

Date: 13<sup>th</sup> February 2024

To,

Genus Power Infrastructures Limited.

SPL-3, RICCO Industrial Area,

Sitapura, Tonk Road,

Jaipur - 302022

**Subject: Monitoring Agency Report for the quarter ended 31<sup>st</sup> December 2023 in relation to preferential allotment of share warrants.**

Dear Sir,

Pursuant to Regulation 162A(2) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and Monitoring Agency Agreement dated 17<sup>th</sup> July 2023, please find enclosed herewith the Monitoring Agency Report, as per Schedule XI of the SEBI ICDR Regulations towards utilization of proceeds of preferential allotment of share warrants, for the quarter ended December 31, 2023.

Request you to kindly take the same on records.

Thanking You,

For and on behalf of India Ratings & Research Private Limited

  
Name: Shrikant Dev  
Designation: Company Secretary



**Report of the Monitoring Agency (MA)**

Name of the issuer: **Genus Power Infrastructures Limited**

For quarter ended: **31<sup>st</sup> December 2023**

Name of the Monitoring Agency: **India Ratings & Research Private Limited**

(a) Deviation from the objects: No deviation from the objects. (Refer Note 1 on page no. 5-6)

Based on the Management undertaking and as per the Statutory Auditor Certificate dated 9<sup>th</sup> February 2024 issued by Kapoor Patni & Associates, Chartered Accountants (FRN: 019927C) having UDIN 24419689BKFEZZ1844\* and other documents provided to us, no deviation from the objects has been observed.

\*The reference to the Statutory Auditor Certificate anywhere in the MA report refers to the said Certificate.

(b) *Range of Deviation*: Not Applicable.

**Declaration:**

We declare that this report provides an objective view of the utilization of the issue proceeds in relation to the objects of the issue based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The MA does not perform an audit and undertakes no independent verification of any information/ certifications/ statements it receives. This Report is not intended to create any legally binding obligations on the MA which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever. Nothing mentioned in this report is intended to or should be construed as creating a fiduciary relationship between the MA and any issuer or between the agency and any user of this report. The MA and its affiliates also do not act as an expert as defined under Section 2(38) of the Companies Act, 2013.

The MA or its affiliates may have credit rating or other commercial transactions with the entity to which the report pertains and may receive separate compensation for its ratings and certain credit-related analyses. We confirm that there is no conflict of interest in such relationship/interest while monitoring and reporting the utilization of the issue proceeds by the issuer, or while undertaking credit rating or other commercial transactions with the entity.

We have submitted the report herewith in line with the format prescribed by SEBI, capturing our comments, where applicable. There are certain sections of the report under the title "*Comments of the Board of Directors*", that shall be captured by the Issuer's Management / Audit Committee of the Board of Directors subsequent to the MA submitting their report to the issuer and before dissemination of the report through stock exchanges. These sections have not been reviewed by the MA, and the MA takes no responsibility for such comments of the issuer's Management/Board.

Signature:



Name and designation of the Authorized Signatory: **Shrikant Dev (Company Secretary)**

Date: **13<sup>th</sup> February 2024**

### 1) Issuer Details:

Name of the issuer:	Genus Power Infrastructures Limited
Names of the promoters:	<ul style="list-style-type: none"> <li>• Mr. Ishwar Chand Agarwal</li> <li>• Mr. Rajendra Kumar Agarwal</li> <li>• Mr. Jitendra Kumar Agarwal</li> <li>• Mr. Kailash Chandra Agarwal</li> </ul>
Industry/sector to which it belongs:	Power Infrastructures / Electricals & Electronics

### 2) Issue Details:

Issue/offer Period:	1 <sup>st</sup> August 2023 to 29 <sup>th</sup> September 2023.
Type of issue (public/rights):	Preferential allotment on private placement basis.
Type of specified securities:	4,59,78,965 share warrants @ Rs.112.88/share warrant, each convertible into one equity share of face value Re. 1 each.
IPO Grading, if any:	Not Applicable
Issue size:	INR 519.01 Crores*

\* It is the total issue size. However, as on 31<sup>st</sup> December 2023, company has received 25% of the issue size i.e. INR 129.75 Crores (Rs. 28.22/share warrant for 4,59,78,965 share warrants), as upfront consideration/subscription amount. Balance 75% (Rs. 84.66/share warrant) will be received as and when the conversion option is exercised by the share warrant holder to convert warrants into equity shares during the tenure of 18 months of the warrant.

