

January 08, 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 - 400 051.

NSE Symbol: GENUSPOWER

Dear Sir/Madam,

Sub: Notice of Postal Ballot and E-voting particulars.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Notice of Postal Ballot (“Notice”) dated January 05, 2024 seeking approval of the Members of the Company by way of remote e-voting process for the following-

Sr. No.	Description of the resolutions
1.	To consider and approve amendments in ‘Employee Stock Option Scheme 2012’ (“ESOS-2012”)
2.	To consider and approve amendments in ‘Employees Stock Appreciation Rights Plan 2019’ (“ESARP-2019”)
3.	To consider and approve grant of employee stock appreciation rights to the employees of the Subsidiary Company(ies) of the Company under Employees Stock Appreciation Rights Plan 2019’

Pursuant to various MCA and SEBI circulars, the Notice will be sent by electronic mode only to those Members whose names appear in the Register of Members or List of Beneficiaries received from the depositories and whose email ID is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories as on Friday, December 29, 2023 (“Cut-off Date). The Company has engaged the services of Central Depository Services (India) Limited (CDSL), for providing remote e-voting facility to all its members. In accordance with the provisions of the MCA and SEBI Circulars, Members can vote only through the remote e-voting process which commences on Wednesday, January 10, 2024 at 9.00 a.m. (IST) and ends on Thursday, February 08, 2024 at 5:00 p.m. (IST).

The said Notice is available and can also be downloaded from the Company's website “www.genuspower.com”.

Kindly take the same on record.

Thanking you,
For **Genus Power Infrastructures Limited**

Ankit Jhanjhari
(Company Secretary)
Encl. as above

Genus Power Infrastructures Limited

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

(Email: cs@genus.in; Website: www.genuspower.com; Corporate Identification Number (CIN): L51909UP1992PLC051997)

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

POSTAL BALLOT NOTICE

(Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Members,

Notice is hereby given that the resolutions set out below are proposed for approval by the Members of Genus Power Infrastructures Limited (“the Company”) by means of Postal Ballot, only by remote e-voting process (“e-voting”) being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (“the Act”), Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is also attached.

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, Practicing Company Secretaries, Jaipur as the Scrutinizer for conducting the Postal Ballot only through the remote e-voting process and for scrutinizing the votes casted therein, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide e-voting facility.

Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting:	Wednesday, January 10, 2024 at 9.00 a.m. (IST)
End of e-voting:	Thursday, February 08, 2024 at 5:00 p.m. (IST)

The Scrutinizer will submit his report to the Chairman or in his absence, any other person authorised by him, after completion of scrutiny of the votes. The results of the voting by Postal Ballot (through e-voting process) along with the Scrutinizer's report will be announced by the Chairman of the Company or any other person authorized by him, within two working days of conclusion of evoting and will be displayed on the Company's website at www.genuspower.com and the website of CDSL at www.evotingindia.com. The results will simultaneously be communicated to the Stock Exchanges, where the equity shares of the Company are listed (i.e. NSE and BSE), National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (together the “Depositories”) and will also be displayed at the registered office of the Company.

SPECIAL BUSINESS

Item No. 1:

To consider and approve amendments in 'Employee Stock Option Scheme 2012' ("ESOS-2012")

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b), and all other applicable provisions, if any, of the Companies Act 2013, read with Regulation 7 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SBEB Regulations**"), and all other applicable provisions, if any, of the SBEB Regulations, the relevant provisions of the Memorandum of Association and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approval(s), the consent of the members of the Company, be and is hereby accorded to the amendments made in 'Employee Stock Option Scheme 2012' ("**ESOS-2012**"), with a view:

- i. to align and comply with the requirements of the SBEB Regulations;
- ii. to extend the maximum vesting period;
- iii. to decrease 30,00,000 (Thirty Lakhs) employee stock options ("**Options**") from the aggregate Option pool of 49,45,000 (Forty-nine Lakhs Forty-five Thousand) Options reserved under the ESOS-2012, resulting in 19,45,000 (Nineteen Lakhs Forty-five Thousand) Options, exercisable into not exceeding 19,45,000 (Nineteen Lakhs Forty-five Thousand) equity shares ("**Shares**") of face value of Re. 1/- (Rupee One Only) each fully paid-up, where one Option would convert into one equity share upon exercise, on such terms and in such manner in accordance with the provisions of the applicable laws and the provisions of ESOS-2012; and
- iv. to transfer the decreased equity pool of 30,00,000 (Thirty Lakhs) equity shares from ESOS-2012 to Employees Stock Appreciation Rights Plan 2019.

