTHER THAT, any director or Company Secretary of the Company be and is severally hereby authorized to issue/provide a Certified True Copy of this resolution, as and when required.”

ITEM NO. 2: APPROVAL FOR INVESTMENTS BY THE COMPANY

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

“RESOLVED THAT pursuant to provision of Section 186 and other applicable provision of the Companies Act, 2013, if any, and in supersession of the earlier resolution passed with regard to investment activity of the Company, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (including any committee constituted by the Board to exercise its powers, including the powers conferred by this resolution) to:

- a) give any loan to any person(s) or other body corporate(s);
- b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s);
- c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate, at any time in one or more tranches, as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company,

in excess of the limits prescribed under Section 186 of the Companies Act, 2013, up to an aggregate sum of 200% (two hundred percent) of the Company’s net worth, calculated on the date of each such transaction and calculated in accordance with the applicable provisions of the Companies Act, 2013 and rules made thereunder.

RESOLVED FURTHER THAT the shareholders of the Company authorize any Director and Company Secretary of the Company severally to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.”

ITEM NO. 3: APPROVAL FOR THE RELATED PARTY TRANSACTIONS

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

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as ‘Listing Regulations’), Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and any other applicable provisions, including any amendment, modification, variation or re-enactment thereof, the Members of the Company do hereby accord their approval to the Board of Directors of the Company, for carrying out and/or continuing with arrangements and transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) from the conclusion of this Extraordinary General Meeting for a period of one year therefrom, with:

- (a) Hi-Print Infra Private Limited;
- (b) Gemstar Infra Pte Limited;
- (c) Hi-Print Energy Solutions Private Limited;
- (d) Hi-Print Metering Solutions Private Limited;
- (e) Genus Power Solutions Private Limited;
- (f) Hi-Print Investments Private Limited;
- (g) Genus Assam Package-2 SPV Limited;
- (h) Hi-Print Assam Package-3 SPV Limited;
- (i) Genus Assam Package-4 SPV Limited;
- (j) Genus Assam Package-5 SPV Limited; and

(k) any other related party transaction subject to the value of such arrangement does not exceed INR 1 crore per transaction,

each being a related party, whether by way of renewal(s) or extension(s) or modification(s) of earlier arrangements/ transactions or as a fresh and independent transaction or otherwise including transactions for (i) availing and rendering of service(s) against the consideration as agreed upon or as may be mutually agreed upon from time to time, (ii) any transaction(s) with such related parties for the sale of securities held by the Company in any of its subsidiaries or associate companies, (iii) investments by the Company in any of its related parties; (iv) giving any loan or a guarantee or providing security in connection with a loan of its related parties; (v) transfer of any resources, services or obligations to meet its business objectives/ requirements and (vi) any other transactions including those as may be disclosed in the notes forming part of the financial statements for the relevant period, notwithstanding that all these transactions in aggregate, may exceed the limits prescribed under the Listing Regulations or any other materiality threshold as may be applicable, from time to time, such that the maximum value of the Related Party Transactions (i) with (a) Hi-Print Infra Private Limited, will be in accordance with the commercial contract in relation to engineering, procuring and manufacturing of approximately 30 million smart meters for an approximate cost of USD 2 billion during a term of 7 years; (ii) with Gemstar Infra Pte Limited, in aggregate, does not exceed approx. USD 211 million (approx. INR 1700 crores) for a period for three years; and (iii) with each of Hi-Print Energy Solutions Private Limited, Hi-Print Metering Solutions Private Limited, Genus Power Solutions Private Limited, Hi-Print Investments Private Limited, Genus Assam Package-2 SPV Limited, Hi-Print Assam Package-3 SPV Limited, Genus Assam Package-4 SPV Limited and Genus Assam Package-5 SPV Limited, in aggregate, does not exceed INR 500 crores per annum for each year; in each case, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the shareholders of the Company authorise any Director and Company Secretary of the Company to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in relation to the above as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee of Directors and/or director(s) and/or officer(s) of the Company, to give effect to this resolution.”

