

PROCEEDING OF THE 29TH ANNUAL GENERAL MEETING OF GENUS POWER INFRASTRUCTURES LIMITED HELD ON THURSDAY, SEPTEMBER 16, 2021 AT 03.30 P.M. (IST) THROUGH VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS AND CONCLUDED AT 04:05 P.M. (IST)

- Mr. Ankit Jhanjhari, Company Secretary of the Company walked the Members to the Meeting and briefed them on details relating to their participation at the Meeting through VC/OAVM and e-voting during the AGM. He further informed the Members that the Company had provided remote e-voting facility to the Members to exercise their right to vote on the business items transacted at the AGM, by electronic means, from Monday, September 13, 2021 at 09.00 am (India Time) to Wednesday, September 15, 2021 at 05.00 pm (India Time) as stated in the Notice of AGM.
- Mr. Ishwar Chand Agarwal Ji, Chairman of the Company could not attend the AGM due to some exigencies. With the permission of all Directors, present and on behalf of the Directors, Mr. Kailash Chandra Agarwal, Vice-Chairman of the Company chaired the Meeting.
- The Chairman of the Meeting informed that the Meeting was held through VC / OAVM in compliance with the circulars issued by the Ministry of Corporate Affairs, Government of India and Securities and Exchange Board of India. The Company had taken all feasible efforts under the current circumstances to enable Members to participate through VC / OAVM and to vote at the Meeting.
- After confirming the requisite quorum was present through video conference, the Chairman of the Meeting called the Meeting to order and commenced the proceedings.
- The Chairman of the Meeting then introduced other Board members, KMPs and other invitees, who were attending the AGM through VC. He further informed the Members that Mr. Ishwar Chand Agarwal Ji, Chairman of the Company could not attend the AGM due to some exigencies.
- The Chairmen of Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee were present at the meeting. The representatives of the Statutory Auditors, Cost Auditors and Secretarial Auditors were also present at the meeting.
- Thereafter, the speech of the Chairperson of the Company was read giving an overview about the Company's performance, operational & technological capabilities, outlook and other related matters.
- The Chairman of the Meeting further informed the Members that the Annual Report and the Notice convening the AGM had been sent through electronic mode and also made available on the website of the Company and the website of the Stock Exchanges i.e. BSE and NSE. With the Notice already circulated to all Members, the Notice convening the AGM, the Independent Auditors' Report and the Secretarial Audit Report were taken as read.

- The Chairman of the Meeting further informed the Members that those who had not voted through remote e-voting and who participated the AGM could vote through the e-voting process conducted at the AGM.
- The Chairman of the Meeting further informed that Mr. C M Bindal, Practicing Company Secretary had been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Chairman of the Meeting further informed that the results would be declared within 48 hours from the conclusion of the AGM, based on the scrutinizer's report after taking into consideration the votes cast through remote e-voting and votes cast through e-voting at the AGM and the aforesaid would be displayed on the website of the Company and Central Depository Services (India) Limited (the agency appointed for conducting remote e-voting and e-voting at the AGM) post intimation to the stock exchanges.
- The following business items as set out in the Notice convening the 29th AGM of the Company were transacted at the meeting and passed with requisite majority:

Item No.	Item of business (Resolution)	Type of Resolution
Ordinary Business		
1	Adoption of (a) the audited standalone financial statements of the company for the financial year ended March 31, 2021, together with the reports of the board of directors and auditors thereon; and (b) the audited consolidated financial statements of the company for the financial year ended March 31, 2021, together with the report of the auditors thereon.	Ordinary
2	Declaration of a dividend of Re.0.50 (Fifty paise) per equity share of face value of Re.1 each for the financial year ended March 31, 2021.	Ordinary
3	Reappointment of Mr. Rajendra Kumar Agarwal as a director, who retires by rotation.	Ordinary
4	Reappointment of Mr. Jitendra Kumar Agarwal as a director, who retires by rotation.	Ordinary
Special Business		
5	Ratification of the remuneration of Cost Auditors for the financial year ending March 31, 2022.	Ordinary
6	Appointment of Mr. Subhash Chandra Garg as an independent director of the company.	Ordinary
7	Appointment of Dr. Keith Mario Torpy as a director of the company.	Ordinary
8	Payment of commission or fees to the non-executive directors, including independent directors.	Ordinary
9	Alteration in the object clause of the memorandum of association of the company.	Special