RESOLVED FURTHER THAT the Board (which term shall be deemed to include any Committee of the Board including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion, and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions to give effect to this resolution."

Item No. 2:

To consider and approve amendments in 'Employees Stock Appreciation Rights Plan 2019' ("ESARP-2019")

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b), and all other applicable provisions, if any, of the Companies Act 2013, read with Regulation 7 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SBEB Regulations**"), and all other applicable provisions, if any, of the SBEB Regulations, the relevant provisions of the Memorandum of Association and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approval(s), the consent of the members of the Company, be and is hereby accorded to the amendments made in 'Employees Stock Appreciation Rights Plan 2019' ("**ESARP-2019**"), with a view:

- i. to align and comply with the requirements of the SBEB Regulations;
- ii. to extend the maximum vesting period; and
- iii. 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.

RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank *pari passu* with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other re-organisation, split, change in capital structure of the Company, as applicable from time, if any additional ESARs granted or equity shares are issued by the Company to the grantees for the purpose of making a fair and reasonable adjustment to the ESARs granted earlier, the ceiling of total number of ESARs and equity shares specified above shall be deemed to be increased to the extent of such additional ESARs granted or equity shares issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be allotted and the price of acquisition payable by the grantees under the ESARP-2019 shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted ESARs under the ESARP-2019 and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESARP-2019.

RESOLVED FURTHER THAT the Board (which term shall be deemed to include any Committee of the Board including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to take requisite steps for listing of the equity shares allotted under the ESARP-2019 on the stock exchanges where the equity shares of the Company are listed in due compliance with SBEB Regulations and other applicable laws and to do all such acts, deeds, and things, as it may, in its absolute discretion, and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions to give effect to this resolution.”

Item No. 3:

To consider and approve grant of employee stock appreciation rights to the employees of the Subsidiary Company(ies) of the Company under Employees Stock Appreciation Rights Plan 2019’

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b), and all other applicable provisions, if any, of the Companies Act 2013, read with Regulation 7 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**“SBEB Regulations”**), and all other applicable provisions, if any, of the SBEB Regulations, the relevant provisions of the Memorandum of Association and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approval(s), the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers conferred by this Resolution) to offer, issue, grant and allot from time to time, in one or more tranches, employee stock appreciation rights (**“ESARs”**) under **Employees Stock Appreciation Rights Plan 2019’ (“ESARP-2019”)**, to the permanent employee of the subsidiary company(ies) of the Company, working in India or outside India, as determined in terms of the ESARP-2019, within the ceiling of total number of ESARs and equity shares, as specified in ESARP-2019 along with such other terms and in such manner, in accordance with the provisions of the applicable laws and the provisions of the ESARP-2019.”

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

Ankit Jhanjhari

Company Secretary

ICSI M. No.: A16482

Jaipur, January 05, 2024

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. A Statement, pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations, is appended hereto and the same should be taken as part of the Notice.
2. In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting only.
3. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members / List of Beneficial Owners as at the close of business hours on Friday, December 29, 2023 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / RTA / DPs / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and prepaid business reply envelopes are not being sent to Members for this Postal Ballot. Any person who is not a member as on the Cut-Off Date or becomes a member after the Cut-Off Date should treat this Postal Ballot Notice for information purposes only.
4. This Postal Ballot Notice will also be available on the Company’s website at ‘www.genuspower.com’, 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 and on the website of CDSL at ‘www.evotingindia.com’.

5. The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e. Thursday, February 08, 2024.
6. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of e-voting. Members seeking to inspect such documents can send an email to 'cs@genus.in'.
7. 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 and have not registered their email address, are requested to register the same with the DPs where they maintain their demat accounts which is mandatory while e-Voting; and
 - (ii) Members, holding shares in physical mode and 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 the Company's RTA at 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'.
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:
 - (i) the change in the residential status on return to India for permanent settlement.
 - (ii) the particulars of the NRE account with a bank in India, if not furnished earlier.
9. 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.
10. 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.
11. 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 update 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, along with 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.

12. As per Regulation 40 of the 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/>'.
13. The SEBI 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.