By Order of the Board of Directors of
Genus Power Infrastructures Limited

Ankit Jhanjhari
Company Secretary
ICSI M. No.: A16482
Jaipur, July 04, 2023

Registered Office:

G-123, Sector-63, Noida-201307, Uttar Pradesh, India
Tel.: 91-120-2581999; Email: cs@genus.in; Website: www.genuspower.com;
CIN: L51909UP1992PLC051997

NOTES:

1. Pursuant to General Circulars issued by the Ministry of Corporate Affairs (“MCA”) vide Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022 and 11/2022 dated April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021, May 05, 2022 and December 28, 2022 respectively (collectively referred to as “MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and other relevant circulars issued by the Securities and Exchange Board of India (“SEBI Circulars”) and in compliance with the provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Extraordinary General Meeting (“EGM” or “Meeting”) of the Company is being conducted through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. The EGM of the Company is being convened through VC/OAVM in compliance with the applicable provisions of the Act read with all the applicable MCA Circulars and SEBI Circulars. The deemed venue for the EGM shall be the Corporate Office of the Company.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this EGM is being held through VC/OAVM, physical attendance of members has been dispensed with in accordance with the MCA Circulars/ SEBI Circulars. Accordingly, the facility for appointment of proxies by the members will not be available for this EGM, and hence the proxy form and attendance slip are not annexed to the Notice of EGM (“the Notice”).
3. The explanatory statement, pursuant to Section 102(1) of the Act and Secretarial Standard-2 (“SS-2”) issued by the Institute of Company Secretaries of India (“the ICSI”) as approved by the Central Government on General Meetings (SS-2), setting out material facts relating to the special business mentioned in this Notice is annexed herewith and the same should be taken as part of the Notice.
4. Since the EGM is being held through VC/OAVM, the route map of the venue of the EGM is not annexed hereto.
5. In case of joint holders, the member whose name appears as the first holder in the order of names as per the register of members of the Company will be entitled to vote at the EGM.
6. Members, seeking any information with regard to any matter to be placed at this EGM, are requested to write to the Company Secretary of the Company at an early date so as to enable the management to keep the information ready at the EGM.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, permanent account number (PAN), nominations, power of attorney, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC code), etc., to their DPs, in case the shares are held in electronic form, and to the Company’s Registrar and Share Transfer Agent (i.e. M/s. Niche Technologies Private Limited, Kolkata) (“RTA”), through Form ISR-1/ISR-2, as applicable, along with necessary supporting documents, in case the shares are held in physical form. Further, members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

8. Non-resident Indian shareholders are requested to immediately inform their depository participant (in case shares are held in demat/electronic form) or the Company's RTA (in case shares are held in physical form), as the case may be, about:
- the change in the residential status on return to India for permanent settlement.
 - the particulars of the NRE account with a bank in India, if not furnished earlier.
9. As per the provisions of Section 72 of the Act, the facility for making nominations is available for the members in respect of the shares held by them. Members, who have not yet registered their nomination, are requested to register the same by submitting Form No.SH-13. If a member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14. If a member desires to opt out from the nomination facility, then he/she may submit the same in Form No. ISR-3. The said forms can be downloaded from the Company's website at <https://genuspower.com/investor-category/investor-information/>. Members are requested to submit these details to their DP, in case the shares are held by them in electronic form, and to the Company's RTA, in case the shares are held in physical form.
10. SEBI vide its Circular dated November 3, 2021 read with clarification dated December 14, 2021 and SEBI Circular dated March 16, 2023 has mandated compulsory furnishing of PAN, Nomination (for all eligible folios) and KYC details (i.e. contact details, bank account details and specimen signature by holders of physical securities). It has prescribed freezing of folios by RTA, wherein any of the cited documents/details are not available on or after October 1, 2023.

It has also mandated compulsory linking of PAN and Aadhaar by all holders of physical securities. The folios in which PAN is not valid, i.e., PAN is not linked to Aadhaar, as on the notified cut-off date of June 30, 2023 or any other date as may be specified by the Central Board of Direct Taxes ('CBDT'), shall be frozen by the RTA. The Company's RTA may revert the frozen folios to normal status upon:

- receipt of all the aforesaid documents/details; or
- dematerialisation of all the securities in such folios.

Shareholders of physical securities are requested to take note of the same and furnish their KYC details at the earliest to the Company's RTA. The relevant forms for updation of KYC are available on the websites of the Company at 'www.genuspower.com' and the Company's RTA at 'www.nichetechpl.com'. The Company, through the RTA, has sent individual letters, alongwith the relevant forms to the shareholders of physical securities with incomplete KYC details, requesting them to furnish/update their KYC details at the earliest. The details of various forms for updating KYC details for shareholders holding physical shares, for your reference, are as follows:

- Form ISR-1 - Request for Registering PAN, KYC Details or Changes/Updation thereof
- Form ISR-2 - Confirmation of Signature of securities holder by the Banker
- Form ISR-3 - Declaration Form for Opting-out of Nomination
- Form SH-13 - Registration of Nomination
- Form SH-14 - Cancellation or Variation of Nomination

Members, holding shares in electronic form, are requested to submit the details to their respective DPs only and not to the Company.

