LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer (*as defined below*) is being sent to you as a registered Equity Shareholder/Beneficial Owner (*as defined below*) of Genus Power Infrastructures Limited ("**Company**") as on the record date, being Friday, October 30, 2026 ("**Record Date**"), in accordance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("**Buyback Regulations**"). If you require any clarification about the action to be taken, you should consult your stock broker or your investment consultant or the Manager to the Buyback, i.e., IIFL Capital Services Limited (formerly known as IIFL Securities Limited) or the Registrar to the Buyback, i.e., Niche Technologies Private Limited. Please refer to the section on "***Definition of Key Terms***" for the definition of the capitalised terms used herein.

GENUS POWER INFRASTRUCTURES LIMITED
Corporate Identification Number (CIN): L51909UP1992PLC051997
Registered Office: G-123 Sector-63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201307
Corporate Office: SPL-3, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur - 302022 (Rajasthan), India
Tel No.: +91 141-7102400/500,
Contact Person: Mr. Puran Singh Rathore, Compliance Officer and Joint Company Secretary
E-mail: cs@genus.in; **Website:** www.genuspower.com

OFFER TO BUYBACK UP TO 47,50,000 (FORTY SEVEN LAKHS AND FIFTY THOUSAND) FULLY PAID-UP EQUITY SHARES OF THE COMPANY HAVING A FACE VALUE OF ₹1/- EACH (RUPEE ONE ONLY) ("EQUITY SHARES"), REPRESENTING UP TO 1.56% OF THE TOTAL NUMBER OF ISSUED, SUBSCRIBED AND PAID UP EQUITY SHARES OF THE COMPANY, FROM ALL THE EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF THE COMPANY HOLDING EQUITY SHARES AS ON THE RECORD DATE i.e. FRIDAY, OCTOBER 30, 2026 ("RECORD DATE"), ON A PROPORTIONATE BASIS, THROUGH THE TENDER OFFER USING STOCK EXCHANGE MECHANISM AS PRESCRIBED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED, (INCLUDING ANY STATUTORY MODIFICATION(S), AMENDMENT(S) OR RE-ENACTMENTS FROM TIME TO TIME) ("TENDER OFFER"), AT A PRICE OF ₹312/- (RUPEES THREE HUNDRED AND TWELVE ONLY) PER EQUITY SHARE ("BUYBACK PRICE") PAYABLE IN CASH FOR AN AGGREGATE AMOUNT OF UP TO ₹148.20 CRORES (RUPEES ONE HUNDRED FORTY EIGHT CRORES AND TWENTY LAKHS ONLY) ("BUYBACK SIZE") EXCLUDING THE TRANSACTION COST (AS DEFINED BELOW) ("BUYBACK").

1. The Buyback is in accordance with Article 56 of the Articles of Association (*as defined below*) of the Company, Sections 68, 69, 70, 179 and all other applicable provisions, if any of the Companies Act, 2013, as amended (the "**Companies Act**"), the Companies (Share Capital and Debentures) Rules, 2014 (the "**Share Capital Rules**"), the Companies (Management and Administration) Rules, 2014 (the "**Management Rules**") to the extent applicable and other relevant rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), and in compliance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**"), the Buyback Regulations (*as defined below*) and subject to such other approvals, permissions, consents, exemptions and sanctions, SEBI (*as defined below*), RBI (*as defined below*), Stock Exchanges (*as defined below*), MCA (*as defined below*), RoC (*as defined below*), and/or other authorities, institutions or bodies (together with SEBI, RBI, Stock Exchanges, MCA, and RoC, the "**Appropriate Authorities**"), as may be necessary and subject to any modifications and conditions, if any, as may be prescribed or imposed by Appropriate Authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board or any person authorised by the Board at their meeting held on Monday, October 26, 2026 (**"Board Meeting"**)
2. The Buyback Size of up to ₹148.20 Crores (Rupees One Hundred Forty Eight Crores and Twenty Lakh only), which represents up to 6.77% and 6.72% of the fully paid-up equity share capital and free reserves (including securities premium) as per the latest audited standalone and consolidated financial statements, respectively, for the year ended March 31, 2026 of the Company ("**Audited Financial Statements**") and is within the statutory limits of 10% of the total paid-up equity share capital and free reserves (including securities premium) as per the latest audited standalone and consolidated financials of the Company as on March 31, 2026, under the Board of Directors approval route as per the provisions of the Companies Act and Buyback Regulations.
3. This Letter of Offer will be electronically sent to all Equity Shareholders/Beneficial Owners of the Company who hold Equity Shares as on the Record Date, i.e., October 30, 2026 ("**Record Date**") ("**Eligible Shareholders**") in accordance with the Buyback Regulations and such other circulars or notifications, as may be applicable. Further, if any Eligible Shareholder has not registered an email address with the Depositories (as defined below), or in case of receipt of a request from any Eligible Shareholder to receive a copy of this Letter of Offer in physical form, the same shall be sent by speed post or courier to such shareholder's registered postal address available with the Company.

4. The procedure for tendering Equity Shares and settlement is set out in paragraph 22 *"Procedure for Tender Offer and Settlement"* on page no 49 of this Letter of Offer. The form of Acceptance-cum-acknowledgement ("**Tender Form**") along with the share transfer form (**"SH-4"**) is enclosed together with this Letter of Offer.
5. For details of the procedure for Acceptance (as defined below), please refer to the *"Process and Methodology for the Buyback"* on page 44 of this Letter of Offer. For mode of payment of cash consideration to the Eligible Shareholders, please refer to paragraph 22.32 *"Procedure for Tender Offer and Settlement – Method of Settlement"* on page 57 of this Letter of Offer. A copy of the Public Announcement published on October 28, 2026 and this Letter of Offer (including the Tender Form and SH-4) shall also be available on the website of the Company at www.genuspower.com, the Manager to the Buyback at www.iiflcapital.com, the Registrar to the Buyback at https://nichetechpl.com/, and the Securities and Exchange Board of India at www.sebi.gov.in, the Stock Exchanges at www.bseindia.com and www.nseindia.com;
6. Eligible Shareholders are advised to read this Letter of Offer and in particular refer to "*Details of the Statutory Approvals*" and *"Note on Taxation"* in paragraph 19 on page no 42 and paragraph 23 on page no 59, respectively, of this Letter of Offer, before tendering their Equity Shares *(as defined below)* in the Buyback.

BUYBACK PROGRAMME	
BUYBACK OPENS ON	**WEDNESDAY, NOVEMBER 4, 2026**
BUYBACK CLOSES ON	**WEDNESDAY, NOVEMBER 11, 2026**
LAST DATE OF RECEIPT OF COMPLETED TENDER OFFER FORMS AND OTHER SPECIFIC DOCUMENTS BY THE REGISTRAR TO THE BUYBACK	**WEDNESDAY, NOVEMBER 11, 2026, 5:00 P.M. (IST)**

BUYBACK ENTITLEMENT	
CATEGORY OF ELIGIBLE SHAREHOLDERS	**RATIO OF BUYBACK ENTITLEMENT ***
RESERVED CATEGORY FOR SMALL SHAREHOLDERS	**1 EQUITY SHARE FOR EVERY 25 EQUITY SHARES HELD ON THE RECORD DATE**
GENERAL CATEGORY FOR ALL OTHER ELIGIBLE SHAREHOLDERS	**1 EQUITY SHARE FOR EVERY 42 EQUITY SHARES HELD ON THE RECORD DATE**

* The above ratio of Buyback is approximate and provides an indicative Buyback Entitlement. Any computation of entitled Equity Shares using the above ratio may provide a slightly different number due to rounding off. The actual Buyback Entitlement for Reserved Category for Small Shareholders is 4.12153943% and General Category for all other Eligible Shareholders is 2.41374957%. Also, the numbers arrived at using the actual Buyback Entitlement may not conform exactly to the Buyback Entitlement printed in the Tender Form due to rounding-off of the factor. For further information on Ratio of Buyback as per the Buyback Entitlement in each Category, please refer paragraph 21.6 on page no 45 of this Letter of Offer.

ELIGIBLE SHAREHOLDERS CAN ALSO CHECK THEIR ENTITLEMENT ON THE WEBSITE OF THE REGISTRAR TO THE BUYBACK BY FOLLOWING THE STEPS GIVEN BELOW:

1) Click on HTTPS://NICHETECHPL.COM/BUYBACK/
2) Select the name of the Company – GENUS POWER INFRASTRUCTURES LIMITED
3) Select holding type –"Demat" or "Physical"
4) Based on the option selected above, enter your "Folio Number" or "NSDL DPID/Client ID" or "CDSL Client ID"
5) Enter the security code and click on submit
6) Then click on 'View' button
7) The entitlement will be provided in the pre-filled 'FORM OF ACCEPTANCE-CUM ACKNOWLEDGEMENT'

In addition to the Company's contact details provided above, the investors may reach out to the Investor Service Centre of Niche Technologies Private Limited for any queries at (033) 22806616/17/18, details of which are also included at Paragraph 29 on page no 67 of this Letter of Offer.

MANAGER TO THE BUYBACK	**REGISTRAR TO THE BUYBACK**
IIFL CAPITAL	
IIFL CAPITAL SERVICES LIMITED (*formerly known as IIFL Securities Limited*) 24th Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013, Maharashtra, India **Tel:** +91 22 4646 4728 **Website:** www.iiflcapital.com **Email Id:** genus.buyback@iiflcap.com **Contact Person:** Nishita Mody/ Jesica Thakkar	**NICHE TECHNOLOGIES PRIVATE LIMITED** 3A Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata 700 017, West Bengal, India **Tel:** (033) 22806616/17/18 **Website:** https://nichetechpl.com/ **Email Id:** nichetechpl@nichetechpl.com **Contact Person:** Mr. Ashok Sen **SEBI Registration No:** INR000003290

SEBI Registration No: INM000010940 **CIN:** L99999MH1996PLC132983	**CIN:** U74140WB1994PTC062636

TABLE OF CONTENTS

1. SCHEDULE OF ACTIVITIES FOR THE BUYBACK 1
2. DEFINITION OF KEY TERMS 1
3. DISCLAIMER CLAUSE 5
4. TEXT OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS 7
5. DETAILS OF THE PUBLIC ANNOUNCEMENT 14
6. DETAILS OF THE BUYBACK AND BUYBACK OFFER PRICE 14
7. INTENTION OF THE PROMOTERS AND MEMBERS OF THE PROMOTER GROUP TO PARTICIPATE IN THE BUYBACK 20
8. AUTHORITY FOR THE BUYBACK 21
9. NECESSITY OF THE BUYBACK 21
10. MANAGEMENT DISCUSSION AND ANALYSIS AND THE LIKELY IMPACT OF BUYBACK ON THE COMPANY 22
11. BASIS OF CALCULATING THE BUYBACK PRICE 24
12. SOURCES OF FUNDS FOR THE BUYBACK 24
13. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT DEPOSITED THEREIN 24
14. FIRM FINANCIAL ARRANGEMENT 25
15. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN 25
16. BRIEF INFORMATION OF THE COMPANY 28
17. FINANCIAL INFORMATION ABOUT THE COMPANY: 36
18. STOCK MARKET DATA 40
19. DETAILS OF THE STATUTORY APPROVALS 42
20. DETAILS OF THE REGISTRAR TO THE BUYBACK AND COLLECTION CENTRES 43
21. PROCESS AND METHODOLOGY FOR THE BUYBACK 44
22. PROCEDURE FOR TENDER OFFER AND SETTLEMENT 49
23. NOTE ON TAXATION 59
24. DECLARATION BY THE BOARD OF DIRECTORS 62
25. REPORT BY THE COMPANY'S JOINT STATUTORY AUDITOR ON PERMISSIBLE CAPITAL PAYMENT 62
26. DOCUMENTS FOR INSPECTION 65
27. DETAILS OF THE COMPLIANCE OFFICER 66
28. DETAILS OF THE REMEDIES AVAILABLE TO THE EQUITY SHAREHOLDERS/BENEFICIAL OWNERS. 66
29. DETAILS OF INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK 67
30. MANAGER TO THE BUYBACK 67
31. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THIS LETTER OF OFFER 67
32. TENDER FORM 68

1. SCHEDULE OF ACTIVITIES FOR THE BUYBACK

Activity	Schedule of Activities	
	Day	Date
Date of meeting of the Board of Directors approving the proposal for Buyback	Monday	October 26, 2026
Date of Public Announcement for the Buyback	Tuesday	October 27, 2026
Date of publication of Public Announcement for the Buyback	Wednesday	October 28, 2026
Record Date for determining the Buyback Entitlement and the names of Eligible Shareholders	Friday	October 30, 2026
Buyback opens on / Buyback Opening Date*	Wednesday	November 4, 2026
Buyback closes on / Buyback Closing Date*	Wednesday	November 11, 2026
Last date of receipt of completed Tender Forms and other specified documents including physical share certificates by the Registrar	Wednesday	November 11, 2026
Last date of verification of Tender Forms and other specified documents by the Registrar	Friday	November 13, 2026
Last date of intimation to the stock exchange regarding Acceptance or non-Acceptance of tendered Equity Shares by the Registrar and Manager to the Buyback	Monday	November 16, 2026
Last date of completion of settlement of bids on the stock exchange	Tuesday	November 17, 2026
Last date of dispatch of share certificate(s) by Registrar to Buyback / return of unaccepted demat shares by Stock Exchange to Seller Member/Eligible Shareholders	Tuesday	November 17, 2026
Last date of Extinguishment of Equity Shares bought back	Wednesday	November 18, 2026

Note: *Where last dates are mentioned for certain activities, such activities may happen on or before the respective last dates.*

**The tendering period in respect of the Buyback Offer shall commence on Wednesday, November 4, 2026, and shall close on Wednesday, November 11, 2026. Shareholders are requested to note that Tuesday, November 10, 2026 shall not be considered as a Working Day for the purpose of Buyback, being a holiday declared by SEBI. Accordingly, tendering of Equity Shares shall not be permitted on Tuesday, November 10, 2026.*

2. DEFINITION OF KEY TERMS

This Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or specifies otherwise, shall have the meaning as provided below. References to any legislation, act regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Letter of Offer, but not defined herein shall have the meaning ascribed to such terms under the Buyback Regulations, the Companies Act, to the extent applicable, as amended, the Depositories Act, 1996 and the rules and regulations made thereunder.

Term	Description
Acceptance /Accept / Accepted	Acceptance of fully paid-up Equity Shares tendered by Eligible Shareholders in the Buyback Offer
Acquisition Window	The facility for acquisition of Equity Shares through mechanism provided by the Stock Exchanges in the form of a separate window in accordance with the SEBI Circulars
Additional Equity Shares	Additional Equity Shares tendered by Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder such that total number of Equity Shares tendered do not exceed the Equity Shares held on the Record Date by such Eligible Shareholder
Articles/AOA/ Articles of Association	Articles of Association of the Company, as amended from time to time
Audited Financial Statements	Latest standalone and consolidated audited financial statements for the year ended March 31, 2026
Board Meeting	Meeting of the Board of Directors held on Monday, October 26, 2026 approving the proposal for Buyback
Board/ Board of Directors	Board of Directors of the Company (which term shall, include Buyback committee constituted and authorized by the Board pursuant to its resolution dated October 26, 2026 to exercise its powers, in connection with the Buyback)
BSE	BSE Limited
Buyback /Offer	Offer to Buyback up to 47,50,000 (Forty Seven Lakhs and Fifty Thousand) fully paid-up Equity Shares of face value of ₹ 1/- each (Rupee One only) at a price of ₹312/- (Rupees

	Three Hundred and Twelve Only) per Equity Share from Eligible Shareholders as on the Record Date, through the Tender Offer route on a proportionate basis using stock exchange mechanism in terms of the Buyback Regulations read with SEBI Circulars for an amount upto ₹148.20 Crores (Rupees One Hundred Forty Eight Crores and Twenty Lakh only)
Buyback Committee/Committee	A committee authorized by the Board (comprising Mr. Nathulal Nama, Whole time Director (DIN: 10302325), Chairman, Mr. Kailash Chandra Agarwal, Vice-Chairperson (Non-Executive Director) (DIN: 00895365), Mr. Rajendra Kumar Agarwal, Managing Director & CEO (DIN: 00011127) and Mr. Jitendra Kumar Agarwal, Joint Managing Director (DIN: 00011189) as Members of the Committee and Mr. Puran Singh Rathore, Compliance Officer and Joint Company Secretary, shall act as Secretary of the Committee) pursuant to resolution passed by the Board on October 26, 2026 to exercise its certain powers in relation to the Buyback.
Buyback closes on / Buyback Closing Date	Wednesday, November 11, 2026
Buyback Entitlement	The number of Equity Shares that an Eligible Shareholder is entitled to tender in the Buyback Offer, which is computed based on the number of Equity Shares held by such Eligible Shareholder as on the Record Date and the ratio/percentage of Buyback applicable in the Category to which such Equity Shareholder belongs. *Note: Since the promoters of the Company and members of the promoter group of the Company have declared their intention not to participate in the Buyback, Equity Shares held by them have not been considered for the purposes of computing the entitlement ratio*
Buyback opens on / Buyback Opening Date	Wednesday, November 4, 2026
Buyback Size	Number of Equity Shares proposed to be bought back (i.e. 47,50,000 Equity Shares) multiplied by the Buyback Price (i.e. ₹312/- per Equity Share) aggregating to ₹148.20 Crores (Rupees One Hundred Forty Eight Crores and Twenty Lakh only), excluding Transaction Costs
Buyback Period	The period between date of the Board Meeting i.e. October 26, 2026 and the date on which the payment of consideration to the Eligible Shareholders who have accepted the Buyback is made
Buyback Price	Price at which Equity Shares will be bought back from the Eligible Shareholders i.e. ₹ 312/- (Rupees Three Hundred and Twelve Only) per fully paid-up Equity Share, payable in cash
Buyback Regulations	Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 including any amendments, statutory modification(s) or re-enactment(s) thereof
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identification Number
Clearing Corporation	Together Indian Clearing Corporation Limited and NSE Clearing Limited.
Companies Act	The Companies Act, 2013, as amended and rules framed thereunder
Company/ Our Company/ We/ Us/ Our	Genus Power Infrastructures Limited
Company Demat Account	A demat account held by the Company, wherein Demat Shares bought back in the Buyback would be transferred
Company's Broker	IIFL Capital Services Limited (formerly known as IIFL Securities Limited)
Compliance Officer	Mr. Puran Singh Rathore, Compliance Officer and Joint Company Secretary
Corporate Office	SPL-3, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur - 302022 (Rajasthan), India
Depositories Act	The Depositories Act, 1996, as amended and rules framed thereunder
Depositories	Collectively, National Securities Depository Limited and Central Depository Services (India) Limited
DIN	Director Identification Number
Designated Stock Exchange	BSE Limited
Directors	Directors of the Company
DP	Depository Participant
DTAA	Double Taxation Avoidance Agreement
Eligible Shareholder(s)	Equity Shareholders eligible to participate in the Buyback and would mean all shareholders/ beneficial owners of the Equity Shares on the Record Date being October 30, 2026, and do not include such shareholders/ beneficial owners of the Equity Shares who are not permitted under the applicable law to tender shares in the Buyback
EPS	Earnings Per Share
Equity Shares	Fully paid up Equity Shares of face value of ₹ 1/- each (Rupee One Only) of the Company
Equity Shareholder(s)/Beneficial owner(s)/Members	Holders of Equity Shares and includes beneficial owner(s) thereof

Escrow Account	The Escrow Account opened with ICICI Bank Limited titled "Genus Power Infrastructures Limited Buyback Escrow A/c"
Escrow Agent	ICICI Bank Limited
Escrow Agreement	The Agreement dated October 27, 2026 entered into between the Company, Escrow Agent and Manager to the Buyback
FATCA	Foreign Account Tax Compliance Act
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, including the regulations, circulars, directions and notifications issued thereunder
FII(s)	Foreign Institutional Investor(s)
FPI(s)	Foreign Portfolio Investor(s)
Financial Year/FY	Period of 12 months beginning from April 01 of a particular year and ending on March 31 of the subsequent year
General Category	Eligible Shareholders other than the Small Shareholders
GST	Goods and Services Tax
HUF	Hindu Undivided Family
IPV	In person verification
IT Act/ Income Tax Act	Income-tax Act, 2025, as amended
INR / ₹	Indian Rupees
IST	Indian Standard Time
Letter of Offer/ LoF	This letter of offer dated November 2, 2026 to be filed with SEBI through the Manager to the Buyback, containing disclosures in relation to the Buyback as specified in Schedule III of the Buyback Regulations
LODR /Listing Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
Management Rules	The Companies (Management and Administration) Rules, 2014
Manager to the Buyback/Merchant Banker to the Buyback	IIFL Capital Services Limited (*formerly known as IIFL Securities Limited*)
NA	Not Applicable
MCA	Ministry of Corporate Affairs
MOA	Memorandum of Association of the Company as amended from time to time
Non-Resident Shareholders	Equity Shareholders other than resident Equity Shareholders including Non- Resident Indians (NRI), Foreign Institutional Investors (FII), Foreign Portfolio Investors (FPI), Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies (OCB)) and Foreign Nationals
Non-Resident Indians / NRI	A person resident outside India, who is a citizen of India or a person of Indian origin and shall have the meaning as prescribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000 as amended from time to time
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	Erstwhile Overseas Corporate Bodies
Offer Period / Tendering Period	Period of 5 (Five) Working Days from the Buyback Opening Date i.e. Wednesday, November 4, 2026 till Buyback Closing Date i.e. Wednesday, November 11, 2026 (both days inclusive)
PAN	Permanent Account Number
Physical Share(s)	Equity Share(s) of the Company in Physical Form.
Promoter and Promoter Group	Collectively, promoters and members of promoter group including person who are in control of the Company as defined under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
Public Announcement/PA	Public announcement dated October 27, 2026 in connection with the Buyback which was published on October 28, 2026 in the Business Standard (English National Daily) and Business Standard (Hindi National Daily, Hindi also being the regional language of Noida, Uttar Pradesh wherein the registered office of the Company is located)
Ratio of Buyback	The ratio of the buyback for the Equity Shares held by Eligible Shareholders as on Record Date: (i) in case of Small Shareholders, 1 Equity Share for every 25 Equity Shares held; and (ii) in case of Eligible Shareholders other than Small Shareholders, 1 Equity Share for every 42 Equity Shares held
RBI	The Reserve Bank of India

Recognized Stock Exchange/ Stock Exchange(s)	Together, BSE and NSE, being the stock exchanges where the Equity Shares of the Company are listed
Record Date	The date for the purpose of determining the Buyback Entitlement and the names of the Equity Shareholders to whom this Letter of Offer (including the Tender Form and Form SH-4) will be sent, and who are eligible to participate in the Buyback in accordance with the Buyback Regulations. The Record Date for the Buyback is Friday, October 30, 2026
Registered Office	The Registered Office of the Company, located at G-123 Sector-63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201307
Registrar/ Registrar to the Buyback	Niche Technologies Private Limited
RoC	Registrar of Companies
Rules	Rules notified under the Companies Act, 2013
SEBI	Securities and Exchange Board of India
SEBI Circulars	The mechanism for acquisition of shares through stock exchange specified by SEBI vide circular no. CIR/ CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, SEBI circular SEBI/HO/CFD/DCRIII/CIR/P/2021/615 dated August 13, 2021 and circular SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023, including all amendments and statutory modifications for the time being in force including any amendments thereof
Share Capital and Debenture Rules	Companies (Share Capital and Debenture) Rules, 2014, as amended
Shareholder Broker/ Seller Member	A stock broker (who is a member of the Stock Exchanges) of an Eligible Shareholder, through whom the order for selling the Equity Shares of Eligible Shareholders will be placed in the Acquisition Window
Small Shareholder	Eligible Shareholder who holds Equity Shares of market value not more than ₹2,00,000/- (Rupees Two Lakh only) on the basis of closing price on the Stock Exchange registering the highest trading volume on the Record Date i.e. October 30, 2026
Stock Exchange Mechanism	The "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI Circulars
Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
Tender Form	Form of Acceptance-cum-Acknowledgement to be filled in by the Eligible Shareholders to participate in the Buy Back
Tender Offer	Method of buyback as defined in Regulation 2(i)(q) of the Buyback Regulations
Tendering Period	Period of 5 (Five) Working Days from the Buyback Opening Date (Wednesday, November 4, 2026) till the Buyback Closing Date (Wednesday, November 11, 2026) (both days inclusive)
TRS	Transaction Registration Slip generated by the exchange bidding system
Transaction Costs	Any expenses incurred or to be incurred for the Buyback like filing fees payable brokerage costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), stamp duty, advisors/ legal fees, filing fees, intermediary fees, public announcement publication expenses, printing and dispatch expenses, and other incidental and related expenses
U.S.	United States/United States of America
Working Day	Working day shall have the meaning ascribed to it under Regulation 2(i)(s) of the Buyback Regulations

2.1 Forward Looking Statements

This Letter of Offer contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as 'aim', 'anticipate', 'believe', 'expect', 'estimate', 'intend', 'objective', 'plan', 'Project', 'will', 'will continue', 'will pursue' or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward looking statements are subject to risks, uncertainties and assumptions about the Company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, inter alia, regulatory changes pertaining to the industries in which the Company operates and its ability to respond to them, the Company's ability to successfully implement its strategy, its growth and expansion, technological changes, exposure to market risks, general economic and political conditions in India or other key markets where it operates which have an impact on its business activities or investments, the monetary and fiscal policies, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which the Company operates.

2.2 Certain conventions, currency of presentation, use of financial information and stock market data

Page Numbers and Paragraph Numbers

Unless otherwise stated, all references to page numbers and paragraph numbers in this Letter of Offer are to page numbers of this Letter of Offer.

Currency and Units of Presentation

All references to "₹", "Rupee(s)", Or "INR" are to Indian Rupees, the official currency of the Republic of India.

Financial and Other Data

Unless stated or the context requires otherwise, our financial information in this Letter of Offer is derived from the Audited Financial Statement for the period ended March 31, 2026, March 31, 2025, March 31, 2024 and the limited review financials for the quarter ended June 30, 2026.

Our Company's financial year commences on April 1 of each year and ends on March 31 of the next year (referred to herein as "**Financial Year**" or "**FY**").

In this Letter of Offer, references to "INR", "₹", and "Rupees" are to Indian Rupees i.e. the legal currency of India. Further, all data related to financials are given in ₹ Crores, unless otherwise stated.

Certain figures contained in this Letter of Offer, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

Stock Market Data

Unless stated or the context requires otherwise, stock market data included in this Letter of Offer is derived from the websites of Stock Exchanges.

Time

Unless stated otherwise, all references to time in this Letter of Offer are to Indian Standard Time.

3. DISCLAIMER CLAUSE

3.1 As required, a copy of this Letter of Offer has been submitted to SEBI. It is to be distinctly understood that submission of this Letter of Offer to SEBI should not, in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet the Buyback commitments or for the correctness of the statements made or opinions expressed in this Letter of Offer. The Manager to the Buyback, IIFL Capital Services Limited (*formerly known as IIFL Securities Limited*) has certified that the disclosures made in this Letter of Offer are generally adequate and are in conformity with the provisions of the Companies Act and Buyback Regulations. This requirement is to facilitate Eligible Shareholders to take an informed decision for tendering their Equity Shares in the Buyback.

3.2 It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in this Letter of Offer, the Manager to the Buyback is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose, the Manager to the Buyback, has furnished to SEBI a Due Diligence Certificate dated November 2, 2026 in accordance with Buyback Regulations, which reads as follows:

"We have examined various documents and materials relevant to the Buyback as part of the due diligence carried out by us in connection with the finalization of the public announcement dated October 27, 2026 of Genus Power Infrastructures Limited ("the Company") and published in the newspapers on October 28, 2026 (the "Public Announcement"). On the basis of such examination and the discussions with the Company, we hereby state that:

- *The Public Announcement is in conformity with the documents, materials and papers relevant to the buyback;*
- *All the legal requirements connected with the said Buyback including Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "Buyback Regulations") as amended, have been duly complied with;*
- *The disclosures in the Public Announcement are, to the best of our knowledge, true, fair and adequate in all material respects for the shareholders of the Company to make a well-informed decision in respect of the captioned Buyback;*
- *funds used for Buyback shall be as per the provisions of the Companies Act, 2013, as amended."*

The filing of this Letter of Offer with SEBI does not, however, absolve the Company from any liabilities under the provisions of the Companies Act, or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the Buyback.

3.3 Promoters, members of Promoter Group and Board Directors declare and confirm that no information or material likely to have a bearing on the decision of Eligible Shareholders has been suppressed, withheld and/or incorporated in the manner that would amount to mis-statement or misrepresentation and in the event of it transpiring at any point of time that any information or material has been suppressed, withheld and/or amounts to a mis-statement or misrepresentation. The Promoters and members of Promoter Group and Board of Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the Buyback Regulations.

3.4 The Promoters, members of Promoter Group and Board of Directors also declare and confirm that funds borrowed from banks and financial institutions will not be used for the Buyback.

3.5 THIS IS NOT THE OFFER TO SUBSCRIBE/PURCHASE/SELL, OR AN INVITATION TO SUBSCRIBE/ PURCHASE /SELL, ANY SECURITIES OF THE COMPANY OR AS A SOLICITATION OR AN INVITATION TO SUBSCRIBE/PURCHASE/SELL ANY SECURITIES OF THE COMPANY INCLUDING THE EQUITY SHARES IS MADE IN A JURISDICTION, OTHER THAN INDIA, WHERE IT IS ILLEGAL, OR ANY ACTION OR APPROVAL IS REQUIRED, TO MAKE THIS BUYBACK.

