

August 11, 2023

To

BSE Limited

25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai – 400 051

Scrip Code – 530343

NSE Symbol – GENUSPOWER

Sub : Allotment of 4,59,78,965 share warrants at an issue price of Rs. 112.88/- per share warrant.

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and in furtherance of the disclosure made on July 4, 2023 under Regulation 30 of the Listing Regulations in relation to the meeting of the Board of Directors, we wish to inform you that in terms of special resolution passed by the members of the Company through conducting an Extraordinary General Meeting on July 31, 2023 and in accordance with the In-principal Approval, granted by the BSE Limited and National Stock exchange of India Limited on July 31, 2023, the Share Allotment Committee of the Board of Directors of the Company in their meeting held on August 11, 2023 has approved allotment of 4,59,78,965 (Four Crores, Fifty Nine Lakhs, Seventy Eight Thousand, Nine Hundred and Sixty Five) share warrants convertible into equal number of equity shares to ‘Chiswick Investment Pte. Ltd.’ (“Allottee”) at an issue price of Rs. 112.88/- per warrant on preferential basis in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 (“SEBI ICDR Regulations”).

Further we would like to confirm that the Company has received from the Allottee 25% of consideration amount aggregating to Rs. 129,75,26,392.30 (Rupees One Hundred and Twenty Nine Crores, Seventy Five Lakhs, Twenty Six Thousand, Three Hundred and Ninety Two and paise thirty) as required under the SEBI ICDR Regulations. Since, the Company has allotted the share warrants, presently there is no change in the paid-up share capital of the Company.

Each warrant, so allotted, is convertible into one fully paid-up equity share of the Company having face value of Re. 1/- (Rupee One only) each in accordance with the provisions of SEBI ICDR Regulations, on payment of the balance consideration of Rs. 84.66/- per warrant (“**Warrant Exercise Price**”), aggregating to INR 3,89,25,79,176.90 (Rupees Three Hundred and Eighty Nine Crores, Twenty Five Lakhs, Seventy Nine Thousand, One Hundred and Seventy Six and paise ninety) being 75% of the aggregate consideration from the Allottee pursuant to exercise of conversion option against each such warrant, within 18 months from the date of allotment of share warrants.

Genus Power Infrastructures Limited

(A Kailash Group Company)

Corporate Identity Number

L51909UP1992PLC051997

Corporate Office:

SPL-3, RIICO Industrial Area, Sitapura, Tonk Road,

Jaipur-302022, (Raj.), India

T. +91-141-7102400/500 • F. +91-141-2770319, 7102503

E. info@genus.in • W. www.genuspower.com

Registered Office:

G-123, Sector-63, Noida,

Uttar Pradesh-201307 (India)

T. +91-120-2581999

E. info@genus.in

In term of Regulation 169(5) of the SEBI ICDR Regulations, a certificate from the statutory auditors stating that the issuer is in compliance of Regulation 169(4) of the SEBI ICDR Regulations and the relevant documents thereof are maintained by the Company as on the date of certification is enclosed herewith.

We request you to take the above on record and the same be treated as compliance under the applicable provisions of the SEBI Listing Regulations.

Thanking you,

Yours faithfully,

For Genus Power Infrastructures Limited

(Ankit Jhanjhari)
Company Secretary

Encl. as above



Private and confidential

The Board of Directors
Genus Power Infrastructures Limited
G-123 Sector-63,
Noida Gautam Buddha Nagar
Uttar Pradesh-201307

Dated : 11 August 2023

Kind attention: Mr. Nathu Lal Nama, Chief Financial Officer
Independent Auditor's certificate on the receipt of consideration by Genus Power Infrastructures Limited with the issue of warrants on preferential basis

1. This certificate is issued in accordance with the terms of our engagement letter dated 11th August 2023
2. This certificate is issued in accordance with the requirements of Regulation 169(5) of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**the ICDR Regulations**”) and is issued for onward submission to the National Stock Exchange of India Limited ('NSE') and Bombay Stock Exchange Limited ('BSE') in connection with the preferential issue of 4,59,78,965 Convertible Warrants (the "**Warrants**"), each convertible into, or exchangeable for, one equity share of face value of Re. 1 each at an issue price of Rs 112.88/- each by the Company to certain identified non-promoter persons / entity ("**Allottees**").
3. The accompanying statement contains details of receipt of consideration against allotment of specified securities as required by sub para (4) of para 169 of Part VI of Chapter V of the ICDR Regulations in respect of the preferential issue (the "Statement"), which we have initialed for identification purposes only.