11. As per Regulation 40 of the SEBI Listing Regulations, securities of listed companies can be transferred, transmitted and transposed only in dematerialised form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or

Company's RTA for assistance in this regard. Members may also visit the Company's website at '<https://genuspower.com/investor-category/investor-information/>'.

12. The SEBI through its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated that all listed entities shall issue the securities in dematerialised form only while processing service requests relating to issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, and transmission.

Members will have to submit duly filled up Form ISR-4 for the above-mentioned requests and surrender their original securities certificate(s) for processing of service requests to the Company's RTA. The Company's RTA shall thereafter issue a 'Letter of Confirmation' / 'Entitlement Letter' in lieu of physical securities certificate(s), to the securities holder/claimant within 30 days of its receipt of such request after removing objections, if any. The 'Letter of Confirmation' / 'Entitlement Letter' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the DP for dematerialising the said securities. Form ISR-4 is available on the website of the Company and its RTA.

13. The Company has designated a separate email ID of the grievance redressal division / compliance officer i.e. 'cs@genus.in', exclusively for the purpose of registering complaints by investors.
14. The Company has transferred the unpaid or unclaimed dividends declared up to FY 2014-15, from time to time on due dates, to the investor education and protection fund ("IEPF"). Members, who have not yet encashed their dividend warrant(s) issued for the FY 2015-16 and onwards, are requested to make their claims without any delay to the Company. Pursuant to the provisions of 'Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012', the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 08, 2022 (date of last AGM) on the website of the Company at 'www.genuspower.com', and also on the website of MCA.

Members may also note that pursuant to the provision of Section 124(6) of the Act and Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares, in respect of which dividend has not been paid or claimed for seven consecutive years or more, shall be transferred by the Company to the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the Fund established under sub-section (1) of section 125 of the Act. Thus, all concerned members are requested to claim their unpaid/unclaimed dividend, if any before it becomes due to be transferred to the Fund. The details of shares liable for transfer to the IEPF Authority may be ascertained from the investor section on the Company's website. The members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on 'www.iepf.gov.in'.

15. All documents referred to in the Notice will be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to 'cs@genus.in'.
16. In accordance with the MCA Circulars and SEBI Circulars, the Notice of EGM is being sent only through electronic mode (e-mail) to those members, whose email addresses are registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that the Notice will also be made available on the Company's website at 'www.genuspower.com', websites of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at 'www.bseindia.com' and 'www.nseindia.com'

respectively, and on the website of CDSL at 'www.evotingindia.com'. To support this 'Green Initiative', members, who have not yet registered their email addresses, are requested to register the same with their DPs (in case shares are held by them in electronic form) and with the Company's RTA (in case shares are held by them in physical form).

In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address:

- (i) Members holding shares in electronic form/mode, who have not registered their email address, are requested to register the same with the DP(s) where they maintain their demat accounts, which is mandatory while e-Voting; and
- (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.genuspower.com) duly filled and signed along with requisite supporting documents to M/s. Niche Technologies Private Limited at 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata-700017; website: 'www.nichetechpl.com'. In case of any queries, for registering email address, Members may write to 'nichetechpl@nichetechpl.com' and 'cs@genus.in'.

17. The Notice of EGM will be sent to those Members / Beneficial Owners electronically, whose name will appear in the Register of Members / List of Beneficiaries received from the depositories as on Friday, June 23, 2023. Any person who has acquired shares and become member of the Company after the dispatch of this Notice and holding shares as on the cut-off date i.e. Monday, July 24, 2023 may obtain electronic copy of Notice of EGM by sending a request to the Company or Company's RTA.

18. Institutional/Corporate members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (in PDF/JPG format) of its Board or Governing Body resolution/authorisation, etc., authorizing their representative to attend the EGM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent through the registered email address of the member to the scrutinizer at 'cssandeep@armsandassociates.com' with a copy marked to 'helpdesk.evoting@cdslindia.com'.

19. Company Secretary and Compliance Officer of the Company shall be responsible for addressing all the grievances in relation to this EGM including e-voting. The Members may contact at the following address:

- The Company Secretary and Compliance Officer,
Genus Power Infrastructures Limited,
SPL-3, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022, Rajasthan
Tel. 0141-7102400/500; E-mail: cs@genus.in

20. Instructions for e-voting and joining the EGM through VC/OAVM are as follows:

- (I) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations, and MCA/SEBI Circulars, the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
- (II) The members can join the EGM in the VC/OAVM mode 30 minutes before, and after the scheduled time of the commencement of the EGM by following the procedure mentioned in the Notice. The facility of

participation at the EGM through VC/OAVM will be made available to atleast 1000 members on a first come first served basis. This will not include large members (members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the audit committee, nomination and remuneration committee and stakeholders' relationship committee, auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