- The Chairman of the Meeting then requested the Members who had registered themselves as speaker to ask questions concerning the Annual Report and the Notice of the AGM. Some Members asked questions which were answered by Mr. Kailash Chandra Agarwal, Vice-Chairman (Chairman of the Meeting) of the Company.
- The Chairman of the Meeting further informed e-voting facility would also remain open for 15 minutes post conclusion of the AGM and requested the Members who had not exercised their votes through the remote e-voting facility, to cast their votes through this e-voting facility.
- The Chairman of the Meeting thanked the Members for joining the AGM and declared the meeting as concluded.
- Thereafter, the voting process was concluded.

For **Genus Power Infrastructures Limited**



(Ankit Jhanjhari)
Company Secretary

M. No.: ACS 16482



REPORT OF SCRUTINIZER

To,

The Chairman of the 29th Annual General Meeting (“AGM” / “Meeting”)) of Genus Power Infrastructures Limited held on Thursday, September 16, 2021 at 03:30 P.M. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”). The deemed venue for the AGM was the Registered Office of the Company.

Dear Sir,

Sub: Consolidated Scrutinizer’s Report on remote e-voting conducted prior to and during the 29th AGM of Genus Power Infrastructures Limited in terms of provisions of the Companies Act, 2013 read with the Rules issued thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

I, Chand Mal Bindal, Company Secretary in Practice and Partner, M/s. C.M. Bindal & Co., Practicing Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of M/s. Genus Power Infrastructures Limited (*herein after referred to as the “Company”*) vide Board Resolution dated July 29, 2021 pursuant to Section 108 of the Companies Act, 2013 (*“the Act”*) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing the process of voting through electronic means (*“e-voting”*) prior to and at the AGM in a fair and transparent manner on all the resolutions contained in the Notice dated July 29, 2021 (*“Notice”*) issued by the Company in accordance with General Circular No. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 respectively, issued by Ministry of Corporate Affairs, Government of India (*hereinafter referred to as “MCA Circulars”*), convening the 29th AGM of its Members through VC/OAVM on Thursday, September 16, 2021 at 03:30 P.M. (IST).

I hereby confirm that I am familiar and well-versed with the electronic voting system (prior to and at the AGM) and the provisions as prescribed under the Section 108 and 109 of the Act and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended. As the Scrutinizer, I have to scrutinize the process of remote e-voting prior to and at the AGM in a fair and transparent manner.

Management's Responsibility

The management of the Company is responsible to ensure compliance with the requirement of the Act, Rules made thereunder, MCA Circulars and the SEBI (Listing Obligation & Disclosure Requirements) Regulation 2015 as amended, relating to remote e-voting prior to and during the AGM on the resolutions contained in the Notice convening the AGM.

Scrutinizer's Responsibility

My responsibility as a Scrutinizer for remote e-voting prior to and at the AGM is restricted to making a consolidated Scrutinizer's Report on the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited, the agency authorized under the Rules and engaged by the Company to provide remote e-voting facilities prior to and at the AGM, and that the e-voting is conducted in a fair and transparent manner.

In view of above, I submit my report as under:

- (a) The Company had availed the remote e-voting facility offered by Central Depository Services (India) Limited for conducting remote e-voting prior to and at the AGM by the Members of the Company. Members had also an option to cast their vote through e-voting system at the AGM by attending the Meeting.
- (b) The Members of the Company holding shares as on the "cut-off" date i.e. Thursday, September 09, 2021 were entitled to vote on all the resolutions as contained in the Notice of the AGM.
- (c) The remote e-voting period (prior to the AGM) remained opened from Monday, September 13, 2021 9:00 A.M. (IST) to Wednesday, September 15, 2021 5:00 P.M. (IST).
- (d) The remote e-voting facility at the AGM was in operation till all the resolutions were considered and voted upon in the meeting and was used for voting only by the members attending the meeting and who have not exercised their right to vote through remote e-voting prior to the AGM.
- (e) The votes cast through remote e-voting prior to and at the AGM were unblocked on September 16, 2021 after the conclusion of the AGM and e-voting at the AGM in the presence of two witnesses, who are not in the employment of the Company. They have signed below in confirmation of the same. Thereafter, the voting summary statement was downloaded from the CDSL e-voting system.

