

June 29, 2026

BSE Limited,
(Corporate Relationship Department),
P J Towers,
Dalal Street, Fort,
Mumbai- 400 001

BSE Code: 530343

National Stock Exchange of India Ltd.,
(Listing & Corporate Communications),
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051.

NSE Symbol: GENUSPOWER

Dear Sir/Madam,

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

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Notice of Postal Ballot (“Notice”) along with the explanatory statement seeking approval of the Members, by way of a Special Resolution, for the appointment of Mr. Sandeep Jain (DIN: 11696540) as an Independent Director of the Company.

In accordance with the MCA and SEBI circulars, the Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members or List of Beneficiaries received from the depositories and whose email ID is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories as on Friday, June 19, 2026 (“Cut-off Date”).

The Company has engaged the services of Central Depository Services (India) Limited (CDSL), for providing remote e-voting facility to all its members. In accordance with the provisions of the MCA and SEBI Circulars, Members can vote only through the remote e-voting process which commences on Wednesday, July 01, 2026 at 9.00 am (IST) and ends on Thursday, July 30, 2026 at 5:00 pm (IST).

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

Kindly take the same on record.

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

Puran Singh Rathore
(Joint Company Secretary & Compliance Officer)
Encl. as above

Genus Power Infrastructures Limited

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

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

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

POSTAL BALLOT NOTICE

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

Dear Members,

Notice is hereby given that the resolution set out below is proposed for approval by the Members of Genus Power Infrastructures Limited (“the Company”) by means of Postal Ballot, only by remote e-voting process (“e-voting”) being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (“the Act”), Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

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

The Company has appointed Mr. Sandeep Jain (Membership No. FCS 5398, CP No. 4151) and in his absence Ms. Lata Gyanmalani (Membership No. FCS 10106, CP No. 9774), partners of M/s. ARMS & Associates LLP, Practicing Company Secretaries, Jaipur as the Scrutinizer for conducting the Postal Ballot only through the remote e-voting process and for scrutinizing the votes casted therein, in a fair and transparent manner and they have communicated their consent to act as Scrutinizer and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

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

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

Commencement of e-voting:	Wednesday, July 01, 2026 at 9:00 a.m. (IST)
End of e-voting:	Thursday, July 30, 2026 at 5:00 p.m. (IST)

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

SPECIAL BUSINESS

Item No. 1:

1. To appoint Mr. Sandeep Jain (DIN: 11696540) as an Independent Director of the Company

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

“RESOLVED THAT Mr. Sandeep Jain (DIN: 11696540), who was appointed as an Additional Director of the Company with effect from May 02, 2026 by the Board of Directors of the Company (“Board”), pursuant to Section 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Articles of Association of the Company, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director of the Company, and who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board, the appointment of Mr. Sandeep Jain (DIN: 11696540) as an Independent Director of the Company, for a period of one (1) year, with effect from May 02, 2026 up to May 01, 2027 (both days inclusive), not liable to retire by rotation, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors and/or the official(s) of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Puran Singh Rathore
Joint Company Secretary & Compliance Officer

ICSI M. No.: A25543

Jaipur, May 16, 2026

Registered Office:

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

Tel.: 91-120-2581999; Email: cs@genus.in; Website: www.genuspower.com

CIN: L51909UP1992PLC051997

NOTES:

