GENUS POWER INFRASTRUCTURES LIMITED

Genus energizing lives

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PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF GENUS POWER INFRASTRUCTURES LIMITED ("COMPANY") FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH TENDER OFFER ROUTE 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) ("BUYBACK REGULATIONS").

This Public Announcement ("Public Announcement"/"PA") is being made in accordance with the provisions of Regulation 7(i) of the Buyback Regulations and contains the disclosures as specified in Schedule II read with Schedule I of the Buyback Regulations

OFFER TO BUYBACK UPTO 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**") AT A PRICE OF ₹312/- (RUPEES THREE HUNDRED AND TWELVE ONLY) PER FULLY PAID UP EQUITY SHARE IN CASH ON A PROPORTIONATE BASIS FROM ALL EQUITY SHAREHOLDERS THROUGH THE TENDER OFFER PROCESS USING THE STOCK EXCHANGE MECHANISM FOR AN AGGREGATE CONSIDERATION OF UPTO ₹ 148.20 CRORES (RUPEES ONE HUNDRED FORTY EIGHT CRORES AND TWENTY LAKHS ONLY).

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change 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.

1. DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE

1.1 The Board of Directors of the Company (the "**Board**", which expression shall be deemed to include the Buyback Committee and/or any other committee or officials which the Board may constitute or authorise to exercise its powers, including the powers conferred by the resolution passed by the Board at the Board Meeting), at its meeting held on Monday, October 26, 2026 ("**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, 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**"), and in compliance with the Buyback Regulations (including any statutory amendment(s), alteration(s), modification(s) and re-enactments thereunder) 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 upto 47,50,000 (Forty Seven Lakhs and Fifty Thousand) fully paid-up equity shares of face value of ₹1/- each (Rupee One only) (the **"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 upto ₹148.20 Crores (Rupees One Hundred Forty Eight Crores and Twenty Lakh Only), excluding Transaction Cost (defined below) ("**Buyback Size**"), which represents up to 6.77% and 6.72% of the fully paid-up equity share capital and (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 i.e. October 30, 2026 ("**Record Date**") ("**Eligible Shareholders**") ("**Buyback**" or "**Buyback Offer**").

1.2 In terms of Regulation 5(via) of the Buyback Regulations, the Board or Buyback Committee, may till 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, such that there is no change in the Buyback Size.

1.3 The Buyback Size represents 6.77% and 6.72% of the aggregate of the total paid-up equity share capital and free reserves (including securities premium) as per the latest audited standalone and consolidated financial statements of the Company, respectively, as of March 31, 2026. 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.

1.4 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 upto 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.

1.5 The Buyback Size does not include 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 Cost**").

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

1.7 The Buyback shall be undertaken on a proportionate basis from the Eligible Shareholders of the Company as on the Record Date i.e. October 30, 2026 through the tender offer process prescribed under Regulation 4(iv)(a) of 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*" as specified by SEBI in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI circular SEBI/HO/CFD/DCR-III/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 ("**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 SEBI, the Stock Exchanges, Reserve Bank of India ("**RBI**"), Registrar of Companies, Uttar Pradesh II ("**RoC**") and/ or other authorities, institutions or bodies (together with SEBI, RBI and RoC, the "**Appropriate Authorities**").

1.8 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. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in the view of the particularized nature of tax consequences, Eligible Shareholders are advised to consult their own legal, financial and tax advisors for the applicable tax implications prior to participating in the Buyback.

1.9 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.

1.10 Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the promoters and members of 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 members of 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 Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

1.11 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.

1.12 A copy of this Public Announcement is available on the website of the Company at www.genuspower.com, the website of the Manager to the Buyback i.e. IIFL Capital Services Limited *(formerly known as IIFL Securities Limited)* at www.iiflcapital.com and is expected to be available on the website of SEBI at www.sebi.gov.in during the period of Buyback and on the website of the Stock Exchanges at www.bseindia.com and www.nseindia.com.

2. 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 upto ₹148.20 Crores (Rupees One Hundred Forty Eight Crores and Twenty Lakh Only) for the Buyback, excluding any Transaction Cost.

