

May 30, 2025

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Sub: Amendment to the 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' ("Fair Disclosure Code").

This is to inform you that the Board of Directors at its meeting held on May 30, 2025 approved amendment to the 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' of the Company.

In pursuance to the provisions of Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations"), please find enclosed herewith a copy of the "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" and shall be made available on the Company's website at <https://genuspower.com/wp-content/uploads/2025/05/Code-of-Fair-Disclosure-of-UPSI-Updated.pdf>

Kindly take the above on your record.

Thanking you.

Yours truly,
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) (Tel.: +91-120-2581999)
(Corporate Office: SPL-3, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022, Rajasthan) (Tel.: +91-141-7102400)
(E-mail: cs@genus.in; Website: www.genuspower.com; Corporate Identity Number: L51909UP1992PLC051997)

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

(I) Preface

Pursuant to Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and to prevent Insiders from procuring, communicating, providing or allowing access to unpublished price sensitive information (“UPSI”) except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, the following code of practices and procedures for fair disclosure of unpublished price sensitive information (hereinafter referred to as the ‘Code’) have been adopted by the Board of Directors of the Company.

(II) Definitions

For the purpose of this Code:-

1. **“Regulations”** mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.
2. **“Code” or “Code of Conduct”** shall mean the code of practices and procedures for fair disclosure of unpublished price sensitive information of Genus Power Infrastructures Limited as amended from time to time.
3. **“Company”** means ‘Genus Power Infrastructures Limited’.
4. **“Compliance Officer”** means Company Secretary or such other senior officer designated so and reporting to the board of directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.

For the purpose of this regulation, “financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.

5. **“Unpublished price sensitive information” (“UPSI”)** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:
 - (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;

- (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions; and changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
- (v) change in rating(s), other than ESG rating(s);
- (vi) fund raising proposed to be undertaken;
- (vii) agreements, by whatever name called, which may impact the management or control of the company;
- (viii) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- (ix) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- (x) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- (xi) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- (xii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- (xiii) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- (xiv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- (xv) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Explanation 1- For the purpose of sub-clause (ix):

a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.

6. **(A) "Insider"** means any person who is

- i) a connected person; or
- ii) in possession of or having access to unpublished price sensitive information;

(B) "Connected Person" means:

- (i) any person who is or has during the six (6) months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including the following

that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access:

- (a) by reason of frequent communication with its officers; or
- (b) by being in any contractual, fiduciary or employment relationship; or
- (c) by being a director, officer or an employee of the company; or
- (d) holds any position including a professional or business relationship between himself and the company whether temporary or permanent.

Deemed to be a Connected Person:

- (ii) the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established:
 - (a) a relative of connected persons specified in clause (i); or
 - (b) a holding company or associate company or subsidiary company; or
 - (c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - (e) an official of a stock exchange or of clearing house or corporation; or
 - (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - (g) a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - (h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - (i) a banker of the Company; or
 - (j) a concern, firm, trust, hindu undivided family (HUF), company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.
 - (k) a firm or its partner or its employee in which a connected person specified in above clause (B) is also a partner; or
 - (l) a person sharing household or residence with a connected person specified in above clause (B);

7. Words and expressions, used and not defined in these Code but defined in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder and as amended from time to time, shall have the meanings respectively assigned to them in those legislation.

(III) Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

No insider shall communicate, provide, or allow access to any UPSI, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. No person shall procure from or cause the communication by any insider of UPSI, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

This Code aims to formulate a framework and policy for fair disclosure of UPSI that could impact price of the Company's securities in the market. So as to ensure fair disclosure of UPSI that could impact price discovery in the market, the Board of Directors of the Company shall adhere to the following code of

practices and procedures for fair disclosure of UPSI envisaged in Schedule A of SEBI (Prohibition of Insider Trading) Regulation, 2015:

1. It shall be ensured that prompt public disclosure of UPSI is made to make it generally available, once it is discovered that credible and concrete information having the potential of effecting the price of securities of the Company exists or comes into being.
2. It shall be ensured that uniform and universal dissemination of UPSI is promptly made to avoid selective disclosures.
3. The Compliance Officer is designated as Chief Investor Relations Officer to deal with dissemination and disclosure of UPSI.
4. It shall be ensured that any UPSI, which gets disclosed selectively, inadvertently or otherwise, is promptly disseminated to make such information generally available.
5. The Company shall ensure that appropriate and fair responses and replies are promptly provided to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. It shall be ensured that no UPSI is shared with analysts and research personnel.
7. The Company shall develop and follow the best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences, if any, on the official website to ensure official confirmation and documentation of disclosures made.
8. It shall be ensured that the UPSI is handled on need-to-know basis.

(IV) Policy for determination of “Legitimate purpose” for sharing of UPSI

The UPSI can be shared by the Insider to any person including other insiders where such sharing is in furtherance of legitimate purposes. The UPSI shall be shared in ordinary course of business only. The UPSI shall be shared only by/with the person who is authorized to do so. Where there is any sharing of UPSI, non-disclosure agreements shall be executed or notice of confidentiality shall be served. The person receiving such information shall be sensitized or informed about the confidentiality of the matter in order to avoid any leakage. Details of the person receiving such information shall be maintained by the Company, in order to track whether the information was exploited by the person or not.

“Legitimate purpose” shall mean sharing of the UPSI in the ordinary course of business by an insider with the following, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations:

- (1) Promoters
- (2) Auditors
- (3) Lenders
- (4) Customers
- (5) Suppliers
- (6) Merchant bankers
- (7) Legal advisors
- (8) Consultants
- (9) Partners or Collaborators
- (10) Insolvency professionals
- (11) Other advisors or consultants
- (12) Any other person with whom UPSI is shared in furtherance of legitimate purposes, performance of duties or discharge of legal obligations
- (13) Staff members of (1) to (12) above

Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with these regulations.

The board of directors of the Company shall ensure that a structured digital database is maintained containing details of the UPSI, details of persons with whom such UPSI is shared (along with their PANs/other unique identifier) and details of persons who have shared the information. Such databases shall not be outsourced and shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. The board of directors shall ensure that the SDD is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the SEBI regarding any investigation or enforcement proceedings, the relevant information in the SDD shall be preserved till the completion of such proceedings.

(V) Conflict between Laws and Policy/Code

In case of any conflict between the prevailing laws/rules/regulations and this policy, the prevailing laws/rules/regulations shall prevail. Further, any subsequent amendment / modification in the Act, Listing Regulations and other applicable rules/regulations/laws in this regard shall automatically apply to this Code.

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- (Formulated on May 14, 2015 and Effective from May 15, 2015)
 - (Reviewed on March 30, 2019 and Effective from April 01, 2019)
 - (Reviewed on May 28, 2021 and Effective from May 28, 2021)
 - (Reviewed on May 12, 2022 and Effective from May 12, 2022)
 - (Reviewed on May 01, 2023 and Effective from May 01, 2023)
 - (Reviewed on May 29, 2024)
 - (Reviewed & Updated on May 30, 2025 and Effective from May 30, 2025)