- (III) The attendance of the members, attending the EGM through VC/OAVM, will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
- (IV) Pursuant to the MCA/SEBI Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Act, and rules made thereunder, representatives of the members such as the President of India or the Governor of a State or body corporate are entitled to appoint their authorised representatives to attend the EGM through VC/OAVM and participate and cast their votes through remote e-voting and e-voting during the EGM of the Company.
- (V) In accordance with the MCA/SEBI Circulars, the Notice calling this EGM has been uploaded on the website of the Company at www.genuspower.com. The Notice can also be accessed from the websites of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The EGM Notice is also disseminated on the website of CDSL (agency for providing the remote e-voting facility and e-voting system during the EGM) at www.evotingindia.com.
- (VI) The Company has appointed Mr. Sandeep Jain (Membership No. FCS 5398, CP No. 4151) and in his absence Ms. Lata Gyanmalani (Membership No. FCS 10106, CP No. 9774), partners of M/s. ARMS & Associates LLP, Company Secretaries, Jaipur as the Scrutinizer to scrutinize the voting at the EGM and remote e-voting process, in a fair and transparent manner.
- (VII) Recorded transcript of the Meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company.
- (I) The instructions for Members for e-voting and joining virtual meeting are as under:
 - (i) The voting period begins on Friday, July 28, 2023 at 9:00 am (IST) and ends on Sunday, July 30, 2023 at 5:00 pm (IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, July 24, 2023 may cast their vote electronically. The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the said cut-off date. The remote e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Members who have already voted prior to the EGM date would not be entitled to vote at the EGM venue.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS

	<p>“Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (iv) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form:
- (1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (2) Click on “Shareholders” module.

- (3) Now enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Shareholders holding shares in physical form should enter folio number registered with the company.
- (4) Next enter the Image Verification as displayed and Click on Login.
- (5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (6) If you are a first time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • *Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians – For Remote e-Voting only:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, non-individual shareholders are required mandatory to send the relevant board resolution/ authority letter etc. together with attested specimen signature of the duly authorized signatory, who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; ‘cssandeep@armsandassociates.com’ and cs@genus.in, respectively, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS, WHOSE EMAIL / MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

- For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository, if any.

- (II) If you have any queries or issues regarding attending EGM and e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
- (III) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

Instructions for shareholders attending the EGM through VC/OAVM and e-voting during meeting are as under:

- (I) The procedure for attending EGM and e-voting on the day of the EGM is the same as the instructions mentioned above for remote e-voting.
- (II) The link for VC/OAVM to attend EGM will be available where the EVSN of the company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
- (III) Members, who have voted through remote e-voting, will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
- (IV) Members are encouraged to join the EGM through laptops / ipads for better experience.
- (V) Further, members will be required to allow camera and use internet with a good speed to avoid any disturbance during the EGM.
- (VI) Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- (VII) Members who would like to express their views/ask questions during the EGM may register themselves as a speaker by sending their request in advance atleast five (5) days prior to EGM mentioning their name, demat account number/folio number, email id and mobile number at cs@genus.in. Members, who do not wish to speak during the EGM but have queries, may send their queries in advance five (5) days prior to EGM mentioning their name, demat account number/folio number, email id and mobile number at cs@genus.in. These queries will be replied appropriately by email.
- (VIII) Those members, who have registered themselves as a speaker, will only be allowed to express their views or ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
- (IX) Only those members, who are present in the EGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the EGM.
- (X) If any votes are cast by the members through the e-voting available during the EGM and if the same members have not participated in the EGM through VC/OAVM facility, then the votes cast by such

members shall be considered invalid as the facility of e-voting during the EGM is available only to the members attending the EGM.

Other Information

- (I) The Scrutinizer shall, immediately after the conclusion of voting at the EGM, count the votes cast at the EGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, who are not in the employment of the Company and make, not later than two working days of conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- (II) The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated scrutinizer's report, declare the results of the voting. The result declared, along with the scrutinizer's report, shall be placed on the Company's website at www.genuspower.com and on the website of CDSL, immediately after the results are declared and communicated to the stock exchanges, where the equity shares of the Company are listed.
- (III) Subject to receipt of requisite number of votes, the resolutions proposed in the Notice shall be deemed to be passed on the date of the EGM, i.e. Monday, July 31, 2023.

