



DEPUTY GENERAL MANAGER  
DEPARTMENT OF DEBT AND HYBRID SECURITIES

SEBI/HO/DDHS/DDHS\_Div3/P/OW/2021/33500/1  
November 23, 2021

**Genus Power Infrastructure Limited**  
SPL-3, RIICO Industrial Area,  
Sitapura, Tonk Road,  
Jaipur - 302022

Kind Attention: Shri Ankit Jhanjhari (Company Secretary)

Dear Sir,

**Subject: Informal guidance by way of an interpretive letter under the SEBI (Informal Guidance) Scheme, 2003 in relation to the provisions of InvIT Regulations**

1. This has reference to your letter dated October 05, 2021 wherein you have sought informal guidance by way of an "*Interpretive letter*" from SEBI under the SEBI (Informal Guidance) Scheme, 2003.
2. In the letter under reference, you have, *inter-alia*, represented the following:
  - 2.1. Genus Power Infrastructures Limited ("Company"), has two business divisions. The metering solution division provides electricity meters. The engineering construction and contracts division undertakes turnkey power projects.
  - 2.2. India's Ministry of Power has Smart Meter National Programme ("SMNP") under which it aims to replace 25 crore conventional meters with smart meters in India. The Indian Government is enabling implementation of Smart meters through Build, Own, Operate, Transfer ("BOOT") model.
  - 2.3. The Company is planning to float an Infrastructure Investment Trust ("InvIT") in accordance with InvIT Regulations for carrying out the aforesaid nature projects of Smart Meters in BOOT model, which enables direct investment of monies from the possible institutional investors.

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2.4. In terms of regulation 2(1)(t) of the InvIT Regulations, "Infrastructure" read as follows:

*"infrastructure" includes all infrastructure sub-sectors as defined vide notification of the Ministry of Finance dated October 07, 2013 and shall include any amendments or additions made thereof"*

2.5. In terms of regulation 2(1)(u) of the InvIT Regulations, "Infrastructure Project" read as follows:

*"infrastructure project" means any project in infrastructure sector;"*

2.6. Notification of the Ministry of Finance dated October 07, 2013 as amended by Notification of the Ministry of Finance dated November 14, 2017 ("Infra Notification") covers infrastructures sub-sectors.

2.7. In terms of section 2(23) of the Electricity Act, 2003, the definition of "Electricity" read as follows:

*"electricity" means electrical energy-*

- (a) generated, transmitted, supplied or traded for any purpose; or*
- (b) used for any purpose except the transmission of a message;"*

### Queries

3. In light of the above submissions, you have requested SEBI to issue an "Interpretive letter' under paragraph 5 of the Informal Guidance Scheme, 2003, on the following:

*Query 1: Would the BOOT model for Smart Meters fall under the definitions of "infrastructure" and "infrastructure project" as stated in the InvIT Regulation and allowed activities for an InvIT?*

*Query 2: If the answer to the Query 1 is in the affirmative, would subcontracting activities under the BOOT model for Smart Meters, including but not limited to manufacturing and designing Smart Meters, be covered under the definition of "Infrastructure" under regulation 2(1)(t) of the InvIT Regulations read with the Infra Notification?*

*Query 3: If the answer to the Query 1 is in the turndown, would the BOOT model for Smart Meters, be covered under the sector of "Social and Commercial Infrastructure" as mentioned in the Infra Notification, given the same facilitates*



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*the Government to ensure the lowest human intervention in electricity supply and is in public interest at large?*

**Our comments**

4. We have considered the submissions made by you in the letter under reference. Our views on the queries raised by you are as under:

**For query 1**

4.1. Regulation 2(1)(t) of the InvIT Regulations, define *Infrastructure* which read as: *“‘infrastructure’ includes all infrastructure sub-sectors as defined vide notification of the Ministry of Finance (MoF) dated October 07, 2013 and shall include any amendments or additions made thereof.”* Regulation 2(1)(u) of the InvIT Regulations, defines *Infrastructure projects* which read as: *“‘infrastructure project’ means any project in infrastructure sector”*.

4.2. It is noted that MoF notification dated October 07, 2013 as amended by notification dated April 26, 2021 neither refers to *“BOOT model for Smart Meters”* nor *“Smart Meters”* as infrastructure sub-sectors.

4.3. Further, Ministry of Power notification dated August 17, 2021 relied on by you prescribes timelines for nationwide replacement of *existing meters with smart meters* with prepayment feature. The said notification neither refer to MoF notifications dated October 07, 2013 and April 26, 2021 nor does it refer to *“BOOT model for Smart Meters”* or *“Smart Meters”* as part of or ancillary activity of any *“infrastructure sub-sectors”* mentioned in MoF notification dated October 07, 2013 as amended by notification dated April 26, 2021.

4.4. Hence, *“BOOT model for Smart Meters”* or *“Smart Meters”* cannot be considered as *“infrastructure sub-sectors”* as per the MoF notification dated October 07, 2013 as amended by notification dated April 26, 2021. Therefore *“BOOT model for Smart Meters”* or *“Smart Meters”* does not fall under the definitions of *“infrastructure”* and *“infrastructure projects”* as stated in the InvIT Regulations.

**For query 2:**

4.5. As *“BOOT model for Smart Meters”* or *“Smart Meters”* is not falling with the definition of *“infrastructure”*, query no.2 does not arises for consideration.



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**For query 3:**

- 4.6. As per MoF notifications dated November 14, 2017 as amended by notification dated April 26, 2021, the infrastructure sub-sectors mentioned against the category "Social and Commercial Infrastructure" do not include "*BOOT model for Smart Meters*" or "*smart meters*". Therefore, "*BOOT model for Smart Meters*" or "*smart meters*" is not covered under the category "Social and Commercial Infrastructure" and the same is not covered under the definition of "Infrastructure" under Regulation 2(1)(t) of the InvIT Regulations.
5. Vide your aforesaid letter, you have requested for confidentiality in respect of your application. Accordingly, it has been decided that the interpretive letter issued to you in this matter will not be made public for a period of 90 days from the date of issuance of this letter.
6. The above position is based on the information furnished in the letter under reference. Different facts or conditions might lead to different results. Further, this letter does not express a decision of the Board on the question referred.
7. You may also note that the above position/view is expressed only with respect to the clarifications sought in your letter under reference with respect to the SEBI (Infrastructure Investment Trusts) Regulations, 2014 and circular issued thereunder as referred above and does not affect the applicability of any other law or requirements of any other SEBI Regulations, Guidelines and Circulars administered by SEBI or the laws administered by any other authority.

Yours faithfully



Deena Venu Sarangadharan