1. A Statement, pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations, is appended hereto and the same should be taken as part of the Notice.
2. In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting only.
3. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members / List of Beneficial Owners as at the close of business hours on Friday, June 19, 2026 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / RTA / DPs / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and prepaid business reply envelopes are not being sent to Members for this Postal Ballot. Any person who is not a Member as on the Cut-Off Date or becomes a Member after the Cut-Off Date should treat this Postal Ballot Notice for information purposes only.
4. This Postal Ballot Notice will also be available on the Company’s website at ‘www.genuspower.com’, the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at ‘www.bseindia.com’ and ‘www.nseindia.com’, respectively and on the website of CDSL at ‘www.evotingindia.com’.
5. The resolution, if approved by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e. Thursday, July 30, 2026.
6. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of e-voting. Members seeking to inspect such documents can send an email to ‘cs@genus.in’.
7. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address:
 - (i) Members, holding shares in electronic form/mode and have not registered their email address, are requested to register the same with the DPs where they maintain their demat accounts which is mandatory while e-Voting; and
 - (ii) Members, holding shares in physical mode and have not registered/updated their e-mail address with the Company, are requested to register/update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.genuspower.com) duly filled and signed along with requisite supporting documents to the Company’s RTA at M/s. Niche Technologies Private Limited, 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata-700017; website: ‘www.nichetechpl.com’. In case of any queries, for registering email address, Members may write to ‘nichetechpl@nichetechpl.com’ and ‘cs@genus.in’.
8. Non-resident Indian shareholders are requested to immediately inform their depository participant (in case shares are held in demat/electronic form) or the Company’s RTA (in case shares are held in physical form), as the case may be, about:
 - (i) the change in the residential status on return to India for permanent settlement.
 - (ii) the particulars of the NRE account with a bank in India, if not furnished earlier.
9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, permanent account number (PAN), nominations, power of attorney, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC code), etc., to their DPs, in case the shares are held in electronic form, and to the Company’s Registrar and Share Transfer Agent (i.e.

M/s. Niche Technologies Private Limited, Kolkata) (“RTA”), through Form ISR-1/ISR-2, as applicable, along with necessary supporting documents, in case the shares are held in physical form. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

10. As per the provisions of Section 72 of the Act, the facility for making nominations is available for the Members in respect of the shares held by them. Members, who have not yet registered their nomination, are requested to register the same by submitting Form No.SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14. If a Member desires to opt out from the nomination facility, then he/she may submit the same in Form No. ISR-3. The said forms can be downloaded from the Company’s website at <https://genuspower.com/investor-category/investor-information/>. Members are requested to submit these details to their DP, in case the shares are held by them in electronic form, and to the Company’s RTA, in case the shares are held in physical form.
11. Shareholders of physical securities are requested to take note of the same and furnish their KYC details at the earliest to the Company’s RTA. The relevant forms for update of KYC are available on the websites of the Company at ‘www.genuspower.com’ and the Company’s RTA at ‘www.nichetechpl.com’. The Company, through the RTA, has sent individual letters, along with the relevant forms to the shareholders of physical securities with incomplete KYC details, requesting them to furnish/update their KYC details at the earliest. The details of various forms for updating KYC details for shareholders holding physical shares, for your reference, are as follows:
- Form ISR-1 - Request for Registering PAN, KYC Details or Changes/Updation thereof
 - Form ISR-2 - Confirmation of Signature of securities holder by the Banker
 - Form ISR-3 - Declaration Form for Opting-out of Nomination
 - Form SH-13 - Registration of Nomination
 - Form SH-14 - Cancellation or Variation of Nomination

Members, holding shares in electronic form, are requested to submit the details to their respective DPs only and not to the Company.

12. As per Regulation 40 of the Listing Regulations, securities of listed companies can be transferred, transmitted and transposed only in dematerialized form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company’s RTA for assistance in this regard. Members may also visit the Company’s website at ‘<https://genuspower.com/investor-category/investor-information/>’.
13. The SEBI has mandated that all listed entities shall issue the securities in dematerialized form only while processing service requests relating to issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, and transmission.

Members will have to submit duly filled up Form ISR-4 for the above-mentioned requests and surrender their original securities certificate(s) for processing of service requests to the Company’s RTA. The Company’s RTA shall thereafter issue a ‘Letter of Confirmation’ / ‘Entitlement Letter’ in lieu of physical securities certificate(s), to the securities holder/claimant within 30 days of its receipt of such request after removing objections, if any. The ‘Letter of Confirmation’ / ‘Entitlement Letter’ shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the DP for dematerialising the said securities. Form ISR-4 is available on the website of the Company and its RTA.

14. The Company has designated a separate email ID of the grievance redressal division / compliance officer i.e. ‘cs@genus.in’, exclusively for the purpose of registering complaints by investors.

15. Procedures for e-voting are as follows:

- (I) Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations read with relevant SEBI Circulars, MCA Circulars, SS-2 and any amendments thereto, the Company is providing e-voting facility to its Members to exercise their right to vote on the proposed resolution by electronic means. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a Member using remote e-voting will be provided by CDSL.
- (II) The instructions for Members for remote e-voting are as under:
 - (i) The e-voting period begins on Wednesday, July 01, 2026 at 9.00 am (IST) and ends on Thursday, July 30, 2026 at 5:00 pm (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off Date (record date) of Friday, June 19, 2026 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the said Cut-Off Date.
 - (ii) Once the vote on the resolution is cast by the Members, the Members shall not be allowed to change it subsequently.

