



## **ARMS & ASSOCIATES LLP**

**Practicing Company Secretaries**

24 Ka 1, Jyoti Nagar, Jaipur-302005, Rajasthan

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### **REPORT OF SCRUTINIZER**

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

To,

The Chairman of the Extraordinary General Meeting (“EGM” / “Meeting”) of Genus Power Infrastructures Limited held on Monday, July 31, 2023 at 11:00 a.m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”). The deemed venue for the EGM was the Corporate Office of the Company.

Dear Sir,

**Sub: Consolidated Scrutinizer’s Report on remote e-voting conducted prior to and during the Extraordinary General Meeting (“EGM”) 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, 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 04, 2023 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 EGM in a fair and transparent manner on the resolutions contained in the Notice dated July 04, 2023 (“Notice of EGM”) issued by the Company in accordance with General Circulars issued by the Ministry of Corporate Affairs (“MCA”) vide Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022 and 11/2022 dated April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021, May 05, 2022 and December 28, 2022 respectively (collectively referred to as “MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and other relevant circulars issued by the Securities and Exchange Board of India (“SEBI Circulars”) and in compliance with the provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), convening the EGM of its Members through VC/OAVM on Monday, July 31, 2023 at 11:00 a.m. IST.

I hereby confirm that I am familiar and well-versed with the electronic voting system (prior to and at the EGM) 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 EGM in a fair and transparent manner.



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### 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 Regulations, relating to remote e-voting prior to and during the EGM on the resolutions contained in the Notice of EGM.

### Scrutinizer's Responsibility

Our responsibility as a Scrutinizer for remote e-voting prior to and at the EGM is restricted to making a consolidated Scrutinizer's Report on the votes cast "in favour" or "against" the resolutions stated in the Notice of EGM, 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 EGM, 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 EGM by the Members of the Company. Members had also an option to cast their vote through e-voting system at the EGM by attending the Meeting.
- (b) The Members of the Company holding shares as on the "cut-off" date i.e. Monday, July 24, 2023 were entitled to vote on all the resolutions as contained in the Notice of EGM.
- (c) The remote e-voting period (prior to the EGM) remained opened from Friday, July 28, 2023 (9:00 a.m. IST) to Sunday, July 30, 2023 (5:00 p.m. IST).
- (d) The remote e-voting facility at the EGM 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 EGM.
- (e) The votes cast through remote e-voting prior to and at the EGM were unblocked on July 31, 2023 after the conclusion of the EGM 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 data and reports were downloaded from the CDSL e-voting system.

**Varsha Jangid**  
Digitally signed  
by Varsha Jangid  
Date: 2023.07.31  
18:39:01 +05'30'

Varsha Jangid

**Lata Gyanmalani**  
Digitally signed by  
Lata Gyanmalani  
Date: 2023.07.31  
18:39:33 +05'30'

Lata Gyanmalani



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(f) I have scrutinized and reviewed the remote e-voting prior to and at the EGM and votes cast therein based on the data downloaded from the CDSL e-voting system and the summary of the e-voting results is attached.

(g) The data and all other relevant records relating to e-voting will be handed over to the Chairman / Company Secretary of the Company for safe keeping as provided in the Act read with the relevant Rules.

On the basis of the above voting results, all the resolutions as set out in the Notice of EGM of the Company have been passed by the Members with requisite majority and hence deemed to have been passed on the date of EGM i.e. July 31, 2023.

Thanking you,

Yours faithfully,

Sandeep Kumar Jain  
Digitally signed by Sandeep Kumar Jain  
Date: 2023.07.31 18:40:25 +05'30'

**Sandeep Kumar Jain**  
Practicing Company Secretary  
FCS 5398 CP No.4151  
Designated Partner  
ARMS & Associates LLP  
Company Secretaries  
ICSI URN: P2011RJ023700  
PR 818/2020

Place: Jaipur

Date: 31.07.2023

UDIN: F005398E000710806

Countersigned by:

For **Genus Power Infrastructures Limited**

ANKIT JHANJHARI  
Digitally signed by ANKIT JHANJHARI  
Date: 2023.07.31 18:58:09 +05'30'

**(Ankit Jhanjhari)**  
Company Secretary



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<b>Resolution 1: Special Resolution</b>									
<b>Issue of Share Warrants on Preferential Basis</b>									
Votes	Remote E-Voting (Prior to the EGM)		E-Voting at the EGM		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	215	183535704	4	374	219	183536078	99.9951	0	0
Against	9	9078	0	0	9	9078	0.0049		
Total	224	183544782	4	374	228	183545156	100.0000		
<b>Resolution 2: Special Resolution</b>									
<b>Approval for Investment by the Company</b>									
Votes	Remote E-Voting (Prior to the EGM)		E-Voting at the EGM		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	168132989	4	374	201	168133363	91.6033	0	0
Against	28	15411818	0	0	28	15411818	8.3967		
Total	225	183544807	4	374	229	183545181	100.0000		



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<b>Resolution 3: Ordinary Resolution</b>									
<b>Approval for the Related Party Transactions</b>									
Votes	Remote E-Voting (Prior to the EGM)		E-Voting at the EGM		Consolidated Results			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	% of total number valid votes cast	Total number of members whose votes were declared invalid	Number of votes cast
For	168	47442256	4	374	172	47318480	77.0410	1	124150
Against	26	14101427	0	0	26	14101427	22.9590	0	0
Total	194	61543683	4	374	198	61419907	100.0000	1	124150