3.6 Disclaimer for Persons in jurisdiction outside India

a. The Public Announcement that was published on October 28, 2026 and this Letter of Offer in connection with this Buyback, have been prepared for the purposes of compliance with applicable Indian laws and regulations. This Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. Accordingly, the information disclosed may not be the same as that which would have been disclosed, if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. Except as otherwise required by applicable law of India, the Company and the Manager to the Buyback are under no obligation to update the information contained herein at any time after the date of this Letter of Offer. This Letter of Offer does not in any way constitute an offer in any form, or an invitation in any form to subscribe/purchase/sell, any securities of the Company in any jurisdiction or as a solicitation or an invitation in any form to subscribe/purchase/sell any securities including the Equity Shares of the Company in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation would subject the Company or the Manager to the Offer to any new or additional requirements or registrations,

b. No action has been or will be taken by the Company or Manager to the Buyback to permit the Buyback in any jurisdiction where action would be required for that purpose. This Letter of Offer shall be dispatched through electronic mode to all Equity Shareholders/beneficial owners whose names appear in the register of

members of the Company, on the Record Date and who have registered their email IDs with the Depositories/the Company. However, receipt of this Letter of Offer by any Eligible Shareholder in a jurisdiction in which it would be illegal to make this Buyback, or where making this Buyback would require any action to be taken (including, but not restricted to, registration of this Letter of Offer under any local securities laws of any jurisdiction outside of India), shall not be treated by such Eligible Shareholder as an offer or invitation to offer being made to them and shall be construed by them as being sent for information purposes only.

c. Persons in possession of this Letter of Offer are required to inform themselves of any relevant restrictions in their respective jurisdictions. Any Eligible Shareholder who tenders his, her or its Equity Shares in the Buyback shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buyback.

d. **The Buyback is being made for securities of an Indian company and is subject to the laws of India. It is important for U.S. securities holders to be aware that this Letter of Offer is subject to Tender Offer laws and regulations in India that are different from those in the U.S. and has been prepared in accordance with Indian law, format and style, which differs from customary U.S. format and style. This Letter of Offer, does not in any way, constitute an offer to sell, or an invitation to sell, or buy any securities in the United States of America, or in any other jurisdiction in which offer or invitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. Users of the information contained in this Letter of Offer are requested to inform themselves about and to observe such restrictions**.

4. TEXT OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS

The Buyback through Tender offer was considered and approved by the Board of Directors of the Company at their meeting held on October 26, 2026. The extracts of the Board resolution are as follows:

Quote

"RESOLVED THAT in accordance with Article 56 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70, 179 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the **"Act**"), the Companies (Share Capital and Debentures) Rules, 2014 (the "**Share Capital Rules**"), the Companies (Management and Administration) Rules, 2014 (the "**Management Rules**"), the Companies (Meetings of Board and its Powers) Rules, 2014 and other relevant rules made thereunder, each as amended from time to time, and the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("**Buyback Regulations**"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"LODR Regulations"**), and subject to such other approvals, permissions, consents, sanctions and exemptions of the Securities and Exchange Board of India ("**SEBI**"), BSE Limited (**"BSE"**) and National Stock Exchange of India Limited (**"NSE"**), being the stock exchanges on which the Equity Shares of the Company are listed (together, the **"Stock Exchanges"**), the Reserve Bank of India (**"RBI"**), the Ministry of Corporate Affairs ("**MCA**"), Registrar of Companies (the **"RoC"**), and/or other governmental, regulatory, statutory or appropriate authorities, institutions or bodies (together with SEBI, the Stock Exchanges, RBI, MCA and, the RoC the **"Appropriate Authorities"**), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by them while granting such approvals, permissions, consents, sanctions and exemptions, which may be agreed to by the Board of Directors of the Company (the **"Board"**, which term shall be deemed to include the Buyback Committee (as defined below) and/or any other committee or officials which the Board may constitute or authorise to exercise its powers, including the powers conferred by this resolution), the consent of the Board be and is hereby accorded for the buyback by the Company of up to 47,50,000 (Forty Seven Lakhs and Fifty Thousand Only) fully paid-up equity shares of face value of ₹1 (Rupee One only) each (the **"Equity Shares"**), representing up to 1.56% of the total number of issued, subscribed and paid-up Equity Shares of the Company, at a price of ₹312.00 (Rupees Three Hundred and Twelve only) per fully paid-up Equity Share payable in cash (the **"Buyback Price"**), for an aggregate amount of up to ₹148.20 Crores (Rupees One Hundred Forty Eight Crores and Twenty Lakhs only), excluding any expenses incurred or transaction costs incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), stamp duty, advisors/ legal fees, filing fees, intermediary fees, public announcement publication expenses, printing and dispatch expenses, applicable taxes and other incidental and related expenses (**"Transaction Costs"**) (such amount, the **"Buyback Size"**), representing up to 6.77% and 6.72% of the aggregate of the fully paid-up equity share capital and free reserves (including securities premium) of the Company as per the latest audited standalone and consolidated financial statements of the Company, respectively, for the financial year ended March 31, 2026 (the **"Audited Financial Statements"**), which is within the limit of 10% of the aggregate of the total paid-up equity share capital and free reserves of the Company under the Board approval route as per the Act and the Buyback Regulations, from all the shareholders/beneficial owners of the Equity Shares of the Company as on a record date as determined by the Board (the **"Record Date"**), on a proportionate basis through the tender offer route as prescribed under the Buyback Regulations (the "**Tender Offer**", and such buyback, the "**Buyback**"). The buyback period shall commence from the date of this Board Meeting approving the buyback and end on the date on which the payment of consideration for the Equity Shares bought back by the Company is made (the **"Buyback Period"**), in

accordance with, and in consonance with, the provisions contained in the Buyback Regulations, the Act, the Share Capital Rules, the Management Rules and the LODR Regulations;

RESOLVED FURTHER THAT the Buyback Price has been arrived at after considering various factors, including, but not limited to, (i) the growth prospects of the Company (ii) the price earnings ratio of the Company and its sector; and (iii) the trends in the volume weighted average prices of the Equity Shares on the Stock Exchanges;

RESOLVED FURTHER THAT the Buyback Price represents a premium of

(i) 20.16% and 20.37% over the closing price of the Equity Shares on BSE and NSE, respectively, as on October 23, 2026 (being one working day preceding the date of the Board Meeting approving the Buyback);
(ii) 8.43% and 8.37% over the closing price of the Equity Shares on BSE and NSE, respectively, as on October 16, 2026, (being one working day preceding the date of intimation to the Stock Exchanges of the Board Meeting to consider the proposal for the Buyback);
(iii) 7.14% and 6.20% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the two weeks preceding October 19, 2026, (being the date of intimation to the Stock Exchanges of the Board Meeting to consider the proposal for the Buyback);

RESOLVED FURTHER THAT the Board/Buyback Committee may, 1 (one) working day prior to the Record Date, increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back under the Buyback, such that there is no change in the Buyback Size, in terms of Regulation 5(via) of the Buyback Regulations;

RESOLVED FURTHER THAT as required under Regulation 6 of the Buyback Regulations, the Buyback of Equity Shares from the existing shareholders/beneficial owners of Equity Shares of the Company as on the Record Date (**"Eligible Shareholders"**) shall be on a proportionate basis through the Tender Offer, provided that 15% (fifteen per cent) of the number of Equity Shares which the Company proposes to buyback, or the number of Equity Shares entitled as per the shareholding of small shareholders as defined in the Buyback Regulations (**"Small Shareholders"**) as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders, and in case the Equity Shares tendered are less than the reservation, the same shall be adjusted in the general category, in accordance with the Buyback Regulations;

RESOLVED FURTHER THAT the Company, to the extent legally permissible, shall implement the Buyback using the **"***Mechanism for acquisition of shares through Stock Exchange***"** notified by SEBI vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, read with the circulars issued in relation thereto, including circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular no. SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023, and such other circulars or notifications as may be applicable, including any amendments or statutory modifications thereof for the time being in force (**"SEBI Circulars"**), and the Company shall approach the Stock Exchanges, as may be required, for facilitating the same, and subject to the decision of the Board/Buyback Committee, one of BSE and NSE shall act as the designated stock exchange;

RESOLVED FURTHER THAT as required under Regulation 4(iv)(a) of the Buyback Regulations, the Buyback shall be implemented from the existing shareholders as on the Record Date in a manner the Board may consider appropriate, from out of the free reserves (including securities premium) account of the Company and/or such other sources or by such mechanisms as may be permitted by applicable law, and on such terms and conditions as the Board may decide from time to time, and the Buyback shall be undertaken through the tender offer route through the Indian stock exchanges, and in its absolute discretion; of the Board, as it may deem fit.

RESOLVED FURTHER THAT the Buyback is being proposed in view of the Company's strong financial position and adequate liquidity, it is proposed to undertake a buyback of equity shares with the objective of optimizing the Company's capital structure, enhancing shareholder value, improving Earnings Per Share (EPS) and Return on Equity (ROE), while continuing to maintain adequate financial resources to support the Company's future growth and business requirements.

RESOLVED FURTHER THAT the Company has earmarked adequate sources of funds for the purpose of the Buyback and the payment for the Buyback shall be made out of the Company's current surplus and/or cash balances and/or current investments and/or internal accruals of the Company (and not from any borrowed funds), and on such terms and conditions as the Board may decide from time to time in its absolute discretion;

RESOLVED FURTHER THAT as required under the provisions of Section 68(6) of the Act read with Regulation 8 of the Buyback Regulations, the draft declaration of solvency in Form SH-9, along with the supporting affidavit and other documents, as placed before the meeting, be and are hereby approved for filing with the Registrar of Companies, Uttar Pradesh and SEBI in accordance with applicable law, and that Mr. Rajendra Kumar Agarwal (DIN: 00011127), Managing Director & CEO, Mr, Jitendra Kumar Agarwal (DIN: 00011189), Joint Managing Director, Mr. Nathu Lal Nama (DIN: 10302325), Whole-time Director and Mr. Puran Singh Rathore, Compliance Officer and Joint Company Secretary, be and are hereby severally/jointly authorised to sign the same for and on behalf of the Board;

RESOLVED FURTHER THAT the buyback from non-resident shareholders, including Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies), Foreign Institutional Investors, Foreign Portfolio Investors and shareholders of foreign nationality, if any, shall be subject to such approvals, if and to the extent necessary or required,

from the concerned authorities, including approvals from the Reserve Bank of India (**"RBI"**) under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and the Income-tax Act, 2025 and the rules and regulations framed thereunder, and that such approvals shall be required to be obtained by such shareholders themselves;

RESOLVED FURTHER THAT the Board hereby confirms that:

1. all the equity shares for Buyback are fully paid-up;
2. subject to the applicable law, the Company shall not issue any Equity Shares or other securities from the date of this resolution including by way of bonus issue till the expiry of the Buyback Period i.e. date on which the payment of consideration to shareholders who have accepted the Buyback is made in accordance with the Act and the Buyback Regulations. Relevant details and the potential impact of such subsisting obligations shall be disclosed in the public announcement;
3. subject to the applicable law, the Company shall not raise further capital for a period of one year from the expiry of the Buyback Period i.e. the date on which the payment of consideration to shareholders who have accepted the Buyback is made except in discharge of subsisting obligations;
4. the Company, as per the provisions of Section 68(8) of the Act, will not make any further issue of the same kind of shares or other securities, including allotment of new shares under Section 62(1)(a) of the Act or other specified securities, within a period of six months after the completion of the Buyback, except by way of bonus shares or Equity Shares issued in order to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;
5. the Company shall not buyback its Equity Shares or other specified securities from any person through a negotiated deal, whether on or off the Stock Exchanges, or through spot transactions or through any private arrangement in the implementation of the Buyback;
6. the Buyback Size, i.e., up to ₹148.20 Crores (Rupees One Hundred Forty Eight Crores and Twenty Lakhs only), does not exceed 10% of the aggregate of the fully paid-up equity share capital and free reserves of the Company as per the latest Audited Financial Statements on a standalone and consolidated basis;
7. the maximum number of Equity Shares proposed to be bought back under the Buyback will not exceed 25% of the total number of Equity Shares in the total paid-up equity share capital of the Company;
8. there are no pending schemes of amalgamation or compromise or arrangement pursuant to the Act ("**Scheme**") involving the Company, and no public announcement of the Buyback shall be made during pendency of any such scheme;
9. the Buyback will not be in contravention of Regulation 4(vii) of the SEBI Buyback Regulations, i.e., the Company shall not make any further offer of buyback within a period of one year reckoned from the expiry of the Buyback Period;
10. the Company shall not withdraw the Buyback offer after the public announcement of the Buyback is made;
11. the Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Act and/or the Buyback Regulations and any other applicable laws;
12. the Company shall not utilize any money borrowed from banks or financial institutions for the purpose of Buyback of its Equity Shares;
13. the Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Act;
14. there are no defaults (either in the past or subsisting) in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company;
15. the Company will not buyback Equity Shares which are locked-in or non-transferable until the pendency of such lock-in, or until such Equity Shares become transferable, as applicable, during the period between the date of opening and closing of the Buyback;
16. the Company shall earmark and make arrangements for adequate sources of funds for the purpose of the Buyback in accordance with the Buyback Regulations;
17. the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves, based on the Audited Financial Statements on a standalone and consolidated basis, whichever sets out a lower amount;
18. the Company shall transfer from its free reserves or securities premium account and/ or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;
19. consideration of the Equity Shares bought back by the Company will be paid only by way of cash;
20. in terms of Section 68(4) of the Act, the Buyback shall be completed within a period of one year from the date of this resolution, and the exact timetable for the Buyback shall be decided by the Buyback Committee within such time limit;
21. the Equity Shares bought back by the Company will be compulsorily extinguished and will not be held for reissuance;
22. the Company shall not directly or indirectly purchase its own Equity Shares or other specified securities:
    a) through any subsidiary company including its own subsidiary companies; and
    b) through any investment company or group of investment companies
23. the Company shall ensure consequent reduction of its share capital post the Buyback, and the Equity Shares

bought back by the Company will be extinguished and/or physically destroyed, as applicable, in the manner prescribed under the Buyback Regulations and the Act within 7 (seven) working days of the date of payment of consideration to the shareholders who have tendered their Equity Shares under the Buyback;

24. as per Regulation 24(i)(e) of the Buyback Regulations, the promoters and members of the promoter group and/or their associates shall not deal in the Equity Shares or other specified securities of the Company, either through the Stock Exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters and members of the promoter group), from the date of this resolution till the closing of the Buyback offer;
25. the statements contained in all the relevant documents in relation to the Buyback shall be true, material and factual and shall not contain any mis-statements or misleading information;
26. the Company shall buyback Equity Shares held in physical form from Eligible Shareholders in terms of the applicable SEBI circulars, including SEBI master circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023;
27. the Buyback shall not result in delisting of the Equity Shares from the Stock Exchanges;
28. the Buyback shall be subject to the condition of maintaining the minimum public shareholding requirements specified in Regulation 38 of the LODR Regulations;
29. the Company shall not buyback its Equity Shares out of the proceeds of an earlier issue of the same kind of shares or same kind of other specified securities;
30. the Company has not completed a buyback of any of its securities during the period of one year immediately preceding the date of this Board meeting;
31. as per Regulation 5(i)(c) and Schedule I(xii) of the SEBI Buyback Regulations, it is confirmed that there is no breach of any covenants as per the lenders agreements on the loans taken and the consent of the lenders in this regard has been obtained by the Company; and
32. the letter of offer with the tender form shall be dispatched to Eligible Shareholders within 2 (two) working days from the Record Date.

RESOLVED FURTHER THAT as required by clause (x) of Schedule I in accordance with Regulation 5(iv)(b) of the SEBI Buyback Regulations, the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and after taking into account the financial position of the Company and also considering all contingent liabilities, the Board has formed the opinion:

I. That immediately following the date of this Board Meeting held on October 26, 2026 approving the Buyback, there will be no grounds on which the Company could be found unable to pay its debts;
II. That as regards the Company's prospects for the year immediately following the date of this Board Meeting approving the Buyback, and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this Board Meeting; and
III. in forming the opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act, 1956, the Act or the Insolvency and Bankruptcy Code, 2016;

RESOLVED FURTHER THAT a Buyback Committee comprising:

Sr. No.	Name	Designation	Status
1	Mr. Nathu Lal Nama (DIN: 10302325)	Whole-time Director	Chairman
2	Mr. Kailash Chandra Agarwal (DIN: 00895365)	Vice-Chairperson (Non-Executive Director)	Member
3	Mr. Rajendra Kumar Agarwal (DIN: 00011127)	Managing Director & CEO	Member
4	Mr. Jitendra Kumar Agarwal (DIN: 00011189)	Joint Managing Director	Member

be and is hereby, constituted and the powers of the Board in respect of Buyback be delegated to the Committee ("**Buyback Committee**") and each member of the Buyback Committee, be and is hereby, severally authorized to do all such acts, deeds and things as may be necessary, expedient, or proper with regard to the implementation of the Buyback, including, but not limited to, the following:

1. to seek regulatory approvals, if any;
2. to finalize, execute and submit necessary documents, deeds, affidavits, undertakings, certifications, agreements, forms, returns, applications, letters, etc., seek approvals and represent the Company before SEBI, the Stock Exchanges, the Registrar of Companies, Uttar Pradesh at Kanpur, National Securities Depository Limited, Central Depository Services (India) Limited and any other regulatory authorities in connection with the Buyback;
3. to decide on the increase in Buyback Price in accordance with the Buyback Regulations and resultant reduction

in buyback of Equity Shares, if any;

4. to finalize the terms of Buyback including the mechanism for the Buyback, the schedule of activities including the dates of opening and closing of the Buyback, Record Date, entitlement ratio, the timeframe for completion of the Buyback;
5. to appoint solicitor(s), depository participant(s), escrow agent(s), advertising agency(ies) and other advisor(s)/consultant(s)/intermediary(ies)/agency(ies), printer, as may be required, for the implementation of the Buyback and decide and settle the remuneration for such persons/advisors/consultants/intermediaries/agencies including by the payment of commission, brokerage, fee, charges etc;
6. to initiate all necessary actions for preparation and issue of public announcement, letter of offer and related documents;
7. to prepare, finalise and file public announcement, letter of offer, related documents and also the certificates for declaration of solvency and other filings with the SEBI, ROC, the Stock Exchanges and other Appropriate Authorities, if any;
8. to make all applications to the appropriate authorities for their requisite approvals including approvals as may be required from the RBI under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder;
9. to deal with stock exchanges (including their clearing corporations),and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the "*Mechanism for acquisition of shares through Stock Exchange*" notified by SEBI vide circular C1R/CFD/POLICYCELL/1/2015 dated April13, 2015, read with the circulars issued in relation thereto, including circular CFD/DCR2/C1R/P/2016/131 dated December 9, 2016, circular bearing number SEBI/HO/CFD/DCR-11l/CIR/P/2021/615 dated August 13, 2021 and circular bearing number SEBI/HO/CFD/PoD-2/P/C!R/2023/35 dated March 08, 2023 and such other circulars as may be applicable, including any further amendments thereof;
10. to earmark and make arrangements for adequate sources of funds for the purpose of the Buyback;
11. to enter into escrow arrangements and appoint escrow agents as required or desirable in terms of the Buyback Regulations and to open, operate and close all necessary accounts including escrow account, special payment account, demat escrow account as required or desirable in terms of the Buyback Regulations and to enter into escrow and other agreements with and to give Instructions to the bankers in connection therewith, and provide bank guarantee(s) as may be required on such terms as deemed fit and to decide authorized signatories to such accounts including bank accounts and escrow accounts;
12. to open, operate and close one or more depository account/ trading account / buyer broker account and to open, operate and close special trading window account with the designated stock exchange and to decide the authorized signatories for depository account / trading account / buyer broker account/special trading window account;
13. to settle all such questions, queries, difficulties or doubts that may arise in relation to the implementation of the Buyback or by the Manager to the Buyback, Securities and Exchange Board of India, the Stock Exchanges and other Appropriate Authorities;
14. to determine, deduct and deposit tax at source, as applicable, on the consideration payable to shareholders under the Buyback;
15. to authorise bankers to act upon the instructions of the Manager to the Buyback as required under the Buyback Regulations;
16. to carry out management discussion and analysis on the likely impact of the Buyback on the Company's earnings, public holdings, holdings of non-resident individuals, FIIs;
17. to sign the documents as may be necessary with regard to the Buyback and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents, and correspondence as may be necessary for the implementation of the Buyback to the SEBI, RBI, ROC, stock exchanges, depositories and/or other appropriate authorities;
18. to prepare, finalize, date, approving, modifying, signing (in accordance with applicable law), issuing, re-issuing and filing with the appropriate statutory/ other authorities the public announcement, letter of offer and all other documents, resolutions, advertisements, confirmations, intimations and declarations, and the certificate for extinguishment and physical destruction of shares certificates, if any, and other documents required in connection with the Buyback, and causing the declaration of solvency and supporting affidavit to be executed in accordance with applicable laws and such alterations, additions, omissions, variations, amendments or corrections will be deemed to have been approved by the Board;
19. to decide on designated stock exchange;
20. to extinguish dematerialized shares and physical destruction of share certificates and certificates of extinguishment required to be filed in connection with the Buyback on behalf of the Board;
21. to obtain all necessary certificates and reports from the Statutory Auditors, Secretarial Auditor and other third parties as required under applicable law;
22. to withdraw, postpone or to decide not to proceed with the Buyback prior to publishing the public announcement for the Buyback;
23. to verify offer / acceptances received, finalizing basis of acceptance, pay to the shareholders, consideration for Equity Shares bought back pursuant to the Buyback, issue rejection letters, if any;
24. to file the return of Buyback with the Registrar of Companies and other statutory authorities, and to maintain the register of securities bought back;

25. to give such directions as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise in relation to the Buyback;
26. to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, expedient, usual or proper;
27. to make and file 'Compliance Certificate' as required under the SEBI Buyback Regulations;
28. to establish Investor Service Centre/s;
29. to authorise the Manager to the Buyback, the Registrar to the Buyback or other agencies appointed for the purpose of the Buyback to carry out any of the above activities;
30. to appoint the Buying Broker;
31. to close the Buyback and completing all the required formalities as specified under the Companies Act, Buyback Regulations and the LODR Regulations and other applicable laws including uploading all required information such as details of the Equity Shares bought back on the website and filing the same with the Stock Exchanges as required under applicable law;
32. to sign, execute and deliver such documents as may be necessary or desirable in connection with or incidental to the Buyback;
33. to do all such acts as it may, in its absolute discretion deem necessary, expedient, or proper for the implementation of the Buyback; and
34. Any other ancillary activities related to the Buyback process.

RESOLVED FURTHER THAT Mr. Puran Singh Rathore, Compliance Officer and Joint Company Secretary, shall act as the Secretary to the Buyback Committee;

RESOLVED FURTHER THAT the quorum for a meeting of the Buyback Committee shall be the presence of any two members and the Buyback Committee may regulate its own proceedings and meet as often as required or decide through circular resolutions, to discharge its functions;

RESOLVED FURTHER THAT the Buyback Committee will report from time to time to the Board or its Committee the status/progress of actions taken by the Buyback Committee concerning the Buyback;

RESOLVED FURTHER THAT the Buyback Committee shall have the power and authority to delegate all or any of the authorities conferred upon it to any officer(s) and/or representatives of the Company, in order to give effect to the aforesaid resolutions and to revoke and substitute such delegation/sub-delegation of authority from time to time;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Buyback Committee be and is hereby authorised to accept and make any alteration(s) or modification(s) to the terms and conditions as it may deem necessary concerning any aspect of the Buyback, in accordance with the statutory requirements, and to give such directions as may be necessary or desirable to settle any questions, difficulties or doubts that may arise, and generally to do all acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback, without being required to seek any further consent or approval of the Board or the members of the Company;

RESOLVED FURTHER THAT in compliance with the Buyback Regulations, IIFL Capital Services Limited (*Formerly known as IIFL Securities Limited*) (the **"Manager to the Buyback"**) be and is hereby appointed as the manager to the Buyback to, inter alia, carry out the activities of a merchant banker under the Buyback Regulations, on such terms and conditions as may be mutually agree and is hereby appointed as the Company's Broker for the Buyback at such brokerage fee as may be mutually agreed with them;

RESOLVED FURTHER THAT in compliance with the Buyback Regulations, Niche Technologies Private Limited be and is hereby appointed as the registrar to the Buyback (the **"Registrar to the Buyback"**) at such remuneration as may be mutually agreed;

RESOLVED FURTHER THAT Mr. Puran Singh Rathore, Compliance Officer and Joint Company Secretary, be and is hereby appointed as the Compliance Officer for the Buyback in terms of Regulation 24(iii) of the Buyback Regulations;

RESOLVED FURTHER THAT the Board do obtain from the Company's statutory auditors, the certificate /report required in accordance with the Buyback Regulations under clause (xi) of Schedule I of the Buyback Regulations;

RESOLVED FURTHER THAT no information/material likely to have a bearing on the decision of investors has been suppressed/ withheld and / or incorporated in the manner that would amount to mis-statement / misrepresentation;

RESOLVED FURTHER THAT the Company shall, before making the public announcement, create an escrow account, either in form of bank guarantee or cash including bank deposit or deposit of securities with appropriate margin or government securities or units of mutual funds invested in gilt funds and overnight schemes or a combination thereof, towards security performance of its obligations as may be prescribed under the Act and the Buyback Regulations and, on such terms, and conditions as the Board or the Buyback Committee thereof may deem fit;

RESOLVED FURTHER THAT the Company shall maintain a register of securities bought back, wherein details of the Equity Shares bought back, the consideration paid for the Equity Shares bought back, the date of cancellation of the Equity Shares, the date of extinguishing and physically destroying the Equity Shares and such other particulars as may be prescribed shall be entered, and that Mr. Puran Singh Rathore, Compliance Officer and Joint Company Secretary, be and is hereby authorised to authenticate the entries made in the said register;

RESOLVED FURTHER THAT the particulars of the Equity Share Certificates extinguished and destroyed shall be furnished by the Company to the Stock Exchanges within seven days and to SEBI within seven working days of such extinguishment or destruction of the certificates and the dematerialised Equity Shares shall be extinguished and destroyed in the manner as specified under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and the bye-laws, circulars, guidelines framed thereunder, each as amended, and that Mr. Puran Singh Rathore, Compliance Officer and Joint Company Secretary be and is hereby authorized to do all such acts as may be required for this purpose;

RESOLVED FURTHER THAT nothing contained herein shall confer any right on any shareholder to offer, or confer any obligation on the Company or the Board or the Buyback Committee to buyback any shares, or impair any power of the Company or the Board to terminate any process in relation to such Buyback, if permitted by law;

RESOLVED FURTHER THAT Mr. Rajendra Kumar Agarwal (DIN: 00011127), Managing Director & CEO, Mr, Jitendra Kumar Agarwal (DIN: 00011189), Joint Managing Director, Mr. Nathu Lal Nama (DIN: 10302325). Whole-time Director, Mr. Ankit Jhanjhari, Company Secretary and Mr. Puran Singh Rathore, Compliance Officer and Joint Company Secretary, be and are hereby severally authorised to send the necessary intimations to SEBI, the Stock Exchanges and any other authority in relation to this resolution, as may be required under applicable laws and regulations;

RESOLVED FURTHER THAT Mr. Rajendra Kumar Agarwal (DIN: 00011127), Managing Director & CEO, Mr, Jitendra Kumar Agarwal (DIN: 00011189), Joint Managing Director, Mr. Nathu Lal Nama (DIN: 10302325). Whole-time Director, Mr. Ankit Jhanjhari, Company Secretary and Mr. Puran Singh Rathore, Compliance Officer and Joint Company Secretary, be and are hereby severally authorised to delegate all or any of the powers conferred hereinabove, as they may in their absolute discretion deem fit, to any committee(s), director(s), officer(s) or authorised representative(s) of the Company in order to give effect to the aforesaid resolutions, including but not limited to making all necessary applications to the Appropriate Authorities for their approvals including but not limited to approvals as may be required from the Securities and Exchange Board of India; preparing, signing and filing of the public announcement and the letter of offer with SEBI, the Stock Exchanges and other Appropriate Authorities; obtaining all necessary certificates and reports from the statutory auditors and other third parties as required under applicable laws; entering into escrow arrangements as required in terms of the Buyback Regulations; opening, operating and closing all necessary accounts, including the escrow account, special payment account and demat account, as required in terms of the Buyback Regulations; extinguishing dematerialised Equity Shares and physically destroying share certificates in respect of the Equity Shares bought back by the Company; and filing such other undertakings, agreements, papers, documents and correspondence as may be required to be filed in connection with the Buyback with SEBI, the Stock Exchanges, the Registrar of Companies, Uttar Pradesh at Kanpur, the depositories and/or other Appropriate Authorities from time to time;

RESOLVED FURTHER THAT far the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby severally authorized Buyback Committee to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all, acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the resolution;

RESOLVED FURTHER THAT in terms of the Buyback Regulations, in the event of non-fulfilment of the obligations under the Buyback Regulations by the Company, the amount in the escrow account shall be liable to be forfeited, in full or in part, and distributed pro rata amongst the security holders who accepted the offer, and the balance, if any, shall be utilised for investor protection in accordance with the Buyback Regulations."

Unquote

5. DETAILS OF THE PUBLIC ANNOUNCEMENT

5.1 In accordance with the provisions of Regulation 7(i) of the Buyback Regulations, the Company has made a Public Announcement dated October 27, 2026 in relation to the Buyback, which was published on October 28, 2026 in the following newspapers within two working days from the date of passing of the resolution in the meeting of the Board of Directors for the Buyback, i.e., October 26, 2026.

Publication/Newspaper	Language	Editions
Business Standard	English	All Editions
Business Standard	Hindi[#]	All Editions

[#]*Hindi also being the regional language of Noida, Uttar Pradesh wherein the registered office of the Company is located.*

5.2 A copy of the Public Announcement is available on the website of the Company at www.genuspower.com, the website of the Manager to the Buyback at www.iiflcapital.com, the website of SEBI at www.sebi.gov.in and the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com.