14. The Company has transferred the unpaid or unclaimed dividends declared up to FY 2015-16, from time to time on due dates, to the investor education and protection fund ("IEPF"). Members, who have not yet cashed their dividend warrant(s) issued for the FY 2016-17 and onwards, are requested to make their claims without any delay to the Company.

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 ("IEPF Rules"), 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. However, shareholders may note that both the unclaimed dividend and corresponding shares transferred to the IEPF Authority can be claimed back by making an application to the IEPF Authority (in Form No. IEPF-5 available on 'www.iepf.gov.in') and after following the procedure prescribed in the IEPF Rules as amended.

15. 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.

16. Procedure for e-voting are as follows:

- (I) Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations read with relevant SEBI Circulars, MCA Circulars, SS-2 and any amendments thereto, the Company is providing e-voting facility to its Members to exercise their right to vote on the proposed resolutions by electronic means. 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 will be provided by CDSL.
- (II) The instructions for members for remote e-voting are as under:
 - (i) The e-voting period begins on Wednesday, January 10, 2024 at 9:00 am (IST) and ends on Thursday, February 08, 2024 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 Friday, December 29, 2023 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the said Cut-Off Date.
 - (ii) Once the vote on the resolution is cast by the Members, the Members shall not be allowed to change it subsequently.

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, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Members are advised to update their mobile number and email-id in their demat accounts in order to access e-voting facility.

Pursuant to aforesaid SEBI Circular, the login method for e-voting 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	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 at 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

	<p>meeting, if any & 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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL at website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>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.</p> <p>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 Portal" or click at https://eservices.nsd.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.nsd.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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<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.</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 Remote e-Voting 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.
- (III) Contact details of the person responsible to address the queries/grievances connected with the voting by Postal Ballot including voting by electronic means, if any:
- If you have any queries or issues regarding 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.
 - 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 at toll free no. 1800 22 55 33.
 - The Company Secretary, Genus Power Infrastructures Limited, SPL-3, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022, Rajasthan; Tel. 0141-7102400/500; E-mail: cs@genus.in.

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

Ankit Jhanjhari
Company Secretary
ICSI M. No.: A16482
Jaipur, January 05, 2024

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 Statements pursuant to Section 102 of the Companies Act, 2013 read with Regulation 6 and 7 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

Item No. 1, 2 and 3:

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock-based compensation scheme. Basis these objectives, the Company has already implemented an ‘Employee Stock Option Scheme 2012’ (“**ESOS-2012**”) and ‘Employees Stock Appreciation Rights Plan 2019’ (“**ESARP-2019**”) (collectively referred to as “**Plans**”).

The Company has granted 24,50,000 (Twenty Four Lakhs Fifty Thousand) employee stock appreciation rights (“**ESARs**”) out of the total 30,00,000 (Thirty Lakhs) equity shares reserved under the ESARP-2019 as on date. Therefore, approximately 5,50,000 (Five Lakhs Fifty Thousand) equity shares are available for the future grants under the ESARP-2019.

Considering the nature of the industry, the long-term incentives being offered to the employees of the Company mainly consist of ESARs. The Company is on a growth path and has aggressive business plans for the next few years. To support these plans, the current number of available equity shares for new grants is estimated to be insufficient over the next three to five years.

Given this background, it is proposed to increase the total equity shares reserve by additional 30,00,000 (Thirty Lakhs) equity shares under the ESARP-2019 by amending clause 3.1 of the ESARP-2019. The source of additional equity pool of 30,00,000 (Thirty Lakhs) is to be transferred from the ESOS-2012 as contemplated in resolution set out at item no. 1. This will result in achieving the objectives as mentioned above without having any impact on the dilution of the existing equity shareholders.

Further, the amendments in ESARP-2019 & ESOS-2012 have been made with a view to align and comply with the requirements of the SBEB Regulations and to extend the maximum vesting period as follows:

Clause Ref in Plan	Existing Clause	Proposed amendment
7.1 Vesting Period of ESARP-2019	ESARs granted under ESARP-2019 would Vest after a minimum period of 1 (One) year but not later than a maximum period of 6 (Six) years from the Grant Date of such ESARs. The Committee shall determine the specific Vesting percentage and schedule which may be different for different Employees or class thereof at the time of Grant.	ESARs granted under ESARP-2019 would Vest after a minimum period of 1 (One) year but not later than a maximum period of 10 (Ten) years from the Grant Date of such ESARs. The Committee shall determine the specific Vesting percentage and schedule which may be different for different Employees or class thereof at the time of Grant.
6.1 Vesting Period of ESOS-2012	Options granted under ESOS - 2012 would vest within not less than 1 (One) year and not more than 6 (Six) years from the date of grant of such options. Vesting of options would be subject to continued employment with the	Options granted under ESOS - 2012 would vest within not less than 1 (One) year and not more than 10 (Ten) years from the date of grant of such options. Vesting of options would be subject to continued employment with the Company and thus the options would