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.

3. MAXIMUM AMOUNT REQUIRED FOR THE BUYBACK AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES AND SOURCE OF FUNDS FROM WHICH BUYBACK WOULD BE FINANCED

3.1 The maximum amount required for Buyback will not exceed ₹148.20 Crores (Rupees One Hundred Forty Eight Crores and Twenty Lakh Only), excluding Transaction Cost.

3.2 The maximum amount mentioned aforesaid is 6.77% and 6.72% of the aggregate of the fully paid-up equity share capital and free reserves (including securities premium) as per the latest audited standalone and consolidated financial statements of the Company, respectively, as on March 31, 2026 (being the latest audited financial statements available as on the date of the Board Meeting), which does not exceed 10% of the aggregate of the total paid-up capital and free reserves (including securities premium) of the Company as per latest audited standalone and consolidated financials of the Company as on March 31, 2026.

3.3 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.

3.4 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.

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

4 BUYBACK PRICE AT WHICH THE EQUITY SHARES ARE PROPOSED TO BE BOUGHT BACK AND BASIS OF ARRIVING AT THE BUYBACK PRICE

4.1 The Equity Shares of the Company are proposed to be bought back at a price of ₹312/- (Rupees Three Hundred and Twelve Only) per Equity Share.

4.2 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.

4.3 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); and

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. The closing market price of the Equity Shares as on Intimation Date was ₹283.95 on BSE and ₹282.75 on NSE.

5 MAXIMUM NUMBER OF EQUITY SHARES WHICH THE COMPANY PROPOSES TO BUYBACK

The Company proposes to Buyback upto 47,50,000 (Forty Seven Lakhs and Fifty Thousand) Equity Shares of the Company, representing 1.56% of the total number of Equity Shares in the total paid-up equity capital of the Company, from the Eligible Shareholders, for an amount upto ₹148.20 Crores (Rupees One Hundred Forty Eight Crores and Twenty Lakh Only). 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.

6 DETAILS OF SHAREHOLDING AND TRANSACTIONS IN THE SHARES OF THE COMPANY BY PROMOTERS, MEMBERS OF PROMOTER GROUP, PERSONS IN CONTROL OF THE COMPANY AND DIRECTORS OF PROMOTERS WHERE PROMOTER IS A COMPANY AND DIRECTORS AND KEY MANAGERIAL PERSONNEL OF THE COMPANY

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 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 this 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 this 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
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 this 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 this 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 this 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 this 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 this 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 this 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 preceding the date of the Board Meeting and from the date of this 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)	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
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

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

(vii) Aggregate shares purchased or sold by any of the directors and key managerial personnel of the Company during a period of six months preceding the date of the Board Meeting i.e., October 26, 2026, at which the Buyback was approved and from the date of this 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	Sale	May 25, 2026	175	327.00	320.00

7 INTENTION OF THE PROMOTERS, MEMBERS OF PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO TENDER EQUITY SHARES FOR BUYBACK INDICATING THE NUMBER OF EQUITY SHARES, DETAILS OF ACQUISITION WITH DATES AND BUYBACK PRICE

7.1 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.

7.2 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.

8 DETAILS OF ANY SUBSISTING DEFAULTS IN REPAYMENT OF DEPOSITS, REDEMPTION OF DEBENTURES OR PREFERENCE SHARES OR REPAYMENT OF TERM LOANS TO ANY FINANCIAL INSTITUTION OR BANKS

The Company does not have any 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.

9 CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE BUYBACK REGULATIONS AND THE COMPANIES ACT:

(i) all Equity Shares of the Company are fully paid up;

(ii) 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;

(iii) 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;

(iv) 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;

(v) 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;

(vi) 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;

(vii) 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;

(viii) 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;

(ix) 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;

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

(xi) 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;

(xii) that the maximum number of Equity Shares proposed to be purchased under the Buyback i.e. upto 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;

(xiii) 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.

(xiv) 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;

(xv) 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;

(xvi) 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.

