

**PROCEEDING OF THE 30<sup>TH</sup> ANNUAL GENERAL MEETING (“AGM” or “the Meeting”) OF GENUS POWER INFRASTRUCTURES LIMITED (“the Company”) HELD ON THURSDAY, SEPTEMBER 08, 2022 AT 03.30 P.M. (IST) THROUGH VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS AND CONCLUDED AT 04:15 P.M. (IST)**

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- 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 05, 2022 at 09:00 am (India Time) to Wednesday, September 07, 2022 at 05:00 pm (India Time) as stated in the Notice of AGM.
- Mr. Ishwar Chand Agarwal, 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 (MCA) and the Securities and Exchange Board of India (SEBI). 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, 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 Chairman of the Company, giving an overview about the Company's performance, dividend, operational & technological capabilities, outlook and other related matters, was read.
- 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 in the AGM could vote through the e-voting process conducted at the AGM.
- The Chairman of the Meeting further informed that Mr. Sandeep Kumar Jain, Company Secretary in practice and Partner, M/s. ARMS and Associates, Practicing Company Secretaries 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 two days 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 30<sup>th</sup> AGM of the Company were transacted at the meeting and passed with requisite majority:

Item No.	Item of business	Type of Resolution
<b>Ordinary Business</b>		
1	Adoption of: (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2022, 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, 2022, together with the report of the Auditors thereon.	Ordinary
2	Declaration of a dividend of Re. 0.25 (Twenty Five paise) per equity share of face value of Re.1 each for the financial year ended March 31, 2022	Ordinary
3	Re-appointment of Mr. Ishwar Chand Agarwal, who retires from office by rotation, and being eligible, offers himself for re-appointment.	Ordinary
4	Re-appointment of Mr. Kailash Chandra Agarwal, who retires from office by rotation, and being eligible, offers himself for re-appointment.	Ordinary
<b>Special Business</b>		
5	Ratification of the remuneration of Cost Auditors for the financial year ending March 31, 2023.	Ordinary
6	Approval of annual remuneration payable to single Non-Executive Director.	Special
7	Approval for waiver of excess managerial remuneration paid to Mr. Ishwar Chand Agarwal, Chairperson (Executive Director) for FY 2021-22.	Special
8	Approval for waiver of excess managerial remuneration paid to Mr. Rajendra Kumar Agarwal, Managing Director & CEO for FY 2021-22.	Special
9	Approval for waiver of excess managerial remuneration paid to Mr. Jitendra Kumar Agarwal, Joint Managing Director for FY 2021-22.	Special
10	Approval of loan, guarantee or security under Section 185 of Companies Act, 2013.	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**

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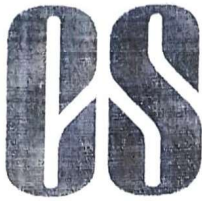
JHANJHARI

Digitally signed by  
ANKIT JHANJHARI  
Date: 2022.09.09  
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**(Ankit Jhanjhari)**

**Company Secretary**

M. No.: ACS 16482



## ARMS & ASSOCIATES LLP

Practicing Company Secretaries

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Email: [cssandeep@armsandassociates.com](mailto:cssandeep@armsandassociates.com)

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### REPORT OF SCRUTINIZER

To,

The Chairman of the 30<sup>th</sup> Annual General Meeting ("AGM" / "Meeting") of Genus Power Infrastructures Limited held on Thursday, September 08, 2022 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 30<sup>th</sup> Annual General Meeting ("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, Sandeep Kumar Jain, Company Secretary in practice and Designated Partner of M/s. ARMS and Associates LLP, Practicing Company Secretaries, has 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 August 03, 2022 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 August 03, 2022 ("Notice") issued by the Company in accordance with General Circular No.2/2022 dated May 5, 2022 and Circular No. 21/2021 dated December 14, 2021 read with Circular No. 20/2020 dated May 5, 2020 along with Circular Nos. 14 & 17/2020 dated April 8, 2020 and April 13, 2020 respectively, issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars"), convening the 30<sup>th</sup> AGM of its Members through VC/OAVM on Thursday, September 08, 2022 at 03:30 p.m. IST.

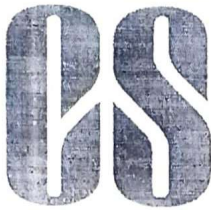
I hereby confirm that I am familiar and well-versed with the electronic voting system (prior to and at the AGM) and the provisions as prescribed under the Section 108 and 109 of the Act and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended. As the Scrutinizer, I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







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
website: [www.armsandassociates.com](http://www.armsandassociates.com)

### 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 01, 2022 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 05, 2022 (9:00 a.m. IST) to Wednesday, September 07, 2022 (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 08, 2022 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.

  
Pragyaa Prahladka

  
Lata Gyanmalani

- (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.