	Company and thus the options would vest on passage of time. In addition to this, the Nomination and Remuneration Committee may also specify certain performance parameters subject to which the options would vest.	vest on passage of time. In addition to this, the Nomination and Remuneration Committee may also specify certain performance parameters subject to which the options would vest.
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Accordingly, the Nomination and Remuneration Committee (“**Committee**”) and the Board of Directors (“**Board**”) of the Company, at their respective meetings held on January 05, 2024, had approved the aforesaid proposed amendments, subject to your prior approval. As per the above rationale, the proposed amendments are not prejudicial to the interests of the employees. The beneficiaries of these amendments shall be the existing grantees of both the schemes and the eligible employees who may be granted Options in future under the ESARP-2019 and ESOS-2012.

In this background, the Company seeks your approval by way of a special resolution in terms of Regulation 7 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SBEB Regulations**”), as detailed in Resolution No. 1 and 2 of this Notice. Further, the Company in past has already obtained the approval from the members for granting the ESARs to its subsidiary company, however, as the current proposal is of increase of ESAR pool, the management thought it expedient to again seek your approval pursuant to Regulation 6(3)(c) of SBEB Regulations, by way of a separate special resolution for extending and granting the ESARs under the ESARP-2019 to the eligible employees of its subsidiary company, working in India or outside India, as detailed in Resolution No. 3 of this Notice.

In terms of Section 62(1)(b) of the Companies Act, 2013 read with Regulation 6 of the SBEB Regulations, the salient features of the Plans are as follows:

I. Disclosures for ESARP-2019

a. Brief description of the scheme(s)

In view of the aforesaid objectives, the ESARP-2019 contemplates grant of ESARs to the eligible employees under the ESARP-2019. After vesting of ESARs, the eligible employees earn a right, but not obligation, to exercise the vested ESARs within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon and other terms and conditions of the ESARP-2019.

The Committee shall act as the Compensation Committee for the administration of the ESARP-2019. All questions of interpretation of the ESARP-2019 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the ESARP-2019.

b. The total number of SARs to be offered and granted

Under the ESARP-2019, the Company would grant such number of ESARs in one or more tranches to eligible employees that would entitle the Grantees (in aggregate) to acquire, not exceeding 60,00,000 (Sixty Lakhs) fully paid-up equity shares of Re. 1/- (Rupee One only) each.

Further, SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division, etc., a fair and reasonable adjustment needs to be made to the ESARs granted. In this regard, the Committee shall adjust the number and price of the ESARs granted in such a manner that the total value of the ESARs granted under the ESARP-2019 remain the same after any such corporate action.

Accordingly, if any additional ESARs are issued by the Company to the grantees for making such fair and reasonable adjustment, the ceiling of aforesaid shall be deemed to be increased to the extent of such additional ESARs issued.

c. Identification of classes of employees entitled to participate and be beneficiaries in the scheme

The proposed amendments don't contemplate any change in the identification of classes of employees entitled to participate and be beneficiaries in the ESARP-2019. Therefore, employees entitled to participate and be beneficiaries in the ESARP-2019 shall remain the same as last approved by the shareholders at relevant times in the past.

d. Requirements of vesting and period of vesting

ESARs granted under the ESARP-2019 shall vest not earlier than minimum period of **1 (one) year** and not later than maximum period of **10 (Ten) years** from the date of Grant.