(xvii) the Company will not withdraw the Buyback after the public announcement of the Buyback is made;

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

(xix) 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;

(xx) 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;

(xxi) 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;

(xxii) 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;

(xxiii) 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;

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

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

(xxvi) 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;

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

(xxviii) 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;

(xxix) 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;

(xxx) 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; and

(xxxi) the statements contained in this Public Announcement and the 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.

(xxxii) 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.

10 CONFIRMATION BY THE BOARD OF DIRECTORS:

As required by clause (x) of Schedule I read with Schedule II 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:

(i) immediately following the date of the Board Meeting there will be no ground on which the Company could be found unable to pay its debts.

(ii) as regards its prospects for the year immediately following the date of the Board Meeting, having regard to the intentions of the Board with respect to the management of the Company's business during that year and to the amount and the character of the financial resources which in the Board's view will 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 that date; 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.

11 REPORT BY THE COMPANY'S JOINT STATUTORY AUDITORS

Report addressed to the Board of Directors by the Company's Auditors on permissible capital payment.

The text of the report dated October 26, 2026 of M S K A & Associates LLP and Kapoor Patni & Associates, the Statutory Auditors of the Company is reproduced below:

"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 above. 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	**For Kapoor Patni & Associates**
(Formerly known as M S K A & Associates)	Chartered Accountants
Chartered Accountants	Firm Registration No.: 019927C
Firm Registration No.: 105047W/W101187	
Sd/-	Sd/-
Sriparna De	Abhinav Kapoor
Partner	Partner
Membership No. 060978	Membership No.: 419689
UDIN: 26060978QNMPBC4241	UDIN: 26419689TEWWJL7414
Place: Gurugram	Place: Jaipur
Date: October 26, 2026	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:

(Rs. 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 Rs. 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 Rs.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"

12 RECORD DATE, OFFER PERIOD AND SHAREHOLDERS' ENTITLEMENT

12.1 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.

12.2 As per the Buyback Regulations and such other circulars or notifications, as may be applicable, in due course, Eligible Shareholders will receive a letter of offer in relation to the Buyback ("**Letter of Offer**") along with a tender offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate and tender shares in the Buyback. All of the equity shareholders of the Company as on Record Date will be eligible to participate in the Buyback.

12.3 As required under the Buyback Regulations, the dispatch of the Letter of Offer shall be through electronic mode in accordance with the provisions of the Companies Act within two (2) working days from the Record Date along with a tender offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate and tender shares in the Buyback. If the Company receives a request from any Eligible Shareholder to receive a copy of the letter of offer in physical form, the same shall be provided.

12.4 The Equity Shares proposed to be bought back by the Company, as a part of the Buyback, are divided into two categories:

i. Reserved category for small shareholders (as defined below); and

ii. General category for all Eligible Shareholders.

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, as on record date is not more than two lakh rupees;

12.5 In accordance with Regulation 6 of the Buyback Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buyback or such number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the small shareholders as part of this Buyback.

12.6 On the basis of the shareholding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder, including small shareholders, to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective shareholder on the Record Date and the ratio of the Buyback applicable in the category to which such shareholder belongs ("**Buyback Entitlement**"). The final number of Equity Shares that the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Accordingly, the Company may not purchase all of the Equity Shares tendered by an Eligible Shareholder. The Company believes that this reservation for small shareholders would benefit a large number of the Company's public shareholders, who would be classified as "Small

Shareholders". 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.

12.7 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 and transfer agent (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

12.8 After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in other category.

12.9 The participation of Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate. Eligible Shareholders may also accept a part of their entitlement. Eligible Shareholders 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. The acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder shall be in terms of procedure outlined herein. In case any Eligible Shareholder or any person claiming to be an Eligible Shareholder cannot participate in the Buyback Offer for any reason, the Company, the Manager and Registrar to the Buyback and their officers shall not be liable in any manner for such non-participation.

12.10 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.

12.11 The Equity Shares tendered as per the entitlement by the Eligible Shareholder as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in the Buyback Regulations. The settlement of the tenders under the Buyback will be done using the "*Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers Buy Back and Delisting*" notified under the SEBI Circulars. Eligible Shareholders will receive a Letter of Offer along with a tender/offer form indicating their respective entitlement for participating in the Buyback.