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On the basis of the above voting details, all the resolutions as set out in the Notice dated August 03, 2022 convening the 30<sup>th</sup> 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 ARMS & Associates LLP  
Company Secretaries  
ICSI URN: P2011RJ023700  
PR 818/2020

Sandeep Kumar Jain  
Designated Partner  
FCS 5398 CP No.4151  
Jaipur, September 09, 2022  
UDIN: F005398D000946063



Countersigned by:  
For Genus Power Infrastructures Limited



(Ankit Jhanjhari)  
Company Secretary

# ARMS & Associates LLP

PRACTICING COMPANY SECRETARIES

Add: 24 Ka 1, Jyoti Nagar, Jaipur-302005

Tel.: 0141-2740924; Mobile: +919828050920; Email: cssandeep@armsandassociates.com

## Resolution 1: Ordinary Resolution

Adoption of: (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2022, 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, 2022, together with the report of the Auditors thereon.

Votes	Remote E-Voting (Prior 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	269	202546354	8	141	277	202546495	100.00	0	0
Against	18	195	1	1	19	196	0.00		
Total	287	202546549	9	142	296	202546691	100.00		

## Resolution 2: Ordinary Resolution

Declaration of a dividend of Re. 0.25 (Twenty Five paise) per equity share of face value of Re.1 each for the financial year ended March 31, 2022.

Votes	Remote E-Voting (Prior 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	267	202589301	8	141	275	202589442	100.00	0	0
Against	21	542	1	1	22	543	0.00		
Total	288	202589843	9	142	297	202589985	100.00		

## Resolution 3: Ordinary Resolution

Re-appointment of Mr. Ishwar Chand Agarwal, who retires from office by rotation.

Votes	Remote E-Voting (Prior 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	265	200364419	8	141	273	200364560	98.90	0	0
Against	23	2225424	1	1	24	2225425	1.10		
Total	288	202589843	9	142	297	202589985	100.00		

## Resolution 4: Ordinary Resolution

Re-appointment of Mr. Kailash Chandra Agarwal as a director, who retires by rotation.

Votes	Remote E-Voting (Prior to the AGM)		E-Voting at the AGM		Consolidated Results		% of total number valid votes cast	Invalid Votes	
	Number of	Number of	Number of	No. of valid	Total	Total number		Total number of	Number of
For	252	197203860	8	141	260	197204001	97.34	0	0
Against	36	5385983	1	1	37	5385984	2.66		
Total	288	202589843	9	142	297	202589985	100.00		





**Resolution 5: Ordinary Resolution**
**Ratification of the remuneration of Cost Auditors for the financial year ending March 31, 2023.**

Votes	Remote E-Voting (Prior 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
	264	201819495	8	141	272	201819636	99.62	0	0
Against	23	770318	1	1	24	770319	0.38		
Total	287	202589813	9	142	296	202589955	100.00		

**Resolution 6: Special Resolution**
**Approval of annual remuneration payable to single Non-Executive Director.**

Votes	Remote E-Voting (Prior 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	251	200178925	8	141	259	200179066	98.81	0	0
Against	35	2410887	1	1	36	2410888	1.19		
Total	286	202589812	9	142	295	202589954	100.00		

**Resolution 7: Special Resolution**
**Approval for waiver of excess managerial remuneration paid to Mr. Ishwar Chand Agarwal, Chairperson (Executive Director) for FY 2021-22.**

Votes	Remote E-Voting (Prior 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	252	201817677	8	141	260	201817818	99.62	0	0
Against	34	772135	1	1	35	772136	0.38		
Total	286	202589812	9	142	295	202589954	100.00		

**Resolution 8: Special Resolution**
**Approval for waiver of excess managerial remuneration paid to Mr. Rajendra Kumar Agarwal, Managing Director & CEO for FY 2021-22.**

Votes	Remote E-Voting (Prior 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	253	202586728	8	141	261	202586869	100.00	0	0
Against	33	3084	1	1	34	3085	0.00		
Total	286	202589812	9	142	295	202589954	100.00		





**Resolution 9: Special Resolution**

Approval for waiver of excess managerial remuneration paid to Mr. Jitendra Kumar Agarwal, Joint Managing Director for FY 2021-22.

Votes	Remote E-Voting (Prior 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	253	202586728	8	141	261	202586869	100.00	0	0
Against	33	3084	1	1	34	3085	0.00		
Total	286	202589812	9	142	295	202589954	100.00		

**Resolution 10: Special Resolution**

Approval of loan, guarantee or security under Section 185 of Companies Act, 2013.

Votes	Remote E-Voting (Prior 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	243	185660056	8	141	251	185660197	91.64	0	0
Against	44	16929757	1	1	45	16929758	8.36		
Total	287	202589813	9	142	296	202589955	100.00		

