

January 19, 2024

Sub: Clarification with regard to the nature of encumbrance of Promoters' Shareholding.

We are in receipt of a shareholder's query seeking clarification with regard to the nature of encumbrance of Promoters' Shareholding.

In this regard, we would like to clarify/confirm that -

- (1) Pursuant to a Joint Venture Agreement by and between Gem View Investment Pte Ltd (affiliate of GIC, Singapore) and Gemstar Infra Pte Ltd and Genus Power Infrastructures Limited ('the Company') and Promoters of the Company, the promoters (*Ishwar Chand Agarwal; Kailash Chandra Agarwal; Genus Innovation Limited; Hi-Print Electromack Private Limited; and Kailash Coal and Coke Company Limited*) of the Company had executed a Non-disposal Undertaking (NDU) to own at least 25% of the equity share capital of the Company on fully diluted basis until the earlier of: (i) 5 years from the investment in Gemstar Infra Pte. Ltd by the Company and (ii) the end of exclusive relationship of the Company with Gemstar.
- (2) In compliance of the aforesaid NDU, the promoters of the Company has marked 7,66,31,609 shares (which is 59.13% of the total promoters shareholding as on December 31, 2023) under the NDU and made a disclosure on August 19, 2023 and a revised disclosure on December 16, 2023 under the SEBI (SAST) Regulations, 2011.
- (3) The abovesaid Shares marked under NDU along with the shares pledged against collateral security for borrowing have also been mentioned in the shareholding pattern as on December 31, 2023 under the category of encumbered shares in compliance with Regulation 31(1)(b) of the SEBI Listing Regulations. The details/bifurcation of the Shares in the nature of pledged or encumbered as mentioned in the shareholding pattern of the Company are as under:

Particulars	Shares	% of Total Promoters Holding	% of Total Paid-up Capital
Shares in the nature of encumbrance (Pledge as collateral for any borrowings)	3500000	2.70%	1.36%
Shares in the nature of encumbrance (Non-disposal undertaking pursuant to the aforesaid Joint Venture Agreement)	76631609	59.13%	29.73%
Total	80131609	61.83%	31.09%

- (4) This is to further clarify/confirm that the promoters have not pledged or encumbered the above mentioned 7,66,31,609 shares (which is 59.13% of the total promoters shareholding as on December 31, 2023) which is marked under the NDU. The issuance of the said NDU is in line with the terms specified in the aforesaid Joint Venture Agreement.

We hope the above would clarify the shareholder's query with regard to the nature of encumbrance of promoters' shareholding.

This is for your information please.