5.3 After dispatch of the Letter of Offer through electronic mode, the Company will publish an advertisement in the same newspapers in which the Public Announcement was published, informing about the completion of dispatch of this Letter of Offer. The dispatch advertisement will also include the link for shareholders to check their entitlement under the Buyback.

6. DETAILS OF THE BUYBACK AND BUYBACK OFFER PRICE

6.1 The Board of Directors of the Company, at its Board Meeting, pursuant to the provisions of Article 56 of Articles of Association of the Company and Sections 68, 69, 70 and 179 and all other applicable provisions of the Companies Act, the Share Capital Rules, the Management Rules to the extent applicable and other relevant rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), and in compliance with the LODR Regulations, and in compliance with the Buyback Regulations and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the Appropriate Authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board or any person authorised by the Board, approved the buyback of up to 47,50,000 (Forty Seven Lakhs and Fifty Thousand) fully paid-up Equity Shares, representing up to 1.56% of the total number of outstanding Equity Shares of the Company as at March 31, 2026, at a price of ₹312/- (Rupees Three Hundred and Twelve only) per Equity Share (the **"Buyback Price"**), payable in cash for an aggregate amount of up to ₹148.20 Crores (Rupees One Hundred Forty Eight Crores and Twenty Lakh only), excluding Transaction Costs (**"Buyback Size"**), which represents up to 6.77% and 6.72% of the fully paid-up equity share capital and free reserves (including securities premium) as per the latest audited standalone and consolidated balance sheet respectively of the Company for the financial year ended March 31, 2026, on a proportionate basis through the tender offer process (**"Tender Offer"**) as prescribed under the Buyback Regulations from all the equity shareholders/beneficial owners of the Company who hold Equity Shares as on the Record Date (**"Eligible Shareholders"**) (**"Buyback"** or **"Buyback Offer"**).

6.2 Since the Buyback Size is less than 10% of the aggregate of the total paid-up equity share capital and free reserves (including securities premium) of the Company, based on the latest audited standalone and consolidated financial statements as on March 31, 2026, accordingly the approval of the shareholders is not required for the Buyback in terms of the Buyback Regulations and Companies Act.

6.3 Under the Companies Act and Buyback Regulations, the maximum number of Equity Shares that can be bought back in any financial year cannot exceed 25% of the total number of Equity Shares in the total paid-up Equity Share capital of the Company as of March 31, 2026. The Company proposes to Buyback up to 47,50,000 (Forty Seven Lakhs and Fifty Thousand) fully paid-up Equity Shares (representing up to 1.56% of the total number of Equity Shares in the existing total paid-up Equity Share capital of the Company as of March 31, 2026), which is within the aforesaid limit of 25% as per the provisions of the Companies Act and Regulation 4(i) of the Buyback Regulations.

6.4 The Buyback Size does not include any transaction costs viz. brokerage costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), stamp duty, advisors/ legal fees, filing fees, intermediary fees, public announcement publication expenses, printing and dispatch expenses, and other incidental and related expenses ("**Transaction Costs**").

6.5 The Equity Shares of the Company are listed on BSE Limited (the "**BSE**") and National Stock Exchange of India Limited (the "**NSE**") (herein together referred to as the "**Stock Exchanges**").

6.6 The Buyback shall be undertaken on a proportionate basis (subject to the reservation for Small Shareholders in accordance with the Buyback Regulations) from the Eligible Shareholders of the Company as on the Record Date i.e. October 30, 2026 through the "Tender Offer" process prescribed under the Buyback Regulations. Additionally, the Buyback shall be subject to applicable laws, implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the "*Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers Buy Back and Delisting*" notified vide the SEBI Circulars or such mechanism as may be applicable. In this regard, the Company shall approach BSE and NSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback. For the purposes of this Buyback, the BSE will be the designated stock exchange ("**Designated Stock Exchange**"). The Buyback is also subject to receipt of such other approvals, permissions, consents, sanctions and exemptions of the statutory, regulatory or governmental authorities, as may be required under the applicable laws including from the Appropriate Authorities.

6.7 Participation in the Buyback by Eligible Shareholders will trigger capital gain taxation in India and in their country of residence. The transaction of Buyback would also be chargeable to securities transaction tax (**"STT"**) in India. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to read this Letter of Offer and in particular, refer to *paragraph 23 (Note on Taxation) on page no 59* of this Letter of Offer and to consult their own legal, financial and tax advisors for the applicable tax implications prior to participating in the Buyback.

6.8 All the shareholders of the Company holding Equity Shares as on the Record Date will be eligible to participate in the Buyback, including the Promoters and members of the Promoter Group of the Company. However, the Promoters and members of the Promoter Group have expressed their intention not to participate in the Buyback.

6.9 The Company shall transfer from its free reserves (including securities premium), a sum equal to the nominal value of the Equity Shares so bought to the Capital Redemption Reserve Account and details of such transfer shall be disclosed in its subsequent audited financial statements.

6.10 As per Regulation 24(i)(ea) of the Buyback Regulations, except for tendering shares or other specified securities in the Buyback, the shares or other specified securities held by the promoter and members of promoter group, including their associates, for which Buyback is undertaken, shall remain frozen at the International Securities Identification Number (ISIN) level during the period from the date of the Board Meeting till the closure of the Buyback.

6.11 Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the Promoter and Promoter Group and persons in control of the Company may increase from their existing shareholding in the total equity capital and voting rights of the Company. The Company confirms that after the completion of the Buyback, the non-promoter shareholding of the Company shall not fall below the minimum level required as per Regulation 38 of the LODR Regulations. Any change in voting rights of the Promoter and Promoter Group and persons in control of the Company pursuant to completion of the Buyback will not result in any change in control over the Company as defined under Regulation 2(1)(e) of the Takeover Regulations.

6.12 The Buyback from the Eligible Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors/ foreign portfolio investors, etc., shall be subject to such approvals, if any and to the extent necessary or required from the concerned authorities including approvals from the RBI under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, Income-tax Act, 2025 and rules framed there under, and that such approvals shall be required to be taken by such non-resident shareholders. The Company shall not buy back its shares or other specified securities from any person through negotiated deal whether on or off the stock exchange or through spot transactions or through private arrangement.

6.13 The Company shall not make any offer of Buyback within a period of one year reckoned from the expiry of the Buyback Period i.e., the date on which the payment of consideration to shareholders who have accepted the Buyback offer is made in accordance with the Companies Act and the Buyback Regulations.

6.14 Consideration for the Equity Shares bought back by the Company will be paid only by way of cash. The Company shall earmark and make arrangements for adequate sources of funds for the purpose of the Buyback in accordance with the Buyback Regulations

6.15 The Company shall not undertake the Buyback unless it has obtained the prior consent of its lenders in case it results in a breach of any covenant with such lenders. As per Regulation 5(i)(c) and Schedule I(xii) of the Buyback Regulations, the Company confirms that there is no breach of any covenants of the loans taken. All necessary lender consents required in connection with the Buyback have been duly obtained.

6.16 The Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Companies Act and/or the Buyback Regulations and any other applicable laws.

6.17 The Equity Shares bought back by the Company will be compulsorily extinguished and/or physically destroyed, as may be applicable, in the manner prescribed under the Buyback Regulations and the Companies Act within 7 (seven) working days of the expiry of the Buyback Period, and will not be held for re-issuance. The Company shall ensure consequent reduction of its share capital post Buyback.

6.18 The Buyback shall be completed within a period of one year from the date of passing of resolution in Board Meeting approving the Buyback.

6.19 The Company shall not directly or indirectly purchase its own Equity Shares or other specified securities through any subsidiary company including its own subsidiary companies, or through any investment company or group of investment companies.

6.20 The Company shall not buy back its Equity Shares out of the proceeds of an earlier issue of the same kind of shares or same kind of other specified securities.

6.21 The statements contained in the Public Announcement and this Letter of Offer in relation to the Buyback shall be true, fair and adequate in all material respects and shall not contain any misleading information.

6.22 The aggregate shareholding of the (i) Promoters, members of Promoter Group and of persons who are in control of the Company, (ii) Directors of the Promoters where Promoter is a company, (iii) Directors, and Key Managerial Personnel of the Company as on the date of the Board Meeting and date of the Public Announcement are as follows:

(i) Aggregate shareholding of the Promoters, members of Promoter Group and persons who are in control as on the date of the Board Meeting and the date of the Public Announcement:

Except as disclosed below, none of the Promoters, members of Promoter Group and persons who are in control hold any Equity Shares in the Company, as on the date of the Board Meeting and the date of the Public Announcement:

Sr. No	Name of Promoters and members of Promoter Group and persons who are in control	Number of Equity Shares held	% of Shareholding
1.	Amit Agarwal HUF (Karta: Amit Kumar Agarwal)	1,46,150	0.05
2.	Amit Kumar Agarwal	34,16,076	1.12
3.	Anand Todi	4,43,529	0.15
4.	Anand Todi HUF (Karta: Anand Todi)	3,98,000	0.13
5.	Anju Agarwal	50,81,257	1.67
6.	Ashutosh Todi	1,14,000	0.04
7.	Late Baldev Kumar Agarwal*	5,08,000	0.17
8.	Banwari Lal Todi	5,65,000	0.19
9.	Banwari Lal Todi HUF (Karta: Banwari Lal Todi)	3,09,280	0.10
10.	Richa Agarwal	38,92,144	1.28
11.	Ishwar Chand Agarwal	27,02,491	0.89
12.	Ishwar Chand Agarwal HUF (Karta: Ishwar Chand Agarwal)	4,02,920	0.13
13.	Jitendra Kumar Agarwal	36,34,256	1.19
14.	Kailash Chandra Agarwal	70,15,013	2.31
15.	Kailash Chandra Agarwal HUF (Karta: Kailash Chandra Agarwal)	12,45,600	0.41
16.	Monisha Agarwal	47,32,927	1.56
17.	Narayan Prasad Todi HUF (Karta: Narayan Prasad Todi)	12,79,000	0.42
18.	Narayan Prasad Todi	12,03,600	0.40
19.	Parul Agarwal	51,53,185	1.69
20.	Late Phoos Raj Todi*	6,68,000	0.22
21.	Rajendra Kumar Agarwal	35,50,586	1.17
22.	Rajendra Kumar Agarwal HUF (Karta: Rajendra Kumar Agarwal)	4,32,000	0.14
23.	Seema Todi	17,62,044	0.58
24.	Shanti Devi Agarwal	56,10,000	1.84
25.	Sharda Todi	23,69,927	0.78
26.	Simple Agarwal	4,54,798	0.15
27.	Aditya Todi	1,000	Negligible
28.	Genus Innovation Limited	47,69,600	1.57

Sr. No	Name of Promoters and members of Promoter Group and persons who are in control	Number of Equity Shares held	% of Shareholding
29.	Hi - Print Electromack Private Limited	5,78,24,128	19.01
Total		**11,96,84,511**	**39.34**

** The shares held by them shall be transmitted in favour of their legal heirs in the due course.*

(ii) Aggregate shareholding of the Directors of the Promoters where Promoter is a company, as on the date of the Board Meeting and the date of the Public Announcement:

Except as disclosed below, none of the directors of the Promoters where Promoter is a company hold any Equity Shares in the Company, as on the date of the Board Meeting and the date of the Public Announcement:

Sr. No	Name of Companies forming part of Promoter	Name of Director in Promoter	Number of Equity Shares held in the Company	% of Shareholding
1.	a) Genus Innovation Limited b) Hi- Print Electromack Private Limited	Narayan Prasad Todi	12,03,600	0.40
2.	a) Genus Innovation Limited	Udit Agarwal	17,190	Negligible
3.	a) Hi- Print Electromack Private Limited	Rajendra Kumar Agarwal	35,50,586	1.17
4.	a) Hi- Print Electromack Private Limited	Amit Agarwal	34,16,076	1.12
5.	a) Genus International Commodities Limited	Jitendra Kumar Agarwal	36,34,256	1.19
6.	a) Genus International Commodities Limited b) Kailash Industries Limited	Ishwar Chand Agarwal	27,02,491	0.89
7.	a) Kailash Coal and Coke Company Limited b) Kailash Industries Limited c) Kailash Vidyut and Ispat Limited	Banwari Lal Todi	5,65,000	0.19
8.	a) Kailash Coal and Coke Company Limited	Kailash Chandra Agarwal	70,15,013	2.31
9.	a) Kailash Industries Limited b) Kailash Vidyut and Ispat Limited	Simple Agarwal	4,54,798	0.15
Total			**2,25,59,010**	**7.42**

(iii) Aggregate shareholding of directors and key managerial personnel of the Company as on the date of the Board Meeting and the date of the Public Announcement:

Except as disclosed below, none of the directors of the Company ("**Directors**") and / or the key managerial personnel of the Company ("**KMPs**") hold any Equity Shares in the Company, as on the date of the Board Meeting and the date of the Public Announcement:

Sr. No	Name of the Shareholder	Designation	Number of Equity Shares held	% of Shareholding
1.	Ishwar Chand Agarwal	Executive Chairman	27,02,491	0.89

2.	Kailash Chandra Agarwal	Vice Chairman (Non Executive)	70,15,013	2.31
3.	Rajendra Kumar Agarwal	Managing Director & CEO	35,50,586	1.17
4.	Jitendra Kumar Agarwal	Joint Managing Director	36,34,256	1.19
5.	Shweta Gupta	Independent Director	500	Negligible
6.	Nathu Lal Nama	Whole Time Director	37,097	0.01
7.	Ankit Jhanjhari	Company Secretary	14,862	Negligible
8.	Puran Singh Rathore	Compliance Officer and Joint Company Secretary	1	Negligible
Total			**1,69,54,806**	**5.57**

(iv) The aggregate Employee Stock Options of the Company ("ESOPs")/ Employee Stock Appreciation Rights ("ESARs") held by the Directors and KMPs, as on the date of the Board Meeting and the date of the Public Announcement:

Except as disclosed below, none of the Directors and / or the KMPs have any ESOPs/ESARs in the Company, as on the date of the Board Meeting and the date of the Public Announcement:

Sr. No	Name	Designation	Type of Incentive	Unvested	Vested but not exercised
1.	Nathu Lal Nama	Whole Time Director	ESAR	53,280	Nil
2.	Ankit Jhanjhari	Company Secretary	ESAR	34,895	1,100
3.	Puran Singh Rathore	Compliance Officer and Joint Company Secretary	ESAR	19,750	250
Total				**1,07,925**	**1,350**

(v) Aggregate shares purchased or sold by any of the Promoters, Persons in Control, members of Promoter Group, of the Company during a period of six months and twelve months preceding the date of the Board Meeting and from the date of the Public Announcement:

Except as disclosed below, there are no shares purchased or sold by any of the Promoters, Persons in Control, members of Promoter Group, of the Company during a period of six months and twelve months preceding the date of the Board Meeting and from the date of the Public Announcement:

Sr. No	Name	Nature of Transaction	Date of Transaction	Aggregate no. of Equity Shares purchased or sold	Maximum Price paid	Minimum Price paid
1.	IC Finance Private Limited	Pursuant to scheme of arrangement	August 18, 2026	(1,12,800)	Not Applicable	Not Applicable
2.	Kailash Coal and Coke Company Limited	Pursuant to scheme of arrangement	September 16, 2026	(79,26,000)	Not Applicable	Not Applicable
3.	Rubal Todi	Inter-se Transfer (Gift)	September 21, 2026	(1,90,795)	Not Applicable	Not Applicable
4.	Amrit Lal Todi HUF	Inter-se Transfer (Gift)	September 22, 2026	(3,09,002)	Not Applicable	Not Applicable
5.	Banwari Lal Todi	Inter-se Transfer (Gift)	December 12, 2025	(17,33,456)	Not Applicable	Not Applicable
		Inter-se Transfer (Gift)	September 21, 2026	1,90,795	Not Applicable	Not Applicable
		Inter-se Transfer (Gift)	September 22, 2026	3,09,002	Not Applicable	Not Applicable

Sr. No	Name	Nature of Transaction	Date of Transaction	Aggregate no. of Equity Shares purchased or sold	Maximum Price paid	Minimum Price paid
		(Inter-se Transfer through block deal mechanism)	September 24, 2026	(10,67,501)	318.00	318.00
6.	Anand Todi	Inter-se Transfer (through block deal mechanism)	September 24, 2026	(14,15,000)	318.00	318.00
7.	Hi-Print Electromack Private Limited	Pursuant to scheme of arrangement	August 18, 2026	1,12,800	Not Applicable	Not Applicable
		Pursuant to scheme of arrangement	September 16, 2026	79,26,000	Not Applicable	Not Applicable
		Inter-se Transfer (through block deal mechanism)	September 24, 2026	14,15,000	318.00	318.00
		Inter-se Transfer (through block deal mechanism)	September 24, 2026	10,67,501	318.00	318.00
8.	Seema Todi	Inter-se Transfer (Gift)	December 12, 2025	3,68,369	Not Applicable	Not Applicable
9.	Shanti Devi Agarwal	Inter-se Transfer (Gift)	December 12, 2025	40,00,000	Not Applicable	Not Applicable
10.	Anju Agarwal	Inter-se Transfer (Gift)	December 12, 2025	47,95,680	Not Applicable	Not Applicable
		Inter-se Transfer (Gift)	November 11, 2025	1,30,334	Not Applicable	Not Applicable
11.	Monisha Agarwal	Inter-se Transfer (Gift)	December 12, 2025	22,33,310	Not Applicable	Not Applicable
		Inter-se Transfer (Gift)	November 11, 2025	9,06,824	Not Applicable	Not Applicable
12.	Ishwar Chand Agarwal	Inter-se Transfer (Gift)	December 11, 2025	17,33,456	Not Applicable	Not Applicable
		Inter-se Transfer (Gift)	December 12, 2025	(1,13,97,359)	Not Applicable	Not Applicable
13.	Kailash Chandra Agarwal	Inter-se Transfer (Gift)	November 11, 2025	(53,83,343)	Not Applicable	Not Applicable
14.	Parul Agarwal	Inter-se Transfer (Gift)	November 11, 2025	43,46,185	Not Applicable	Not Applicable

(vi) Aggregate shares purchased or sold by the Directors of the Promoters where Promoter is a company during a period of six months and twelve months preceding the date of the Board Meeting and from the date of the Public Announcement:

Except as disclosed below, there are no shares purchased or sold by the Directors of the Promoters where Promoter is a company during a period of six months and twelve months preceding the date of the Board Meeting and from the date of the Public Announcement:

Sr. No	Name	Nature of Transaction	Date of Transaction	Aggregate no. of Equity Shares purchased or sold	Maximum Price paid	Minimum Price paid

1.	Rubal Todi	Inter-se Transfer (Gift)	September 21, 2026	(1,90,795)	Not Applicable	Not Applicable
2.	Banwari Lal Todi	Inter-se Transfer (Gift)	September 21, 2026	1,90,795	Not Applicable	Not Applicable
		Inter-se Transfer (Gift)	September 22, 2026	3,09,002	Not Applicable	Not Applicable
		Inter-se Transfer (through block deal mechanism	September 24, 2026	(10,67,501)	318.00	318.00
3	Udit Agarwal	Purchase	February 6, 2026	2,500	262.00	238.00
			February 9, 2026	2,390	267.00	263.00
4.	Ishwar Chand Agarwal	Inter-se Transfer (Gift)	December 12, 2025	(1,13,97,359)	Not Applicable	Not Applicable
		Inter-se Transfer (Gift)	December 11, 2025	17,33,456	Not Applicable	Not Applicable
5.	Kailash Chandra Agarwal	Inter-se Transfer (Gift)	November 11, 2025	(53,83,343)	Not Applicable	Not Applicable

(vii) Aggregate shares purchased or sold by any of the Directors and Key Managerial Personnel of six months and twelve months preceding the date of the Board Meeting and from the date of the Public Announcement:

Except as disclosed below, there are no shares purchased or sold by any of the Directors and Key Managerial Personnel of six months and twelve months preceding the date of the Board Meeting and from the date of the Public Announcement

Sr. No	Name	Nature of Transaction	Date of Transaction	Aggregate no. of Equity Shares purchased or sold	Maximum Price paid	Minimum Price paid
1.	Chirag Mansukh Patel (Independent Director)	Sale	May 25, 2026	(175)	327.00	320.00
2.	Chirag Mansukh Patel (Independent Director)	Sale	December 17, 2025	(50)	304.65	297.25
3.	Ishwar Chand Agarwal (Executive Chairman)	Inter-se Transfer (Gift)	December 12, 2025	(1,13,97,359)	NA	NA
4.	Ishwar Chand Agarwal (Executive Chairman)	Inter-se Transfer (Gift)	December 11, 2025	17,33,456	NA	NA
5.	Ankit Jhanjhari (Company Secretary)	Exercise of ESARs	December 10, 2025	3,732	23.50 (base price)	23.50 (base price)
6.	Kailash Chandra Agarwal (Vice Chairman, Non-Executive)	Inter-se Transfer (Gift)	November 11, 2025	(53,83,343)	NA	NA

7. INTENTION OF THE PROMOTERS AND MEMBERS OF THE PROMOTER GROUP TO

PARTICIPATE IN THE BUYBACK

In terms of the Buyback Regulations, under the tender offer route, the promoters and members of promoter group and persons in control of the Company have the option to participate in the Buyback. In this regard, the promoters and members of promoter group and persons in control of the Company, vide their letters dated October 27, 2026, have expressed their intention not to participate in the Buyback. Accordingly, the disclosures as required under paragraph (viii) of Schedule I read with Schedule II of the Buyback Regulations are not applicable. Given that the promoters and members of promoter group have expressed their intention not to participate in the Buyback, the Equity Shares held by them shall not be considered for computing the entitlement ratio, in accordance with the proviso to Regulation 4(iv)(a) of the Buyback Regulations.

The pre-Buyback shareholding of promoters and members of promoter group, and persons in control of the Company, as on the Record Date is 39.34% of the total number of outstanding Equity Shares of the Company and assuming that the response to the Buyback is 100% (full Acceptance) from all the Eligible Shareholders in proportion of their respective Buyback Entitlement, post-Buyback shareholding of Promoter and Promoter Group of the Company will be 39.96% of the total number of outstanding Equity Shares of the Company. For details with respect to aggregate shareholding of Promoter and Promoter Group for pre-Buyback and post-Buyback please refer paragraph 15.35 on page no 29 of this Letter of Offer.

The Company is in compliance with Regulation 38 of the LODR Regulations and will comply with the said Regulation at all times during the Buyback Period. Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the members of the Promoter and Promoter Group in the Company may increase from their existing shareholding in the total equity capital and voting rights of the Company. The Company confirms that after the completion of the Buyback, the non-promoter shareholding of the Company shall not fall below the minimum level required as per Regulation 38 of the LODR Regulations. Any change in voting rights of the Promoter and Promoter Group of the Company pursuant to completion of the Buyback will not result in any change in control over the Company.

8. AUTHORITY FOR THE BUYBACK

The Buyback is being undertaken in accordance with the provisions of Article 56 of the Articles of Association of the Company and in accordance with the provisions of Sections 68, 69, 70, 179 and all other applicable provisions of the Companies Act, applicable rules thereunder including the Share Capital Rules, the LODR Regulations and the Buyback Regulations. The Buyback is subject to receipt of such approvals, permissions and sanctions, as may be required from statutory, regulatory or governmental authorities under the applicable laws including but not limited to from SEBI and/or BSE and NSE.

The Buyback has been duly authorized by a resolution of the Board of Directors passed at its meeting held on Monday, October 26, 2026. The Buyback Size does not exceed 10% of the aggregate of the total fully paid-up capital and free reserves (including securities premium) as per the audited standalone and consolidated financial statements of the Company as on March 31, 2026. Accordingly, the Company does not require shareholder approval to undertake the Buyback, and the requisite Board approval for the Buyback has been received pursuant to the Board Meeting.

9. NECESSITY OF THE BUYBACK

In view of the Company's strong financial position and adequate liquidity, it is proposed to undertake a buyback of equity shares with the objective of optimizing the Company's capital structure, enhancing shareholder value, improving Earnings Per Share (EPS) and Return on Equity (ROE), while continuing to maintain adequate financial resources to support the Company's future growth and business requirements.

The Board at its meeting held on October 26, 2026 considered the accumulated free reserves as well as the cash liquidity reflected in the latest standalone and consolidated audited financial statements as on March 31, 2026 and, considering these, decided to allocate up to ₹ 148.20 Crores (Rupees One Hundred Forty Eight Crores and Twenty Lakh Only) for the Buyback, excluding any Transaction Costs.

After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to recommend Buyback of Equity Shares at a price of ₹ 312/- (Rupees Three Hundred and Twelve only) per Equity Share for an aggregate consideration upto ₹148.20 Crores (Rupees One Hundred Forty Eight Crores and Twenty Lakh Only). The Buyback is being undertaken, *inter-alia*, for the following reasons:

(i) The Buyback will help the Company to enhance the overall return to shareholders;
(ii) The Buyback, which is being implemented through the tender offer route as prescribed under the Buyback Regulations, would involve allocation of number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the small shareholders as per Regulation 6 of the Buyback Regulations. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as 'Small Shareholder' as per

Regulation 2(i)(n) of the Buyback Regulations;

(iii) The Buyback would help in improving financial ratios like earnings per share and return on Equity, by reducing the Equity base of the Company, leading to increase in long term value for shareholders; and

(iv) The Buyback gives the Eligible Shareholders the choice to either participate in the Buyback and receive cash in lieu of their Equity Shares which are accepted under the Buyback or not to participate in the Buyback and get a resultant increase in their percentage shareholding in the Company post the Buyback, without additional investment.

10. MANAGEMENT DISCUSSION AND ANALYSIS AND THE LIKELY IMPACT OF BUYBACK ON THE COMPANY

10.1 We believe that the Buyback is not likely to cause any material impact on the profitability/earnings of the Company except to the extent of reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. Assuming that the response to the Buyback is 100% (full Acceptance) from all the Eligible Shareholders in proportion of their respective Buyback Entitlement, the funds deployed by the Company towards the Buyback would be ₹148.20 Crores (Rupees One Hundred Forty Eight Crores and Twenty Lakh only). This shall impact the investment income earned by the Company, on account of reduced amount of funds available for investments.

10.2 In view of the Company's strong financial position and adequate liquidity, it is proposed to undertake a buyback of equity shares with the objective of optimizing the Company's capital structure, enhancing shareholder value, improving Earnings Per Share (EPS) and Return on Equity (ROE), while continuing to maintain adequate financial resources to support the Company's future growth and business requirements.

10.3 In terms of the Buyback Regulations, under the Tender Offer, the promoter and members of promoter Group and person in control have the option to participate in the Buyback. In this regard, the Promoters vide their letters dated October 27, 2026 have expressed their intention not to tender Equity Shares in the Buyback. For further details, see *"Intention of the Promoters and Members of the Promoter Group to Participate in the Buyback"* on page 21 of this Letter of Offer.

10.4 The Buyback will not result in any benefit to promoters and members of promoter group or any directors of the Company except to the extent of the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the Equity Share Capital of the Company post Buyback and consequent increase in shareholding of promoter and members of promoter group.

10.5 Details of the date and price of the Equity Shares allotted/acquired/credited/transferred/transmitted to the promoter, members of promoter group and persons in control, which are intended to be tendered are not applicable, since the promoters and members of promoter group have expressed their intention not to participate in the Buyback.

10.6 Consequent to the Buyback and based on the number of shares bought back within each category of shareholders, the shareholding pattern of the Company would undergo a change.

10.7 Assuming the response to the Buyback is 100% (full Acceptance) from all the Eligible Shareholders in proportion to their respective Buyback Entitlement, the aggregate shareholding of the Promoters post the Buyback may increase to 39.96% from 39.34% and the aggregate shareholding of the public in the Company shall change to 60.04% of the post- Buyback total paid-up Equity Share capital of the Company from 60.66% of the pre- Buyback total paid-up Equity Share capital of the Company prior to Buyback i.e. as on Record Date, October 30, 2026. Please refer to paragraph 15.35 on page no 29 for further details.

10.8 The Buyback will not result in a change in control or otherwise affect the existing management structure of the Company.

10.9 Consequent to the Buyback and depending on the number of Equity Shares bought back from the Non-Resident Shareholders, Indian financial institutions, banks, mutual funds and other public shareholders, the shareholding of each such person shall undergo a change. The FIIs/FPIs are advised to ensure that their investment in the Company continues to be within the limit prescribed under applicable laws, post completion of the Buyback. Please refer to paragraph 15.35 on page no. 29 of this Letter of Offer for further details.

10.10 As required under Section 68(2)(d) of the Companies Act, 2013 and Regulation 4(ii) of Buyback Regulations, post completion of the Buyback, the debt-equity ratio of the Company, based on the standalone or consolidated financial statements of the Company, whichever is lower, shall be compliant with the permissible limit of 2:1. The same has been certified vide a certificate dated October 27, 2026 by the independent chartered accountant.

10.11 We believe, the Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations.

10.12 As per Regulation 24(i)(e) of the Buyback Regulations, the Promoters and members of the Promoter Group, persons in control of the Company and their associates have not dealt in the Equity Shares or other specified securities of the Company either through the Stock Exchanges or off-market transactions (including inter-se transfer of Equity Shares among the Promoters and members of the Promoter Group) from the date of the Board Meeting till the date of this Letter of Offer and shall not deal in the Equity Shares or other specified securities of the Company either through the Stock Exchanges or off-market transactions (including inter-se transfer of Equity Shares among the Promoters and members of the Promoter Group) from the date of this Letter of Offer till the closing of the Buyback.

10.13 As per Regulation 24(i)(ea) of the SEBI Buyback Regulations, except for tendering shares or other specified securities in the Buyback offer, the shares or other specified securities held by the Promoter and Promoter Group including their associates, for which Buyback is undertaken, shall remain frozen at the International Securities Identification Number (ISIN) level during the period from the date of this resolution till the closing of the Buyback offer.