Step 1: Access through Depositories (CDSL/NSDL) e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Members are advised to update their mobile number and email-id in their demat accounts in order to access e-voting facility.

Pursuant to aforesaid SEBI Circular, the login method for e-voting for individual shareholders holding securities in demat mode (CDSL/NSDL) is given below:

Type of shareholders	Login method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website at www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting, if any & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so

	<p>that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL at website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members, who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 210 9911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 1800 - 102 0990

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form:

- (1) The shareholders should log on to the e-voting website www.evotingindia.com.
- (2) Click on “Shareholders” module.
- (3) Now enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Shareholders holding shares in physical form should enter folio number registered with the company.
- (4) Next enter the Image Verification as displayed and Click on Login.
- (5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • *Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the Member id / folio number in the Dividend Bank details field.

(v) After entering these details appropriately, click on “SUBMIT” tab.

- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians – For Remote e-Voting only:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 'www.evotingindia.com' and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 'helpdesk.evoting@cdslindia.com'.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, non-individual shareholders are required mandatory to send the relevant board resolution/ authority letter etc. together with attested specimen signature of the duly authorized signatory, who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; 'cssandeep@armsandassociates.com' and 'cs@genus.in', respectively, if

they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS, WHOSE EMAIL / MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

- For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
 - For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
 - For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository, if any.
- (III) Contact details of the person responsible to address the queries/grievances connected with the voting by Postal Ballot including voting by electronic means, if any:
- If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to 'helpdesk.evoting@cdslindia.com' or contact at toll free no. 1800 210 9911.
 - All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to 'helpdesk.evoting@cdslindia.com' or call at toll free no. 1800 22 55 33.
 - The Company Secretary/Joint Company Secretary, Genus Power Infrastructures Limited, SPL-3, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022, Rajasthan; Tel. 0141-7102400/500; E-mail: cs@genus.in.

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

Puran Singh Rathore

Joint Company Secretary & Compliance Officer

ICSI M. No.: A25543

Jaipur, May 16, 2026

Registered Office:

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

Tel.: 91-120-2581999; Email: cs@genus.in; Website: www.genuspower.com;

CIN: L51909UP1992PLC051997

EXPLANATORY STATEMENT

[Pursuant to Section 102(1) of the Companies Act, 2013 (“Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Item No. 1

Pursuant to the recommendation of the Nomination and Remuneration Committee (“NRC”), the Board of Directors of the Company (“Board”) has approved the appointment of Mr. Sandeep Jain (DIN: 11696540) as an Additional Director of the Company with effect from May 02, 2026 as per the provisions of Sections 161 of the Companies Act, 2013 (“Act”) and also as an independent director to hold office for a period of one (1) year commencing from May 02, 2026 up to May 01, 2027, subject to the approval of the Members of the Company.

The Company has received all statutory disclosures, declarations and confirmations required under the Act and the Listing Regulations from him, including the following:

- (i) Consent in writing to act as directors in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”).
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.
- (iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority.
- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company.
- (vi) A notice in writing by a member proposing his candidature under Section 160(1) of the Act.
- (vii) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.
- (viii) Confirmation that he had not been a partner of a firm that had transactions during the last three financial years with Genus Power Infrastructures Limited or its subsidiaries amounting to 10 (ten) percent or more of its gross turnover.

The Board is of the opinion that he fulfils the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and such other laws and regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management. He possesses appropriate skills, experience, knowledge and capabilities required for the role of an Independent Director. The Board has noted that his background and experiences are aligned with the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

Brief Profile of Mr. Sandeep Jain

Mr. Sandeep Jain, aged 62, joined the Indian Revenue Service (IRS) as part of the 1989 Batch. He retired as Director General (Legal and Research) after an illustrious career of around 35 years with the Government of India, predominantly in the Income Tax Department. During his tenure, he held several key positions, including Deputy Commissioner, Commissioner (Appeals) and Principal CIT (Central). He possesses extensive experience in legal adjudication, tax administration, investigation, and policy formulation. He holds a Bachelor of Arts (1984) and LL.B. (1987) from the University of Allahabad.