By Order of the Board of Directors
For **Genus Power Infrastructures Limited**

Ankit Jhanjhari
Company Secretary
ICSI M. No.: A16482
Jaipur, July 04, 2023

Registered Office:

G-123, Sector-63, Noida-201307, Uttar Pradesh, India
Tel.: 91-120-2581999; Email: cs@genus.in; Website: www.genuspower.com;
CIN: L51909UP1992PLC051997

EXPLANATORY STATEMENT

[Pursuant to Section 102(1) of the Companies Act, 2013 (“Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018]

ITEM NO. 1: ISSUE OF SHARE WARRANTS ON PREFERENTIAL BASIS

The Shareholders are hereby informed that in line with the strategy to grow and strengthen its position, the Company, pursuant to the approval of the Board of the Company vide Board Resolution dated July 4, 2023, has offered to issue to Chiswick Investment Pte Ltd) (vide preferential allotment) 4,59,78,965 (Four Crores, Fifty Nine Lakhs, Seventy Eight Thousand, Nine Hundred and Sixty Five) Share Warrants each convertible into one (1) equity share of face value of Re. 1/- each, for cash at a price of INR 112.88/-, per Share Warrant (at a premium of INR 111.88/- per Share Warrant, aggregating up to approx. 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) in the Company to proposed allottee, by way of a preferential issue on a private placement basis (“**Preferential Issue**”), subject to customary closing conditions and consequently the Board has approved the proposed Preferential Issue, and recommends the resolution as set out above to be passed by the Shareholders through a special resolution.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis to proposed allottee.

Necessary information/details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Companies Act, 2013 (“Act”) read with the rules issued thereunder, are set forth below:

1. Particulars of the offer including date of passing of Board resolution

The Board of Directors at its meeting held on July 4, 2023, has, subject to the approval of the Shareholders and such other approvals as may be required, approved the issuance of up to 4,59,78,965 (Four Crores, Fifty Nine Lakhs, Seventy Eight Thousand, Nine Hundred and Sixty Five) Share Warrants each convertible into one (1) equity share of face value of Re. 1/- each, for cash at a price of Rs. 112.88/- per Share Warrant (at a premium of INR 111.88/- per Share Warrant), aggregating up to approx. 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) to interested applicants, by way of a preferential issue on a private placement basis.

2. Objects of the Preferential Issue

The Company intends to utilize the proceeds raised through the issue (“**Issue Proceeds**”) towards general corporate purposes; investment in related party for AMISP projects and working capital.

Allocation of Preferential Issue funds

It is difficult to quantify the exact amount of fund to be used against each of the objects. However, Members may note that the proceeds of the issue of aforementioned Share Warrants and Equity Shares allotted pursuant to the exercise of the Share Warrants will be primarily used to meet any of the following purposes or any combination thereof as deemed fit by the management of the Company:

S. No.	Objects of the preferential issue	Total estimated amount to be utilized (In Rs.)	Tentative timeline for utilization of issue proceeds for each of the object
1	Investment in Related Parties for AMISP projects	350 Crore	By June 30, 2025
2	The Company is in the process of expanding its manufacturing, supply and ancillary services in relation to smart meters and proposes to utilize towards the working capital and other requirements with respect to the aforesaid purpose.	150 Crore	By June 30, 2025
3	General corporate purposes	19 Crore	By June 30, 2025

In terms of NSE Notice No. NSE/CML/2022/56 and BSE Notice No. 20221213-47, dated December 13, 2022, the amount specified for the above-mentioned object of issue size may deviate +/- 10% depending upon future circumstances.

Pending utilization of the Issue Proceeds for the purposes described above, our Company intends to deposit the Gross Proceeds with scheduled commercial banks.

3. Monitoring of Utilization of Funds

- In terms of Regulation 162A of the SEBI ICDR Regulations, the Company shall make arrangement for the use of proceeds of the issue to be monitored by a credit rating agency registered with the SEBI.
- The monitoring agency shall submit its report to the Company in the format specified in Schedule XI of SEBI ICDR Regulations on a quarterly basis, till 100% of the proceeds of the issue have been utilized.
- The Board of Directors and the management of the Company shall provide their comments on the findings of the monitoring agency as specified in Schedule XI of SEBI ICDR Regulations.
- The Company shall, within 45 days from the end of each quarter, upload the report of the monitoring agency on its website and also submit the same to the Stock Exchanges.

4. Kind of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued

Up to 4,59,78,965 (Four Crores, Fifty Nine Lakhs, Seventy Eight Thousand, Nine Hundred and Sixty Five) Share Warrants, each convertible into one (1) equity share of face value of Re. 1/- each, at a price of INR 112.88/- per Share Warrant (at a premium of INR 111.88/- per Share Warrant) aggregating up to approx. 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), such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

5. Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue is June 30, 2023 (being the working day preceding the date that is 30 (thirty) days prior to the date of the EGM (since the date that is 30 (thirty) days prior to the date of the EGM falls on weekend/non-working day i.e., July 01, 2023, the day preceding the weekend is being reckoned to be the relevant date).