10.14 Subject to applicable law, the Company shall not raise further capital for a period of 12 (twelve) months from the expiry of the Buyback Period except in the discharge of subsisting obligations such as conversion of warrants, stock options, sweat equity or conversion of preference shares or debentures into Equity Shares. Further, Subject to applicable law, as per Regulation 24(i)(b) of the Buyback Regulations, the Company shall not issue and allot any Equity Shares or other specified securities including by way of bonus issue from the date of the Board Meeting till the expiry of the Buyback Period, except in discharge of subsisting obligations through conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares, in accordance with the Companies Act and the Buyback Regulations. The Company shall not make any further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) of the Companies Act or other specified securities within a period of 6 (six) months after the completion of the Buyback except by way of bonus shares or equity shares issued in order to discharge subsisting obligations such as the conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares, in terms of Section 68(8) of the Companies Act.

10.15 the Company will not withdraw the Buyback after the public announcement of the Buyback is made;

10.16 The Company is not undertaking this Buyback so as to delist its Equity Shares or other specified securities from the stock exchanges.

10.17 Salient financial parameters consequent to the Buyback based on the standalone and consolidated audited financial statements as on March 31, 2026 are as under:

Particulars	STANDALONE		CONSOLIDATED	
	Pre Buyback	Post Buyback[6]	Pre Buyback	Post Buyback[6]
Net Worth (₹ in Crores)	2,196.16	2047.49	2,209.40	2060.73
Profit for the year after tax before Other comprehensive income (₹ in Crores)	604.96	604.96	592.30	592.30
Return on Net Worth (%)[1]	27.55%	29.55%	26.81%	28.74%
Earnings Per Equity Share (EPS) (Basic) (in ₹)[2]	19.90	20.20	21.42	21.78
Earnings Per Equity Share (EPS) (Diluted) (in ₹)[2]	19.79	19.79	21.29	21.29
Book Value per Equity Share (in ₹)[3]	72.19	68.37	79.86	75.78
Price to earnings ratio [4]	10.80	10.64	10.03	9.87
Total Debt/Equity Ratio[5]	1.04	1.12	1.04	1.11
Total Debt/Net worth[5]	1.04	1.12	1.04	1.11

Key ratios are computed as follows:

Notes:

1. *Return on Net Worth = Profit for the year after tax before other comprehensive income / Net worth. Net Worth = Equity Share Capital + Other Equity excluding Capital Reserve, Share based payments reserves, Treasury shares reserve and Balance in other comprehensive income.*
2. *Earnings per Share = Profit for the year after tax before Other comprehensive income / Weighted number of Equity Shares outstanding. EPS post Buyback is computed after reducing 47,50,000 (Forty Seven Lakhs and Fifty Thousand) Equity Shares proposed for buyback from weighted average number of Equity Shares*

outstanding (assuming that the offer for Buyback would be fully availed)

3. *Book value per Equity Share = Net worth / Number of Equity Shares*
4. *Price to earnings ratio = Market Value per Equity Share as on March 31, 2026 on NSE / EPS as per latest Audited Financial Statements as on March 31, 2026*
5. *Total Debt to Equity Ratio = Total debt / Total Equity (Post Buyback after considering the impact of amount of proposed Buyback, and transfer to capital redemption reserve is considering full availment of the offer for Buyback at the Buyback price)*
6. *Total Debt to Net worth Ratio = Total debt / Net worth (Post Buyback after considering the impact of amount of proposed Buyback and transfer to capital redemption reserve is considering full availment of the offer for Buyback at the Buyback price). Total Debt includes lease liabilities, non-current borrowings (including current maturities) and current borrowings*
7. *The post-Buyback numbers are calculated by reducing the Net Worth by the proposed Buyback amount (assuming full acceptance), without factoring in tax on Buyback of Equity Shares and any impact in the statement of profit & loss or other transaction costs.*

11. BASIS OF CALCULATING THE BUYBACK PRICE

11.1 The Buyback Price of ₹312/- (Rupees Three Hundred and Twelve only) per Equity Share has been arrived at after considering various factors including, but not limited to, (i) the growth prospects of the Company; (ii) the price earnings ratio of the Company and its sector; and (iii) the trends in the volume weighted average prices of the Equity Shares on the Stock Exchanges.

11.2 The Buyback price represents:

i. Premium of 20.16% and 20.37% over the closing price of the Equity Shares on BSE and NSE, respectively, as on October 23, 2026 (being one working day preceding the date of the Board Meeting approving the Buyback);

ii. Premium of 8.43% and 8.37% over the closing price of the Equity Shares on BSE and NSE, respectively, as on October 16, 2026 (being one working day preceding the Intimation Date);

iii. Premium of 7.14% and 6.20% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the two weeks preceding the Intimation Date.

11.3 The date on which the Company intimated to the Stock Exchanges of the date of the meeting of the Board of Directors wherein the proposal of Buyback was considered was October 19, 2026 ("**Intimation Date**"). The closing market price of the Equity Shares as on Intimation Date was ₹283.95/- on BSE and ₹282.75/ - on NSE.

11.4 For financial ratios and trends in the market price of the Equity Shares, please refer to paragraphs 17 and 18 on page nos. 36 and 40 of this Letter of Offer respectively. For details of salient financial parameters, both pre-Buyback and post-Buyback, based on the Audited Financial Statements for the financial year ended March 31, 2026, please refer to paragraph 10.17 on page no 23 of this Letter of Offer.

12. SOURCES OF FUNDS FOR THE BUYBACK

12.1 Assuming full acceptance, the funds that would be utilized by the Company for the purpose of the Buyback would be ₹148.20 Crores (Rupees One Hundred Forty Eight Crores and Twenty Lakh only), excluding the Transaction Costs.

12.2 The funds for the implementation of the proposed Buyback will be sourced out of free reserves (including securities premium) of the Company and/or such other source as may be permitted by the Buyback Regulations or the Companies Act. The Company shall transfer from its free reserves (including securities premium), a sum equal to the nominal value of the Equity Shares so bought to the Capital Redemption Reserve Account and details of such transfer shall be disclosed in its subsequent audited financial statements.

12.3 The funds borrowed, if any, from banks and financial institutions will not be used for the purpose of the Buyback.

13. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT DEPOSITED THEREIN

13.1 In accordance with Regulation 9(xi) of the Buyback Regulations, the Company has appointed ICICI Bank Limited having its registered office at ICICI Bank Tower, Near Chakli Circle, Old Padra Road, Vadodara – 390 007, Gujarat, India and acting through its branch situated at Capital Markets Division, 5th Floor, 163, HT Parekh Marg, Backbay Reclamation, Churchgate, Mumbai – 400 020 as the Escrow Agent for the Buyback and an Escrow Agreement dated October 27, 2026 has been entered between the Company, the

Manager to the Buyback and the Escrow Agent.

13.2 In Accordance with the Escrow Agreement, the Company has opened an Escrow Account in the name and style "GENUS POWER INFRASTRUCTURES LIMITED BUYBACK ESCROW A/C" bearing account number 000405167795 with the Escrow Agent.

13.3 In accordance with Regulation 9(xi) of the Buyback Regulations, the Company has deposited ₹ 29,82,00,000.00 (Rupees Twenty Nine Crores and Eighty Two Lakhs Only), being an amount equivalent to 25% of the Buyback Size of up to ₹ 100,00,00,000/- (Indian Rupees One Hundred Crores only) and 10% of the Buyback Size above ₹ 100,00,00,000/- (Indian Rupees One Hundred Crores only), deposited by the Company in the Escrow Account. The Manager to the Buyback has been empowered to operate the Escrow Account in accordance with the Buyback Regulations.

13.4 In accordance with Regulation 10 of the Buyback Regulations, the Company shall immediately after the closure of the Tendering Period deposit the amount of consideration payable to Eligible Shareholders in a special escrow account with the Escrow Agent. Such consideration would be the aggregate of 90% of the amount lying in the Escrow Account and the balance amount payable to the Eligible Shareholders and will constitute the entire sum due and payable as consideration for the Buyback in terms of the SEBI Buyback Regulations.

14. FIRM FINANCIAL ARRANGEMENT

The Company has adequate and firm financial resources to fulfill the obligations under the Buyback and the same has been certified by Kapoor Patni & Associates, Chartered Accountants (Firm Registration No: 019927C), through their Partner Abhinav Kapoor (Membership No: 419689) and Peer review No: 021537 by their certificate dated October 27, 2026. The Address of Kapoor Patni & Associates, Chartered Accountants is Plot No E-161, F.No 104, Villa De Sanye, Civil Lines, Jaipur – 302006, India and its telephone no. is +91 9828092259.

Based on the aforementioned certificate, the Manager to the Buyback confirms that it is satisfied that firm arrangements for fulfilling the obligations under the Buyback are in place and that the Company has the ability to implement the Buyback in accordance with the Buyback Regulations.

15. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

15.1 The present capital structure of the Company (as on date of Public Announcement) is as follows:

Sr. No.	Particulars	Pre-Buyback (as on October 30, 2026)	Post completion of the Buyback[#]
1	**Authorized Share Capital:**		
	Equity Shares of ₹ 1/- each	₹63,16,00,000.00 63,16,00,000 Equity Shares of ₹ 1/- each	₹63,16,00,000.00 63,16,00,000 Equity Shares of ₹ 1/- each
	10% Redeemable Preference Shares of ₹100/- each	₹5,04,00,000.00 5,04,000 10% Redeemable Preference Shares of ₹100/- each	₹5,04,00,000.00 5,04,000 10% Redeemable Preference Shares of ₹100/- each
	Preference Shares of ₹100/- each	₹15,00,00,000.00 15,00,000 Preference Shares of ₹100/- each	₹15,00,00,000.00 15,00,000 Preference Shares of ₹100/- each
	Total	**₹83,20,00,000.00**	**₹83,20,00,000.00**
2	**Issued, Subscribed and Paid-up Capital:**		

Sr. No.	Particulars	Pre-Buyback (as on October 30, 2026)	Post completion of the Buyback[#]
	Equity Shares of ₹ 1/- each	₹30,42,42,615.00 30,42,42,615 Equity Shares of ₹ 1/- each	₹29,94,92,615.00 29,94,92,615 Equity Shares of ₹ 1/- each
	Total	**₹30,42,42,615.00**	**₹29,94,92,615.00**

#Note: Assuming the full Acceptance of the Buyback offer. However, the post Buyback issued, subscribed and paid-up capital may differ depending upon the actual number of Equity Shares bought back.

15.2 The Company has not undertaken any buyback programmes in the last 3 (three) years preceding the date of this Letter of Offer;

15.3 all Equity Shares of the Company are fully paid up;

15.4 the Buyback will not be in contravention of Regulation 4(vii) of Buyback Regulations, i.e., the Company has not made the offer of Buyback within a period of one year reckoned from the date of expiry of buyback period of the preceding offer of buyback;

15.5 subject to applicable law, the Company shall not issue and allot any Equity Shares or other specified securities including by way of bonus issue from the date of the Board Meeting till the expiry of the buyback period, i.e., the date on which the payment of consideration to the Eligible Shareholders who have accepted the offer of Buyback is made in accordance with the Companies Act and the Buyback Regulations ("**Buyback Period**") except in discharge of subsisting obligations through conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares;

15.6 subject to applicable law, the Company, shall not raise further capital for a period of one year from the expiry of the Buyback Period, except in discharge of its subsisting obligations;

15.7 the Company, as per provisions of Section 68(8) of the Companies Act, shall not make a further issue of the same kind of shares or other securities including allotment of new shares under clause (a) of sub-section (1) of section 62 or other specified securities within a period of six months from completion of Buyback except by way of a bonus issue or in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares;

15.8 in accordance with Regulation 24(v) of the Buyback Regulations, the Company will not Buyback the locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable;

15.9 the Company shall not buy back its shares or other specified securities from any person through negotiated deal whether on or off the stock exchange or through spot transactions or through private arrangement;

15.10 the Company shall buyback Equity Shares held in physical form from Eligible Shareholders in terms of the applicable SEBI circulars, including SEBI master circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023;

15.11 there are no defaults subsisting in the repayment of deposits accepted either before or after the Companies Act, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking companies;

15.12 borrowed funds from banks and financial institutions, if any, will not be used for the Buyback;

15.13 the Buyback Size does not exceed 10% of the aggregate of the fully paid-up equity share capital and free reserves (including securities premium) of the Company as per the latest audited balance sheet as on March 31, 2026 on standalone and consolidated basis, whichever sets out a lower amount;

15.14 that the maximum number of Equity Shares proposed to be purchased under the Buyback i.e. up to 47,50,000 (Forty Seven Lakhs and Fifty Thousand) fully paid-up equity shares, does not exceed 25% of the total number of Equity Shares in the paid-up Equity Share capital of the Company as per the standalone and consolidated audited balance sheet as on March 31, 2026;

15.15 the aggregate amount of the Buyback i.e., up to ₹ 148.20 Crores (Rupees One Hundred Forty Eight Crores and Twenty Lakh Only) does not exceed 25% of the total paid-up capital and free reserves (including securities

premium) of the Company as per the standalone and consolidated audited financial statements of the Company as on March 31, 2026.

15.16 the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up capital and free reserves (including securities premium) after the Buyback, based on both standalone and consolidated financial statements of the Company, whichever sets out a lower amount, as prescribed under the Buyback Regulations, the Companies Act, the rules made thereunder and other applicable laws;

15.17 the Company shall not make any offer of Buyback within a period of one year reckoned from the expiry of the Buyback Period i.e., the date on which the payment of consideration to shareholders who have accepted the Buyback offer is made in accordance with the Companies Act and the Buyback Regulations;

15.18 the Company shall not undertake the Buyback unless it has obtained the prior consent of its lenders in case it results in a breach of any covenant with such lenders. As per Regulation 5(i)(c) and Schedule I(xii) of the Buyback Regulations, the Company confirms that there is no breach of any covenants of the loans taken. All necessary lender consents required in connection with the Buyback to the extent applicable, have been duly obtained. There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act.

15.19 the Company will not withdraw the Buyback after the public announcement of the Buyback is made;

15.20 the Company is not undertaking the Buyback to delist its Equity Shares or other specified securities from the Stock Exchanges;

15.21 consideration for the Equity Shares bought back by the Company will be paid only by way of cash. The Company shall earmark and make arrangements for adequate sources of funds for the purpose of the Buyback in accordance with the Buyback Regulations;

15.22 the Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Companies Act and/or the Buyback Regulations and any other applicable laws;

15.23 the Company shall transfer from its free reserves or securities premium account and/ or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;

15.24 the Equity Shares bought back by the Company will be compulsorily extinguished and/or physically destroyed, as may be applicable, in the manner prescribed under the Buyback Regulations and the Companies Act within 7 (seven) working days of the expiry of the Buyback Period, and will not be held for re-issuance;

15.25 as per Regulation 24(i)(e) of the Buyback Regulations, the Promoters and members of Promoter Group, persons in control of the Company and their associates shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the Promoters and members of Promoter Group) from the date of the Board Meeting till the closing of the Buyback;

15.26 the Buyback shall be completed within a period of one year from the date of passing of resolution in Board Meeting approving the Buyback;

15.27 the Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Companies Act;

15.28 the Company shall not directly or indirectly purchase its own Equity Shares or other specified securities through any subsidiary company including its own subsidiary companies, or through any investment company or group of investment companies;

15.29 the Buyback shall not result in delisting of the Equity Shares from BSE Limited and National Stock Exchange of India Limited;

15.30 the Company will comply with the requirement of maintaining a minimum public shareholding of at least 25% of the total paid-up share capital of the Company as provided under Regulation 38 of the LODR Regulations, during the Buyback period and upon completion thereof;

15.31 the Company shall ensure consequent reduction of its share capital post Buyback and the Equity Shares bought back by the Company will be extinguished and physically destroyed (if applicable) in the manner prescribed under the Buyback Regulations and the Act within the specified timelines;

15.32 the Company shall not buyback its Equity Shares out of the proceeds of an earlier issue of the same kind of shares or same kind of other specified securities;

15.33 the statements contained in the Public Announcement and this letter of offer in relation to the Buyback shall be true, fair and adequate in all material respects and shall not contain any misleading information; and

15.34 as per Regulation 24(i)(ea) of the Buyback Regulations, except for tendering shares or other specified securities in the Buyback, the shares or other specified securities held by the promoter and members of promoter group, including their associates, for which Buyback is undertaken, shall remain frozen at the International Securities Identification Number (ISIN) level during the period from the date of the Board Meeting till the closure of the Buyback.

15.35 the shareholding pattern of the Company Pre Buyback as on Record Date October 30, 2026 and the post Buyback shareholding pattern (assuming full acceptance), is as follows:

Category of Shareholder	Pre-Buyback (as on October 30, 2026)		Post Buyback[#]	
	Number of Equity Shares	% to the existing Equity Share capital	Number of Equity Shares	% to post Buyback Equity Share Capital
Promoters and persons acting in concert (collectively "the Promoters")	11,96,84,511	39.34	11,96,84,511	39.96
Foreign Investors (Including Non-Resident Indians, FIIs, FPIs, Foreign Mutual Funds)	205,83,364	6.77	17,98,08,104	60.04
Financial Institutions/Banks & Mutual Funds promoted by Banks/ Institutions	144,32,240	4.74		
Others (Public, Public Bodies Corporate,)*	14,95,42,500	49.15		
Total	**30,42,42,615**	**100.00**	**29,94,92,615**	**100.00**

Note: Assuming full acceptance of the Buyback, the issued, subscribed and paid-up equity share capital of the Company would be as fully set out in paragraph 15.1 of this Letter of Offer. Please refer to paragraph 15.35 of this Letter of Offer for details regarding shareholding (pre and post buyback) of the Promoters and members of the Promoter Group in the Company. However, the post-Buyback shareholding pattern may differ depending upon the actual number of Equity Shares bought back.

**Further, 1,00,000 equity shares held by Genus Employees Trust under the Employees Stock Option Scheme, 2019, have been included under the 'Others' category.*

Assuming response to the Buyback is 100% (full acceptance) from all the Eligible Shareholders in proportion to their respective Buyback Entitlement, the aggregate shareholding of the Promoter and members of Promoter Group post the Buyback may increase to 39.96% from prior to the Buyback 39.34%.

16. BRIEF INFORMATION OF THE COMPANY

16.1 History of the Company:

The Company was originally incorporated as "Genus Overseas Electronics Limited" on August 06, 1992 under the provisions of the Companies Act, 1956, pursuant to the Certificate of Incorporation dated August 06, 1992. Subsequently, pursuant to a change in name, the name of the Company was changed to "Genus Power Infrastructures Limited" and a fresh Certificate of Incorporation consequent upon change of name was issued on March 31, 2007 under the Companies Act, 1956. The Corporate Identification Number (**"CIN"**) of the Company is L51909UP1992PLC051997.

The Company is an ISO 9001 and ISO 14001 certified organization and is engaged in providing innovative and sustainable solutions to the power sector. The Company operates through its Genus Metering Infrastructure Service Provider (GMISP) division, which undertakes Advanced Metering Infrastructure Service Provider (AMISP) projects on a Design-Build-Finance-Own-Operate-Transfer (DBFOOT) basis, wherein it finances, implements, operates and maintains smart metering infrastructure and related systems for utilities during the contract period and transfers ownership of the entire system to the utility upon expiry of the contract. The Company also operates through its Genus Metering Solution Division (GMSD), which

manufactures and supplies a comprehensive range of electricity metering products and solutions, including single-phase and three-phase meters, CT-operated meters, ABT and grid meters, distribution transformer meters, prepaid meters, smart meters, net meters, Advanced Metering Infrastructure (AMI), Meter Data Acquisition Systems (MDAS), Head-End Systems (HES), Meter Data Management (MDM) solutions and related products to utilities and AMISP players. Equipped with advanced manufacturing facilities, automated production lines, integrated manufacturing capabilities and a research and development centre recognised by the Ministry of Science and Technology, Government of India, the Company also manufactures and develops data loggers, smart gas meters and smart water meters and provides associated metering solutions. The Company has also been engaged in making strategic investment activity, where investments are made in shares and securities basis a thorough and systematic evaluation by the Company and the management.

The Equity Shares of the Company are listed on BSE (Code: 530343) and NSE (Code: GENUSPOWER) since May 24, 1995 and July 08, 2005, respectively. The ISIN of the Equity Shares is INE955D01029.

The registered office of the Company is at G-123 Sector-63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201307.

16.2 **Growth of Business:**

On Standalone Basis

For the financial years ended March 31, 2024, 2025 and 2026 and quarter ended June 30, 2026, the Company has recorded total income of ₹ 1,256.47 crores, ₹ 2,528.71 crores, ₹ 4,807.70 crores and ₹ 1,392.86 crores, respectively, and profit after tax of ₹ 75.17 crores, ₹ 298.18 crores, ₹ 604.96 crores and ₹ 162.82 crores, respectively on standalone basis.

On Consolidated Basis

For the financial years ended March 31, 2024, 2025 and 2026 and quarter ended June 30, 2026, the Company has recorded total income of ₹ 1,284.26 crores, ₹ 2,531.56 crores, ₹ 4,821.22 crores and ₹ 1,407.29 crores, respectively, and profit after tax of ₹ 86.67 crores, ₹ 311.38 crores, ₹ 592.30 crores and ₹ 196.64 crores, respectively on consolidated basis.

For further details on financial information about the Company for the Financial Years 2024, 2025 and 2026, see "*Financial information about the Company*" on page 36 of this Letter of Offer

16.3 The Details of changes in the Share Capital of the Company since incorporation are as follows:

Date of Issue	No. of shares issued	Face Value per equity share (₹)*	Issue Price per equity share (₹)	Nature of consideration (cash, bonus, consideration other than cash)	Type of Issue	Cumulative capital (No of shares)	Cumulative paid up equity share capital (₹)
August 6, 1992	800	10.00	10.00	Cash	Subscription to Memorandum	800	8,000.00
April 21, 1993	2,53,800	10.00	10.00	Cash	Further Issue	2,54,600	25,46,000.00
October 25, 1993	92,500	10.00	10.00	Cash	Further Issue	3,47,100	34,71,000.00
December 20, 1993	2,02,780	10.00	10.00	Cash	Further Issue	5,49,880	54,98,800.00

Date of Issue	No. of shares issued	Face Value per equity share (₹)*	Issue Price per equity share (₹)	Nature of consideration (cash, bonus, consideration other than cash)	Type of Issue	Cumulative capital (No of shares)	Cumulative paid up equity share capital (₹)
March 25, 1994	1,50,100	10.00	10.00	Cash	Further Issue	6,99,980	69,99,800.00
August 10, 1994	5,12,200	10.00	10.00	Cash	Further Issue	12,12,180	121,21,800.00
May 1, 1995	89,46,520	10.00	10.00	Cash	Initial Public Offer	1,01,58,700	10,15,87,000.00
March 22, 2006	2,74,135	10.00	162.00	Cash	Preferential Issue	1,04,32,835	10,43,28,350.00
April 17, 2006	2,75,390	10.00	162.00	Cash	Preferential Issue	1,07,08,225	10,70,82,250.00
June 15, 2006	1,38,395	10.00	162.00	Cash	Preferential Issue	1,08,46,620	10,84,66,200.00
September 11, 2007	14,44,062	10.00	240.00	Cash	Preferential Issue	1,22,90,682	12,29,06,820.00
October 29, 2007	9,00,000	10.00	560.00	Cash	Preferential Issue	1,31,90,682	13,19,06,820.00
October 30, 2007	6,00,000	10.00	560.00	Cash	Preferential Issue	1,37,90,682	13,79,06,820.00
November 16, 2007	3,00,000	10.00	199.00	Cash	Preferential Issue	1,40,90,682	14,09,06,820.00
April 17, 2008	7,00,000	10.00	199.00	Cash	Preferential Issue	1,47,90,682	14,79,06,820.00
February 11, 2011	40,00,000	1.00	19.00	Cash	Preferential Issue	15,19,06,820	15,19,06,820.00
July 15, 2011	70,00,000	1.00	19.00	Cash	Preferential Issue	15,89,06,820	15,89,06,820.00
December 18, 2013	9,77,19,120	1.00	1.00	Other than cash	Scheme of Arrangement	25,66,25,940	25,66,25,940.00
May 30, 2014	8,208	1.00	6.00	Cash	ESOP	25,66,47,221	25,66,47,221.00

Date of Issue	No. of shares issued	Face Value per equity share (₹)*	Issue Price per equity share (₹)	Nature of consideration (cash, bonus, consideration other than cash)	Type of Issue	Cumulative capital (No of shares)	Cumulative paid up equity share capital (₹)
May 30, 2014	13,073	1.00	6.00	Cash	ESOP	25,66,34,148	25,66,34,148.00
August 21, 2014	1,032	1.00	7.00	Cash	ESOP	25,66,47,221	25,66,47,221.00
August 21, 2014	12,668	1.00	6.00	Cash	ESOP	25,66,48,253	25,66,48,253.00
May 27, 2015	30,111	1.00	7.00	Cash	ESOP	25,66,60,921	25,66,60,921.00
May 27, 2015	98,244	1.00	7.00	Cash	ESOP	25,67,89,276	25,67,89,276.00
November 9, 2015	5,586	1.00	6.00	Cash	ESOP	25,67,94,862	25,67,94,862.00
November 9, 2015	12,988	1.00	7.00	Cash	ESOP	25,68,07,850	25,68,07,850.00
August 19, 2016	44,271	1.00	6.00	Cash	ESOP	25,68,52,121	25,68,52,121.00
August 19, 2016	1,68,657	1.00	7.00	Cash	ESOP	25,70,20,778	25,70,20,778.00
August 19, 2016	2,253	1.00	27.10	Cash	ESOP	25,70,23,031	25,70,23,031.00
March 1, 2017	34,120	1.00	6.00	Cash	ESOP	25,70,57,151	25,70,57,151.00
March 1, 2017	1,17,396	1.00	7.00	Cash	ESOP	25,71,74,547	25,71,74,547.00
March 1, 2017	9,167	1.00	27.10	Cash	ESOP	25,71,83,714	25,71,83,714.00
August 11, 2017	5,864	1.00	6.00	Cash	ESOP	25,71,89,578	25,71,89,578.00
August 11, 2017	39,086	1.00	7.00	Cash	ESOP	25,72,28,664	25,72,28,664.00
August 11, 2017	667	1.00	27.10	Cash	ESOP	25,72,29,331	25,72,29,331.00
April 3, 2018	24,018	1.00	6.00	Cash	ESOP	25,72,53,349	25,72,53,349.00

Date of Issue	No. of shares issued	Face Value per equity share (₹)*	Issue Price per equity share (₹)	Nature of consideration (cash, bonus, consideration other than cash)	Type of Issue	Cumulative capital (No of shares)	Cumulative paid up equity share capital (₹)
April 3, 2018	70,453	1.00	7.00	Cash	ESOP	25,73,23,802	25,73,23,802.00
April 3, 2018	11,382	1.00	27.10	Cash	ESOP	25,73,35,184	25,73,35,184.00
January 22, 2019	12,721	1.00	6.00	Cash	ESOP	25,73,47,905	25,73,47,905.00
January 22, 2019	10,988	1.00	7.00	Cash	ESOP	25,73,58,893	25,73,58,893.00
January 22, 2019	72	1.00	27.10	Cash	ESOP	25,73,58,965	25,73,58,965.00
May 28, 2021	80,722	1.00	27.10	Cash	ESOP	25,74,39,687	25,74,39,687.00
July 29, 2021	27,065	1.00	27.10	Cash	ESOP	25,74,66,752	25,74,66,752.00
October 29, 2021	41,662	1.00	17.95	Cash	ESOP	25,75,08,414	25,75,08,414.00
January 28, 2022	941	1.00	17.95	Cash	ESOP	25,75,09,355	25,75,09,355.00
January 28, 2022	3,407	1.00	17.95	Cash	ESAR	25,75,12,762	25,75,12,762.00
May 12, 2022	1,263	1.00	17.95	Cash	ESOP	25,75,14,025	25,75,14,025.00
May 12, 2022	15,089	1.00	1.00	Cash	ESAR	25,75,29,114	25,75,29,114.00
November 10, 2022	59,583	1.00	17.95	Cash	ESOP	25,75,88,697	25,75,88,697.00
November 10, 2022	6,763	1.00	1.00	Cash	ESAR	25,75,95,460	25,75,95,460.00
May 1, 2023	5,077	1.00	17.95	Cash	ESOP	25,76,00,537	25,76,00,537.00
May 1, 2023	37,357	1.00	1.00	Cash	ESAR	25,76,37,894	25,76,37,894.00
December 11, 2023	73,992	1.00	17.95	Cash	ESOP	25,77,11,886	25,77,11,886.00

Date of Issue	No. of shares issued	Face Value per equity share (₹)*	Issue Price per equity share (₹)	Nature of consideration (cash, bonus, consideration other than cash)	Type of Issue	Cumulative capital (No of shares)	Cumulative paid up equity share capital (₹)
December 11, 2023	63,666	1.00	1.00	Cash	ESAR	25,77,75,552	25,77,75,552.00
January 15, 2024	4,59,78,965	1.00	112.88	Cash	Preferential Issue	30,37,54,517	30,37,54,517.00
September 13, 2024	17,282	1.00	1.00	Cash	ESAR	30,37,71,799	30,37,71,799.00
September 13, 2024	84,467	1.00	17.95	Cash	ESOP	30,38,56,266	30,38,56,266.00
January 10, 2025	71,829	1.00	1.00	Cash	ESAR	30,39,28,095	30,39,28,095.00
August 27, 2025	21,801	1.00	1.00	Cash	ESAR	30,39,49,896	30,39,49,896.00
August 27, 2025	1,61,652	1.00	17.95	Cash	ESOP	30,41,11,548	30,41,11,548.00
December 16, 2025	1,06,187	1.00	1.00	Cash	ESAR	30,42,17,735	30,42,17,735.00
May 15, 2026	9,477	1.00	17.95	Cash	ESOP	30,42,27,212	30,42,27,212.00
May 15, 2026	15,403	1.00	1.00	Cash	ESAR	30,42,42,615	30,42,42,615.00