### 3) Details of the arrangement made to ensure the monitoring of issue proceeds:

Particulars	Reply	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
Whether all utilization is as per the disclosures in the Offer Document?	Yes	Management undertaking, Statutory Auditor Certificate, Notice to Shareholders for EGM along with corrigendum, Relevant Bank Statements.	Refer Note 1 on page no. 5-6.	
Whether shareholder approval has been obtained in case of material deviations from expenditures disclosed in the Offer Document?	NA	Management undertaking, Statutory Auditor Certificate.	NA	NA



Particulars	Reply	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
Whether the means of finance for the disclosed objects of the issue has changed?	No	Management undertaking, Statutory Auditor Certificate.	No Comments	No Comments
Is there any major deviation observed over the earlier monitoring agency reports?	No	NA	No Comments	No Comments
Whether all Government/Statutory approvals related to the object(s) have been obtained?	NA	Management undertaking, Statutory Auditor certificate.	As per management undertaking, currently no Government / Statutory approvals are required. However, as informed by the company, necessary approvals will be obtained in future, wherever and whenever required, depending upon the utilization of funds.	Necessary approvals will be obtained in future, wherever and whenever required, depending upon the utilization of funds.
Whether all arrangements pertaining to technical assistance/collaboration are in operation?	NA	Management undertaking, Statutory Auditor certificate.	No Comments	No Comments
Are there any favorable events improving the viability of these object(s)?	No	Management undertaking, Statutory Auditor certificate.	No Comments	No Comments
Are there any unfavorable events affecting the viability of the object(s)?	No	Management undertaking, Statutory Auditor certificate.	No Comments	No Comments
Is there any other relevant information that may materially affect the decision making of the investors?	No	Management undertaking, Statutory Auditor certificate.	No Comments	No Comments



4) Details of object(s) to be monitored:

i. Cost of object(s)-

Sr. No.	Item Head	Source of information / certifications considered by Monitoring Agency for preparation of report	Original cost (as per the Offer Document) (INR Crores)	Revised Cost (INR Crores)	Comments of the Monitoring Agency	Comments of the Board of Directors		
						Reason of Cost revision	Proposed financing option	Particulars of firm arrangements made
1	Investment in Related Parties for AMISP projects	Management undertaking, Statutory Auditor Certificate, Notice to Shareholders for EGM along with corrigendum, Relevant Bank Statements.	350.00	NA	NA	NA	NA	NA
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.		150.00	NA	NA	NA	NA	NA
3	General Corporate Purpose		19.00	NA	NA	NA	NA	NA
	<b>TOTAL</b>		<b>519.00</b>					



ii. Progress in the object(s) –

Sr. No.	Item Head	Source of information/certifications considered by Monitoring Agency for preparation of report	Amount as proposed in the Offer Document (INR Crores)	Amount raised till 31 <sup>st</sup> Dec' 2023 (INR Crores)	Amount Utilized (INR Crores)			Total unutilized amount out of funds raised (INR Crore)	Comments of the Monitoring Agency	Comments of the Board of Directors	
					As at beginning of the quarter	During the quarter	At the end of the quarter			Reasons for idle funds	Proposed course of action
1	Investment in Related Parties for AMISP Projects <sup>^</sup>	Management undertaking, Statutory Auditor Certificate, Notice to Shareholders for EGM along with corrigendum, Relevant Bank Statements.	350.00	129.75	-	-	-	83.00	Refer Below <sup>^</sup>	As per below	No Comments
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.		150.00		26.75	-	26.75		No Comments	No Comments	No Comments
3	General Corporate Purpose*		19.00*		20.00*	-	20.00*		-	Refer Below*	NA
<b>TOTAL</b>			<b>519.00</b>	<b>129.75</b>	<b>46.75</b>	<b>-</b>	<b>46.75</b>	<b>83.00</b>			

<sup>^</sup>Note 1: During the quarter, on 21<sup>st</sup> November 2023, the company has invested USD 26.00 Lakhs @ INR 83.4175/USD (INR 21.69 Crores) in M/s. Gemstar Infra Pte Ltd. (a related party of the company incorporated under the laws of Singapore with registration number 202323847H which is a platform company/holding company for investments in AMISP contracts under which different Special Purpose Vehicles will be incorporated for execution of different AMISP orders) in the form of 34,88,940 ordinary





shares of SGD 1 each of M/s. Gemstar Infra Pte Ltd. As informed by the company, as per the agreed arrangement, the platform company M/s. Gemstar Infra Pte Ltd. will further invest the said funds in different Special Purpose Vehicles (SPV's) which will be a subsidiary of the platform company for execution of different AMISP orders. The said transferred amount of USD 26.00 Lakhs is as on 31<sup>st</sup> December 2023, still lying in the bank a/c (HSBC a/c. no. 260-778246-178) of M/s. Gemstar Infra Pte Ltd.