6. Basis on which the price has been arrived at and justification for the price (including premium), if any.

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee, the price of Rs. 112.88/- of the Share Warrants to be issued and allotted to the proposed allottee has been determined taking into account the valuation report dated June 30, 2023, issued by, SPA Valuation Advisors Private Limited, registered valuer (registration no. IBBI/RV-E/05/2021/148), registered with Insolvency and Bankruptcy Board of India (IBBI) in accordance with Regulation 166A of the ICDR Regulations and Companies Act, 2013, and the valuation report dated June 30, 2023, issued by SPA Capital Advisors Limited, SEBI registered Category I Merchant Banker (registration no. INM000010825), registered with Securities & Exchange Board of India (SEBI), in accordance with FEMA ("Valuation Report").

The Valuation Reports shall be available for inspection by the members and the same may be accessed on the Company's website at the link: <https://genuspower.com/investor/events/>

The equity shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together referred to as the "Stock Exchanges"), and the equity shares are frequently traded in terms of the SEBI ICDR Regulations and the trading volume of Equity Shares of the Company was higher on NSE during the preceding 90 trading days prior to the Relevant Date for computation of issue price.

Therefore, trading volume of the Equity Shares on the NSE has been considered to determine the issue price. In terms of the provisions of Regulation 164(1) of ICDR Regulations, the price at which equity shares shall be allotted shall not be less than higher of the following:

- a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- b) the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

It is to be noted that nothing mentioned in the Articles of Association of the Company provide for a method of determination of floor price for equity shares to be allotted pursuant to the preferential issue.

Pursuant to above, the minimum issue price determined in accordance with Chapter V of the ICDR Regulations is Rs. 112.88/-.

In view of the above, the Board of the Company has fixed the issue price of Rs. 112.88/-per equity share (including a premium of Rs. 111.88/- per Share Warrant) which is above the minimum price as determined in compliance with the requirements of the Chapter V of ICDR Regulations.

7. Amount which the company intends to raise by way of such securities

The Share Warrants are proposed to be issued for cash at a price of 112.88/- per Share Warrant (at a premium of Rs. 111.88/- per Share Warrant) aggregating up to approx. 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).

8. The class or classes of persons to whom the allotment is proposed to be made

The Preferential Issue of Share Warrants is proposed to be made to applicants stated in resolution.

9. Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue.

None of the Promoters, Directors or Key Managerial Personnel or their relatives intend to subscribe to any Share Warrants pursuant to the Preferential Issue.

10. Proposed time frame within which the Preferential Issue shall be completed

As required under the SEBI ICDR Regulations, the Share Warrants shall be allotted by the Company within a maximum period of 15 days from the date of passing of this resolution, provided that where the allotment of the proposed Share Warrants is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of last of such approvals or permissions.

11. Listing

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the Equity Shares allotted pursuant to the exercise of the aforementioned Share Warrants. The above shares, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects.

12. Shareholding pattern of the Company before and after the Preferential Issue

The pre issue shareholding pattern of the Company and the post-issue shareholding pattern (considering full allotment of shares issued on preferential basis) are mentioned herein below:

Part A: Shareholding pattern as on the Signing Date

Shareholder category	Total no. of shares held on a fully diluted basis	Shareholding as a % of total no. of shares
Promoter and Promoter Group	12,99,10,511	49.86%
Others		
(a) Excluding Chiswick ⁽¹⁾	13,06,36,957	50.14%
(b) Chiswick		0.00%
Total	26,05,47,468	100.00%

Part B: Shareholding pattern as on the Closing Date

Shareholder category	Total no. of shares held on a fully diluted basis	Shareholding as a % of total no. of shares
Promoter and Promoter Group	12,99,10,511	42.38%
Others		
(a) Excluding Chiswick ^{(1) (2)}	13,06,36,957	42.62%
(b) Chiswick	4,59,78,965	15.00%
Total	30,65,26,433	100.00%

(1) Assuming Net Remaining Exercisable ESOP (11,74,851) ESOPs and ESAR (17,34,723) as on June 30, 2023 are exercised.

(2) Excluding number of options that have lapsed/forfeited/cancelled under the ESOP and ESAR.