Mr. Jain also served on deputation as Executive Director of a Textile Export Promotion Council under the Ministry of Textiles, where he effectively led the organization as its CEO with a strong focus on ensuring compliance with

applicable rules and regulations. In this role, he played a key part in promoting the Indian textile industry at various international platforms through participation in global exhibitions, business delegations, and official tours across the world, including the Middle East, Southeast Asia, Europe, Australia, and Latin America. He also served on deputation with the Competition Commission of India under the Ministry of Corporate Affairs, where he conducted in-depth investigations into unfair trade practices and handled complex matters involving builders, textile manufacturers, jewellers, and other competition law-related issues.

During his distinguished career, he made significant contributions to policy implementation, industry promotion, regulatory enforcement, and institutional policymaking, including preparation of the Expenditure Budget Manual, among others. He is widely regarded for his diligence, sound legal acumen, and his ability to effectively handle complex judicial, investigative, and administrative functions across multiple government institutions.

He successfully adjudicated numerous appeals, conducted post-search assessments, and handled recovery proceedings in high-value cases. He represented the Income Tax Department before the Income Tax Appellate Tribunal (ITAT) and the Settlement Commission and played a significant role in examining judgments of various High Courts to identify and process suitable cases for filing Special Leave Petitions before the Hon'ble Supreme Court. Throughout his career, he has actively participated in search and seizure operations, audit assessments, and a wide range of administrative functions.

The profile and specific areas of expertise and other relevant information as required under the Listing Regulations and SS-2 are provided in Annexure A of this Notice.

He will be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

The resolution seeks the approval of members for the appointment of Mr. Sandeep Jain (DIN: 11696540) as an Independent Director of the Company with effect from May 02, 2026 to May 01, 2027 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The draft letter of appointment of Mr. Sandeep Jain (DIN: 11696540), setting out the terms and conditions of his appointment, is available electronically for inspection by the Members of the Company. Members seeking to inspect the same may send an email to 'cs@genus.in'.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulations 17 and 25 of the Listing Regulations, the Board recommends the resolution set out in Item No. 1 of this Notice for the approval of the Members by way of a Special Resolution.

None of the Directors, Key Managerial Personnel, or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

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

Puran Singh Rathore
Joint Company Secretary & Compliance Officer
ICSI M. No.: A25543
Jaipur, May 16, 2026

Registered Office:

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

Tel.: 91-120-2581999; Email: cs@genus.in; Website: www.genuspowers.com; CIN:L51909UP1992PLC051997

'Annexure-A'

Details and brief profile of the Director seeking appointment, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard-2, are as follows:

Name of Director	Mr. Sandeep Jain
DIN & (Age in Years)	11696540 (62 Years)
Board Position	Independent Director
Qualifications	Bachelor of Arts and LLB
Experience (including expertise in specific functional area)/Brief Resume	<p>Mr. Sandeep Jain, joined the Indian Revenue Service (IRS) as part of the 1989 Batch. He retired as Director General (Legal and Research) after an illustrious career of around 35 years with the Government of India, predominantly in the Income Tax Department. During his tenure, he held several key positions, including Deputy Commissioner, Commissioner (Appeals) and Principal CIT (Central). He possesses extensive experience in legal adjudication, tax administration, investigation, and policy formulation. He holds a Bachelor of Arts (1984) and LL.B. (1987) from the University of Allahabad.</p> <p>For further details, refer to Explanatory Statement Item No. 1.</p>
Terms and Conditions of Appointment / Reappointment	Appointed as an Independent Director for a period of one (1) year, with effect from May 02, 2026 up to May 01, 2027
Remuneration last drawn during FY 2025-26 (including sitting fees and commission, if any)	Not Applicable
Remuneration proposed to be paid (Rs.)	He will be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.
Date of first appointment on the Board	02.05.2026
Shareholding in the Company	Nil
Relationship with other Directors/Key Managerial Personnel	None
Number of meetings of the Board attended during the year	One (1)
Directorships of other Boards	NIL
Memberships / Chairmanships of Committees	NIL