Below is the brief description of the object as stated in the corrigendum to notice to shareholders for EGM dated 21<sup>st</sup> July 2023 which was issued to provide the members further details and context for the objects: "The Company is engaged in the business of 'Advanced Metering and Infrastructure Service Provider' ("AMISP") contracts. This being the core business of the Company, the AMISP contracts form part of ordinary course of business for the Company. The Company bids for these contracts as part of the tender process and upon being awarded the tender, the Company executes the AMISP contract through special purpose vehicle companies incorporated by the Company which are related parties. As such SPVs are not existing at the time of issue of this EGM notice, the Company is not in a position to identify the details of the AMISP projects or the relevant related party for each such AMISP project."

As stated in the corrigendum to the notice to shareholders for EGM, the utilization will be considered when the funds are invested in the SPV's.

**\*Note 2:** The actual utilization for General Corporate Purpose (GCP) is INR 20.00 Crs against the INR 19.00 Crs as proposed in the notice to shareholders for EGM. However, the notice to shareholders for EGM also states that "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". Hence, accordingly as per the required circumstances, company has utilized INR 20.00 Crores instead of INR 19.00 Crores for GCP purpose.

### iii. Deployment of unutilized issue proceeds:

Sr. No.	Type of instrument and name of the entity invested in	Amount invested (INR Crores)	Maturity date	Earnings (INR Crores)*	Return on Investment (%)**	Market Value as at 31 <sup>st</sup> Dec' 23
1	FD with Axis Bank a/c. no. – 923040097318716	20.68	19-Jan-24	0.25	6.50%	20.93
2	FD with Axis Bank a/c. no. – 923040088194064	5.00	17-Jun-24	0.11	6.75%	5.11
3	FD with Axis Bank a/c. no. – 923040088182883	5.00	17-Jun-24	0.11	6.75%	5.11
4	FD with Axis Bank a/c. no. – 923040088179874	25.50	17-Jun-24	0.62	7.15%	26.12
5	FD with Axis Bank a/c. no. – 923040088299570	4.00	17-Jun-24	0.09	6.75%	4.09
6	FD with Axis Bank a/c. no. – 923040102561902	1.61	26-Nov-24	0.01	6.70%	1.62
	<b>TOTAL</b>	<b>61.79<sup>^</sup></b>		<b>1.19</b>		<b>62.98</b>

\*Earnings till 31<sup>st</sup> Dec' 23.

\*\*Annual return (%)



^Includes realization of earnings on redemption of investments of INR 0.48 Crs which is reinvested. The difference of INR 21.69 Crores between unutilized amount of INR 83.00 Crs (as per point no. ii above) and deployment of unutilized amount of INR 61.31 Crores (as per point no. iii above, excluding earning reinvested of INR 0.48 Crs) reflects the amount invested in the platform company M/s. Gemstar Infra Pte Ltd. as stated above in Note 1.

Particulars	Amount INR Crores
<b>Unutilized amount as per table above in point no. ii.</b>	<b>83.00</b>
Less: Amount invested to related party M/s. Gemstar Infra Pte Ltd. for investment in SPV's (as per above Note 1)	(21.69)
Add: Realization of earnings on redemption of investments which is reinvested	0.48
<b>Deployment of unutilized issue proceeds as per table above in point no. iii</b>	<b>61.79</b>

**iv. Delay in implementation of the object(s)**

Object(s)	Completion Date		Delay (no. of days/m onths)	Comments of the Board of Directors	
	As per the Offer Document	Actual*		Reason of Delay	Proposed Course of action
Investment in Related Parties for AMISP projects	By June 30, 2025	Refer Below*	NA	NA	NA
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.	By June 30, 2025	Refer Below*	NA	NA	NA
General Corporate Purposes	By June 30, 2025	By September 30, 2023	NA	NA	NA

\*Latest expected completion date is same as mentioned in the notice to shareholders for EGM i.e. by June 30, 2025

**5) Details of utilization of proceeds stated as General Corporate Purpose (GCP) amount in the offer document:**

Sr. No.	Item Head	Amount (INR Crores)	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
Not Applicable, as during the quarter NIL amount is utilized towards GCP					





## Disclaimers:

The MA Report is prepared by India Ratings. India Ratings has taken utmost care to ensure accuracy and objectivity while developing this Report based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable.

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