13. Identity of the proposed allottees (including natural persons who are the ultimate beneficial owners of the Share Warrants proposed to be allotted and/or who ultimately control), the percentage of post preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue

Identity of the allottee and the percentage of post preferential issue capital that may be held by them:

Name of the proposed Allottee	Category	Present Pre-Issue Holding	Post issue Shareholding	Ultimate beneficial owners
Chiswick Investment Pte Ltd	Public	Nil	15% comprising of 4,59,78,965 share warrants each convertible into one (1) equity share of face value of Re. 1/- each	The proposed allottee is wholly owned by GIC Infra Holdings Pte. Ltd. ("GIC Infra"). GIC Infra is wholly owned by GIC (Ventures) Pte. Ltd., which in-turn is wholly owned by the Minister for Finance of the Government of Singapore, a body corporate constituted by the Government of Singapore under section 2(1) of the Minister for Finance (Incorporation) Act 1959. No natural person is

				entitled to or holds more than 25% shares/ capital/ profits of the proposed allottee. The board of directors (senior managing officials) of Chiswick are Bhaskar Dutt and Chan Sian Chuan Jason
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14. Lock-in Period

The share warrants and equity shares upon conversion of share warrants proposed to be allotted on a preferential basis shall be locked-in as specified under Regulations 167 of the SEBI ICDR Regulations.

15. Undertakings

- a) None of the Company, its Directors or Promoters has been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
- b) None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- c) The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI ICDR Regulations.
- d) As the equity shares of the Company have been listed on the Stock Exchanges for a period of more than 90 days prior to the Relevant Date, the Company is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertaking specified under Regulation 163(1)(g) and Regulation 163(1)(h) of the ICDR Regulations and the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares, shall not be applicable.
- e) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- f) The Company is in compliance with the conditions for continuous listing.
- g) The Company has complied with the applicable provisions of the Companies Act, 2013 and other applicable laws.

16. Company Secretary's Certificate

A certificate from M/s. ARMS & Associates LLP, Company Secretaries, Jaipur, Practicing Company Secretary, certifying that the preferential issue of warrants is being made in accordance with requirements of ICDR Regulations, shall be available for inspection by the members and the same may also be accessed on the Company's website at the link: <https://genuspower.com/investor/events/>

17. Valuation and Justification for the allotment proposed to be made for consideration other than cash

Not Applicable as the Company has not proposed to issue the shares for consideration other than cash.

18. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

During the year, no preferential allotment has been made to any person as of the date of this Notice.

19. Principal terms of assets charged as securities

Not applicable.

20. The change in control, if any, in the Company that would occur consequent to the Preferential Issue, and the percentage of post preferential issue capital that may be held by the allottee

There will be no change in control in the Company consequent to the completion of the Preferential Issue.

21. The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter

Non-promoter

22. Other disclosures

The Proposed Allottees have confirmed that they have not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date and that they are eligible under SEBI ICDR Regulations to undertake the preferential issue.

23. Material terms of raising such securities

All material terms have been set out above.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Share Warrant to proposed allottee is being sought by way of a special resolution as set out in the said item no. 1 of the Notice.

Issue of the Share Warrants pursuant to the Preferential Issue would be within the enhanced Authorized Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at item no. 1 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at item no. 1 of this notice except and to the extent of their shareholding in the Company.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

ITEM NO. 2: APPROVAL OF INVESTMENTS BY THE COMPANY

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required. Members may note that pursuant to Section 186 of the Companies Act, 2013 (“Act”), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of 200% of the Company’s net worth calculated on the date of each such transaction and calculated in accordance with the applicable provisions of the Companies Act, 2013 and rules made thereunder, as proposed in the Notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.2 for approval by the members of the Company as Special Resolution.

None of the Directors or their relatives is in any way concerned with or interested, financially or otherwise in the resolution at Item no. 2 of the accompanying notice.

ITEM NO. 3: APPROVAL FOR THE RELATED PARTY TRANSACTIONS

The Company is looking to work closely with its related parties (including subsidiaries and joint ventures) to achieve its business objectives (including the business objective in relation to the Proposed Transaction) and enter into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm’s length basis. Members may note that these related party transactions, placed for members’ approval, has been approved by the Board of Directors at its meeting on July 4, 2023 upon receipt of the approval by the Audit Committee and shall, comply with the Company’s policy on related party transactions and will be at arm’s length.

Pursuant to Regulation 23 of the Listing Regulations, members may also note that none of the Promoters, Directors of the Company and/or their relatives are parties to such contract nor are any of them interested or connected with such transactions other than by virtue of their shareholding in the Company. However, as per the requirements of the Listing Regulations, since the Promoters are related parties, they will recuse themselves from voting on this resolution placed before the members of the Company. It may be noted the proposed related party transactions shall not, in any manner, be detrimental to the interest of minority shareholders and be in the best interest of the Company and its shareholders.

