

PROCEEDINGS OF THE EXTRAORDINARY GENERAL MEETING OF GENUS POWER INFRASTRUCTURES LIMITED (“THE COMPANY”) HELD ON MONDAY, JULY 31, 2023 AT 11:00 AM (IST) AND CONCLUDED AT 11:15 AM (IST)

(A) Date, time and venue of the Extraordinary General Meeting (“EGM” or “Meeting”):

- The Extraordinary General Meeting of the Company was held on Monday, July 31, 2023 through Video Conferencing (VC) / Other Audio-Visual Means (OAVM). The Meeting commenced at 11:00 a.m. (IST) and concluded at 11:15 a.m. (IST).

(B) Proceedings:

- 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 EGM. 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 EGM, by electronic means, from Friday, July 28, 2023 at 9:00 am (IST) and ends on Sunday, July 30, 2023 at 5:00 pm (IST) as stated in the Notice of EGM read with corrigendum to the Notice (“Notice of EGM”).
- Mr. Ishwar Chand Agarwal, Chairman of the Company could not attend the EGM 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 EGM through VC. He further informed the Members that Mr. Ishwar Chand Agarwal, Chairman of the Company, Mr. Udit Agarwal, Independent Director and Ms. Sharmila Chavaly, Independent Director could not attend the EGM due to some exigencies.
- The Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee were present at the meeting. The representatives of the Statutory Auditors Secretarial Auditors were also present at the meeting.
- The Chairman of the Meeting further informed the Members that the Notice of EGM and Corrigendum to the Notice of EGM 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 and Corrigendum already circulated to all Members, the Notice of EGM and Corrigendum 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 EGM could vote through the e-voting process conducted at the EGM.
- The Chairman of the Meeting further informed that Mr. Sandeep Jain and in his absence Ms. Lata Gyanmalani, partners of M/s. ARMS & Associates LLP, Company Secretaries, Jaipur 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 working two days from the conclusion of the EGM, based on the consolidated scrutinizer's report after taking into consideration the votes cast through remote e-voting and votes cast through e-voting at the EGM 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 EGM) post intimation to the stock exchanges.
- The following special business items as set out in the Notice convening the EGM of the Company were transacted at the meeting:

| Item No. | Item of special business | Type of Resolution |
|----------|---|--------------------|
| 1 | Issue of share warrants on preferential basis | Special |
| 2 | Approval for investments by the Company | Special |
| 3 | Approval for the related party transactions | Ordinary |

- The Chairman of the Meeting then requested the Members who had registered themselves as speaker to ask questions concerning the Notice of the EGM. 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 EGM 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 EGM and declared the meeting as concluded.
- Thereafter, the voting process was concluded.
- All the resolutions set out in the Notice of EGM have been passed with requisite majority.

For **Genus Power Infrastructures Limited**

ANKIT
 Digitally signed by
 ANKIT JHANJHARI
JHANJHARI
 Date: 2023.07.31
 19:10:59 +05'30'

(Ankit Jhanjhari)

Company Secretary

M. No.: ACS 16482