The specific Vesting schedule and Vesting Conditions subject to which Vesting would take place would be outlined in the document(s) given to the ESAR Grantee and as intimated by the Committee from time to time.

e. Maximum period within which the SARs shall be vested

The ESARs shall be vested within a maximum period of 10 (Ten) years from the date of grant.

f. Exercise price or pricing formula

The Company has always intended to fix and has always fixed ESAR price at not more than 50% discount to the market price on the day of ESAR grant. The proposed amendments, therefore, don't contemplate any change in the de-facto exercise price or pricing formula. To bring the said sub-clause in line with the intent and the practice, the same needs to be appropriately and clearly reworded. The proposed change will not require any change in the exercise price or pricing formula as last approved by the Shareholders at relevant times in the past. The rephrased clause 8.1 is:

"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."

g. Exercise period and process of exercise

The proposed amendments don't contemplate any change in the exercise period and process of exercise. Therefore, the exercise period and process of exercise shall remain the same as last approved by the shareholders at relevant times in the past which is as under:

"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."

h. The appraisal process for determining the eligibility of employees for the Scheme

The proposed amendments don't contemplate any change in exercise period and process of exercise. Therefore, the appraisal process for determining the eligibility of employees under the ESARP-2019 shall remain the same as last approved by the shareholders at relevant times in the past.

i. Maximum number of SARs to be offered and issued per employee and in aggregate

The proposed amendments don't contemplate any change in maximum number of ESARs to be offered and issued per employee and in aggregate.

Therefore, the maximum number of ESARs to be offered and issued per employee and in aggregate shall remain the same as last approved by the shareholders at relevant times in the past.

j. Maximum quantum of benefits to be provided per employee under the Scheme

The proposed amendments don't contemplate any change in maximum quantum of benefits to be provided per employee under the ESARP-2019.

Therefore, the maximum quantum of benefits to be provided per employee under the ESARP-2019 shall remain the same as last approved by the shareholders at relevant times in the past.

k. Whether the scheme is to be implemented and administered directly by the company or through a trust:

The ESARP-2019 shall be implemented and administered directly by the Company.

l. Whether the Scheme involves new issue of shares by the company or secondary acquisition by the trust or both

The ESARP-2019 contemplates issue of fresh/primary equity shares by the Company.

m. The amount of loan to be provided for implementation of the scheme by the company to the trust, its tenure, utilization, repayment terms, etc.

Not Applicable since this is currently not contemplated in the ESARP-2019.

n. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme

Not Applicable since this is currently not contemplated in the ESARP-2019.

o. A statement to the effect that the company shall conform to the accounting policies specified in Regulation 15

The Company shall follow the IND AS 102 on Share-based payments and/or any relevant accounting standards/guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein, in compliance with Regulation 15 of SBEB Regulations.

p. The method which the company shall use to value its SARs

The Company shall adopt 'fair value method' for valuation of SARs as prescribed under IND AS 102 on Share-based payments or any accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

q. The statement, if applicable

The below Statement is not applicable to the Company since the Company is opting for the Fair Value Method.

'In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report'.

r. Period of lock-in

The Shares issued pursuant to exercise of vested SARs shall not be subject to any lock-in period restriction in general. Usual restrictions as may be prescribed under the applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended, shall apply.

s. Terms & conditions for buyback, if any

Subject to the provisions of the applicable laws, the Board shall determine the procedure for buy-back of the specified securities/SARs if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

II. Disclosures for ESOS-2012

a. Brief description of the scheme(s)

In view of the aforesaid objectives, the ESOS-2012 contemplates grant of Options to the eligible employees under the ESOS-2012. After vesting of Options, the eligible employees earn a right, but not obligation, to exercise the vested Options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon and other terms and conditions of the ESOS-2012.

The Committee shall act as the Compensation Committee for the administration of the ESOS-2012. All questions of interpretation of the ESOS-2012 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the ESOS-2012.

b. The total number of options to be offered and granted

Under the ESOS-2012, the Company would grant upto 19,45,000 (Nineteen Lakhs Forty-five Thousand) Options in one or more tranches to eligible employees that would entitle the Grantees (in aggregate) to acquire, not exceeding 19,45,000 (Nineteen Lakhs Forty-five Thousand) fully paid-up equity shares of Re.1/- (Rupee One only) each.

Further, SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division, etc., a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under the ESOS-2012 remain the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the grantees for making such fair and reasonable adjustment, the ceiling of aforesaid shall be deemed to be increased to the extent of such additional Options issued.

c. Identification of classes of employees entitled to participate and be beneficiaries in the scheme

The proposed amendments don't contemplate any change in the identification of classes of employees entitled to participate and be beneficiaries in the ESOS-2012. Therefore, employees entitled to participate and be beneficiaries in the ESOS-2012 shall remain the same as last approved by the shareholders at relevant times in the past.

d. Requirements of vesting and period of vesting

Option granted under the ESOS-2012 shall vest not earlier than minimum period of **1 (one) year** and not later than maximum period of **10 (Ten) years** from the date of Grant.