**1 equity share of face value of ₹10 each was sub-divided into 10 equity shares of face value of ₹1 each on October 26, 2010.*

16.4 **The details of the Board of Directors of the Company, are as follows:**

Name, Occupation, Age and DIN	Designation	Qualification	Date of Appointment	Other Directorships*
Name: Mr. Ishwar Chand Agarwal **Occupation:** Business **Age:** 76 Years **DIN:** 00011152	Whole-time director	Bachelor of Commerce	May 25, 1994	1.Genus International Commodities Limited 2.Greentech Mega Food Park Limited 3.Kailash Industries Limited 4.Genus Paper & Boards Limited 5.Virtuous Mining Limited

Name, Occupation, Age and DIN	Designation	Qualification	Date of Appointment	Other Directorships*
Name: Mr. Kailash Chand Agarwal **Occupation:** Business **Age:** 54 Years **DIN:** 00895365	Director	Bachelor of Science	January 24, 2011	1. Sarg Impex Private Limited 2. Genus Paper And Coke Limited 3. Genus Paper & Boards Limited 4. Kailash Coal And Coke Company Limited 5. Genus Apparels Limited 6. Kailash Chemicals Private Limited 7. Virtuous Infra Limited
Name: Mr. Rajendra Kumar Agarwal **Occupation:** Business **Age:** 50 Years **DIN:** 00011127	Managing Director & CEO	B. E. Electronics	January 1, 2001	1. Hi-Print Electromack Private Limited
Name: Mr. Jitendra Kumar Agarwal **Occupation:** Business **Age:** 48 Years **DIN**: 00011189	Joint Managing Director	M.B.A Marketing	May 6, 2004	1.Indian Electrical and Electronics Manufacturers Association 2.Genus International Commodities Limited
Name: Mr. Keith Mario Torpy **Occupation:** Business **Age:** 66 Years **DIN:** 01451387	Director	- PhD Nanotechnology - MBA in Strategic Management & International Business development - Masters in Electronics -	December 12, 2020	NA
Name: Mrs. Shweta Gupta **Occupation:** Business **Age:** 47 Years **DIN:** 01637588	Independent Director	B.A. (Hons)	April 1, 2024	1. DMX Software and Services Private Limited
Name: Mr. Gyan Prakash **Occupation:** Business **Age:** 71 Years **DIN:** 07766029	Independent Director	- Bachelors of Commerce - Bachelors of Law	April 1, 2024	NA
Name: Mr. Chirag Mansukh Patel **Occupation:** Business **Age:** 58 Years **DIN:** 02388862	Independent Director	M.B.A.	April 1, 2024	NA
Name: Mr. Subhash Chandra Garg **Occupation:** Business	Independent Director	- Company Secretary - Cost Accountant	November 11, 2020	1.Subhanjali Consultancy Services Private Limited

Name, Occupation, Age and DIN	Designation	Qualification	Date of Appointment	Other Directorships*
Age: 65 Years **DIN:** 01064347		- Bachelors of Commerce - Bachelors of Law		
Name: Mr. Sharmila Chavaly **Occupation:** Business **Age:** 65 Years **DIN:** 06411077	Independent Director	M.A. (Humanities)	May 1, 2023	NA
Name: Mr. Nathu Lal Nama **Occupation:** Business **Age:** 61 Years **DIN:** 10302325	Whole-time Director	Chartered Accountant	February 9, 2026	1. Hi-Print Investments Private Limited 2. Hi-Print Energy Solutions Private Limited 3. Genus Power Solutions Private Limited 4. Hi-Print Metering Solutions Private Limited 5. Genus Smart Technology Private Limited 6. Durg Rajnandgaon Jagdalpur Smart Metering Private Limited 7. Maharashtra Akola Amravati Smart Metering Private Limited 8. Genus Smart Metering Private Limited 9. Genus Metering Infra Private Limited 10. Genus Advance Metering Private Limited 11. Genus Smart Energy Private Limited 12. Genus Alfa Smart Metering Private Limited 13. Himachal Pradesh C Zone Smart Metering Private Limited
Name: Mr. Sandeep Jain **Occupation:** Business **Age:** 61 Years **DIN:** 11696540	Independent Director	- Bachelor of Arts - Bachelors of Law	May 2, 2026	NA

** Excluding LLP and Companies which are converted into LLP.*

16.5 **The details of changes in the Board of Directors during the last 3 years preceding the date of the Public Announcement i.e. October 27, 2026 are as follows:**

Name of the Director	Designation	Appointment/ Resignation/Retire	Effective Date	Reasons
Mr. Udit Agarwal DIN: 02820615	Independent Director	Cessation	March 31, 2024	Completion of Tenure
Mr. Rameshwar Pareek DIN: 00014224	Independent Director	Cessation	March 31, 2024	Completion of Tenure

Name of the Director	Designation	Appointment/ Resignation/Retire	Effective Date	Reasons
Mr. Dharam Chand Agarwal DIN: 00014211	Independent Director	Cessation	March 31, 2024	Completion of Tenure
Mrs. Shweta Gupta DIN: 1637588	Independent Director	Appointment	April 1, 2024	Appointment as Independent Director
Mr. Gyan Prakash DIN: 07766029	Independent Director	Appointment	April 1, 2024	Appointment as Independent Director
Mr. Chirag Mansukh Patel DIN: 02388862	Independent Director	Appointment	April 1, 2024	Appointment as Independent Director
Mrs. Sharmila Chavaly DIN: 06411077	Independent Director	Appointment	May 1, 2023	Appointment as Independent Director
Mr. Nathu Lal Nama DIN: 10302325	Whole Time Director	Appointment	February 9, 2026	Appointment as Whole Time Director
Mr. Sandeep Jain DIN: 11696540	Independent Director	Appointment	May 2, 2026	Appointment as Independent Director

16.6 The Buyback will not result in any benefit to promoters and members of promoter group or any directors of the Company except to the extent of the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the Equity Share Capital of the Company post Buyback and consequent increase in shareholding of promoter and members of promoter group.

17. FINANCIAL INFORMATION ABOUT THE COMPANY:

17.1 The salient financial information of the Company as extracted from the audited standalone financial statements for the quarter ended June 30, 2026 and last three financial years ended March 31, 2026, March 31, 2025, March 31, 2024 are as under:

(₹ in crores unless stated otherwise)

Particulars	For the quarter ended June 30, 2026	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
	Unaudited	Audited	Audited	Audited
	Ind AS	Ind AS	Ind AS	Ind AS
Total Income[(1)]	1,392.86	4,807.70	2,528.71	1,256.47
Total Expenses[(2)]	1,104.80	3,777.33	1,972.18	1,065.60
Finance Cost	49.81	160.54	116.23	57.69
Depreciation & amortization expense	19.56	55.36	34.61	21.25
Profit before Tax before exceptional items	**218.69**	**814.47**	**405.69**	**111.92**
Exceptional Items	-	-	-	-
Profit before Tax after exceptional items	**218.69**	**814.47**	**405.69**	**111.92**
Less: Provision for Tax (including deferred tax and excess / short provision for tax, if any)	55.87	209.51	107.51	36.75
Profit after Tax before Other Comprehensive income	**162.82**	**604.96**	**298.18**	**75.17**
Other comprehensive income / (loss) (net of taxes)	0.44	(5.28)	0.04	1.24
Total comprehensive income	**163.26**	**599.68**	**298.22**	**76.41**
Equity share capital	**30.42**	**30.42**	**30.39**	**30.38**
Other equity	**NA**	**2,172.13**	**1,816.75**	**1,533.58**
Capital Reserve	NA	2.95	2.95	2.95

Particulars	For the quarter ended June 30, 2026	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
	Unaudited	Audited	Audited	Audited
	Ind AS	Ind AS	Ind AS	Ind AS
Securities premium	NA	597.05	596.78	596.64
General Reserve	NA	120.75	120.62	120.58
Share based payments reserves	NA	11.59	3.9	2.56
Retained Earnings	NA	1,447.94	1,079.04	798.18
Treasury shares reserve	NA	(2.93)	-	-
Balance in other comprehensive income	NA	(5.22)	13.46	12.68
Net worth[3]	NA	2,196.16	**1,826.84**	**1,545.77**
Non-current borrowings	NA	501.38	437.70	78.22
Current portion of long-term borrowing	NA	122.94	68.47	53.17
Current borrowings	NA	1,667.52	858.43	455.74
Long term Lease liabilities	NA	-	-	0.14
Short term Lease liabilities	NA	2.72	1.28	0.69
Total Debt	**NA**	**2,294.56**	**1,365.88**	**587.95**

N.A. – Not Applicable

Notes:

(1) Total Income including other income

(2) Total Expenses excluding finance cost and depreciation and amortization expense.

(3) Net Worth = Equity Share Capital + Other Equity excluding Capital Reserve, Share based payments reserves, Treasury shares reserve and Balance in other comprehensive income.

(4) Figures have been extracted from unaudited financial results for the quarter ended on June 30, 2026

(5) Figures have been extracted from Audited Financial Statements for the Financial Year ended on March 31, 2026

(6) Figures have been extracted from Audited Financial Statements for the Financial Year ended on March 31, 2026, as the figures for the Financial Year ended on March 31, 2025, were regrouped / restated in the Audited Financial Statements for the Financial Year ended on March 31, 2026

(7) Figures have been extracted from Audited Financial Statements for the Financial Year ended on March 31, 2025, as the figures for the Financial Year ended on March 31, 2024, were regrouped / restated in the Audited Financial Statements for the Financial Year ended on March 31, 2025

Key Financial Ratios

Financial Ratios	For the quarter ended June 30, 2026	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
Earnings Per Share (₹) (Basic)	5.35	19.90	9.81	2.81
Earnings Per Share (₹) (Diluted)	5.33	19.79	9.76	2.79
Return on Net Worth (%)	NA	27.55%	16.32%	4.86%
Book Value Per Share (₹)	NA	72.57	60.77	51.45
Debt-Equity Ratio	NA	1.04	0.74	0.38

NA – Not Applicable

The key financial ratios, mentioned herein above, have been computed as under:

Net worth	Equity Share Capital + Other Equity excluding Capital Reserve, Share based payments reserves, Treasury shares reserve and Balance in other comprehensive income.

Basic Earnings Per Share	Net Profit / (Loss) after Tax Attributable to Equity Shareholders / Weighted Number of Equity Shares outstanding.
Diluted Earnings Per Share	Net Profit / (Loss) after Tax Attributable to Equity Shareholders / Weighted Number of Equity Shares outstanding, adjusted with dilutive potential ordinary shares.
Return on Net Worth (%)	Net Profit after Tax (before other comprehensive income) / Net worth
Book Value	Net worth / Number of equity shares outstanding at the end of the year
Debt-Equity Ratio	Total debt/ Total Equity* *Total Equity = Equity Share Capital + Other Equity excluding Capital Reserve, Share based payments reserves, Treasury shares reserve and Balance in other comprehensive income.

17.2 **The salient financial information of the Company as extracted from the unaudited consolidated financial statements for quarter ended June 30, 2026 and the last three financial years ended March 31, 2026, March 31, 2025, March 31, 2024 are as under:**

(₹ in Crores unless stated otherwise)

Particulars	For the quarter ended June 30, 2026	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
	Unaudited	Audited	Audited	Audited
	Ind AS	Ind AS	Ind AS	Ind AS
Total Income[(1)]	1,407.29	4,821.22	2,531.56	1,284.26
Total Expenses[(2)]	1,105.09	3,837.59	1,972.4	1,065.66
Finance Cost	49.88	160.59	116.23	57.69
Depreciation & amortization expense	19.62	55.41	34.61	21.25
Profit before Tax before exceptional items	232.70	**767.63**	**408.32**	**139.66**
Exceptional Items	0	-	-	-
Profit before Tax after exceptional items	**232.70**	**767.63**	**408.32**	**139.66**
Less: Provision for Tax (including deferred tax and excess / short provision for tax, if any)	58.00	202.68	108.43	38.62
Add: Share of net profit/(loss) from associate entities	21.94	27.35	11.49	(14.38)
Profit after Tax before Other Comprehensive income	**196.64**	**592.30**	**311.38**	**86.67**
Other comprehensive income / (loss) (net of taxes)	0.44	(5.46)	0.04	1.24
Total comprehensive income[(3)]	**197.08**	**586.84**	**311.42**	**87.90**
Equity share capital	27.67	27.67	27.64	27.62

Particulars	For the quarter ended June 30, 2026	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
	Unaudited	Audited	Audited	Audited
	Ind AS	Ind AS	Ind AS	Ind AS
Other equity	**NA**	2,189.97	1,839.91	1,543.28
Capital reserve	**NA**	2.95	2.95	2.95
Securities premium	**NA**	597.05	596.78	596.64
General Reserve	**NA**	120.52	120.40	120.35
Share based payments reserves	**NA**	11.59	3.90	2.56
Retained Earnings	**NA**	1,464.16	1,102.36	808.30
Balance in other comprehensive income	**NA**	(5.41)	13.45	12.68
Foreign currency translation reserve	**NA**	2.04	0.07	(0.19)
Treasury shares reserve	**NA**	(2.93)	-	-
Net worth[(4)]	**NA**	**2209.40**	**1847.18**	**1552.91**
Non-current borrowings	**NA**	501.38	437.7	78.22
Current portion of long-term borrowing	**NA**	122.94	68.47	53.17
Current borrowings	**NA**	1,675.33	858.43	455.74
Long term Lease liabilities	**NA**	-	-	0.14
Short term Lease liabilities	**NA**	2.72	1.28	0.69
Total Debt	**NA**	**2,302.37**	**1,365.87**	**587.95**

NA – Not Applicable

Notes:

(1) Total Income including other income.

(2) Total Expenses excluding finance cost and depreciation and amortization expense.

(3) Total comprehensive income figures disclosed above are excluding profit attributable to Non-Controlling Interest.

(4) Net Worth = Equity Share Capital + Other Equity excluding Capital Reserve, Share based payments reserves, Foreign Currency Translation Reserve, Treasury shares reserve and Balance in other comprehensive income.

(5) Figures have been extracted from unaudited financial results for the quarter ended on June 30, 2026.

(6) Figures have been extracted from Audited Financial Statements for the Financial Year ended on March 31, 2026.

(7) Figures have been extracted from Audited Financial Statements for the Financial Year ended on March 31, 2026, as the figures for the Financial Year ended on March 31, 2025, were regrouped / restated in the Audited Financial Statements for the Financial Year ended on March 31, 2026.

(8) Figures have been extracted from Audited Financial Statements for the Financial Year ended on March 31, 2025, as the figures for the Financial Year ended on March 31, 2024, were regrouped / restated in the Audited Financial Statements for the Financial Year ended on March 31, 2025.

Key Financial Ratios

Financial Ratios	For the quarter ended June 30, 2026	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
Earnings Per Share (₹) (Basic)	7.11	21.42	11.27	3.61

Earnings Per Share (₹) (Diluted)	7.07	21.29	11.20	3.59
Return on Net Worth (%)	NA	26.81%	16.86%	5.58%
Book Value Per Share (₹)	NA	79.86	66.83	56.22
Debt-Equity Ratio	NA	1.04	0.74	0.38

NA. – Not Applicable

The key financial ratios, mentioned herein above, have been computed as under:

Net worth	Equity Share Capital + Other Equity excluding Capital Reserve, Share based payments reserves, Treasury shares reserve and Balance in other comprehensive income.
Basic Earnings Per Share	Net Profit / (Loss) after Tax Attributable to Equity Shareholders / Weighted Number of Equity Shares outstanding.
Diluted Earnings Per Share	Net Profit / (Loss) after Tax Attributable to Equity Shareholders / Weighted Number of Equity Shares outstanding, adjusted with dilutive potential ordinary shares.
Return on Net Worth (%)	Net Profit after Tax (before other comprehensive income) / Net worth
Book Value	Net worth / Number of equity shares outstanding at the end of the year
Debt-Equity Ratio	Total debt/ Total Equity* *Total Equity = Equity Share Capital + Other Equity excluding Capital Reserve, Share based payments reserves, Treasury shares reserve and Balance in other comprehensive income.

17.3 The Company shall comply with the Takeover Regulations, wherever and if applicable. The Company hereby declares that it has complied with Sections 68, 69 and 70 of the Companies Act and the Share Capital Rules, and is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Companies Act.

18. STOCK MARKET DATA

18.1 The Equity Shares of the Company are currently listed and traded on BSE and NSE.

18.2 The high, low and average market prices of Equity Shares in last three fiscal years (April to March periods) and the monthly high, low and average market prices of Equity Shares for the six months preceding the date of Public Announcement i.e. October 27, 2026 from April, 2026 to September, 2026, and the corresponding volumes on the Stock Exchanges are as follows:

BSE:

Period	High Price (₹) (1)	Date of High Price	Number of equity shares traded on that day	Low Price (₹) (2)	Date of Low Price	Number of equity shares traded on that day	Average Price (₹) (3)	Total Volume Traded in the period (No. of equity shares)
PRECEDING THREE YEARS								
Fiscal 2024	343.8	February 8, 2024	2,30,935	84.45	May 23, 2023	69,240	203.12	3,10,36,918
Fiscal 2025	485.85	December 3, 2024	1,28,584	237	April 1, 2024	5,738	352.85	3,81,84,152

Fiscal 2026	430.05	June 2, 2025	5,68,235	210.7	February 4, 2026	1,11,815	316.56	1,87,36,579
PRECEDING SIX MONTHS								
September – 26	349.05	September 04, 2026	4,22,226	286.00	September 30, 2026	1,00,416	315.63	60,49,288
August – 26	353.50	August 28, 2026	3,90,420	301.30	August 12, 2026	57,840	320.90	32,16,600
July – 26	333.50	July 16, 2026	4,42,456	297.40	July 8, 2026`	2,55,914	314.30	46,48,574
June – 26	358.95	June 24, 2026	2,71,099	280.00	June 30, 2026	3,14,25,630	318.94	3,31,24,544
May-26	348.80	May 11, 2026	57,814	298.00	May 18, 2026	80,297	317.78	10,07,721
April – 26	319.45	April 29, 2026	67,021	220.35	April 02, 2026	26,022	279.57	10,49,930

Source: *www.bseindia.com*

(1) High of daily high prices.

(2) Low of daily low prices

(3)Arithmetic average of Closing prices of all trading days during the said period.

If multiple days having the same high or low closing prices, then the price with the higher volume on that particular day has been chosen.

NSE:

Period	High Price (₹) (1)	Date of High Price	Number of Equity Shares traded on that day	Low Price (₹) (2)	Date of Low Price	Number of Equity Shares traded on that day	Average Price (₹) (3)	Total Volume Traded in the period (No. of equity shares)
PRECEDING THREE YEARS								
Fiscal 2024	343.95	February 8, 2024	12,04,752	84.35	May 23, 2023	6,60,589	203.14	30,30,03,428
Fiscal 2025	486.05	December 3, 2024	21,26,080	235.50	April 1, 2024	1,91,707	352.84	25,45,93,408
Fiscal 2026	430.00	June 2, 2025	64,22,565	210.40	February 4, 2026	18,51,496	318.45	19,88,01,115
PRECEDING SIX MONTHS								
September-26	349.35	September 4, 2026	24,86,451	286.10	September 30, 2026	21,96,401	315.67	3,85,84,614
August-26	353.50	August 28, 2026	89,39,930	301.10	August 12, 2026	15,69,937	320.76	5,99,59,284
July-26	333.50	July 16, 2026	70,98,909	296.85	July 8, 2026	35,14,536	314.19	7,28,64,139
June-26	358.95	June 24, 2026	55,33,032	282.10	June 30, 2026	8,46,73,982	318.81	8,46,73,982

Period	High Price (₹) [1]	Date of High Price	Number of Equity Shares traded on that day	Low Price (₹) [2]	Date of Low Price	Number of Equity Shares traded on that day	Average Price (₹) [3]	Total Volume Traded in the period (No. of equity shares)
May-26	339.00	May 07, 2026	9,70,737	298.00	May 18, 2026	14,72,791	317.71	1,56,97,201
April-26	319.19	April 29, 2026	11,26,860	220.77	April 2, 2026	4,74,151	279.52	1,59,39,129

Source: *www.nseindia.com*
(1) High of daily high prices.
(2) Low of daily low prices
(3)Arithmetic average of Closing prices of all trading days during the said period.

If multiple days having the same high or low closing prices, then the price with the higher volume on that particular day has been chosen.

18.3 Notice of the Board Meeting convened to consider the proposal of the Buyback was given to the BSE and NSE on October 19, 2026. The proposal for the Buyback was approved at the Board Meeting held on October 26, 2026 and the intimation was sent to the BSE and NSE on the same day. The closing market price of the Equity Shares on the BSE and NSE during this period, are summarized below.

EVENT	DATE	CLOSING PRICE ON BSE (In ₹)	CLOSING PRICE ON NSE (In ₹)
Notice of the Board Meeting convened to consider the proposal of the Buyback	October 19, 2026	₹ 283.95/-	₹ 282.75/-
1 (One) trading day prior to the notice of the Board Meeting	October 16, 2026	₹ 290.10/-	₹ 290.30/-
1 (One) Trading Day Prior to Board Meeting	October 23, 2026	₹ 259.65/-	₹ 259.20/-
Board Meeting Date	October 26, 2026	₹ 260.25/-	₹ 260.80/-
1 (One) Trading Day Post-Board Meeting	October 27, 2026	₹ 267.90/-	₹ 267.85/-

Source: www.bseindia.com and www.nseindia.com

19. DETAILS OF THE STATUTORY APPROVALS

19.1 The Board, at the Board Meeting held on Monday, October 26, 2026, approved the proposal for the Buyback. The Buyback is subject to such necessary approvals, permissions, consents, sanctions and exemptions of the Appropriate Authorities, as may be required under the provisions of the Companies Act, the Buyback Regulations, and applicable rules and regulations as specified by RBI under FEMA and/ or such other applicable rules and regulations for the time being in force, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by the Appropriate Authorities while granting such approvals, which may be agreed by the Board. As on date, there are no other statutory or regulatory approvals required to implement the Buyback other than those indicated above.

19.2 The Buyback from each Eligible Shareholder is subject to all statutory consents and approvals as may be required by such Eligible Shareholder under applicable laws and regulations. The relevant Eligible Shareholder shall be solely responsible for obtaining all such statutory consents and approvals (including, without limitation, the approvals from the RBI, if any) as may be required by them in order to sell their Equity Shares to the Company pursuant to the Buyback. An Eligible Shareholder would be required to provide copies of all such consents and approvals obtained by them to the Registrar.

19.3 Buyback from Non-Resident Shareholders will be subject to approvals, if any, of the appropriate authorities as applicable. NRI Shareholders and OCB must obtain all approvals, if required, to tender the Equity Shares

held by them in this Buyback (including without limitation the approval from the RBI). It is the obligation of such Non-Resident Shareholders, NRI, OCB shareholders, to obtain such approvals (if required) and submit such approvals along with the tender form, so as to enable them to tender equity shares in the buyback and for the Company to purchase such Equity Shares, tendered. The Company will have the right to make payment to the Eligible Shareholders in respect of whom no prior RBI approval is required and not accept Equity Shares from the Eligible Shareholders in respect of whom prior RBI approval is required in the event copies of such approvals are not submitted. Non-Resident Shareholders (excluding OCBs) permitted under the automatic route prescribed under FEMA, read with the consolidated Foreign Direct Investment policy issued by the Government of India, are not required to obtain approvals from RBI.

19.4 By participating in the Buyback, each Eligible Shareholder undertakes to complete all relevant regulatory/ statutory filings and compliances to be made by it under applicable law, including filing of Form FC-TRS. Further, by participating in the Buyback, the Non-Resident Shareholders give the Company the authority to take all necessary action, including to make, sign, execute, deliver, acknowledge and perform all actions/ applications to file regulatory reporting(s), filings and compliances, if required, including the form FC-TRS, if necessary and such Non-Resident Shareholders undertake to provide assistance to the Company for such regulatory/ statutory reporting and compliances, if required by the Company.

19.5 The reporting requirements for non-resident shareholders under RBI, FEMA, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the non-resident Eligible Shareholders and/ or the Shareholder's Broker through which the Eligible Shareholder places the bid.

19.6 In case of non-receipt of the completed Tender Form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.

19.7 As of date of this Letter of Offer, there are no statutory or regulatory approvals required to implement the Buyback, other than as indicated above. If any statutory or regulatory approvals become applicable subsequently, the Buyback will be subject to such statutory or regulatory approvals and the Company shall obtain such statutory approvals as may be required, from time to time, if any. In the event of any delay in receipt of any statutory/ regulatory approvals, changes to the proposed timetable of the Buyback, if any, shall be intimated to the Stock Exchanges.

20. DETAILS OF THE REGISTRAR TO THE BUYBACK AND COLLECTION CENTRES

REGISTRAR TO THE BUYBACK

In case of any queries, shareholders may also contact the Registrar to the Buyback, during office hours i.e. 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays, at the following address:

	Niche Technologies Private Limited 3A Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata 700 017 West Bengal, India **Contact person:** Ashok Sen **Tel No**.:(033) 22806616/17/18 **Email:** nichetechpl@nichetechpl.com **Website:** https://nichetechpl.com/ **SEBI Registration Number:** INR000003290 **Validity:** Permanent **CIN:** U74140WB1994PTC062636

COLLECTION CENTRE

Eligible Shareholders are requested to submit their Tender Form(s) and requisite documents, as mentioned in paragraph 22 titled "*Procedure for Tender Offer and Settlement*" on page no. 49 of this Letter of Offer, along with the TRS generated by the stock exchange bidding system upon placing of a bid, either by registered post or courier to the Registrar to the Buyback, superscribing the envelope as **"Genus Power Infrastructures Limited – Buyback Offer 2026-27"**, or hand deliver the same to the Registrar to the Buyback at the address mentioned in paragraph above during office hours between 10.00 a.m. to 05.00 p.m. from Monday to Friday (except holidays, if any), so that the same are received on or before the Buyback

Closing Date i.e. November 11, 2026 (by 5.00 p.m. (IST)).

In case of Eligible Shareholders holding Equity Shares in dematerialized form, the Tender Form and TRS are not required to be submitted to the Company, the Manager to the Buyback or the Registrar to the Buyback. After the confirmation of lien marked in the demat account of the Eligible Shareholders to the Clearing Corporation and a valid bid in the exchange bidding system, the bid for Buyback shall be deemed to have been accepted for Eligible Shareholders holding Equity Shares in dematerialized form. Eligible Shareholders holding Equity Shares in dematerialized form are requested to refer to paragraph 22.27 on page no. 53 of this Letter of Offer.

ELIGIBLE SHAREHOLDERS ARE ADVISED TO ENSURE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS ARE COMPLETE IN ALL RESPECTS OTHERWISE THE SAME ARE LIABLE TO BE REJECTED.

THE TENDER FORM AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUYBACK.

21. PROCESS AND METHODOLOGY FOR THE BUYBACK

21.1 The Company proposes to Buyback up to 47,50,000 (Forty Seven Lakhs Fifty Thousand) fully paid-up Equity Shares of face value of ₹1/- (Rupee One only) each, (representing up to 1.56% of the total number of outstanding Equity Shares of the Company) from the Eligible Shareholders, on a proportionate basis, through the Tender Offer route using stock exchange mechanism at a price of ₹312/- (Rupees Three Hundred and Twelve only) per Equity Share, payable in cash for an aggregate amount up to ₹148.20 Crores (Rupees One Hundred Forty Eight Crores Twenty Lakhs only) excluding Transaction Costs. However, the actual bought back Equity Shares may fall below the indicative maximum buyback shares, if the Buyback Price fixed by the Board/Buyback Committee exceeds the Buyback Price, subject to number of Equity Shares bought back shall not exceed 25% of the total number of Equity shares in the total paid-up Equity Share capital of the Company and the amount utilized shall not exceed Buyback Size.

21.2 The Buyback is in accordance with the provisions of Section 68, 69, 70 and other applicable provisions, if any, of the Companies Act and in accordance with Article 56 of Articles of Association of the Company and subject to Regulation 4(iv)(a) and other applicable provisions contained in the Buyback Regulations and such other approvals, permissions and sanctions as may be required, from time to time from statutory authorities and/ or regulatory authorities. The Buyback Size is 6.77% and 6.72% of the fully paid-up equity share capital and free reserves as per the latest audited standalone and consolidated balance sheet respectively of the Company for the financial year ended March 31, 2026.

21.3 The Company expresses no opinion as to whether Eligible Shareholders should participate in the Buyback and, accordingly, Eligible Shareholders are advised to consult their own advisors to consider participation in the Buyback.

21.4 The aggregate shareholding of the Promoter and members of Promoter Group as on the date of the Public Announcement is 11,96,84,511 Equity Shares which represents 39.34% of the total number of outstanding Equity Shares of the Company. In terms of the Buyback Regulations, under the Tender Offer, the Promoter and members of Promoter Group of the Company have an option to participate in the Buyback. In this regard, Promoter and members of Promoter Group have expressed their intention vide their letters dated October 27, 2026 to not participate in the Buyback.

21.5 Assuming response to the Buyback is 100% (full acceptance) from all the Eligible Shareholders in proportion to their respective Buyback Entitlement, the aggregate shareholding of the Promoter and Promoter Group post the Buyback will be 11,96,84,511 number of Equity Shares representing 39.96% of the total number of outstanding Equity Shares of the Company, post the Buyback.

21.6 **Record Date, Offer Period, and Ratio of Buyback as per the Buyback Entitlement in each Category:**

(i) As required under the Buyback Regulations, the Company has fixed October 30, 2026 as the Record Date for the purpose of determining the entitlement and the names of the equity shareholders who are eligible to participate in the Buyback. Eligible Shareholders will receive a letter of offer along with a tender/ offer form indicating their entitlement. The tender period for the Buyback offer will commence from November 4, 2026 i.e., not later than 4 (four) working days from the Record Date and shall remain open for a period of 5 (five) working days, i.e., until November 11, 2026.