Given that, it is proposed to secure the approval of members of the Company for the transactions proposed to be entered into by the Company with related parties and shall be valid for a period of one year and shall require fresh approval after the expiry of one year.

The details of the related party transactions are set out below:

Related Party Transaction	Name of the related Director/KMP and nature of relationship	Material terms and particulars including monetary value
Hi-Print Infra Private Limited	<ul style="list-style-type: none"> • Mr. Rajendra Kumar Agarwal 	The Company is in the process of

	<ul style="list-style-type: none"> • Mr. Jitendra Kumar Agarwal • Mr. Ramachandran Viswanathan 	<p>entering into a commercial contract in relation to engineering, procuring and manufacturing of approximately 30 million smart meters during a term of 7 years, on such terms as will be agreed in the contract.</p> <p>The monetary value of the agreement is approximately USD 2,000,000,000 (United States Dollars Two Billion).</p> <p>The period of the agreement will be seven years.</p>
Gemstar Infra Pte Limited	None. But, as part of the Proposed Transaction, Gemstar Infra Pte Limited will become an associate company of the Company and will have related Directors.	<p>The material terms will be as per the joint venture agreement proposed to be executed by and between the Company, Gemstar Infra Pte Limited, Promoters of the Company and Gem View Investments Pte Ltd.</p> <p>The value of the transactions at present is expected to be around USD 211,000,000 (United States Dollars Two Hundred and Eleven Million) (approx. INR 1,700 crores).</p>
Hi-Print Energy Solutions Private Limited	<ul style="list-style-type: none"> • Mr. Ishwar Chand Agarwal • Mr. Rajendra Kumar Agarwal • Mr. Jitendra Kumar Agarwal 	The Company is in the process of entering into an agreement for providing services to the related party as part of the proposed transaction and the value will not exceed INR 500 crores.
Hi-Print Metering Solutions Private Limited	<ul style="list-style-type: none"> • Mr. Ishwar Chand Agarwal • Mr. Rajendra Kumar Agarwal • Mr. Jitendra Kumar Agarwal 	The Company is in the process of entering into an agreement for providing services to the related party as part of the proposed transaction and the value will not exceed INR 500 crores.
Genus Power Solutions Private Limited	<ul style="list-style-type: none"> • Mr. Ishwar Chand Agarwal • Mr. Rajendra Kumar Agarwal • Mr. Jitendra Kumar Agarwal 	The Company is in the process of entering into an agreement for providing services to the related party as part of the proposed transaction and the value will not exceed INR 500 crores.
Hi-Print Investments Private Limited	<ul style="list-style-type: none"> • Mr. Narayan Prasad Todi • Mr. Rajendra Kumar Agarwal • Mr. Yash Todi 	The Company is in the process of entering into an agreement for providing services to the related party as part of the proposed

		transaction and the value will not exceed INR 500 crores.
Genus Assam Package-2 SPV Limited	<ul style="list-style-type: none"> • Mr. Rajendra Kumar Agarwal • Mr. Satya Narayan Vijayvergiya • Mr. Ramachandran Viswanathan 	The Company is in the process of entering into an agreement for providing services to the related party as part of the proposed transaction and the value will not exceed INR 500 crores.
Hi-Print Assam Package-3 SPV Limited	<ul style="list-style-type: none"> • Mr. Rajendra Kumar Agarwal • Mr. Satya Narayan Vijayvergiya • Mr. Ramachandran Viswanathan 	The Company is in the process of entering into an agreement for providing services to the related party as part of the proposed transaction and the value will not exceed INR 500 crores.
Genus Assam Package-4 SPV Limited	<ul style="list-style-type: none"> • Mr. Rajendra Kumar Agarwal • Mr. Satya Narayan Vijayvergiya • Mr. Ramachandran Viswanathan 	The Company is in the process of entering into an agreement for providing services to the related party as part of the proposed transaction and the value will not exceed INR 500 crores.
Genus Assam Package-5 SPV Limited	<ul style="list-style-type: none"> • Mr. Jitendra Kumar Agarwal • Mr. Satya Narayan Vijayvergiya • Mr. Ramachandran Viswanathan 	The Company is in the process of entering into an agreement for providing services to the related party as part of the proposed transaction and the value will not exceed INR 500 crores.
any other related party transaction subject to the value of such arrangement does not exceed INR 1 crore per transaction.		

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

The Board recommends the Special Resolutions set out at Item No. 1 and Item No. 2 of the Notice for approval by the members.

By Order of the Board of Directors of
Genus Power Infrastructures Limited

Ankit Jhanjhari
Company Secretary
ICSI M. No.: A16482
Jaipur, July 04, 2023

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