12.12 Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer to be sent in due course to the Eligible Shareholders as on Record Date who have their email address registered with the Company/Registrar and transfer agent/ Depositories.

13 PROCEDURE AND METHODOLOGY TO BE ADOPTED FOR THE BUYBACK

13.1 The Buyback is open to all Eligible Shareholders/ beneficial owners of the Company holding Equity Shares either in Physical or electronic form, as on the Record Date.

13.2 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.

13.3 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 ("**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 settlement 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:

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
Email: genus.buyback2026@iiflcap.com
Tel. No.: +91 22 4646 4600
Contact Person: Kunal Thakkar/Vishal Hase
Website: www.iiflcapital.com
SEBI Registration No.: INZ000164132
CIN: L99999MH1996PLC132983

13.4 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.

13.5 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.

13.6 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.

13.7 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.

13.8 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.

13.9 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.

13.10 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.

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

a) 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.

b) 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**").

c) 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.

d) 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. 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.

e) 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.

f) 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.

g) 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.

h) 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/demalgamation for a company; and (c) in case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolution).

i) 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.

13.12 Procedure to be followed by Eligible Shareholders holding Equity Shares in the 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. The procedure is as below:

a) 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. Such documents include (i) the tender form duly signed (by all 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 Eligible Shareholder's PAN card, (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.

b) 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.

c) The Seller Member/Eligible Shareholder is required to deliver the original Equity Share certificate(s) and documents (as mentioned in paragraph (a) above) along with the TRS either by registered post or courier or hand delivery to the Registrar, i.e. Niche Technologies Private Limited, at the address mentioned at paragraph 16 below or the collection centre of the Registrar details of which will be included in the letter of offer within 2 (two) days of bidding by the Seller Member and the same should reach not later than 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.

d) 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'.

e) 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.

f) 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.

g) 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.

h) 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.

i) 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.

j) 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.

k) 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.

l) The cumulative quantity tendered shall be made available on the website of the Stock Exchanges throughout the trading sessions and will be updated at specific intervals during the tendering period.

14 METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per Buyback Regulations:

a) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

b) The Company will pay the consideration (net of tax deducted at source) to the Company's Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank accounts as per the prescribed schedule. 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 Stock Broker's settlement bank account for onward transfer to such Eligible Shareholders in dematerialized form.

c) 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.

d) 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.

e) 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.

f) 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.

g) In relation to the physical Equity Shares: If physical Equity Shares tendered by Eligible Shareholders are not accepted, the share certificate would be returned to such Eligible Shareholders by registered post or by ordinary post or courier at the Eligible Shareholders' sole risk. The Company also encourages Eligible Shareholders holding physical shares to dematerialize their physical shares.

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.

h) In the case of inter depository, Clearing Corporation 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 Corporation 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 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.

i) 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. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

j) 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.

k) 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 accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.

l) 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.

m) 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.

15 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. +91-141-7102412/400/500
Fax. +91-141-2770319, 7102503
Email: cs@genus.in
Website: www.genuspower.com

16 REGISTRAR TO THE BUYBACK/ INVESTORS SERVICE CENTRE

In case of any queries, shareholders may also contact the Registrar between 10.00 a.m. and 5.00 p.m. IST on any day 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) 22806616/1718
Email: nichetechpl@nichetechpl.com
Website: https://nichetechpl.com/
SEBI Registration Number: INR000003290
Validity: Permanent
CIN: U74140WB1994PTC062636

17 MANAGER 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 (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

18 DIRECTORS' RESPONSIBILITY

As per Regulation 24(i)(a) of the Buyback Regulations, the Board accepts responsibility for the information contained in this Public Announcement and confirms that this Public Announcement contains true, factual and material information and does not contain any misleading information.

