



## **ARMS & ASSOCIATES LLP**

**Practicing Company Secretaries**

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

Telephone: +91-141-2740924, Mob No.: +91-9828050920

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### **REPORT OF SCRUTINIZER**

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]

To,

The Chairman

**GENUS POWER INFRASTRUCTURES LIMITED**

G-123, Sector-63, Noida-201307,

Uttar Pradesh, India

CIN: L51909UP1992PLC051997

Dear Sir/Madam,

I, Sandeep Kumar Jain, Company Secretary in practice and Designated Partner of M/s. ARMS and Associates, 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 June 30, 2023 pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 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 postal ballot voting conducted by way of remote e-voting in a fair and transparent manner on the resolutions contained in the Notice dated June 30, 2023 ("Notice") issued by the Company. I submit my report as under;

#### **1. Management's Responsibility**

The Management of the Company is responsible to ensure compliance with the requirements of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 General Circular no's . 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate affairs, Government of India, secretarial Standard on General meetings issued by the Institute of Companies secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of the postal ballot through remote e-voting.

In compliance with applicable provisions of the Companies Act, 2013, the Notice was sent through electronic mode to equity shareholders whose email address is registered with the Company / its registrar and Share Transfer agents / National Securities Depository Limited ("NSDL") / Central Depository (India) Services Limited ("CDSL") / Depository participants as on Friday, June 23, 2023 ("Cut-off Date"). The said Notice was also placed on the Company's website at 'www.genuspower.com', the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at 'www.bseindia.com' and 'www.nseindia.com', respectively and on the website of CDSL at 'www.evotingindia.com', being the agency appointed by the Company to provide



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to its equity shareholders facility to exercise their right to vote on the special resolutions contained in the Notice. In compliance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), A newspaper advertisement was published on July 01, 2023 in the Business Standard (Hindi and English, both) specifying the details of dispatch of Notice and instructions for e-voting.

The said appointment as Scrutinizer is under the provisions of Section 110 of the Companies Act 2013 ("the Act") read with the Rule 20 and Rule 22 of the Companies (Management and Administration) Rules 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize the process of e-voting conducted for the Postal Ballot, using an electronic voting system on the dates referred to in the Notice.

### 2. Scrutinizer's Responsibility

My responsibility as a Scrutinizer for remote e-voting is restricted to making a Scrutinizer's Report on the votes cast "in favor" or "against" the resolutions stated in the Notice of Postal Ballot, 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 and attendant papers/documents furnished to me electronically by the Company and CDSL for my verification.

### 3. Cut-Off Date

The equity shareholders of the Company as on the Cut-Off Date, as set out in the Notice i.e. Friday, June 23, 2023 ("Cut-Off Date") were entitled to vote on the special resolutions (Item no's 1, 2 and 3 as set out in the Notice) and their voting rights were in proportion to their shareholding in the paid up share capital of the Company as on the Cut-Off Date, subject the provisions of Articles of Association of the Company.

### 4. Remote e-voting process

- The remote e-voting process remained open from Sunday, July 02, 2023 at 9.00 a.m. (IST) and ends on Monday, July 31, 2023 at 5:00 p.m. (IST).
- The votes cast during the remote e-voting were unblocked on Monday, July 31, 2023 after conclusion the e-voting period for Postal ballot and was witnessed by the two witnesses. Ms Varsha Jangid and Ms Lata Gyanmalani who are not in the employment of the Company. They have signed below in confirmation of the same.

Varsha Jangid  
Digitally signed by Varsha Jangid  
Date: 2023.08.01 14:21:09 +05'30'

Lata Gyanmalani  
Digitally signed by Lata Gyanmalani  
Date: 2023.08.01 14:17:48 +05'30'

Thereafter, the voting data and reports were downloaded from the CDSL e-voting system.

- I have scrutinized and reviewed the remote e-voting based on the data downloaded from the CDSL e-voting system and the summary of the e-voting results is as follows:



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### 5. Postal Ballot results

I now submit my report as under on the results of the remote e-voting in respect of the Special Resolutions

| <b>Resolution 1: To appoint Ms. Sharmila Chavaly (DIN: 06411077) as an Independent Director of the Company and to approve remuneration payable to her by way of commission or fees (as Special Resolution)</b> |                         |                                    |                                    |   |                      |
|--|-------------------------|------------------------------------|------------------------------------|---|----------------------|
| Votes  | Number of members voted | Number of valid votes cast by them | % of total number valid votes cast | Invalid Votes   |                      |
|  |                         |                                    |                                    | Total number of members whose votes were declared invalid | Number of votes cast |
| For  | 339                     | 185898271                          | 99.9951                            | 0   | 0                    |
| Against  | 31                      | 9182                               | 0.0049                             |   |                      |
| Total  | 370                     | 185907453                          | 100.0000                           |   |                      |
| <b>Resolution 2: To approve revision in overall borrowing powers of the Company under Section 180(1)(c) of Companies Act, 2013 (as Special Resolution)</b>   |                         |                                    |                                    |   |                      |
| Votes  | Number of members voted | Number of valid votes cast by them | % of total number valid votes cast | Invalid Votes   |                      |
|  |                         |                                    |                                    | Total number of members whose votes were declared invalid | Number of votes cast |
| For  | 335                     | 171513836                          | 92.2576                            | 0   | 0                    |
| Against  | 35                      | 14393617                           | 7.7424                             |   |                      |
| Total  | 370                     | 185907453                          | 100.0000                           |   |                      |
| <b>Resolution 3: To approve creation of securities/mortgage/charge on the assets of the Company under Section 180(1)(a) of Companies Act, 2013 (as Special Resolution)</b>                                     |                         |                                    |                                    |   |                      |
| Votes  | Number of members voted | Number of valid votes cast by them | % of total number valid votes cast | Invalid Votes   |                      |
|  |                         |                                    |                                    | Total number of members whose votes were declared invalid | Number of votes cast |
| For  | 331                     | 185896740                          | 99.9942                            | 0   | 0                    |
| Against  | 39                      | 10713                              | 0.0058                             |   |                      |
| Total  | 370                     | 185907453                          | 100.0000                           |   |                      |



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(d) 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 Postal Ballot have been passed by the Members with requisite majority and hence deemed to have been passed on the last date of e-voting i.e. Monday, July 31, 2023.

Thanking you,

Yours faithfully,

Sandeep  
Kumar Jain

Digitally signed by  
Sandeep Kumar Jain  
Date: 2023.08.01  
14:21:34 +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: 01.08.2023

UDIN: F005398E000714821

Countersigned by:

**For Genus Power Infrastructures Limited**

ANKIT  
JHANJHARI

Digitally signed by  
ANKIT JHANJHARI  
Date: 2023.08.01  
15:30:07 +05'30'

**(Ankit Jhanjhari)**

**Company Secretary**