(ii) The Equity Shares proposed to be bought back by the Company, as a part of the Buyback, are divided into

two categories:

(a) Reserved category for Small Shareholders ("**Reserved Category**"); and
(b) General category for Eligible Shareholders other than the Small Shareholders ("**General Category**").

(iii) As defined in Regulation 2(i)(n) of the Buyback Regulations, 'small shareholder' means a shareholder of a company, who holds shares or other specified securities whose market value, on the basis of closing price of shares or other specified securities, on the recognised stock exchange in which highest trading volume in respect of such securities is recorded, as on the Record Date is not more than ₹2,00,000/- (Rupees Two Lakh only). As on the Record Date, the closing price on NSE, being the stock exchange registering the highest trading volume, was ₹273.50. Accordingly, all Equity Shareholders holding not more than 731 Equity Shares as on the Record Date are classified as "**Small Shareholders**" for the purpose of the Buyback.

(iv) In accordance with Regulation 9(ix) of the Buyback Regulations, in order to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the small shareholder category, the Company will club together the Equity Shares held by such shareholders with a common Permanent Account Number (PAN) for determining the category (small shareholder or general) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of physical shareholders, where the sequence of PANs is identical, the Company will club together the Equity Shares held in such cases. Similarly, in case of physical shareholders where PAN is not available, the Company will check the sequence of names of the joint holders and club together the Equity Shares held in such cases where the sequence of name of joint shareholders is identical. The shareholding of institutional investors like mutual funds, pension funds/trusts, insurance companies, clearing members etc. with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar as per the shareholder records received from the depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body –broker" as per the beneficial position data as on the Record Date, with common PAN, are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

(v) Based on the above definition, there are 1,66,991 Small Shareholders in the Company with aggregate shareholding of 1,72,87,230 Equity Shares as on the Record Date, which constitutes 5.68% of the total number of outstanding Equity Shares of the Company and 363.94% of the maximum number of Equity Shares which the Company proposes to buyback as a part of this Buyback. 16,72,70,874 Equity Shares were held by other Eligible Shareholders in the General Category as on the Record Date.

(vi) In compliance with Regulation 6 of the Buyback Regulations, the reservation for the Small Shareholders, will be 7,12,500 Equity Shares, which is higher of:

a) 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buyback i.e. 15% of 47,50,000 (Forty Seven Lakhs Fifty Thousand) Equity Shares which works out to 7,12,500 Seven Lakhs Twelve Thousand Five Hundred) Equity Shares; or

b) the number of Equity Shares to which the Small Shareholders are entitled as per their shareholding as on the Record Date i.e. October 30, 2026 (being 1,72,87,230/18,45,58,104x47,50,000), which works out to 4,44,924 Equity Shares. Since the promoters of the Company and members of the Promoter Group of the Company have declared their intention to not participate in the Buyback, equity shares held by them has not been considered for the purpose of computing the entitlement ratio.

(vii) Given that the promoters and members of the promoter group of the Company have expressed their intention not to participate in the Buyback, the Equity Shares held by members of the promoter/ promoter group shall not be considered for computing the entitlement ratio, in accordance with the proviso to Regulation 4(iv)(a) of the Buyback Regulations, and to that extent, the Eligible Shareholders will have a higher Buyback Entitlement ratio.

Based on the above and in accordance with Regulation 6 of the Buyback Regulations, 7,12,500 fully paid-up Equity Shares have been reserved for Small Shareholders. Accordingly, General Category shall consist of 40,37,500 Equity Shares.

(viii) Based on the above Buyback Entitlement, the ratio of Buyback for both categories is decided as below:

Category of Shareholders	Ratio of Buyback*
Reserved category for Small Shareholders	1 Equity Share out of every 25 Equity Shares held on the Record Date.*

General category Eligible Shareholders other than Small Shareholders	1 Equity Share out of every 42 Equity Shares held on the Record Date.*

**The above ratio of Buyback is approximate and provides an indicative Buyback Entitlement. Any computation of entitled Equity Shares using the above ratio may provide a slightly different number due to rounding off. The actual Buyback Entitlement for Reserved Category for Small Shareholders is 4.12153943% and General Category for all other Eligible Shareholders is 2.41374957%. Also, the numbers arrived at using the actual Buyback Entitlement may not conform exactly to the Buyback Entitlement printed in the Tender Form due to rounding-off of the factor.*

21.7 **Fractional Entitlements:**

If the Buyback Entitlement under the Buyback, after applying the above-mentioned ratios to the Equity Shares held on Record Date, is not a round number (i.e. not in the multiple of 1 Equity Share), then the fractional entitlement shall be ignored for computation of Buyback Entitlement to tender Equity Shares in the Buyback for both categories of Eligible Shareholders.

On account of ignoring the fractional entitlement, those Small Shareholders who hold 24 or less Equity Shares as on Record Date will be dispatched a Tender Form with zero entitlement. Such Small Shareholders may tender Additional Equity Shares as part of the Buyback and will be given preference in the Acceptance of one Equity Share, if such Small Shareholders have tendered Additional Equity Shares. The Company shall make best efforts subject to Buyback Regulations in accepting Equity Shares tendered by such Eligible Shareholders to the extent possible and permissible.

21.8 **Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders:**

Subject to the provisions contained in this Letter of Offer, the Company will accept the Equity Shares tendered in the Buyback by the Small Shareholders in the Reserved Category in the following order of priority:

(i) Acceptance of 100% Equity Shares from Small Shareholders in the Reserved Category, who have validly tendered their Equity Shares to the extent of their Buyback Entitlement or the number of Equity Shares tendered by them, whichever is less.

(ii) Post the acceptance as described in paragraph 21.8(i) on page no. 46 of this Letter of Offer above, in case there are any Equity Shares left to be bought back from Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Equity Shares (on account of ignoring the fractional entitlement), and have tendered Additional Equity Shares as part of the Buyback, shall be given preference and 1 (one) share each from the Additional Equity Shares applied by these Small Shareholders shall be bought back in the Reserved Category.

(iii) Post the Acceptance as described in paragraph 21.8(i) and 21.8(ii) on page no. 46 of this Letter of Offer above, in case there are any Equity Shares left to be bought back in the Reserved Category, the Additional Equity Shares tendered by the Small Shareholders over and above their Buyback Entitlement, shall be accepted in proportion of the Additional Equity Shares tendered by them and the Acceptances per Small Shareholders shall be made in accordance with the Buyback Regulations, i.e. valid Acceptances per Small Shareholder shall be equal to the Additional Equity Shares validly tendered by the Small Shareholder divided by the total Additional Equity Shares validly tendered and multiplied by the total pending number of Equity Shares to be accepted in Reserved Category. For the purpose of this calculation, the Additional Equity Shares taken into account for such Small Shareholders, from whom 1 (one) Equity Share has been accepted in accordance with paragraph 21.8(ii) on page no. 46 of this Letter of Offer above, shall be reduced by 1 (one).

(iv) Adjustment for fractional results in case of proportionate Acceptance, as described in paragraph 21.8 (iii) above:

a) For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

b) For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described on page number 46 of this Letter of Offer.

21.9 **Basis of acceptance of Shares validly tendered in the General Category:**

Subject to the provisions contained in the Letter of Offer, the Company will accept the Equity Shares tendered in the Buyback by Eligible Shareholders other than Small Shareholders in the General Category in the following order of priority:

(i) Acceptance of 100% Equity Shares from Eligible Shareholders other than Small Shareholders in the General Category who have validly tendered their Equity Shares, to the extent of their Buyback Entitlement, or the number of Equity Shares tendered by them, whichever is less.

(ii) Post the Acceptance as described in paragraph 21.9(i) on page no. 47 above, in case there are any Equity Shares left to be bought back in the General Category, then the Additional Equity Shares tendered by the other Eligible Shareholders over and above their Buyback Entitlement shall be accepted in proportion of the Additional Equity Shares tendered by them and the Acceptances per shareholder shall be made in accordance with the Buyback Regulations, i.e. valid Acceptances per shareholder shall be equal to the Additional Equity Shares validly tendered by the Eligible Shareholders divided by the total Additional Equity Shares validly tendered in the General Category and multiplied by the total pending number of Equity Shares to be Accepted in General Category.

(iii) Adjustment for fractional results in case of proportionate Acceptance as described in paragraph 21.9(ii) page no. 47 above:

(a) For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

(b) For any Eligible Shareholder if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 21.9 on page no. 47 of this Letter of Offer.

21.10 **Basis of Acceptance of Equity Shares between Categories**

(i) In case there are any Equity Shares left to be bought back in one category ("**Partially filled Category**") after Acceptance in accordance with the above-described methodology for both the categories, and there are additional unaccepted validly tendered Equity Shares in the second category, then the Additional Equity Shares in the second category shall be accepted proportionately, i.e. valid Acceptances per Eligible Shareholder shall be equal to the Additional outstanding Equity Shares validly tendered by Eligible Shareholder in the second category divided by the total additional outstanding Equity Shares validly tendered in the second category and multiplied by the total pending number of Equity Shares to be bought back in the Partially filled Category.

(ii) If the Partially Filled Category is the General Category and the Over Tendered Category is the Reserved Category, then any Small Shareholder who has received a Tender Form with zero Buyback Entitlement and who has tendered Additional Equity Shares shall be eligible for priority Acceptance of one Equity Share before Acceptance in paragraph 21.10(i) on page no. 47 of this Letter of Offer, out of the Equity Shares left to be bought back in the Partially Filled Category provided no Acceptance could take place from such Shareholder in accordance with paragraph 21.8(ii) on page no. 46 of this Letter of Offer.

(iii) Adjustment for fraction results in case of proportionate Acceptance, as defined in paragraph 21.10(i) on page no. 47 of this Letter of Offer:

a) For any shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

b) For any shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 21.10 on page no. 47 of this Letter of Offer.

21.11 **For avoidance of doubt, it is clarified that:**

(i) the Eligible Shareholders are advised to tender Equity Shares from their respective demat accounts/ folios in which they are holding the Equity Shares as on the Record Date;

(ii) The Equity Shares Accepted under the Buyback from each Eligible Shareholder, in accordance with paragraphs above, shall not exceed the number of Equity Shares tendered by the respective Eligible Shareholder;

(iii) The Equity Shares accepted under the Buyback from each Eligible Shareholder, in accordance with paragraphs above, shall not exceed the number of Equity Shares held by respective Eligible Shareholder as on the Record Date;

(iv) The Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance in accordance with the paragraphs above; and

(v) In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Board or any person(s) authorized by the Board will have the authority to decide such final allocation with respect to such Acceptance or rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in this paragraph.

21.12 **Clubbing of Entitlement**

In order to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder category, the Company will club together the Equity Shares held by such shareholders with a common PAN for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of Eligible Shareholders holding Equity Shares in physical form, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors such as mutual funds, pension funds/trusts, insurance companies, etc. with a common PAN will not be clubbed together for determining the category and will be considered separately where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of "**clearing members**" or "**corporate body margin account**" or "**corporate body – broker**" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

22. PROCEDURE FOR TENDER OFFER AND SETTLEMENT

22.1 The Buyback is open to all Eligible Shareholders holding Equity Shares of the Company either in physical form ("**Physical Shares")** and/or in dematerialized form ("**Demat Shares")** as on the Record Date as per the records made available to the Company by the Depositories/registrar.

22.2 The Company proposes to implement the Buyback through the Tender Offer process, on a proportionate basis. This Letter of Offer and Tender Form, outlining the terms of the Buyback and additional disclosures as specified in the Buyback Regulations, will be sent to Eligible Shareholders whose names appear on the register of members of the Company, or who are beneficial owners of Equity Shares as per the records of Depositories, on the Record Date, as per Regulation 6 of the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable.

22.3 The Eligible Shareholders who have registered their email IDs with the depositories / the Company, shall be dispatched this Letter of Offer through electronic means. Further, in terms of Regulation 9(ii) of the SEBI Buyback Regulations, in the case of receipt of a request from any shareholder to receive a copy of this Letter of Offer in physical form, the same shall be provided. In case of non-receipt of Letter of Offer and the Tender Form, please follow the procedure as mentioned in paragraph 22.29 on page no 55 of this Letter of Offer.

22.4 Further, the Company will not accept Equity Shares tendered for Buyback which are under restraint order of the court/ any other competent authority for transfer/ sale and/ or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.

22.5 In accordance with Regulation 24(v) of the Buyback Regulations, the Company shall not Buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or until such Equity Shares become transferable. The Company shall also not Accept the Equity Shares offered for Buyback where the title to such Equity Shares is under dispute or otherwise not clear.

22.6 The reporting requirements for Non-Resident Shareholders under FEMA and any other rules, regulations, guidelines by the RBI, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Stock Brokers through which the Eligible Shareholder places the order/bid. The Company shall also not Accept the Equity Shares offered for Buyback where the title to such Equity Shares is under dispute or otherwise not clear.

22.7 Eligible Shareholders will have to tender their Equity Shares from the same demat account in which they were holding such Equity Shares as on the Record Date, and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar and such tendered Equity Shares may be accepted subject to appropriate verification and validation by the Registrar.

22.8 For the Clearing Corporation to make a pay-out of more than ₹50,00,00,000 (Rupees Fifty Crores only), a Legal Entity Identifier ("**LEI**") number of the Eligible Shareholder will have to be provided. Accordingly, an Eligible Shareholder who is tendering Equity Shares of value more than ₹50,00,00,000 (Rupees Fifty Crores only) will have to provide the LEI number with the relevant supporting documents, such as the LEI registration certificate, to the Registrar through email at nichetechpl@nichetechpl.com latest by 5:00 p.m. (IST) on the Buyback Closing Date.

22.9 Eligible Shareholders' participation in Buyback is voluntary. Eligible Shareholders holding Equity Shares of the Company may choose to participate, in full or in part, and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post-Buyback, without additional investment. Eligible Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Eligible Shareholders holding Equity Shares of the Company also have the option of tendering Additional Shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. If the Buyback Entitlement for any Eligible Shareholder is not a round number, the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback. The Acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder shall be in terms of the procedure outlined herein. In case any Eligible Shareholder or any person claiming to be an Eligible Shareholder cannot participate in the Buyback for any reason, the Company, the Manager to the Buyback and the Registrar and their officers shall not be liable in any manner for such non-participation.

22.10 The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of

Equity Shares held by the Eligible Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account as on the Record Date.

22.11 All purchases pursuant to the Buyback will be paid for in Indian Rupees, including to Non-Resident Shareholders. Payment of consideration to Eligible Shareholders shall be made within 5 (five) Working Days of the Buyback Closing Date as required under the Buyback Regulations. Accordingly, the Registrar will process the bids under the Buyback as promptly as practicable after the Buyback Closing Date, and the Company expects to start making payments for accepted bids as promptly as practicable and within 5 (five) Working Days after the Buyback Closing Date.

22.12 The Company shall accept all the Equity Shares validly tendered for the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date and also Additional Equity Shares if any tendered by Eligible Shareholders will be accepted as per paragraphs 21.8, 21.9, 21.10, and 21.11 on page nos. 46, 47, 47, and 48 of this Letter of Offer.

22.13 As elaborated under paragraph 21.6 on page no. 45 of this Letter of Offer above, the Equity Shares proposed to be bought as a part of the Buyback are divided into two categories; (a) Reserved category for Small Shareholders and (b) the General category for Eligible Shareholders other than Small Shareholders and the Buyback Entitlement of Eligible Shareholders in each category shall be calculated accordingly.

22.14 After accepting the Equity Shares tendered on the basis of Buyback Entitlement, Equity Shares left to be bought as a part of the Buyback, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buyback Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buyback Entitlement, in other category.

22.15 The Buyback shall be on a proportionate basis (subject to the reservation for Small Shareholders in accordance with the Buyback Regulations) through the "Tender Offer" route, as prescribed under the Buyback Regulations, to the extent permissible, and the Buyback will be implemented using the "*Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers Buy Back and Delisting*" notified vide the SEBI Circulars and in accordance with the procedure prescribed in the Companies Act and the Buyback Regulations, and as may be determined by the Board, on such terms and conditions as may be permitted by law from time to time.

22.16 For implementation of the Buyback, the Company has appointed IIFL Capital Services Limited *(formerly known as IIFL Securities Limited)* as the registered broker to the Company (the **"Company's Broker"**) to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

The Contact details of Company's Broker are as follows:

Name	IIFL Capital Services Limited *(formerly known as IIFL Securities Limited)*
Address	24th Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013, Maharashtra, India
Telephone No.	+91 22 4646 4600
E-mail	genus.buyback2026@iiflcap.com
Website	www.iiflcapital.com
Contact Person	Kunal Thakkar/Vishal Hase
SEBI Registration No.	INZ000164132
Corporate Identification No.	L99999MH1996PLC132983

22.17 The Company will request both the Stock Exchanges, to provide the separate acquisition window ("**Acquisition Window**") to facilitate placing of sell orders by Eligible Shareholders who wish to tender their Equity Shares in the Buyback. BSE will be the designated stock exchange for the purpose of this Buyback. The details of the Acquisition Window will be specified by the Stock Exchanges from time to time.

22.18 During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock brokers during normal trading hours of the secondary market. The stock brokers ("**Seller Member(s)**") can enter orders for Equity Shares held in dematerialized form as well as physical form.

22.19 In the event the Seller Member(s) of any Eligible Shareholder is not registered with BSE/NSE as a trading

member/ stock broker, then that Eligible Shareholder can approach any BSE/NSE registered stock broker and can register themselves by using quick unique client code ("**UCC**") facility through the registered stock broker (after submitting all details as may be required by such registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other registered broker, Eligible Shareholders may approach Company's Broker to place their bids, subject to completion of KYC requirements as required by the Company's Broker.

22.20 The Eligible Shareholder approaching the Designated Stock Exchange registered stock broker (with whom he does not have an account) may have to submit the requisite documents as may be required. The requirement of documents and procedures may vary from broker to broker.

In case of Eligible Shareholder being an individual

If Eligible Shareholder is registered with KYC Registration Agency ("KRA") Forms required:

• Central Know Your Client (CKYC) form including FATCA, IPV, OSV if applicable
• Know Your Client (KYC) form Documents required (all documents self-attested):
• Bank details (cancelled cheque)
• Demat details only if Equity Shares are in demat mode (Demat Master /Latest Demat statement)

If Eligible Shareholder is not registered with KRA: Forms required:

• CKYC form including FATCA, IPV, OSV if applicable
• KRA form
• KYC form Documents required (all documents self-attested):
• PAN card copy
• Address proof
• Bank details (cancelled cheque)
• Demat details only if Equity Shares are in demat mode (Demat master /Latest Demat statement)

It may be noted that other than submission of above forms and documents in person verification may be
required.

In case of Eligible Shareholder is HUF:

If Eligible Seller is registered with KYC Registration Agency ("KRA"): Forms required:

• Central Know Your Client (CKYC) form of KARTA including FATCA, IPV, OSV if applicable
• Know Your Client (KYC) form Documents required (all documents self-attested):
• Bank details (cancelled cheque)
• Demat details only if Equity Shares are in demat mode (Demat Master /Latest Demat statement)

If Eligible Shareholder is not registered with KRA: Forms required:

• CKYC form of KARTA including FATCA, IPV, OSV if applicable
• KRA form
• Know Your Client (KYC) form Documents required (all documents self-attested):
• PAN card copy of HUF & KARTA
• Address proof of HUF & KARTA
• HUF declaration
• Bank details (cancelled cheque)
• Demat details only if Equity Shares are in demat mode (Demat master /Latest Demat statement)

It may be noted that other than submission of above forms and documents in person verification may be
required.

In case of Eligible Shareholder other than Individual and HUF:

If Eligible Shareholder is KRA registered: Form required

• Know Your Client (KYC) form Documents required (all documents certified true copy)
• Bank details (cancelled cheque)
• Demat details only if Equity Shares are in demat mode (Demat master /Latest Demat statement)
• FATCA, IPV, OSV if applicable
• Latest list of Directors/authorised signatories/partners/trustees

• Latest shareholding pattern
• Board resolution
• Details of ultimate beneficial owner along with PAN card and address proof
• Last 2 years financial statements

If Eligible Shareholder is not KRA registered: Forms required:

• KRA form
• Know Your Client (KYC) form Documents required (all documents certified true copy):
• PAN card copy of company/ firm/trust
• Address proof of company/ firm/trust
• Bank details (cancelled cheque)
• Demat details only if Equity Shares are in demat mode (Demat Master /Latest Demat statement)
• FATCA, IPV, OSV if applicable
• Latest list of Directors/authorised signatories /partners/trustees
• PAN card copies & address proof of Directors/authorised signatories/partners/trustees
• Latest shareholding pattern
• Board resolution/partnership declaration
• Details of ultimate beneficial owner along with PAN card and address proof
• Last 2 years financial statements
• MOA/Partnership deed /trust deed

It may be noted that above mentioned list of documents is an indicative list. The requirement of documents and procedures may vary from broker to broker.

22.21 During the Tendering Period, the order for selling the Equity Shares will be placed in the Acquisition Window by the Eligible Shareholders through their respective Seller Broker during normal trading hours of the secondary market. The Seller Broker can enter orders for Demat Shares as well as Physical Shares. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders after Eligible Shareholders have completed their KYC requirement as required by the Company's broker.

22.22 The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 2025 and rules and regulations framed thereunder, as applicable, and also subject to the receipt/provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.

22.23 The reporting requirements for non-resident shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Stock Broker through which the Eligible Shareholder places the bid.

22.24 Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.

22.25 The cumulative quantity tendered shall be made available on the website of the BSE (www.bseindia.com) and NSE (www.nseindia.com) throughout the Tendering Period and will be updated at specific intervals during the Tendering Period.

22.26 All documents sent by the Eligible Shareholder will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard. Eligible Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):

- Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the
- Tender Form;
- Duly attested death certificate and succession certificate/legal heirship certificate, in case any Eligible Shareholder has expired; and
- In case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).

22.27 **Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialized form:**

(i) Eligible Shareholders who desire to tender their Equity Shares in the electronic/ dematerialized form under Buyback would have to do so through their respective Seller Member by giving the details of Equity Shares they intend to tender under the Buyback.

(ii) The Seller Member would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the Stock Exchanges. For further details, Eligible Shareholders may refer to the circulars issued by the Stock Exchanges, Indian Clearing Corporation Limited and NSE Clearing Limited (collectively referred to as the "**Clearing Corporations**").

(iii) The details and the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the Stock Exchanges and/or the Clearing Corporation.

(iv) For custodian participant orders for demat Equity Shares early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

(v) The lien shall be marked by the Seller Member in the demat account of the Eligible Shareholder for the shares tendered in tender offer. Details of shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the depositories to Clearing Corporation. In case, the Shareholders demat account is held with one depository and clearing member pool and Clearing Corporation Account is held with other depository, shares shall be blocked in the shareholders demat account at source depository during the tendering period. Inter depository tender offer ("**IDT**") instructions shall be initiated by the shareholders at source depository to clearing member/ Clearing Corporation account at target depository. Source depository shall block the shareholder's securities (i.e., transfers from free balance to blocked balance) and send IDT message to target depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target depository to the Clearing Corporation.

(vi) Upon placing the bid, the Seller Member shall provide a Transaction Registration Slip (the "**TRS**") generated by the exchange bidding system to the Eligible Shareholder. The TRS will contain the details of the order submitted like bid ID number, application number, DP ID, client ID, number of Equity Shares tendered, etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.

(vii) It is clarified that in case of dematerialized Equity Shares, submission of the Tender Form and TRS to the Registrar is not required. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted for Eligible Shareholders holding Equity Shares in demat form.

(viii) The Eligible Shareholders will have to ensure that they keep the depository participant ("**DP**") account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company. In the event if any equity shares are tendered to Clearing Corporation, excess dematerialized equity shares or unaccepted dematerialized equity shares, if any, tendered by the Eligible Shareholders would be returned to them by Clearing Corporation. If the security transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the shareholder broker's depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be refunded to the respective custodian depository pool account.

(ix) Eligible Shareholders who have tendered their demat shares in the Buyback shall also provide all relevant documents, which are necessary to ensure transferability of the demat shares in respect of the tender form to be sent. Such documents may include (but not limited to): (a) duly attested power of attorney, if any person other than the Eligible Shareholder has signed the tender form; (b) duly attested death certificate and succession certificate/legal heirship certificate, in case any Eligible Shareholder is deceased, or court approved scheme of merger/amalgamation for a company; and (c) in case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolution).In case the Equity Shares are held on repatriation basis, the Eligible Shareholder, being a Non-Resident Shareholder, should obtain and enclose a letter from its authorised dealer / bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by such Eligible Shareholder, from the appropriate account as specified by RBI in its approval. In case the Eligible Shareholder, being a Non-Resident Shareholder, is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis, and in that case, the Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the

Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buyback.

22.28 **Procedure to be followed by Registered Eligible Shareholders holding Equity Shares in physical form:**

In accordance with the SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026, read with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, Eligible Shareholders holding Equity Shares in physical form can participate in the Buyback. However, such tendering shall be as per the provisions of the Buyback Regulations. Nevertheless, Eligible Shareholders holding Equity Shares in physical form are urged to have their Equity Shares dematerialized so as to be able to freely transfer them and participate in corporate actions in a convenient and effective manner. The procedure is as below:

(i) Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Buyback will be required to approach their respective Seller Member(s) along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents include (i) the tender form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (ii) original Equity Share certificate(s), (iii) valid share transfer form(s) i.e. Form SH-4 duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of the PAN card(s) of all Eligible Shareholders, (v) any other relevant documents such as, but not limited to, duly attested power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original Eligible Shareholder has deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.

(ii) Based on the aforesaid documents, the Seller Member shall place the bid on behalf of the Eligible Shareholder who is holding Equity Shares in physical form and intend to tender Equity Shares in the Buyback using the Acquisition Window of the Stock Exchanges. Upon placing the bid, the Seller Member shall provide a TRS generated by the Exchange Bidding System to the Eligible Shareholder. The TRS will contain the details of order submitted such as folio number, Equity Share certificate number, distinctive number, number of Equity Shares tendered, etc.

(iii) The Seller Member/Eligible Shareholder is required to deliver the original Equity Share certificate(s) and documents (as mentioned in Paragraph ii. above) along with the TRS either by registered post or speed post or courier or hand delivery to the registrar to the Buyback i.e. Niche Technologies Private Limited ("**Registrar**") at the address mentioned at paragraph 20 on page no. 43 of this Letter of Offer within 2 days of bidding by Seller Member and the same should reach not later than the Buyback Closing Date (by 5:00 p.m. (IST)). However, in case the bids are placed by the seller member during the last two days of the tendering period, the seller member /Eligible Shareholder shall ensure that documents reach the Registrar on or before the Buyback Closing Date. The envelope should be super-scribed as "**Genus Power Infrastructures Limited – Buyback Offer 2026-27**". One copy of the TRS will be retained by the Registrar and it will provide acknowledgement of the same to the Seller Member/Eligible Shareholder.

(iv) Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for the Buyback shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and all such time the Stock Exchanges shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, it will be treated as 'Confirmed Bids'.

(v) In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.

(vi) SEBI vide the SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026, read with the Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, mandated all listed companies to issue the securities in dematerialized form only while processing the service request of issue, inter alia, relating to the sub-division or splitting of share certificate. In view of the same, the Company shall issue a letter of confirmation ("**LOC**") in lieu of any excess physical Equity Shares pursuant to proportionate acceptance/rejection and the LOC shall be dispatched to the address registered with the Registrar. The Registrar shall retain the original share certificate and deface the certificate with a stamp "**Letter**

of Confirmation Issued" on the face / reverse of the certificate to the extent of the excess physical shares. The LOC shall be valid for a period of 120 days from the date of its issuance, within which the Equity Shareholder shall be required to make a request to his/her depository participant for dematerializing the physical Equity Shares returned. In case the Equity Shareholder fails to submit the demat request within the aforesaid period, the Registrar shall credit the Equity Shares to a separate demat account of the Company opened for the said purpose.

(vii) An unregistered shareholder holding Equity Shares in physical form may also tender their Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of their PAN card and of the person from whom they have purchased shares and other relevant documents as required for transfer, if any.

THE NON-RECEIPT OF THIS LETTER OF OFFER BY, OR ACCIDENTAL OMISSION TO DISPATCH THIS LETTER OF OFFER TO ANY PERSON WHO IS ELIGIBLE TO RECEIVE THIS LETTER OF OFFER, SHALL NOT INVALIDATE THE BUYBACK IN ANY MANNER. PLEASE NOTE THAT THE COMPANY SHALL ACCEPT EQUITY SHARES VALIDLY TENDERED FOR THE BUYBACK OFFER ON THE BASIS OF THEIR HOLDING AND ENTITLEMENT AS APPEARING IN THE RECORDS OF THE COMPANY AS ON THE RECORD DATE

22.29 **In case of non-receipt of this Letter of Offer:**

(i) **In case the Equity Shares are in dematerialised form:** Eligible Shareholders may participate in the Buyback by downloading the Tender Form from the website of the Company, i.e., www.genuspower.com, the website of the Manager to the Buyback, i.e., www.iiflcapital.com, the website of the Registrar to the Buyback, i.e., https://nichetechpl.com/ and the websites of BSE and NSE, i.e., www.bseindia.com and www.nseindia.com, respectively, or by providing their application in writing on plain paper, signed by the Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name), stating name and address of Eligible Shareholders, number of Equity Shares held as on the Record Date, Client ID number, DP Name/ID, beneficiary account number and number of Equity Shares tendered for the Buyback. For further process, please refer to paragraph 22.27 titled "*Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialized form*" on page 53 of this Letter of Offer.