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

Sd/-	Sd/-	Sd/-
Rajendra Kumar Agarwal	**Nathu Lal Nama**	**Puran Singh Rathore**
Managing Director & CEO	**Whole-time Director**	**Compliance Officer & Joint Company Secretary**
DIN: 00011127	**DIN: 10302226**	**M. No: A26543**

Place : Jaipur
Date : October 27, 2026

GENUS POWER INFRASTRUCTURES LIMITED

Genus energizing lives

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

Email: cs@genus.in • **Website:** www.genuspower.com

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF GENUS POWER INFRASTRUCTURES LIMITED ("COMPANY") FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH TENDER OFFER ROUTE 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) ("BUYBACK REGULATIONS").

This Public Announcement ("Public Announcement"/"PA") is being made in accordance with the provisions of Regulation 7(i) of the Buyback Regulations and contains the disclosures as specified in Schedule II read with Schedule I of the Buyback Regulations

OFFER TO BUYBACK UPTO 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**") AT A PRICE OF ₹312/- (RUPEES THREE HUNDRED AND TWELVE ONLY) PER FULLY PAID UP EQUITY SHARE IN CASH ON A PROPORTIONATE BASIS FROM ALL EQUITY SHAREHOLDERS THROUGH THE TENDER OFFER PROCESS USING THE STOCK EXCHANGE MECHANISM FOR AN AGGREGATE CONSIDERATION OF UPTO ₹ 148.20 CRORES (RUPEES ONE HUNDRED FORTY EIGHT CRORES AND TWENTY LAKHS ONLY).

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change 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.

1. DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE

1.1 The Board of Directors of the Company (the "**Board**", which expression shall be deemed to include the Buyback Committee and/or any other committee or officials which the Board may constitute or authorise to exercise its powers, including the powers conferred by the resolution passed by the Board at the Board Meeting), at its meeting held on Monday, October 26, 2026 ("**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, 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**"), and in compliance with the Buyback Regulations (including any statutory amendment(s), alteration(s), modification(s) and re-enactments thereunder) 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 upto 47,50,000 (Forty Seven Lakhs and Fifty Thousand) fully paid-up equity shares of face value of ₹1/- each (Rupee One only) (the "**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 upto ₹148.20 Crores (Rupees One Hundred Forty Eight Crores and Twenty Lakh Only), excluding Transaction Cost (defined below) ("**Buyback Size**"), which represents up to 6.77% and 6.72% of the fully paid-up equity share capital and (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 i.e. October 30, 2026 ("**Record Date**") ("**Eligible Shareholders**") ("**Buyback**" or "**Buyback Offer**").

1.2 In terms of Regulation 5(via) of the Buyback Regulations, the Board or Buyback Committee, may till 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, such that there is no change in the Buyback Size.

1.3 The Buyback Size represents 6.77% and 6.72% of the aggregate of the total paid-up equity share capital and free reserves (including securities premium) as per the latest audited standalone and consolidated financial statements of the Company, respectively, as of March 31, 2026. 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.

1.4 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 upto 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.

1.5 The Buyback Size does not include 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 Cost**").

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

1.7 The Buyback shall be undertaken on a proportionate basis from the Eligible Shareholders of the Company as on the Record Date i.e. October 30, 2026 through the tender offer process prescribed under Regulation 4(iv)(a) of 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*" as specified by SEBI in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI circular SEBI/HO/CFD/DCR III/CIR/P/2021/616 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 ("**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 SEBI, the Stock Exchanges, Reserve Bank of India ("**RBI**"), Registrar of Companies, Uttar Pradesh II ("**RoC**") and/ or other authorities, institutions or bodies (together with SEBI, RBI and RoC, the "**Appropriate Authorities**").

1.8 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. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in the view of the particularized nature of tax consequences, Eligible Shareholders are advised to consult their own legal, financial and tax advisors for the applicable tax implications prior to participating in the Buyback.

1.9 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.

1.10 Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the promoters and members of 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 members of 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 Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

1.11 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.

1.12 A copy of this Public Announcement is available on the website of the Company at www.genuspower.com, the website of the Manager to the Buyback i.e. IIFL Capital Services Limited *(formerly known as IIFL Securities Limited)* at www.iiflcapital.com and is expected to be available on the website of the SEBI at www.sebi.gov.in during the period of Buyback and on the website of the Stock Exchanges at www.bseindia.com and www.nseindia.com.