Sandeep Kumar Jain

Deeksha Kaku

- (f) I have scrutinized and reviewed the remote e-voting prior to and at the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system and the summary of the e-voting results is as follows:
- (g) The register and all other papers relating to e-voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the AGM and thereafter, I, shall hand over Register and all other related papers to the Chairman / Company Secretary of the Company for safe keeping.

The details of remote e-voting conducted prior to and during the 29th AGM with respect to the proposed resolutions are provided in the “Annexure A” to this Report.

On the basis of the above voting details, all the resolutions as set out in the Notice dated July 29, 2021 convening the 29th AGM of the Company were passed by the Members with requisite majority and hence deemed to be passed on the date of AGM.

Thanking you,

Yours faithfully,

for C. M. BINDAL & CO.
Company Secretaries

(Chand Mal Bindal)
Partner
FCS No. 103, CP No. 176
September 17, 2021, Jaipur
UDIN: F000103C000959149

Countersigned by:
for Genus Power Infrastructures Limited

(Ankit Jhanjhari)
Company Secretary

C. M. BINDAL & COMPANY, COMPANY SECRETARIES

Add: F.No.202, Gensh Kripa, B-6, Moti Marg, Bapu Nagar, Jaipur-302015 Rajasthan

Contact No. +919414962454 Email ID: bindalcm@yahoo.com

Annexure A

Resolution 1: Ordinary Resolution

Adoption of: (a) The audited standalone financial statements of the company for the financial year ended March 31, 2021, together with the reports of the board of directors and auditors thereon; and (b) the audited consolidated financial statements of the company for the financial year ended March 31, 2021, together with the report of the auditors thereon.

Votes	Remote E-Voting (Priot to the AGM)		E-Voting at the AGM		Consolidated Results		% of total number valid votes cast	Invalid Votes	
	Number of members voted	Number of valid votes cast by them	Number of members present and voted	No. of valid votes cast by them	Total number of members voted	Total number of valid votes cast by them		Total number of members whose votes were declared invalid	Number of votes cast
For	206	175976857	3	8548	209	175985405	100.00	0	0
Against	14	53	0	0	14	53	0.00		
Total	220	175976910	3	8548	223	175985458	100.00		

Resolution 2: Ordinary Resolution

Declaration of a dividend of Re.0.50 (fifty paise) per equity share of face value of Re.1 each for the financial year ended March 31, 2021.

Votes	Remote E-Voting (Priot to the AGM)		E-Voting at the AGM		Consolidated Results		% of total number valid votes cast	Invalid Votes	
	Number of members voted	Number of valid votes cast by them	Number of members present and voted	No. of valid votes cast by them	Total number of members present and voting	Total number of valid votes cast by them		Total number of members whose votes were declared invalid	Number of votes cast
For	206	175976931	3	8548	209	175985479	100.00	0	0
Against	15	79	0	0	15	79	0.00		
Total	221	175977010	3	8548	224	175985558	100.00		

Resolution 3: Ordinary Resolution

Reappointment of Mr. Rajendra Kumar Agarwal as a director, who retires by rotation.

Votes	Remote E-Voting (Priot to the AGM)		E-Voting at the AGM		Consolidated Results		% of total number valid votes cast	Invalid Votes	
	Number of members voted	Number of valid votes cast by them	Number of members present and voted	No. of valid votes cast by them	Total number of members present and voting	Total number of valid votes cast by them		Total number of members whose votes were declared invalid	Number of votes cast
For	203	175976058	3	8548	206	175984606	100.00	0	0
Against	18	952	0	0	18	952	0.00		
Total	221	175977010	3	8548	224	175985558	100.00		

Resolution 4: Ordinary Resolution

Reappointment of Mr. Jitendra Kumar Agarwal as a director, who retires by rotation.

