

September 09, 2019

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(s),

Re.: Amendment by way of reduction to the total number of options and shares under the Employee Stock Option Scheme 2012 ("ESOS 2012")

This is to inform that the Shareholders at 27th Annual General Meeting of the Company held on September 06, 2019, inter-alia, has approved the amendment by way of reduction to the total number of options and shares under the Employee Stock Option Scheme 2012 ("ESOS 2012") from 79,45,000 to 49,45,000 (Forty-nine Lacs and Forty-five Thousand), without any retrospective effect on existing options granted under ESOS 2012.

In view of above, BSE Limited (BSE) and National Stock Exchange of India Ltd. (NSE) are requested to update/correct their records and in-principle approval dated April 19, 2013 (NSE) and May 02, 2013 (BSE) with regard to aforesaid reduction to the total number of options and shares under the Employee Stock Option Scheme 2012 ("ESOS 2012") from 79,45,000 to 49,45,000 (Forty-nine Lacs and Forty-five Thousand) equity shares of Re.1 each of the Company to be issued under ESOS-2012.

A certified true copy of the special resolution passed the Shareholders is also attached for ready reference.

This is for your information and records.

Thanking you

Yours faithfully

For **Genus Power Infrastructures Limited**



Company Secretary



Encl. as above

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED IN THE TWENTY SEVENTH (27TH) ANNUAL GENERAL MEETING ('AGM') OF THE SHAREHOLDERS OF GENUS POWER INFRASTRUCTURES LIMITED ('THE COMPANY') HELD ON FRIDAY, SEPTEMBER 06, 2019 FROM 11:00 A.M. TO 12:35 P.M. AT JAIPURIA INSTITUTE OF MANAGEMENT, A-32A, SECTOR-62, OPP. IBM, NOIDA-201309 (UTTAR PRADESH).

To approve amendment to the total number of options and shares under the Employee Stock Option Scheme 2012:

"RESOLVED THAT in partial modification of earlier special resolution passed by the Shareholders of the Company on December 29, 2012 approving the 'Employee Stock Option Scheme 2012' ("ESOS 2012") pursuant to the provisions of the Companies Act, 2013, Regulation 7 of the SEBI (Share Based Employee Benefits) Regulations 2014 along with other relevant notifications of the Securities and Exchange Board of India, and subject to approval of the agenda item 16 for approval of ESARP 2019 by the Shareholders of the Company and subject further 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 approvals, permissions and sanctions, the consent of the Shareholders of the Company be and is hereby accorded to amend, by way of reduction, the total number of options and total number of shares under the ESOS 2012 to be 49,45,000 (Forty-nine Lacs and Forty-five Thousand), without any retrospective effect on existing options granted under ESOS 2012.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include Nomination and Remuneration Committee or any authorized committee which the Board of Directors may constitute or has constituted to exercise its powers, including the powers, conferred by this resolution) be and is hereby authorised on behalf of the Company to make any / further modifications, changes, variations, alterations or revisions in the ESOS 2012 from time to time as permitted under and in due compliance with provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014 and to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid amendments in ESOS 2012 and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Shareholders of the Company."

Certified to be true copy
For **Genus Power Infrastructures Limited,**



Company Secretary