2. 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 upto ₹148.20 Crores (Rupees One Hundred Forty Eight Crores and Twenty Lakh Only) for the Buyback, excluding any Transaction Cost.

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.

3. MAXIMUM AMOUNT REQUIRED FOR THE BUYBACK AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES AND SOURCE OF FUNDS FROM WHICH BUYBACK WOULD BE FINANCED

3.1 The maximum amount required for Buyback will not exceed ₹148.20 Crores (Rupees One Hundred Forty Eight Crores and Twenty Lakh Only), excluding Transaction Cost.

3.2 The maximum amount mentioned aforesaid is 6.77% and 6.72% of the aggregate of the fully paid-up equity share capital and free reserves (including securities premium) as per the latest audited standalone and consolidated financial statements of the Company, respectively, as on March 31, 2026 (being the latest audited financial statements available as on the date of the Board Meeting), which does not exceed 10% of the aggregate of the total paid-up capital and free reserves (including securities premium) of the Company as per latest audited standalone and consolidated financials of the Company as on March 31, 2026.

3.3 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.

3.4 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.

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

4 BUYBACK PRICE AT WHICH THE EQUITY SHARES ARE PROPOSED TO BE BOUGHT BACK AND BASIS OF ARRIVING AT THE BUYBACK PRICE

4.1 The Equity Shares of the Company are proposed to be bought back at a price of ₹312/- (Rupees Three Hundred and Twelve Only) per Equity Share.

4.2 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.

4.3 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); and

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. The closing market price of the Equity Shares as on Intimation Date was ₹283.95 on BSE and ₹282.75 on NSE.

5 MAXIMUM NUMBER OF EQUITY SHARES WHICH THE COMPANY PROPOSES TO BUYBACK

The Company proposes to Buyback upto 47,50,000 (Forty Seven Lakhs and Fifty Thousand) Equity Shares of the Company, representing 1.56% of the total number of Equity Shares in the total paid-up equity capital of the Company, from the Eligible Shareholders, for an amount upto ₹148.20 Crores (Rupees One Hundred Forty Eight Crores and Twenty Lakh Only). 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.

6 DETAILS OF SHAREHOLDING AND TRANSACTIONS IN THE SHARES OF THE COMPANY BY PROMOTERS, MEMBERS OF PROMOTER GROUP, PERSONS IN CONTROL OF THE COMPANY AND DIRECTORS OF PROMOTERS WHERE PROMOTER IS A COMPANY AND DIRECTORS AND KEY MANAGERIAL PERSONNEL OF THE COMPANY

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 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 this 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 this 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
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 this 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 this 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 this 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 this 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 this 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 this 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 preceding the date of the Board Meeting and from the date of this 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)	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
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

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

(vii) Aggregate shares purchased or sold by any of the directors and key managerial personnel of the Company during a period of six months preceding the date of the Board Meeting i.e., October 26, 2026, at which the Buyback was approved and from the date of this 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	Sale	May 25, 2026	175	327.00	320.00

7 INTENTION OF THE PROMOTERS, MEMBERS OF PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO TENDER EQUITY SHARES FOR BUYBACK INDICATING THE NUMBER OF EQUITY SHARES, DETAILS OF ACQUISITION WITH DATES AND BUYBACK PRICE

7.1 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.

7.2 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.

8 DETAILS OF ANY SUBSISTING DEFAULTS IN REPAYMENT OF DEPOSITS, REDEMPTION OF DEBENTURES OR PREFERENCE SHARES OR REPAYMENT OF TERM LOANS TO ANY FINANCIAL INSTITUTION OR BANKS

The Company does not have any 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.