Votes	Remote E-Voting (Priot to the AGM)		E-Voting at the AGM		Consolidated Results		% of total number valid votes cast	Invalid Votes	
	Number of members voted	Number of valid votes cast by them	Number of members present and voted	No. of valid votes cast by them	Total number of members present and voting	Total number of valid votes cast by them		Total number of members whose votes were declared invalid	Number of votes cast
For	201	175891424	3	8548	204	175899972	99.95	0	0
Against	20	85586	0	0	20	85586	0.05		
Total	221	175977010	3	8548	224	175985558	100.00		

Resolution 5: Ordinary Resolution									
Ratification of the remuneration of Cost Auditors for the financial year ending March 31, 2022.									
Votes	Remote E-Voting (Priot to the AGM)		E-Voting at the AGM		Consolidated Results		% of total number valid votes cast	Invalid Votes	
	Number of members voted	Number of valid votes cast by them	Number of members present and voted	No. of valid votes cast by them	Total number of members present and voting	Total number of valid votes cast by them		Total number of members whose votes were declared invalid	Number of votes cast
For	204	175976537	3	8548	207	175985085	100.00	0	0
Against	16	373	0	0	16	373	0.00		
Total	220	175976910	3	8548	223	175985458	100.00		
Resolution 6: Ordinary Resolution									
Appointment of Mr. Subhash Chandra Garg as an independent director of the company.									
Votes	Remote E-Voting (Priot to the AGM)		E-Voting at the AGM		Consolidated Results		% of total number valid votes cast	Invalid Votes	
	Number of members voted	Number of valid votes cast by them	Number of members present and voted	No. of valid votes cast by them	Total number of members present and voting	Total number of valid votes cast by them		Total number of members whose votes were declared invalid	Number of votes cast
For	204	175976890	3	8548	207	175985438	100.00	0	0
Against	17	120	0	0	17	120	0.00		
Total	221	175977010	3	8548	224	175985558	100.00		
Resolution 7: Ordinary Resolution									
Appointment of Dr. Keith Mario Torpy as a director of the company.									
Votes	Remote E-Voting (Priot to the AGM)		E-Voting at the AGM		Consolidated Results		% of total number valid votes cast	Invalid Votes	
	Number of members voted	Number of valid votes cast by them	Number of members present and voted	No. of valid votes cast by them	Total number of members present and voting	Total number of valid votes cast by them		Total number of members whose votes were declared invalid	Number of votes cast
For	201	162840857	3	8548	204	162849405	92.54	0	0
Against	20	13136153	0	0	20	13136153	7.46		
Total	221	175977010	3	8548	224	175985558	100.00		
Resolution 8: Ordinary Resolution									
Payment of commission or fees to the non-executive directors, including independent directors.									
Votes	Remote E-Voting (Priot to the AGM)		E-Voting at the AGM		Consolidated Results		% of total number valid votes cast	Invalid Votes	
	Number of members voted	Number of valid votes cast by them	Number of members present and voted	No. of valid votes cast by them	Total number of members present and voting	Total number of valid votes cast by them		Total number of members whose votes were declared invalid	Number of votes cast
For	197	162816855	3	8548	200	162825403	92.52	0	0
Against	23	13160055	0	0	23	13160055	7.48		
Total	220	175976910	3	8548	223	175985458	100.00		

Resolution 9: Special Resolution									
Alteration in the object clause of the memorandum of association of the company.									
Votes	Remote E-Voting (Priort to the AGM)		E-Voting at the AGM		Consolidated Results		% of total number valid votes cast	Invalid Votes	
	Number of members voted	Number of valid votes cast by them	Number of members present and voted	No. of valid votes cast by them	Total number of members present and voting	Total number of valid votes cast by them		Total number of members whose votes were declared invalid	Number of votes cast
For	204	175976642	3	8548	207	175985190	100.00	0	0
Against	17	368	0	0	17	368	0.00		
Total	221	175977010	3	8548	224	175985558	100.00		