Vesting of options would be subject to continued employment with the Company and thus the options would vest on passage of time. In addition to this, the Nomination and Remuneration Committee may also specify certain performance parameters subject to which the options would vest.

The specific Vesting schedule and Vesting Conditions subject to which Vesting would take place would be outlined in the document(s) given to Option Grantee and as intimated by the Committee from time to time.

e. Maximum period within which the Options shall be vested

The Options shall be vested within a maximum period of 10 (Ten) years from the date of grant.

f. Exercise price or pricing formula

The Company has always intended to fix and has always fixed ESOS price at not more than 50% discount to the market price on the day of Option grant. The proposed amendments, therefore, don't contemplate any change in the de-facto exercise price or pricing formula. To bring the said sub-clause in line with the intent and the practice, the same needs to be appropriately and clearly reworded. The proposed change will not require any change in the exercise price or pricing formula as last approved by the Shareholders at relevant times in the past. The rephrased clause 7.1 is:

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.

g. Exercise period and process of exercise

The proposed amendments don't contemplate any change in the exercise period and process of exercise. Therefore, the exercise period and process of exercise shall remain the same as last approved by the shareholders at relevant times in the past which is as under:

"The Exercise period would be a maximum of 3 years from the date of vesting of options."

h. The appraisal process for determining the eligibility of employees for the Scheme

The proposed amendments don't contemplate any change in exercise period and process of exercise.

Therefore, the appraisal process for determining the eligibility of employees under the ESOS-2012 shall remain the same as last approved by the shareholders at relevant times in the past.

i. Maximum number of Options to be offered and issued per employee and in aggregate

The proposed amendments don't contemplate any change in maximum number of Options to be offered and issued per employee and in aggregate.

Therefore, the maximum number of Options to be offered and issued per employee and in aggregate shall remain the same as last approved by the shareholders at relevant times in the past.

j. Maximum quantum of benefits to be provided per employee under the Scheme

The proposed amendments don't contemplate any change in maximum quantum of benefits to be provided per employee under the ESOS-2012.

Therefore, the maximum quantum of benefits to be provided per employee under the ESOS-2012 shall remain the same as last approved by the shareholders at relevant times in the past.

k. Whether the scheme is to be implemented and administered directly by the company or through a trust:

The ESOS-2012 shall be implemented and administered through the Trust.

l. Whether the Scheme involves new issue of shares by the company or secondary acquisition by the trust or both

The ESOS-2012 contemplates issue of fresh/primary equity shares by the Company.

m. The amount of loan to be provided for implementation of the scheme by the company to the trust, its tenure, utilization, repayment terms, etc.

Not Applicable since this is currently not contemplated in the ESOS-2012.

n. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme

Not Applicable since this is currently not contemplated in the ESOS-2012.

o. A statement to the effect that the company shall conform to the accounting policies specified in Regulation 15

The Company shall follow the IND AS 102 on Share-based payments and/or any relevant accounting standards/guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein, in compliance with Regulation 15 of SBEB Regulations.

p. The method which the company shall use to value its Options

The Company shall adopt 'fair value method' for valuation of Options as prescribed under IND AS 102 on Share-based payments or any accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

q. The statement, if applicable

The below Statement is not applicable to the Company since the Company is opting for the Fair Value Method.

'In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report'.

r. Period of lock-in

The Shares issued pursuant to exercise of vested Options shall not be subject to any lock-in period restriction in general. Usual restrictions as may be prescribed under the applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended, shall apply.

s. Terms & conditions for buyback, if any

Subject to the provisions of the applicable laws, the Board shall determine the procedure for buy-back of the specified securities/Options if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

A copy of both the existing and draft amended ESARP-2019 and ESOS-2012 are available for inspection at the Company's website at www.genuspower.com and also at the Company's registered office / corporate office during official hours on all working days till the last date of the e-voting.

None of the Directors, key managerial personnel of the Company including their relatives are interested or concerned in the resolutions, except to the extent they may be lawfully granted ESARs/Options under the respective Plans.

The Board recommends the resolution set out at Item No. 1, 2 and 3 in this notice, for approval of the shareholders by way of Special Resolution.

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

Ankit Jhanjhari

Company Secretary

ICSI M. No.: A16482

Jaipur, January 05, 2024

Registered Office:

G-123, Sector-63, Noida-201307, Uttar Pradesh, India

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