(ii) **In case the Equity Shares are in physical form:** Eligible Shareholders may participate in the Buyback by downloading the Tender Form from the website of the Company, i.e., www.genuspower.com, the website of the Manager to the Buyback, i.e., www.iiflcapital.com, the website of the Registrar to the Buyback, i.e., https://nichetechpl.com/ and the websites of BSE and NSE, i.e., www.bseindia.com and www.nseindia.com, or by providing their application in writing on plain paper signed by the Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name) stating name, address, folio number, number of Equity Shares held, share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, bank account details together with the original share certificate(s), copy of Eligible Shareholders' PAN card(s) and executed Form SH-4 in favour of the Company. The transfer form (SH-4) can be downloaded from the Company's website www.genuspower.com. Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents (as mentioned in paragraph 22.28 on page no. 54 of this Letter of Offer), reach the collection centers on or before the Buyback Closing Date (by 5:00 p.m.). If the signature(s) of the Eligible Shareholders provided in the plain paper application differ from the specimen signature(s) recorded with the Registrar/Company or are not in the same order (although attested), the Company/Registrar shall have a right to reject such applications.

Please note that Eligible Shareholder(s) who intend to participate in the Buyback will be required to approach their respective Seller Member (along with the complete set of documents for verification procedures) and have to ensure that their bid is entered by their respective Seller Member in the electronic platform to be made available by Stock Exchanges before the Buyback Closing Date.

The Company shall accept Equity Shares validly tendered by the Equity Shareholder(s) in the Buyback on the basis of their shareholding as on the Record Date and the Buyback Entitlement. Eligible Shareholder(s) who intend to participate in the Buyback using the "**plain paper**" option as mentioned in this paragraph are advised to confirm their Buyback Entitlement from the Registrar to the Buyback, before participating in the Buyback

(iii) Non-receipt of this Letter of Offer by, or accidental omission to dispatch this Letter of Offer to, any Eligible Shareholder, shall not invalidate the Buyback in any way.

(iv) The Acceptance of the Buyback made by the Company is entirely at the discretion of the Eligible Shareholders of the Company. The Company does not accept any responsibility for the decision of any Eligible Shareholder to either participate or to not participate in the Buyback. The Company will not be responsible in any manner for any loss of share certificate(s) and other documents during transit and the Eligible Shareholders are advised to adequately safeguard their interest in this regard.

22.30 **Additional requirements in respect of tenders by the Non-Resident Shareholders**

(a) While tendering their Equity Shares under the Buyback, all Eligible Shareholders being Non-Resident Shareholders (excluding FIIs/FPIs) shall enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.

(b) Eligible Shareholders who are FIIs/FPIs should also enclose a copy of their SEBI registration certificate.

(c) In case the Equity Shares are held on repatriation basis, the Eligible Shareholder, being a Non-Resident Shareholder, should obtain and enclose a letter from its authorised dealer / bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by such Eligible Shareholder, from the appropriate account as specified by RBI in its approval. In case the Eligible Shareholder, being a Non-Resident Shareholder, is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis, and in that case, the Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buyback.

(d) If any of the above stated documents (as applicable) are not enclosed along with the tender form, the Equity Shares tendered by Eligible Shareholders, being Non- Resident Shareholders, under the Buyback are liable to be rejected.

(e) The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act and rules and regulations framed thereunder, as applicable, and also subject to the receipt / provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the RBI under the 56 (f) Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.

(f) The reporting requirements for non-resident shareholders under RBI, FEMA, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders.

The participation of the Eligible Shareholders in the Buyback is entirely at the discretion of the Eligible Shareholders. The Company does not accept any responsibility for the decision of any Eligible Shareholder to either participate or to not participate in the Buyback. The Company will not be responsible in any manner for any loss of Share certificate(s) and other documents during transit and the Eligible Shareholders are advised to adequately safeguard their interest in this regard.

22.31 **Acceptance Of Orders**

The Registrar to the Buyback shall provide details of order Acceptance to the Clearing Corporation within specified timelines.

22.32 **Method of Settlement**

Upon finalization of the basis of Acceptance as per Buyback Regulations and in terms of this Letter of Offer:

(i) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time.

(ii) The Company will pay the consideration (net of tax deducted at source) to the Company's Broker on or before the pay-in date for settlement, who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank accounts as per the prescribed schedule. The settlement of fund obligation for Equity Shares in dematerialized form shall be effected as per the SEBI Circulars and as prescribed by the Stock Exchanges and the Clearing Corporation from time to time. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to respective Eligible Shareholders. If the Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by Reserve Bank of India/Eligible Shareholders' bank due to any reason, then such funds will be transferred to the concerned Seller Member's settlement bank account for onward transfer to such Eligible Shareholders in dematerialized form.

(iii) For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Seller Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account.

(iv) In case of certain client types, i.e., NRI, foreign clients, etc. (where there are specific RBI and other

regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Seller Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by Stock Exchanges and the Clearing Corporation from time to time.

(v) Details in respect of shareholder's entitlement for tender offer process will be provided to the Clearing Corporations by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporations will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporations.

(vi) In the case of inter depository, Clearing Corporations will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporations or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of the Tendering Period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.

The Equity Shares bought back in the dematerialized form would be transferred directly to the demat account of the Company opened for the Buyback **("Company Demat Account")** provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.

(vii) If, however, only a portion of the physical shares held by an Eligible Shareholder is accepted in the Buyback, then the Company is authorised to split the share certificate and issue a Letter of Confirmation ("**LOC**") in accordance with the SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026, read with the SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022 with respect to the new consolidated share certificate for the unaccepted Equity Shares tendered in the Buyback. The LOC shall be dispatched to the address registered with the Registrar and Transfer Agent ("**RTA**"). The RTA shall retain the original share certificate and deface the certificate with a stamp "**Letter of Confirmation Issued**" on the face/ reverse of the certificate to the extent of the excess physical shares. The LOC shall be valid for a period of 120 days from the date of its issuance, within which the Equity Shareholder shall be required to make a request to their depository participant for dematerializing the physical Equity Shares. In case the Equity Shareholder fails to submit the demat request within the aforementioned period, the RTA shall credit the physical Equity Shares to a separate demat account of the Company opened for the said purpose.

(viii) Eligible Shareholders will have to ensure that they keep the bank account attached with the depository participant account active and updated to receive credit remittance due to acceptance of Buyback of Equity Shares by the Company. Any excess Equity Shares held in physical form pursuant to proportionate acceptance/ rejection will be returned to the concerned Eligible Shareholders directly by the Registrar to the Buyback.

(ix) If physical Equity Shares tendered by Eligible Shareholders are not accepted, the share certificate(s) would be returned to such Eligible Shareholders by registered post or by ordinary post or courier at the Eligible Shareholders' sole risk. If only a portion of the physical Equity Shares held by an Eligible Shareholder is accepted in the Buyback, the Company shall issue an LOC in respect of the unaccepted Equity Shares in the manner set out in paragraph 22.32(vii) on page no. 57 of this Letter of Offer. The Company also encourages Eligible Shareholders holding Equity Shares in physical form to dematerialize such Equity Shares.

(x) The Seller Member(s) would issue contract note and pay the consideration for the Equity Shares accepted under the Buyback and return the balance unaccepted Equity Shares to their respective clients/ will unblock the excess unaccepted Equity Shares. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

(xi) Any excess physical Equity Shares pursuant to proportionate acceptance/ rejection will be returned to the Shareholders directly by Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by the Equity Shareholders holding Equity Shares in the physical form

(xii) Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member

for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Seller Member upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholder from their respective Seller Member, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company and the Manager to the Buyback accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.

(xiii) The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed.

(xiv) The Equity Shares lying to the credit of the Special Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.

22.33 **Special Account opened with the Clearing Corporation**

The details of transfer of the Demat Shares to the special account of the Clearing Corporation under which the Equity Shares are to be transferred in the account of the Clearing Corporation by trading members or custodians shall be informed in the issue opening circular that will be issued by the Stock Exchanges or the Clearing Corporation.

22.34 **Rejection Criteria**

The Equity Shares tendered by Eligible Shareholders holding Demat Shares would be liable to be rejected on the following grounds:

(a) the Equity Shareholder is not an Eligible Shareholder of the Company as on the Record Date; or

(b) in the event of non-receipt of the completed Tender Form and other documents from the Eligible Shareholders who were holding Physical Shares as on the Record Date and have placed their bid in demat form; or

(c) if there is a name mismatch in the demat account of the Eligible Shareholder and PAN; or

(d) where there exists any restraint order of a Court/any other competent authority for transfer/disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.

The Equity Shares tendered by Eligible Shareholders holding Physical Shares, if applicable, would be liable to be rejected on the following grounds, if:

(a) The documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours of the Buyback Closing Date (by 5p.m. on November 11, 2026); or

(b) The documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are received by the Registrar, however the corresponding bid is not found in the bid file.

(c) If there is any other company's share certificate or invalid share certificate enclosed with the Tender Form instead of the share certificate of the Company; or

(d) If the transfer/ transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; or

(e) If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate; or

(f) In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar to the Buyback; or

(g) If the shareholder is not an Eligible Shareholder of the Company on the Record Date; or

(h) If there is a name mismatch in the share certificate of the shareholder; or

(i) If the Eligible Shareholder has made a duplicate bid; or

(j) Where there exists any restraint order of a Court/any other competent authority for transfer/disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists. or

(k) If the PAN cards (self-attested) of the shareholder and all the joint holders, are not submitted with the form

23. NOTE ON TAXATION

Disclosures in this section are based on an opinion sought by the Company from M/s Kapoor Patni & Associates, Chartered Accountants.

THE SUMMARY OF THE TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON THE READING OF THE CURRENT PROVISIONS OF THE INCOME TAX LAWS OF INDIA AND THE REGULATIONS THEREUNDER, THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, WHICH ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT TAX IMPLICATIONS ON THESE TAX CONSIDERATIONS.

IN VIEW OF THE COMPLEXITY AND THE SUBJECTIVITY INVOLVED IN THE TAX CONSEQUENCES OF A BUYBACK, SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE TAX OFFICERS IN THEIR CASE, AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE.

THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF THIS TAX SUMMARY AND EXPLICITLY DISOWNS ANY LIABILITY ARISING OUT OF ANY ACTION INCLUDING A TAX POSITION TAKEN BY THE SHAREHOLDER BY RELYING ON THIS TAX SUMMARY. THEREFORE, SHAREHOLDERS CANNOT RELY ON THIS ADVICE AND THE SUMMARY TAX IMPLICATIONS RELATING TO THE TREATMENT OF INCOME TAX IN THE CASE OF BUYBACK OF EQUITY SHARES LISTED ON THE STOCK EXCHANGE SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.

1. GENERAL:

The Indian tax year runs from April 1 to March 31. The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year.

A person who is a tax resident of India is liable to taxation in India on his worldwide income, subject to certain prescribed tax exemptions provided under the Income Tax Act, 2025 **("IT Act").** A person who is treated as a non-resident for Indian tax purposes is generally liable to tax in India only on his / her Indian sourced income or income received or deemed to be received by such person in India.

In case of shares of a company, the source of income from shares would depend on the "situs" of the shares. As per the IT Act and the judicial precedents, generally the "situs" of the shares is where company is "incorporated" and where its shares can be transferred. Accordingly, since the Company is incorporated in India, the shares of the Company would be "situated" in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the IT Act, subject to any specific exemption in this regard. Further, the non-resident can avail the beneficial tax treatment prescribed under the Double Taxation Avoidance Agreement ("DTAA"), as modified by the Multilateral Instrument ("MLI"), if the same is applicable to the relevant DTAA between India and the respective country of which the said shareholder is tax resident.

The above benefit may be available subject to satisfying relevant conditions prescribed under the IT Act including but not limited to availability of Tax Residency Certificate, non-applicability of General Anti-Avoidance Rule ("GAAR") and providing and maintaining necessary information and documents as prescribed under the IT Act as well as satisfying the relevant conditions under the respective DTAA including anti-abuse measures under the MLI, if applicable.

2. CLASSIFICATION OF SHAREHOLDERS

Section 6 of the IT Act determines the residential status of an assessee. Accordingly, shareholders can be classified broadly in two categories as below:

2.1. Resident Shareholders being:

(i) Individuals, Hindu Undivided Family (HUF), Association of Persons (AOP), Body of Individuals (BOI), Firm and Limited Liability Partnership (LLP)
(ii) Others (corporate bodies):
• Company
• Other than Company

2.2 Non-Resident Shareholders being:
(i) Non-Resident Indians (NRIs)
(ii) Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)
(iii) Others:
• Foreign Company
• Foreign non-corporate shareholders other than Company

3. BUY-BACK OF SHARES

As per the provisions of Section 69 of the IT Act:

3.1 If a shareholder or a holder of other specified securities receives any consideration from any company for the purchase of its own shares or other specified securities held by such shareholder or holder of other specified securities, then, subject to the provisions of Section 72, the difference between the cost of acquisition and the value of consideration so received shall be deemed to be the "Capital gains" arising to such shareholder or the holder of other specified securities, as the case may be, in the year in which the company purchases the shares or other specified securities.

In respect of capital gains referred to in sub-section (1), where a company purchases its own shares or other specified securities in accordance with the provisions of section 68 of the Companies Act, 2013 and the shareholder or holder of other specified securities is a promoter, the aggregate income-tax payable on such capital gains shall be—

• Short-term capital gains ("STCG"): Taxed at applicable rates
• Long-term capital gains ("LTCG"): Taxed at concessional rates, subject to applicable exemptions.

a) Tax Rates for Non-Promoters:

• Long Term Capital Gain: If the listed shares were held for more than 12 months, the capital gain is taxed at 12.5%. This tax applies only to the portion of your total annual gains that exceeds ₹1.25 lakh.

• Short Term Capital Gain: If the listed shares were held for 12 months or less, the entire capital gain is taxed at a flat rate of 20%.

b) Tax Rates for Promoter Shareholders:

• To ensure tax parity, promoters are subject to an Additional Buyback Tax to reach an effective rate of 22% (for domestic companies) or 30% (for individuals). A statutory 12% surcharge applies to this additional tax component. *Note: For computing long-term capital gains of shares acquired prior to February 1, 2018 (including bonus shares credited prior to February 1, 2018), the cost of acquisition shall be deemed to be the higher of: ✓ the actual cost of acquisition of such equity shares; and ✓ the lower of: • fair market value (highest price of the equity share quoted on the stock exchange) on January 31, 2018; and • buyback price.*

3.2 For the purposes of this section —

i. in the case of a company whose shares are listed on a recognized stock exchange in India, 'promoter' shall have the same meaning as assigned to it in regulation 2(k) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 made under the Securities and Exchange Board of India Act, 1992;
ii. in any other case, "promoter" means, — o a "promoter" as defined in section 2(69) of the Companies Act, 2013 (18 of 2013); or o a person who holds, directly or indirectly, more than 10% of the shareholding in the company;

"specified securities" shall have the same meaning as assigned to it in Explanation 1 to section 68 of the Companies Act, 2013.

4. TAX DEDUCTION AT SOURCE

For Resident Shareholders, the Company is not required to deduct any Tax at Source.

For Non–resident shareholders, the Company is required to deduct tax at source on payment made to Non–resident, if such payment is chargeable to tax in India under the provisions of the IT Act, at the time of payment or credit whichever is earlier, at the rates in force.

The term "rates in force" is defined under section 2(90) of the IT Act to include rates specified under the Finance Act for the relevant year or the rates specified under the double taxation avoidance agreement with the respective countries. In this regard, the Finance Act, 2026 provides rates in force on capital gain as below:

Consideration received on buy back less cost of acquisition

However, section 159(8) of the IT Act provides that in order to be eligible to claim the relief under a DTAA, a non-resident will need to provide a Tax Residency Certificate ("TRC") issued by the relevant foreign government. Further, Income tax Rules, 2026 also prescribes to maintain following to avail benefits under the relevant DTAA:

• Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholders or details as prescribed rule 158 under the Income-tax Rules, 2026 in absence of PAN Card.

• Copy of the Tax Residency Certificate for financial year 2026-27 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders/authorized signatory

• Electronic Form 41 can be obtained electronically through the e-filing portal of the income tax website at https://www.incometax.gov.in/iec/foportal/.

• Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty

• Self-declaration of beneficial ownership of equity shares by the non-resident shareholder

• Self-declaration of fulfilling all conditions of tax treaty for being eligible to claim benefit of the tax treaty (DTAA) read with Multilateral Instrument (MLI).

• Any other documents as prescribed under the IT Act for lower withholding of taxes, if applicable, duly attested by the shareholders.

Kindly note that any relief in withholding tax rate is subject to the DTAA provisions applicable, and would depend on the documents submitted.

Non-resident shareholders may also provide a Lower Tax Deduction Certificate (LTDC) certificate issued by the Income Tax Department under Section 395 of the IT Act, which authorizes company to deduct WHT at a lower rate instead of the standard prescribed rate under IT Act.

The non-resident shareholders need to consult their tax advisors with regard to availability of such a tax credit

5. **SECURITIES TRANSACTION TAX**

Since the Buyback of shares shall take place through the settlement mechanism of the Stock Exchange, Securities Transaction Tax will be applicable at the applicable rate.

Caveat:

The summary of the tax considerations as above is based on our understanding of the current provisions of the tax laws of India, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

Shareholders, who are non-residents in India, in respect of tax consequence (including capital gain tax, if any) in their state of residence, are required to consult their tax advisors for the applicable tax and the appropriate course of action that they should take considering the provisions of the relevant country or state tax law and provisions of DTAA where applicable.

The above note on taxation sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences of the disposal of equity shares. This note is neither binding on any regulators nor can there be any assurance that they will not take a position contrary to the comments mentioned herein. There can be no liability on the company or signing firm if any action is taken by the shareholder solely based on this tax summary. Therefore, shareholders cannot rely on this advice and the summary tax implications relating to the treatment of income tax in the case of buyback of equity shares listed on the stock exchange as set out above.

24. DECLARATION BY THE BOARD OF DIRECTORS

The Board of Directors made the declaration as on the date of passing the board resolution approving the Buyback, i.e., October 26, 2026, as required under clause (ix) and clause (x) of Schedule I to the Buyback Regulations. Subsequently, pursuant to the authority granted by the Board of Directors of the Company, in terms of resolutions dated October 26, 2026, Mr. Rajendra Kumar Agarwal, Managing Director & CEO and Mr. Nathu Lal Nama, Whole Time Director, have confirmed on behalf of the Board of Directors that:

a. The Board hereby confirms that there are no subsisting defaults in repayment of public deposits, redemption of debentures or preference shares or repayment of term loans to any financial institution or banks (including interest payable thereon), as the case may be. Further the Company has neither accepted any deposits nor has any outstanding preference shares.

b. As required by clause (x) of Schedule I in accordance with Regulation 5(iv)(b) of the Buyback Regulations, the Board has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:

(i) Immediately following the date of the Board Meeting held on October 26, 2026 at which the Buyback of the Equity Shares is approved, there will be no grounds on which the Company could be found unable to pay its debts;

(ii) As regards the Company's prospects for the year immediately following the date of the board meeting approving the Buyback and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the board meeting approving the Buyback; and

(iii) In forming its opinion for the above purposes, the Board has taken into account the liabilities of the Company (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016;

This declaration is made and issued under the authority of the Board in terms of the resolution passed at the meeting held on October 26, 2026.

For and on behalf of the Board of Directors of Genus Power Infrastructures Limited

Sd/-	*Sd/-*	*Sd/-*
Rajendra Kumar Agarwal Managing Director & CEO **DIN:** 00011127	Nathu Lal Nama Whole Time Director **DIN:** 10302325	Puran Singh Rathore Compliance Officer and Joint Company Secretary **M. No:** A25543

25. REPORT BY THE COMPANY'S JOINT STATUTORY AUDITOR ON PERMISSIBLE CAPITAL PAYMENT

Quote

To,

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

Independent Auditor's Report on the proposed buy back of equity shares pursuant to the requirements of Section 68 and Section 70 of the Companies Act, 2013 and Clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 as amended ("the SEBI Buyback Regulations")

1. This Report is issued in terms of our engagement letter dated October 19, 2026 with Genus Power Infrastructures Limited (hereinafter the "Company").

We, M S K A & Associates LLP (Formerly known as M S K A & Associates) and Kapoor Patni & Associates, Chartered Accountants, are the Joint Statutory Auditors of the Company and have been requested by the

Company to examine the attached "Statement of the amount of permissible capital payment for proposed buyback of equity shares" ("Annexure") herein referred to as the "Statement" which has been prepared pursuant to the provisions of Section 68, 69 and 70 of the Companies Act, 2013 ("the Act") and Clause (xi) of Schedule I read with Schedule II of the SEBI Buyback Regulations and has been approved by the Board of Directors of the Company in their meeting held on October 26, 2026. The Statement has been initialed by us for identification purposes only.

Board of Director's Responsibility

2. The preparation of the Statement is the responsibility of the Board of Directors 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 preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

3. The Board of Directors of the Company is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion as specified in clause (x) of Schedule I read with Schedule II to the SEBI Buyback Regulations on reasonable grounds that the Company will be able to pay its debts and will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of passing the board resolution dated October 26, 2026 approving the Buyback of Equity Shares. The Board of Directors is also responsible for ensuring that the Company complies with the requirements of the Act and the SEBI Buyback Regulations.

Auditor's Responsibility

4. Pursuant to the requirements of the Act and SEBI Buyback Regulations, our responsibility is to provide reasonable assurance in the form of an opinion based on our examination of the Statement and according to information and explanations given to us as to:

   - we have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for the year ended and as at March 31, 2026;
   - the amount of permissible capital payment for the proposed buyback of the equity shares as included in the Statement has been properly determined in accordance with the provisions of Section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations;
   - the Board of Directors have formed the opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from date of passing the board resolution dated October 26, 2026 approving the Buyback of Equity Shares.

5. Our examination did not extend to any aspects of legal or propriety nature of the subject matter stated above and other compliances thereof. Nothing contained in this report, nor anything said or done in the course of, or in connection with the services that are subject to this report, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.

6. We have audited the standalone and consolidated financial statements for the financial year ended March 31, 2026, on which we issued an unmodified audit opinion vide our reports dated May 16, 2026. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ("ICAI"). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the ICAI (the "Guidance Note"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

8. 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 issued by the ICAI.

9. A reasonable assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the applicable criteria mentioned in paragraph 4 on page no. 63 of this Letter of Offer. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the applicable criteria. Our procedures included the following in relation to the Statement:

   - We have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for the year ended March 31, 2026. We have obtained and read the

audited standalone and consolidated financial statements for the year ended March 31, 2026 including the unmodified audit opinions dated May 16, 2026;

- Read the Articles of Association of the Company and noted the permissibility of buyback;
- Traced the amounts of Paid-up equity share capital and free reserves as mentioned in Statement from the audited standalone and consolidated financial statements for the year ended March 31, 2026.
- Tested whether the amount of capital payment for the proposed buy-back as detailed in the Statement is within permissible limit computed in accordance with section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations;
- Tested whether the ratio of the aggregate of secured and unsecured debts owed by the Company to the paid-up capital and free reserves after such buyback is as per Section 68(2)(d) of the Act and the SEBI Buyback Regulations, to the extent applicable;
- Read the audited financial statements for the year ended March 31, 2026 in order to assess whether all shares for buyback are fully paid-up;
- Obtained resolution passed in the meeting of the Board of Directors dated October 26, 2026 pursuant clause (x) of Schedule I to the SEBI Buyback Regulations;
- Verified whether, for the purpose of the proposed buyback and solvency of the Company, the Board of Directors in the above resolution have formed the opinion on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of passing the board resolution approving the Buyback of Equity Shares. Obtained necessary representations from the management of the Company.

Opinion

10. Based on our examination and the procedures performed by us on the Statement, and according to the information and explanations received, we are of the opinion that:

- We have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for the year ended and as at March 31, 2026;
- The amount of permissible capital payment for proposed Buyback of the equity shares as included in the Statement attached herewith, as Annexure, has been properly determined in accordance with the provisions of Section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations;
- The Board of Directors have formed the opinion as specified in clause (x) of Schedule I of the SEBI Buyback Regulations on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of passing the board resolution approving the Buyback of Equity Shares.

Restriction on Use

11. The Report is addressed to the Board of Directors of the Company solely for the purpose of enabling compliance with the requirements of Section 68 and Section 70 of the Act read with Clause (xi) of Schedule I of the SEBI Buyback Regulations, to enable them to include it (a) in the public announcement and letter of offer to be made to the shareholders of the Company, (b) to file with the Securities and Exchange Board of India, the stock exchanges, the Registrar of Companies, the National Securities Depository Limited, the Central Depository Services (India) Limited, and to share with the manager to the Buyback for onward submission to relevant authorities in connection with the proposed Buyback. This Report should not be used by any other person or for any other purpose. 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 consent in writing.

For M S K A & Associates LLP
(Formerly known as M S K A & Associates)
Chartered Accountants
Firm Registration No.: 105047W/W101187

Sd/-
Sriparna De
Partner
Membership No. 060978

For Kapoor Patni & Associates
Chartered Accountants
Firm Registration No.: 019927C

Sd/-
Abhinav Kapoor
Partner
Membership No.: 419689

UDIN: 26060978QNMPBC4241
Place: Gurugram
Date: October 26, 2026

UDIN: 26419689TEWWJL7414
Place: Jaipur
Date: October 26, 2026

Annexure - Statement of the Amount of Permissible Capital Payment for Proposed Buyback of Equity Shares

Computation of permissible capital payment towards buy-back of equity shares in accordance with the proviso to Section 68(2)(b) of the Companies Act, 2013 ("the Act") and read with the proviso to Regulation 5(i)(b) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations 2018, as amended, based on annual audited standalone and consolidated financial statements for the year ended and as at March 31, 2026:

(₹ in Crores)

Particulars		Standalone Financial statements	Consolidated Financial statements
Paid up equity share capital as on March 31, 2026 (30,42,17,735 fully paid-up equity shares of ₹ 1 each) *{2,75,43,850 equity shares held by Genus Shareholders Trust excluded from the paid-up share capital of the Company (treasury shares)}	**(A)**	**30.42**	**27.67***
Free reserves as on March 31, 2026			
Securities premium		597.05	597.05
General reserve		120.75	120.52
Surplus in the statement of profit & loss (excluding unrealised or notional gains of ₹5.67 crores for both standalone and consolidated Financial Statements)		1,442.27	1,458.49
Total Free reserves	**(B)**	**2,160.07**	**2,176.06**
Total	**C = (A+ B)**	**2,190.49**	**2,203.73**
Maximum amount permissible towards buy back of equity shares with the approval of the Board of Directors of the Company in accordance with the proviso to Section 68(2)(b) of the Act and with the proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations (10% of the total paid-up equity share capital and free reserves based on the standalone or consolidated financial statements of the Company, whichever sets out a lower amount)			**219.05**

Note: *The amount of total paid up equity share capital and free reserves have been extracted from the annual audited standalone and consolidated financial statements of the company for the year ended and as at March 31, 2026. These financial statements of the Company are prepared in accordance with the Indian Accounting standards (Ind-AS) as prescribed under section 133 of the Act.*

For and on behalf of Board of Directors of Genus Power Infrastructures Limited

Sd/-
Nathu Lal Nama
Whole Time Director
DIN: 10302325

Place: Jaipur
Date: October 26, 2026

Unquote

26. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the Registered Office of the Company at G-123 Sector-63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201307. Between 10 a.m. and 5 p.m. IST on any day, except Saturday, Sunday and public holidays, or on the website of the Company, during the tendering period:

1. Certificate of Incorporation of the Company;
2. Memorandum and Articles of Association of the Company;
3. Annual reports of the Company for the last three financial year's viz. March 31, 2026, March 31, 2025 and March 31, 2024;
4. Certified True Copy of resolution passed by the Board of Directors at the meeting held on October 26, 2026 approving the proposal for Buyback;
5. Copy of Report dated October 26, 2026 received from M S K A & Associates LLP and Kapoor Patni & Associates, Chartered Accountants, the Joint Statutory Auditors of the Company, in terms of clause (xi) of Schedule I of the Buyback Regulations;
6. Copy of Certificate from Kapoor Patni & Associates, Chartered Accountants dated October 26, 2026 certifying that the Company has adequate and firm financial arrangements to fulfill the obligations under the Buyback in accordance with the Buyback Regulations;
7. Copy of Declaration of Solvency and an affidavit verifying the same in Form SH-9 as prescribed under Section 68(6) of the Companies Act;
8. Copy of Public Announcement dated October 27, 2026 published in the newspapers on October 28 2026 regarding Buyback.
9. Copy of Escrow Agreement dated October 27, 2026 between Genus Power Infrastructures Limited, ICICI Bank Limited and IIFL Capital Services Limited (formerly known as IIFL Securities Limited).
10. Letter from Escrow Bank dated October 30, 2026 that the Escrow Account in the name of "Genus Power Infrastructures Limited Buyback Escrow A/c" has been opened and confirming deposit of funds.
11. Copy of opinion on taxation dated October 31, 2026, obtained by the Company from Kapoor Patni & Associates, Chartered Accountants.

27. DETAILS OF THE COMPLIANCE OFFICER

The Company has appointed Mr. Puran Singh Rathore as the compliance officer for the purpose of the Buyback ("**Compliance Officer**"). Investors may contact the Compliance Officer of the Company for any clarifications or to address their grievances, if any, during office hours i.e. 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays, at the following address:

MR. PURAN SINGH RATHORE
Compliance Officer and Joint Company Secretary
Genus Power Infrastructures Limited
Corporate office: SPL-3, RIICO Industrial Area, Sitapura
Tonk Road, Jaipur - 302022 (Rajasthan)
Tel No.: +91 141-7102412400/500
Email: cs@genus.in
Website: www.genuspower.com

28. DETAILS OF THE REMEDIES AVAILABLE TO THE EQUITY SHAREHOLDERS/BENEFICIAL OWNERS.

(i) In case of any grievances relating to the Buyback (including non-receipt of the Buyback consideration, share certificate, demat credit, etc.), the Eligible Shareholder can approach either of the Compliance Officer, Manager to the Buyback, Registrar to the Buyback for redressal thereof.