9 CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE BUYBACK REGULATIONS AND THE COMPANIES ACT:

(i) all Equity Shares of the Company are fully paid up;

(ii) 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;

(iii) 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;

(iv) 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;

(v) 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;

(vi) 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;

(vii) 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;

(viii) 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;

(ix) 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;

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

(xi) 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;

(xii) that the maximum number of Equity Shares proposed to be purchased under the Buyback i.e. upto 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;

(xiii) 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;

(xiv) 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;

(xv) 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;

(xvi) 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;

(xvii) the Company will not withdraw the Buyback after the public announcement of the Buyback is made;

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

(xix) 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;

(xx) 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;

(xxi) 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;

(xxii) 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;

(xxiii) 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;

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

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

(xxvi) 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;

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

(xxviii) 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;

(xxix) 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;

(xxx) 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; and

(xxxi) the statements contained in this Public Announcement and the 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.

(xxxii) 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.

10 CONFIRMATION BY THE BOARD OF DIRECTORS:

As required by clause (x) of Schedule I read with Schedule II 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:

(i) immediately following the date of the Board Meeting there will be no ground on which the Company could be found unable to pay its debts.

(ii) as regards its prospects for the year immediately following the date of the Board Meeting, having regard to the intentions of the Board with respect to the management of the Company's business during that year and to the amount and the character of the financial resources which in the Board's view will 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 that date; 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.

11 REPORT BY THE COMPANY'S JOINT STATUTORY AUDITORS

Report addressed to the Board of Directors by the Company's Auditors on permissible capital payment.

The text of the report dated October 26, 2026 of M S K A & Associates LLP and Kapoor Patni & Associates, the Statutory Auditors of the Company is reproduced below:

"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 initialled 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 above. 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	**For Kapoor Patni & Associates**
(Formerly known as M S K A & Associates)	Chartered Accountants
Chartered Accountants	Firm Registration No.: 019927C
Firm Registration No.: 105047W/W101187	
Sd/-	Sd/-
Sriparna De	Abhinav Kapoor
Partner	Partner
Membership No. 060978	Membership No.: 419689
UDIN: 26060978QNMPBC4241	UDIN: 26419689TEWWJL7414
Place: Gurugram	Place: Jaipur
Date: October 26, 2026	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:

(Rs. 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 Rs. 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 Rs.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"

12 RECORD DATE, OFFER PERIOD AND SHAREHOLDERS' ENTITLEMENT

12.1 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.

12.2 As per the Buyback Regulations and such other circulars or notifications, as may be applicable, in due course, Eligible Shareholders will receive a letter of offer in relation to the Buyback ("**Letter of Offer**") along with a tender offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate and tender shares in the Buyback. All of the equity shareholders of the Company as on Record Date will be eligible to participate in the Buyback.

12.3 As required under the Buyback Regulations, the dispatch of the Letter of Offer shall be through electronic mode in accordance with the provisions of the Companies Act within two (2) working days from the Record Date along with a tender offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate and tender shares in the Buyback. If the Company receives a request from any Eligible Shareholder to receive a copy of the letter of offer in physical form, the same shall be provided.

12.4 The Equity Shares proposed to be bought back by the Company, as a part of the Buyback, are divided into two categories:

i. Reserved category for small shareholders (as defined below); and

ii. General category for all Eligible Shareholders.

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, as on record date is not more than two lakh rupees;

12.5 In accordance with Regulation 6 of the Buyback Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buyback or such number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the small shareholders as part of this Buyback.

12.6 On the basis of the shareholding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder, including small shareholders, to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective shareholder on the Record Date and the ratio of the Buyback applicable in the category to which such shareholder belongs ("**Buyback Entitlement**"). The final number of Equity Shares that the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Accordingly, the Company may not purchase all of the Equity Shares tendered by an Eligible Shareholder. The Company believes that this reservation for small shareholders would benefit a large number of the Company's public shareholders, who would be classified as "Small

Shareholders". 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.

12.7 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 and transfer agent (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

12.8 After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in other category.

12.9 The participation of Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate. Eligible Shareholders may also accept a part of their entitlement. Eligible Shareholders 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. The acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder shall be in terms of procedure outlined herein. In case any Eligible Shareholder or any person claiming to be an Eligible Shareholder cannot participate in the Buyback Offer for any reason, the Company, the Manager and Registrar to the Buyback and their officers shall not be liable in any manner for such non-participation.

12.10 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.

