

January 05, 2024

BSE Limited,
(Corporate Relationship Department),
P J Towers,
Dalal Street, Fort,
Mumbai- 400 001

BSE Code: 530343

National Stock Exchange of India Ltd., (Listing
& Corporate Communications),
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E)
Mumbai-400051.

NSE Symbol: GENUSPOWER

Dear Sir/Madam,

Sub: Disclosure under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')

This is to inform you that the Board of Directors at its meeting held today on, January 05, 2024, have considered and approved the following matters:

1. amendment in the Employee Stock Option Scheme 2012 ("ESOS-2012"), (i) to align and comply with the requirements of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (ii) to extend the maximum vesting period; and (iii) to decrease 30,00,000 (Thirty Lakhs) employee stock options ("Options") from the aggregate Option pool reserved under the ESOS-2012, subject to the approval of the members.
2. amendment in the Employee Stock Appreciation Rights Plan 2019 ("ESARP-2019"), (i) to align and comply with the requirements of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (ii) to extend the maximum vesting period; and (iii) to increase the aggregate number of equity shares reserved under the ESARP-2019 by creating additional 30,00,000 (Thirty Lakhs) equity shares convertible into such number of employee stock appreciation rights ("ESARs"), subject to the approval of the members.
3. approved the notice of postal ballot and appointed the scrutinizer for postal ballot and e-voting process.

The relevant details pertaining to the above, as required under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is enclosed herewith as Annexure – I for ESOS-2012 and Annexure – II for ESARP-2019.

Kindly take the above information on record.

Thanking you.

Yours faithfully,

For **Genus Power Infrastructures Limited**

(Ankit Jhanjhari)
Company Secretary
Encl. as above

Annexure – I

The relevant details pertaining to **Employee Stock Option Scheme 2012 (ESOS-2012)** as required under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are as under:

a) brief details of Options granted	The current proposal doesn't contemplate any grant of Options, but subject to approval of shareholders, the Company is proposing to decrease the number of employee stock options (" Options ") reserved under the ESOS 2012 from 49,45,000 to 19,45,000 Options.
b) whether the scheme is in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (if applicable);	Yes, ESOS 2012 is in the compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
c) total number of shares covered by these options;	19,45,000 Options convertible in to 19,45,000 equity shares.
d) pricing formula;	The Exercise Price per Option shall be as determined by the Committee subject to a maximum of 50% discount to the Market Price of the Equity Shares as on date of grant. However, the Exercise Price per Option shall not be less than the face value of the Equity Share of the Company.
e) Options vested;	Not applicable.
f) time within which Options may be exercised;	The Exercise period would be a maximum of 3 years from the date of vesting of options.
g) Options exercised;	Not applicable
h) money realized by exercise of Options;	Not applicable
i) the total number of shares arising as a result of exercise of Option;	Not applicable
j) Options lapsed;	Not applicable
k) variation of terms of Options;	Not applicable
l) brief details of significant terms.	The Options that may be granted in future under ESOS-2012 would vest within not less than one year and not more than ten years from the date of grant of such options.
m) subsequent changes or cancellation or exercise of such Options;	Not applicable
n) diluted earnings per share pursuant to issue of equity shares on exercise of Options.	Not applicable

Annexure – II

The relevant details pertaining **Employee Stock Appreciation Rights Plan 2019 (“ESARP-2019”)**, as required under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are as under:

a) brief details of ESARs granted	Subject to approval of the members, the Company is proposing to increase the aggregate number of equity shares reserved under the ESARP-2019 from 30,00,000 (Thirty Lakhs) equity shares to 60,00,000 (Sixty Lakhs) equity shares by creating additional 30,00,000 (Thirty Lakhs) equity shares convertible into such number of employee stock appreciation rights (“ESARs”), on such terms and in such manner in accordance with the provisions of the applicable laws and the provisions of ESARP-2019
b) whether the scheme is in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (if applicable);	Yes, ESARP-2019 is in the compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
c) total number of shares covered by these ESARs;	[60,00,000 (Sixty Lakhs) earlier 30,00,000 (Thirty Lakhs)] equity shares fully paid up.
d) pricing formula;	The ESAR price per ESAR shall be as determined by the Committee subject to a maximum of 50% (Fifty percent) discount to the Market Price of the Equity Shares as on date of grant. However, the ESAR Price per ESAR shall not be less than the face value of the Equity Share of the Company.
e) ESARs vested;	Not applicable.
f) time within which ESARs may be exercised;	The Exercise Period in respect of a Vested ESARs shall be Three (3) years from the date of Vesting of such ESARs. The ESAR Grantees can exercise all or part of the Vested ESARs within the Exercise Period.
g) ESARS exercised;	Not applicable
h) money realized by exercise of ESARs;	Not applicable
i) the total number of shares arising as a result of exercise of ESARs;	Not applicable
j) ESARs lapsed;	Not applicable
k) variation of terms of ESARs;	Not applicable
l) brief details of significant terms.	ESARs granted under ESARP 2019 would Vest after a minimum period of One (1) year but not later than a maximum period of Ten (10) years from the Grant Date of such ESARs.
m) subsequent changes or cancellation or exercise of such ESARs;	Not applicable
n) diluted earnings per share pursuant to issue of equity shares on exercise of ESARs.	Not applicable