(ii) If the Company makes any default in complying with the provisions of Sections 68, 69 and 70 of the Companies Act or any rules made thereunder, or any regulations made by SEBI for the purposes of clause (f) of sub-section (2) of Section 68 of the Companies Act, as may be applicable to the Buyback, the Company or any officer of the Company who is in default shall be punishable with imprisonment for a term and its limit, or with a fine and its limit or with both in terms of the Companies Act, as the case may be.

(iii) The address of the concerned office of the Registrar of Companies is as follows:

Registrar of Companies, Uttar Pradesh II
2nd Floor, Kendriya Bhawan,
GPOA Building, Fazalganj,
Kanpur-208012, Uttar Pradesh.

29. DETAILS OF INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

In case of any queries, Equity Shareholders may also contact the Registrar and Share Transfer Agent, appointed as the Investor Service Centre for the purposes of the Buyback, during office hours between 10.00 a.m. to 5.00 p.m. on all Working Days, at the following address:

	NICHE TECHNOLOGIES PRIVATE LIMITED 3A Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata 700 017, West Bengal, India **Tel:** (033) 22806616/17/18 **Website:** https://nichetechpl.com/ **Email Id:** nichetechpl@nichetechpl.com **Contact Person:** Mr. Ashok Sen

30. MANAGER TO THE BUYBACK

The Company has appointed the following as Manager to the Buyback:

IIFL CAPITAL	**MANAGER TO THE OFFER:** **IIFL Capital Services Limited (*formerly known as IIFL Securities Limited*)** 24th Floor, One Lodha Place Senapati Bapat Marg Lower Parel (W), Mumbai 400 013 Maharashtra, India **Contact person:** Nishita Mody/ Jesica Thakkar **Tel No.:** +91 22 4646 4728 **Email:** genus.buyback@iiflcap.com **Website:** www.iiflcapital.com **SEBI Registration Number:** INM000010940 **Validity:** Permanent **CIN:** L99999MH1996PLC132983

31. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THIS LETTER OF OFFER

As per Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors of the Company accepts full responsibility for the information contained in this Letter of Offer and confirms that this Letter of Offer contains true, factual and material information and does not contain any misleading information. This Letter of Offer is issued under the authority of the Board and in the terms of the resolution passed by the Buyback Committee on November 2, 2026.

For and on behalf of the Board of Directors of **Genus Power Infrastructures Limited**

Sd/-	Sd/-	Sd/-
Rajendra Kumar Agarwal **Managing Director & CEO** **DIN: 00011127**	**Nathu Lal Nama** **Whole Time Director** **DIN: 10302325**	**Puran Singh Rathore** **Compliance Officer and Joint Company Secretary** **M. No: A25543**

Place : Jaipur
Date : November 2, 2026

32. TENDER FORM

- Tender Form for Eligible Shareholders holding Equity Shares in Dematerialized Form – **Annexure I**
- Tender Form for Equity Shareholders holding Equity Shares in Physical Form – **Annexure II**
- Form No. SH-4 – Securities Transfer Form – **Annexure III**.

ANNEXURE I – TENDER FORM (FOR ELIGIBLE SHAREHOLDERS HOLDING SHARES IN DEMATERIALZED FORM)

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

Bid Number:

Date:

BUYBACK OPENS ON:					Wednesday, November 4, 2026
BUYBACK CLOSES ON:					Wednesday, November 11, 2026
For Registrar / collection centre use					
Inward No.		Date		Stamp	
Status *(Please tick appropriate box)*					
	Individual/HUF		FII/FPI		Insurance Co.
	Foreign Company		Non-Resident Individual/OCB		FVCI
	Body Corporate		Bank / Financial Institution		Pension Fund/ PF
	VCF		Partnership/LLP		Others (specify)
	Mutual Fund		Other QIBs		Other NIBs
India Tax Residency Status: *(Please tick appropriate box)*					
	Resident in India		Non-Resident in India		Resident of …… (Shareholder to fill the country of residence)
Route of Investment (for Non-Resident Shareholder only)					
	Portfolio Investment Scheme			Foreign Investment Scheme	

To,

Genus Power Infrastructures Limited – Buyback Offer 2026-27

C/o Niche Technologies Private Limited
3A Auckland Place, 7th Floor, Room No. 7A & 7B
Kolkata 700 017
West Bengal, India

Dear Sir/Madam,

Sub: Letter of Offer dated November 2, 2026 in relation to the buyback of up to 47,50,000 (Forty Seven Lakhs and Fifty Thousand) fully paid-up equity shares of face value of ₹ 1/- (Rupee One only) each ("Equity Shares") of Genus Power Infrastructures Limited ("Company"), at a price of ₹ 312/- (Rupees Three Hundred and Twelve only) per Equity Share ("Buyback Price"), through the tender offer process, pursuant to the provisions of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("Buyback Regulations") and the Companies Act, 2013, as amended, payable in cash for an aggregate amount of up to ₹ 148.20 Crores (Rupees One Hundred Forty Eight Crores and Twenty Lakhs only) (the "Buyback")

1. I / We (having read and understood the Letter of Offer dated November 2, 2026) issued by the Company hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.

2. I / We authorise the Company to Buyback the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.

3. I / We hereby affirm that the Equity Shares comprised in this tender / offer offered for Buyback by me / us are free from all liens, equitable interest, charges and encumbrance.

4. I / We declare that there are no restraints / injunctions or other order(s) of any nature which limits / restricts in any manner my / our right to tender Equity Shares for the Buyback and that I / we /am / are legally entitled to tender the Equity Shares for Buyback.

5. I / We agree that the Company will pay the Buyback Price only after necessary deduction of Income Tax and due verification of the validity of the documents and that the consideration will be paid as per secondary market mechanism and the provisions of Buyback Regulations and circulars issued by SEBI.

6. I /We agree that we will have to ensure to keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, I / We will

have to ensure to keep the bank account attached with the DP account active and updated to receive credit remittance due to Acceptance of Buyback of Equity Shares by the Company.

7. I / We undertake to return to the Company any Buyback consideration that may be wrongfully received by me / us.

8. I/ We acknowledge that the responsibility to discharge the tax due on any gains arising on the Buyback is on me / us. I / We agree to compute appropriate gains on this transaction and immediately pay applicable taxes in India (whether by deduction of tax at source, or otherwise) and file tax return in consultation with our custodians/ authorized dealers/ tax advisors appropriately.

9. Non-Resident Shareholders (including NRIs, OCBs, FPI, Foreign Nationals and FIIs) are requested to enclose a consent letter indicating the details of transfer i.e., number of Equity Shares to be transferred, the name of the investee company whose shares are being transferred i.e., "Genus Power Infrastructures Limited" and the price at which the Equity Shares are being transferred i.e., "Price determined in accordance with the Buyback Regulations" duly signed by the Shareholder or his/its duly appointed agent and in the latter case, also enclose the power of attorney.

10. I/ We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on Buyback of Equity Shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on Buyback of Equity Shares by the Company, copy of tax return filed in India, evidence of the tax paid etc., whenever called for.

11. I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, 2013, the Buyback Regulations, and the extant applicable foreign exchange regulations. I/we agree that this form is deemed to be my consent letter for any filings under the Foreign Exchange Management Act, 1999 (FEMA) and the rules made thereunder.

12. I / We agree to receive, at my/our own risk, the invalid / unaccepted Equity Shares under the Buyback in the demat account from where I / we have tendered the Equity Shares in the Buyback.

13. **Applicable for all non-resident shareholders**:

- I / We undertake to pay income taxes in India (whether by deduction of tax at source or otherwise) on any income arising on such Buyback and taxable in accordance with prevailing income tax laws in India within the applicable time period for such payment. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me / us.

- I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any, and to the extent required from the concerned authorities including approvals from the RBI under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, as amended (FEMA) and any other the rules and regulations, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

14. Details of Equity Shares held and tendered / offered for Buyback:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date (Friday, October 30, 2026)		
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback		

Note: *An Eligible Shareholder may tender Equity Shares over and above his / her / its Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder shall be Accepted in accordance with paragraph 21 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance*.

---------- Tear along this line ----------

ACKNOWLEDGEMENT SLIP: GENUS POWER INFRASTRUCTURES LIMITED – BUYBACK OFFER 2026-27

(to be filled by the Eligible Shareholder) (subject to verification)

DP ID		Client ID	
Received from Mr./Ms./Mrs./M/s			
Form of Acceptance-cum-Acknowledgement, Original TRS along with:			
No. of Equity Shares offered for Buyback (In Figures)		(in words)	
Please quote Client ID No. & DP ID No. for all future correspondence			Stamp of Stock Broker

15. Non-resident shareholders (including NRIs, OCBs and FIIs) are requested to enclose a consent letter indicating the details of transfer i.e. number of Equity Shares to be transferred, the name of the investee company whose shares are being transferred i.e. "Genus Power Infrastructures Limited" and the price at which the Equity Shares are being transferred i.e. "Price determined in accordance with the Buyback Regulations" duly signed by the shareholder or his/its duly appointed agent and in the latter case, also enclose the power of attorney.

16. Details of Account with Depository Participant (DP):

Name of the Depository (tick whichever is applicable)		NSDL		CDSL
Name of the Depository Participant				
DP ID				
Client ID				

17. Equity Shareholders Details:

Particulars	**First/Sole Equity Shareholder**	**Joint Equity Shareholder 1**	**Joint Equity Shareholder 2**	**Joint Equity Shareholder 3**
Full Name(s) of the Equity Shareholder				
Signature(s)*				
PAN				
Address of the Sole/First Equity Shareholder				
Telephone No. / Email ID				

** Non-individual shareholder must affix rubber stamp and sign under valid authority. The relevant corporate authorisation should be enclosed with the application form submitted.*

INSTRUCTIONS

This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.

1. The Buyback will open on Wednesday, November 4, 2026 and close on Wednesday, November 11, 2026.

2. This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.

3. In case of Eligible Shareholders holding and tendering Equity Shares in demat form, submission of Tender Form and TRS is not required. Eligible Shareholders who desire to tender their Equity Shares in the dematerialized form under the Buyback would have to do so through their respective Stock Brokers by indicating the details of Equity Shares they intend to tender under the Buyback. For further details, please follow the procedure as mentioned in paragraph 22 of the Letter of Offer.

4. The Equity Shares tendered in the Buyback shall be liable to be rejected if : (i) the tenderer is not an Eligible Shareholder of the Company as on the Record Date; (ii) if there is a name and PAN mismatch in the demat account of the Eligible Shareholder; (iii) there exists any restraint order of a Court/any other competent authority for transfer/disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists; (iv) in the event of non-receipt of the completed Tender Form and other documents from the Eligible Shareholders who were holding Equity Shares in physical form as on the Record Date and have placed their bid in dematerialized form

in accordance with paragraph 22.34 of the Letter of Offer.

5. **The Buyback shall be rejected for Eligible Shareholders holding Equity Shares in dematerialized form in case of receipt of the completed Tender Form and other documents but non-receipt of Equity Shares in the special account of the Clearing Corporation or a non-receipt of valid bid in the exchange bidding system.**

6. All Non-Resident Shareholders should, if applicable, enclose a copy of the permission received by them from the RBI to acquire the Equity Shares held by them in the Company. In case the Equity Shares are held on repatriation basis, the Non-Resident Shareholder should obtain and enclose a letter from its authorised dealer / bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by the Non-Resident Shareholder from the appropriate account as specified by RBI in its approval. In case the Non-Resident Shareholder is not in a position to produce the said certificate, the shares would be deemed to have been acquired on non-repatriation basis and in that case the shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid shares accepted under the Buyback. If any of the above stated documents (as applicable) are not enclosed along with the Tender Form, the Equity Shares tendered under the Buy-back shall be liable to be rejected.

7. The Company will not accept any Equity Shares offered in the Buyback which are under any restraint order of a court for transfer/sale of such Equity Shares.

8. In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered Shareholder is still incomplete, then such entity along with the Tender Form should file a copy of the following documents: (i) Approval from the appropriate authority for such merger; (ii) The scheme of merger; and (iii) The requisite form filed with MCA intimating the merger.

9. For the Clearing Corporation to make a payout of more than Rs. 50,00,00,000 (Rupees Fifty Crore only) a Legal Entity Identifier (LEI) number of the Eligible Shareholder will have to be provided. Accordingly, an Eligible Shareholder who is tendering shares of value more than Rs. Rs. 50,00,00,000 (Rupees Fifty Crore only) will have to provide such Eligible Shareholder's LEI number with the relevant supporting documents such as the LEI registration certificate to the Registrar by email at nichetechpl@nichetechpl.com latest by 5:00 PM IST on the Buyback Window Closing Date.

10. The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to the Buyback being on a proportionate basis in terms of the ratio of Buyback, in accordance with the Buyback Regulations.

11. In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the Buyback by providing their application in plain paper in writing signed by Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name), stating name and address of Eligible Shareholders, number of Equity Shares held as on the Record Date, Client ID number, DP Name/ ID, beneficiary account number and number of Equity Shares tendered for the Buyback.

12. Eligible Shareholders to whom the Buyback offer is made are free to tender Equity Shares to the extent of their Buyback Entitlement in whole or in part or in excess of their Buyback Entitlement, but not exceeding their holding as on the Record Date.

13. For the procedure to be followed by Eligible Shareholders for tendering in the Buyback, please refer to paragraph 22 of the Letter of Offer.

14. All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.

15. By agreeing to participate in the Buyback, each Eligible Shareholder (including the Non-Resident Shareholder) undertakes to complete all regulatory/statutory filings and compliances to be made by it under applicable law. Further, by agreeing to participate in the Buyback, each Eligible Shareholder hereby give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.

All capitalised items shall have the meaning ascribed to them in the Letter of Offer.

---------- Tear along this line ----------

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID AND DP ID:
Investor Service Centre:

GENUS POWER INFRASTRUCTURES LIMITED – BUYBACK OFFER 2026-27

Niche Technologies Private Limited
(Unit: Genus Power Infrastructures Limited)
3A Auckland Place, 7th Floor, Room No. 7A & 7B,
Kolkata 700 017,
West Bengal, India
Tel.: (033) 22806616/17/18; **Email:** nichetechpl@nichetechpl.com; **Website:** https://nichetechpl.com/
Contact Person: Mr. Ashok Sen
SEBI Registration Number: INR000003290; **Corporate Identity Number:** U74140WB1994PTC062636

ANNEXURE II – TENDER FORM (FOR ELIGIBLE SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM)

TENDER FORM (FOR ELIGIBLE SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM)

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

Bid Number:

Date:

BUYBACK OPENS ON:				Wednesday, November 4, 2026	
BUYBACK CLOSES ON:				Wednesday, November 11, 2026	
For Registrar / collection centre use					
Inward No.		Date		Stamp	
Status *(Please tick appropriate box)*					
	Individual/HUF		FII/FPI		Insurance Co.
	Foreign Company		Non-Resident Individual/OCB		FVCI
	Body Corporate		Bank / Financial Institution		Pension Fund/ PF
	VCF		Partnership/LLP		Others (specify)
	Mutual Fund		Other QIBs		Other NIBs
India Tax Residency Status: *(Please tick appropriate box)*					
	Resident in India		Non-Resident in India		Resident of …… (Shareholder to fill the country of residence)
Route of Investment (for Non-Resident Shareholder only)					
	Portfolio Investment Scheme				Foreign Investment Scheme

To,

Genus Power Infrastructures Limited – Buyback Offer 2026-27

C/o Niche Technologies Private Limited
3A Auckland Place, 7th Floor, Room No. 7A & 7B
Kolkata 700 017
West Bengal, India

Dear Sir/Madam,

Sub: Letter of Offer dated November 2, 2026 in relation to the buyback of up to 47,50,000 (Forty Seven Lakhs and Fifty Thousand) fully paid-up equity shares of face value of ₹ 1/- (Rupee One only) each ("Equity Shares") of Genus Power Infrastructures Limited ("Company"), at a price of ₹ 312/- (Rupees Three Hundred and Twelve only) per Equity Share ("Buyback Price"), through the tender offer process, pursuant to the provisions of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("Buyback Regulations") and the Companies Act, 2013, as amended, payable in cash for an aggregate amount of up to ₹ 148.20 Crores (Rupees One Hundred Forty Eight Crores and Twenty Lakhs only) (the "Buyback")

1. I / We (having read and understood the Letter of Offer dated November 2, 2026) issued by the Company hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.

2. I / We authorise the Company to Buyback the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.

3. I / We hereby affirm that the Equity Shares comprised in this tender offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.

4. I / We agree that the consideration for the accepted Equity Shares will be paid to the Shareholder Broker as per secondary market mechanism.

5. I/We agree that the consideration for the accepted Equity Shares will be paid to the Eligible Equity Shareholder as per the provisions of Buyback Regulations and circulars issued by SEBI.

6. I / We declare that there are no restraints / injunctions or other order(s) of any nature which limits / restricts in any manner my / our right to tender Equity Shares for the Buyback and that I / we /am / are legally entitled to tender the Equity Shares for Buyback.

7. I / We agree that the Company is not obliged to Accept any Equity Shares offered for Buyback where loss of share certificates has been notified to the Company.

8. I / We agree that the Company will pay the Buyback Price only after necessary deduction of Income Tax and due verification of the validity of the documents and that the consideration will be paid to the settlement account of my / our Seller Member for onward release to the first named Eligible Shareholder as mentioned below in Sr. no. 17.

9. I / We undertake to return to the Company any consideration in respect of the Buyback that may be wrongfully received by me / us.

10. I / We authorize the Company to return share certificate in case none of the Equity Shares are Accepted by the Company in the Buyback.

11. I / We authorize the Company to issue a Letter of Confirmation ("**LOC**") for the unaccepted Equity Shares in case only a portion of the physical shares held by me is Accepted in the Buyback.

12. I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act 2013 and the rules made thereunder and Buyback Regulations, and any other applicable laws.

13. I/ We acknowledge that the responsibility to discharge the tax due on any gains arising on the Buyback is on me / us. I / We agree to compute appropriate gains on this transaction and immediately pay applicable taxes in India (whether by deduction of tax at source, or otherwise) and file tax return in consultation with our custodians/ authorized dealers/ tax advisors appropriately.

14. I/ We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on the Buyback of Equity Shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on the Buyback of Equity Shares by the Company, copy of tax return filed in India, evidence of the tax paid etc., whenever called for.

15. **Applicable for all non-resident shareholders**:

    - I / We undertake to pay income taxes in India (whether by deduction of tax at source or otherwise) on any income arising on such Buyback and taxable in accordance with prevailing income tax laws in India within the applicable time period for such payment. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me / us.

    - I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any, and to the extent required from the concerned authorities including approvals from the RBI under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, as amended (FEMA) and any other the rules and regulations, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

16. Details of Equity Shares held and tendered / offered for Buyback:

Particulars	**In Figures**	**In Words**
Number of Equity Shares held as on Record Date (Friday, October 30, 2026)		
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback		

Note: *An Eligible Shareholder may tender Equity Shares over and above his / her / its Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder shall be Accepted in accordance with paragraph 21 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance*.

---------- Tear along this line ----------

ACKNOWLEDGEMENT SLIP: GENUS POWER INFRASTRUCTURES LIMITED – BUYBACK OFFER 2026-27

(to be filled by the Eligible Shareholder) (subject to verification)

Ledger Folio No.			
Received from Mr./Ms./Mrs./M/s			
Form of Acceptance-cum-Acknowledgement, Original TRS along with:			
No. of Equity Shares offered for Buyback (In Figures)		(in words)	
Please quote Ledger Folio No. for all future correspondence		Stamp of Stock Broker	

17. Details of Share Certificate(s) enclosed: Total No. of Share Certificates Submitted:

Sr. No.	Folio No.	Share Certificate No.	Distinctive No(s)		No. of Shares
			From	To	
1					
2					
3					
4					
Total					

In case the number of folios and share certificates enclosed exceed 4 nos., please attach a separate sheet giving details in the same format as above.

18. Details of the bank account of the sole or first Shareholder for payment of consideration (to be mandatorily filled):

Name of the Bank	Branch and City	IFSC and MICR Code	Account Number (indicate type of account)

19. Details of other Documents (Please √ as appropriate, if applicable) enclosed:

- ☐ Power of Attorney
- ☐ Self-attested copy of the Permanent Account Number (PAN Card)
- ☐ Others (please specify): _____
- ☐ Corporate authorisation
- ☐ TRS
- ☐ Previous RBI approvals for acquiring the Equity Shares tendered in the Buyback

20. Equity Shareholders Details:

Particulars	First/Sole Equity Shareholder	Joint Equity Shareholder 1	Joint Equity Shareholder 2	Joint Equity Shareholder 3
Full Name(s) of the Equity Shareholder				
Signature(s)*				
PAN no.				
Address of the Sole/First Equity Shareholder				
Telephone No. / Email ID				

* *Corporate shareholder must affix rubber stamp and sign under valid authority. The relevant corporate authorisation should be enclosed with the application form submitted.*

21. This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form

INSTRUCTIONS

1. The Buyback will open on Wednesday, November 4, 2026, and close on Wednesday, November 11, 2026.

2. This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.

3. Eligible Shareholders who wish to tender their Equity Shares in response to this Buyback should deliver the following documents, along with the TRS, either by registered post or courier or hand delivery to the Registrar (as mentioned in the Letter of Offer) within 2 (two) days of bidding by the Seller Member, so as to reach not later than Wednesday, November 11, 2026 by 5:00 PM IST: (i) The Tender Form duly signed (by all Equity Shareholders in case Equity Shares are in joint names in the same order in which they hold the Equity Shares); (ii) Original share certificates; (iii) Valid share transfer form(s) (SH-4) duly filled and signed by the transferors (i.e., by all registered Shareholders in same order and as per the specimen signatures registered with the Company / Registrar) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company; (iv) Self-attested copy of the Permanent Account Number (PAN) Card (by all Eligible Shareholders in case Equity Shares are in joint names); and (v) any other relevant documents such as (but not limited to (a) duly attested Power of Attorney if any person other than the Equity Shareholder has signed the relevant Tender Form; (b) notarized copy of death certificate and succession certificate or probated will, as applicable, if the original Shareholder has deceased; and (c) necessary corporate authorisations, such as board resolutions etc., in case of companies). The envelope should be super-scribed as "Genus Power Infrastructures Limited – Buyback Offer 2026-27".

4. Eligible Shareholders should also provide all relevant documents in addition to the above documents, which include but are not limited to: (i) Duly attested power of attorney registered with the Registrar, if any person other than the Eligible Shareholder has signed the relevant Tender Form; and (ii) Necessary corporate authorisations, such as board resolutions etc., in case of companies. In addition to the above, if the address of the shareholder has undergone a change from the address registered in the Register of Members of the Company, the shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.

5. All Non-Resident Shareholders should, if applicable, enclose a copy of the permission received by them from the RBI to acquire the Equity Shares held by them in the Company. In case the Equity Shares are held on repatriation basis, the Non-Resident Shareholder should obtain and enclose a letter from its authorised dealer / bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by the Non-Resident Shareholder from the appropriate account as specified by RBI in its approval. In case the Non-Resident Shareholder is not in a position to produce the said certificate, the shares would be deemed to have been acquired on non-repatriation basis and in that case the shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid shares accepted under the Buyback. If any of the above stated documents (as applicable) are not enclosed along with the Tender Form, the Equity Shares tendered under the Buy-back shall be liable to be rejected.

6. In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered Shareholder is still incomplete, then such entity along with the Tender Form should file a copy of the following documents: (i) Approval from the appropriate authority for such merger; (ii) The scheme of merger; and (iii) The requisite form filed with MCA intimating the merger.

7. For the Clearing Corporation to make a payout of more than Rs. 50,00,00,000 (Rupees Fifty Crores only) a Legal Entity Identifier (LEI) number of the Eligible Shareholder will have to be provided. Accordingly, an Eligible Shareholder who is tendering share of value more than Rs. Rs. 50,00,00,000 (Rupees Fifty Crores only) will have to provide such Eligible Shareholder's LEI number with the relevant supporting documents such as the LEI registration certificate to the Registrar on an email at nichetechpl@nichetechpl.com latest by 5.00 p.m. IST on the Buyback Window Closing Date.

8. In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the offer by providing their application in plain paper in writing signed by all Eligible Shareholders (in case of joint holding), stating name, address, folio number, number of Equity Shares held, Equity Share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, enclosing the original Equity Share certificate(s), copy of Eligible Shareholder's PAN card(s) and executed share transfer form in favour of the Company. Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents, reach the Registrar to the Buyback on or before from the Buyback Closing Date i.e. Wednesday, November 11, 2026 by 5:00 p.m (IST).

9. Eligible Shareholders to whom the Buyback is being made are free to tender Equity Shares to the extent of their entitlement in whole or in part or in excess of their entitlement, but not exceeding their holding as on the Record Date.

10. All documents sent by the Stock Broker/ custodian/Eligible Shareholder will be at their own risk and the Stock Broker/ custodian/ Eligible Shareholders are advised to adequately safeguard their interests in this regard.

11. For the procedure to be followed by Eligible Shareholders for tendering in the Buyback, please refer to paragraph 22 of the Letter of Offer.

12. All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others:(i) If any other company share certificates are enclosed with the Tender Form instead of the share certificate of the Company; (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; (iii) If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate; (iv) In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar; (v) If the shareholder is not an Eligible Shareholder of the Company on the Record Date; (vi) If there is a name mismatch in the share certificate of the Shareholder (vii) If the PAN cards (self-attested) of the shareholder and all the joint holders, are not submitted with the form; (viii) If the Eligible Shareholder has made a duplicate bid/ order; (ix) There exists any restraint order of a Court/any other competent authority for transfer/disposal/sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists; (x) The documents mentioned in the Tender Form not received by the Registrar on or before the close of business hours of Wednesday, November 11, 2026 by 5:00 PM IST.

13. The Company will not Accept any Equity Shares offered in the Buyback which are under any restraint order of a court for transfer/sale of such Equity Shares.

14. By agreeing to participate in the Buyback each Eligible Shareholder (including the Non-Resident Shareholder) undertakes to complete all regulatory/statutory filings and compliances to be made by it under applicable law. Further, by agreeing to participate in the Buyback, each Eligible Shareholder hereby give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.

15. Non-Resident Shareholders must obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("**RBI**") under Foreign Exchange Management Act, 1999, as amended ("**FEMA**") and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

All capitalised items shall have the meaning ascribed to them in the Letter of Offer.

---------- Tear along this line ----------

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR LEDGER FOLIO NO.:

Investor Service Centre:

GENUS POWER INFRASTRUCTURES LIMITED – BUYBACK OFFER 2026-27

Niche Technologies Private Limited
(Unit: Genus Power Infrastructures Limited)
3A Auckland Place, 7th Floor, Room No. 7A & 7B,
Kolkata 700 017,
West Bengal, India
Tel.: (033) 22806616/17/18
Email: nichetechpl@nichetechpl.com; **Website**: https://nichetechpl.com/

ANNEXURE III - FORM NO. SH-4 – SECURITIES TRANSFER FORM

FORM OF TRANSFER DEED
Form No. SH-4 - Securities Transfer Form

(*Pursuant to section 56 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Share Capital and Debentures) Rules 2014*)

Date of execution: /_____/_____

FOR THE CONSIDERATION stated below the "Transferor(s)" named do hereby transfer to the "Transferee(s)" named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN:	L	5	1	9	0	9	U	P	1	9	9	2	P	L	C	0	5	1	9	9	7

Name of the company (in full): **GENUS POWER INFRASTRUCTURES LIMITED**

Name of the Stock Exchanges where the company is listed: **National Stock Exchange of India Limited and BSE Limited**

DESCRIPTION OF SECURITIES:

Kind/Class of securities (1)		**Nominal value of each unit of security (2)**	**Amount called up per unit of security (3)**	**Amount paid up per unit of security (4)**
Equity Shares		₹ 1.00	₹ 1.00	₹ 1.00
No. of Securities being Transferred			**Consideration received (Rs.)**	
In figures	**In words**		**In words**	**In figures**
Distinctive Number	**Form**			
	To			
Corresponding Certificate Nos.				

Transferors' Particulars

Registered Folio Number: _____

Name(s) in full	PAN No.	Signature(s)
1. _____	_____	_____
2. _____	_____	_____
3. _____	_____	_____

I, hereby conform that the transferor has signed before me.

Signature of the Witness: _____

Name of the Witness: _____

Address of the Witness: _____

_____ Pincode: _____

Transferees' Particulars		
Name in full (1)	**Father's/Mother's/Spouse Name (2)**	**Address (3)**

Genus Power Infrastructures Limited	N.A.	**Address:** G-123 Sector-63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201307 **E-mail:** cs@genus.in
Occupation (4)	**Existing Folio No., if any (5)**	**Signature (6)**
Business		

Folio No. of Transferee

_____

Specimen Signature of Transferee(s)

1.

Value of Stamp affixed: Rs. _____

2.

3. _____

Declaration:

( ) Transferee is not required to obtain Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to transfer of shares; or

( ) Transferee is required to obtain the Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to transfer of shares and the same has been obtained and is enclosed herewith.

Enclosures:

1. Certificate of shares or debentures or other securities
2. If no certificate is issued, Letter of allotment

STAMPS

3. Copy of PAN Card of all the Transferees (For all listed Cos.)
4. Others, Specify, _____

For Office Use Only

Checked by _____

Signature Tallied by _____

Entered in the Register of Transfer on_____ _____ vide Transfer no._____

Approval Date_____

Power of attorney/Probate/Death certificate/Letter of Administration Registered on _____

at No. _____

On the reverse page of the certificate

Name of the Transferor	Name of the Transferee	No. of shares	Date of Transfer

_____

Signature of the Authorized Signatory