Management's Responsibility for the Statement

4. The preparation of the accompanying Statement and compliance with the terms and conditions contained in the ICDR Regulations therein is the responsibility of the management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the compliance with the terms and conditions contained in the ICDR Regulations specified therein; and making estimates that are reasonable in the circumstances.
5. The Management is also responsible for ensuring -
 - i. that the Company provides all relevant information to the NSE and BSE;
 - ii. the consideration of warrant is received from respective allottee's bank account and there is no circulation of funds or mere passing of book entries in this regard;
 - iii. in case of joint holders, the consideration of warrant is received from the bank account of the person whose name appears first in the application;
 - iv. maintenance of relevant records in relation to point (ii) and (iii) above; and
 - v. compliance with the requirements of the ICDR Regulations.



**Independent Auditor's certificate on the receipt of consideration by Genus Power Infrastructures Limited in connection with the issue of warrants on preferential basis
(continued)**

Auditor's responsibility

6. Pursuant to the requirements of sub para (5) of para 169 of Part VI of chapter V of the ICDR Regulations, it is our responsibility to provide limited assurance as to whether the details provided in the Statement is in accordance with by sub para (4) of para 169 of Part VI of Chapter V of the ICDR Regulations and the relevant documents thereof are maintained by the Company as on the date of issue of the certificate.

7. Our scope of work did not include verification of compliance with other requirements of the ICDR Regulations, other circulars, notifications, etc. as issued by relevant regulatory authorities from time to time, and any other laws and regulations applicable to the Company. Further, our scope of work did not involve performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any of the financial information or financial statements of the Company taken as a whole.

8. Limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the applicable criteria mentioned in paragraph 6 above. The procedures performed vary in nature, timing and extent from, and are less extent than for, a reasonable assurance. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement. Accordingly, we have performed the following procedures in relation to the Statement:

a) Obtained and read the certified true copy of the resolution passed for allotment of warrant at the meeting of the Share Issue & Allotment Committee of the Board of Directors of the Company held on 11th August 2023.

b) Obtained list of allottee together with 25% upfront amount received from each applicant from the management.

c) With respect to 25% upfront money received by the Company, obtained bank statement of the Company for the period 11th August 2023 and traced the name of the person and the amounts appearing in the Statement to the bank statements and there is no circulation of funds or mere passing of book entries in this regard. We have relied on the information obtained from the management in this regard and have not performed any independent procedures.

d) With respect to balance 75% money to be received by the Company, obtained list of allottee together with amount to be received from the applicants from management; and

e) Made necessary inquiries with the management and obtained relevant representations.

9. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (the 'ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

10. We have complied with the relevant applicable requirements of the Standard on Quality Control ('SQC') 1, "Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements".



Conclusion

11. Based on our examination as above, and the information, explanations and management representations provided to us, nothing has come to our attention that causes us to believe that the details provided in the Statement are not in accordance with the requirements of sub para (4) of para 169 of Part VI of chapter V of the ICDR Regulations and the relevant documents thereof are not maintained by the Company as on the date of issue of certificate.

Restriction on use

12. This report is intended solely for the use of the Management for the purpose of submission to the NSE and BSE in connection with the receipt of consideration by the Company pursuant to the issue of warrants on preferential basis to the allottees under the ICDR Regulations and is not to be used for any other purpose or distributed to any other person without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior written consent. We have no responsibility to update this certificate.

For Kapoor Patni & Associates
Chartered Accountants
(Registration No.019927C)



UDIN: 23419689BGREZD8785
Date: 11th August, 2023
Place:- Jaipur

[Abhinav Kapoor]
Partner
M. No.:- 419689