12.11 The Equity Shares tendered as per the entitlement by the Eligible Shareholder as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in the Buyback Regulations. The settlement of the tenders under the Buyback will be done using the "*Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers Buy Back and Delisting*" notified under the SEBI Circulars. Eligible Shareholders will receive a Letter of Offer along with a tender/offer form indicating their respective entitlement for participating in the Buyback.

12.12 Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer to be sent in due course to the Eligible Shareholders as on Record Date who have their email address registered with the Company/Registrar and transfer agent/ Depositories.

13 PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUYBACK

13.1 The Buyback is open to all Eligible Shareholders/ beneficial owners of the Company holding Equity Shares either in Physical or electronic form, as on the Record Date.

13.2 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.

13.3 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 ("**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 settlement 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:

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
Email: genus.buyback2026@iiflcap.com
Tel. No.: +91 22 4646 4600
Contact Person: Kunal Thakkar/Vishal Hase
Website: www.iiflcapital.com
SEBI Registration No.: INZ000164132
CIN: L99999MH1996PLC132983

13.4 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.

13.5 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.

13.6 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.

13.7 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 applicable shares 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.

13.8 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.

13.9 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.

13.10 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.

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

a) 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.

b) 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**").

c) 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.

d) 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. 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.

e) 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.

f) 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.

g) 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.

h) 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).

i) 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.

13.12 Procedure to be followed by Eligible Shareholders holding Equity Shares in the 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. The provisions as below:

a) 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. Such documents include (i) the tender form duly signed (by all 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 Eligible Shareholder's PAN card, (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 shares 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.

b) 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.

c) The Seller Member/Eligible Shareholder is required to deliver the original Equity Share certificate(s) and documents (as mentioned in paragraph (a) above) along with the TRS either by registered post or courier or hand delivery to the Registrar, i.e. Niche Technologies Private Limited, at the address mentioned at paragraph 16 below or the collection centre of the Registrar details of which will be included in the letter of offer within 2 (two) days of bidding by the Seller Member and the same should reach not later than 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.

d) 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'.

e) 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.

f) 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.

g) 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.

h) 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.

i) 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.

j) 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.

k) 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.

l) The cumulative quantity tendered shall be made available on the website of the Stock Exchanges throughout the trading sessions and will be updated at specific intervals during the tendering period.

14 METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per Buyback Regulations:

a) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

b) The Company will pay the consideration (net of tax deducted at source) to the Company's Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank accounts as per the prescribed schedule. 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 Stock Broker's settlement bank account for onward transfer to such Eligible Shareholders in dematerialized form.

c) 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.

d) 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.

e) 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.

f) 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.

g) In relation to the physical Equity Shares: If physical Equity Shares tendered by Eligible Shareholders are not accepted, the share certificate would be returned to such Eligible Shareholders by registered post or by ordinary post or courier at the Eligible Shareholders' sole risk. The Company also encourages Eligible Shareholders holding physical shares to dematerialize their physical shares.

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 accepted 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.

h) In the case of inter depository, Clearing Corporation 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 Corporation 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 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.

i) 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. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

j) 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.

k) 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 accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.

l) 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.

m) 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.

15 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. +91-141-7102412/400/500
Fax. +91-141-2770319, 7102503
Email: cs@genus.in
Website: www.genuspower.com

16 REGISTRAR TO THE BUYBACK/ INVESTORS SERVICE CENTRE

In case of any queries, shareholders may also contact the Registrar between 10.00 a.m. and 5.00 p.m. IST on any day 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) 22806616/1718
Email: nichetechpl@nichetechpl.com
Website: https://nichetechpl.com/
SEBI Registration Number: INR000003290
Validity: Permanent
CIN: U74140WB1994PTC062636

17 MANAGER 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 (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

18 DIRECTORS' RESPONSIBILITY

As per Regulation 24(i)(a) of the Buyback Regulations, the Board accepts responsibility for the information contained in this Public Announcement and confirms that this Public Announcement contains true, factual and material information and does not contain any misleading information.

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

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

Place : Jaipur
Date : October 27, 2026