

**PROCEEDING OF THE 31<sup>ST</sup> ANNUAL GENERAL MEETING (“AGM” or “the Meeting”) OF GENUS POWER INFRASTRUCTURES LIMITED (“the Company”) HELD ON THURSDAY, SEPTEMBER 28, 2023 AT 11.00 A.M. (IST) THROUGH VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS AND CONCLUDED AT 11:45 A.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 25, 2023 at 09:00 am (India Time) to Wednesday, September 27, 2023 at 05:00 pm (India Time) as stated in the Notice of AGM.
- Mr. Ishwar Chand Agarwal, Chairman of the Company chaired the Meeting.
- The Chairman 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 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 called the Meeting to order and commenced the proceedings.
- The Chairman then introduced other Board members, KMPs and other invitees, who were attending the AGM through VC.
- The Chairman 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 Chairman delivered his speech covering the Company’s performance, operational & technological capabilities, outlook and other related matters.
- The Chairman 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 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 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 further informed that the results would be declared within two working 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 31<sup>st</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	Receive, consider and adopt (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2023, 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, 2023, together with the report of the Auditors thereon.	Ordinary
2	Declare a dividend of Re. 0.75 (Seventy Five paisa) per equity share of face value of Re.1 each for the financial year ended March 31, 2023.	Ordinary
3	Appoint a director in place of Mr. Rajendra Kumar Agarwal, who retires from office by rotation, and being eligible, offers himself for re-appointment.	Ordinary
4	Appoint a director in place of Dr. Keith Mario Torpy, who retires from office by rotation, and being eligible, offers himself for re-appointment.	Ordinary
<b>Special Business</b>		
5	Ratify the remuneration of Cost Auditors for the financial year ending March 31, 2024.	Ordinary
6	Re-appoint Mr. Subhash Chandra Garg as Independent Director of the Company for the second term to hold office for a period of five years, on expiry of his present term of office, i.e. commencing from November 11, 2023	Special
7	Approve the annual remuneration payable to single Non-Executive Director exceeding fifty percent (50%) of the total annual remuneration payable to all non-executive directors of the Company during the financial year ending March 31, 2024.	Special
8	Approve waiver of excess managerial remuneration paid to Mr. Ishwar Chand Agarwal, Executive Chairman (Whole-time Director) for FY 2022-23.	Special
9	Approve waiver of excess managerial remuneration paid to Mr. Rajendra Kumar Agarwal, Managing Director & CEO for FY 2022-23.	Special

10	Approve waiver of excess managerial remuneration paid to Mr. Jitendra Kumar Agarwal, Joint Managing Director for FY 2022-23	Special
11	Re-appoint Mr. Ishwar Chand Agarwal as Executive Chairman of the Company for a period of five years, on expiry of his present term of office, i.e. with effect from January 24, 2024	Special
12	Re-appoint Mr. Rajendra Kumar Agarwal as Managing Director and Chief Executive Officer of the Company for a period of five years, on expiry of his present term of office, i.e. with effect from May 29, 2024.	Special
13	Re-appoint Mr. Jitendra Kumar Agarwal as Joint Managing Director of the Company for a period of five years, on expiry of his present term of office, i.e. with effect from September 20, 2024	Special

- The Chairman then requested the Members who had registered themselves as speaker to ask questions concerning the Annual Report and the Notice of the AGM. A Member asked questions which were answered by Mr. Kailash Chandra Agarwal, Vice-Chairman of the Company.
- The Chairman 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 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

Digitally signed by  
ANKIT JHANJHARI  
Date: 2023.09.28  
17:16:34 +05'30'

**(Ankit Jhanjhari)**  
**Company Secretary**  
M. No.: ACS 16482



## ARMS & ASSOCIATES LLP

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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 31<sup>st</sup> Annual General Meeting (“AGM” / “Meeting”) of Genus Power Infrastructures Limited held on Thursday, September 28, 2023 at 11:00 a.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 31<sup>st</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 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 26, 2023 pursuant to Section 108 of the Companies Act, 2013 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 26, 2023 (“Notice”) 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 31<sup>st</sup> AGM of its Members through VC/OAVM on Thursday, September 28, 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 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)



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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 21, 2023 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 25, 2023 (9:00 a.m. IST) to Wednesday, September 27, 2023 (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 28, 2023 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.

Varsha  
Jangid

Varsha Jangid

Digitally signed by  
Varsha Jangid  
DN: cn=Varsha Jangid, o=ARMS & ASSOCIATES LLP, ou=Practicing Company Secretaries, email=cssandeep@armsandassociates.com, c=IN

Lata  
Gyanmalani

Lata Gyanmalani

Digitally signed by  
Lata Gyanmalani  
Date: 2023.09.28  
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- (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 attached hereafter as **ANNEXURE-I**.



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(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 details, all the resolutions as set out in the Notice dated August 26, 2023 convening the 31<sup>st</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

Sandeep Kumar Jain  
Designated Partner  
FCS 5398 CP No.4151  
UDIN: F005398E001111778

Jaipur, September 28, 2023

Countersigned by:  
For Genus Power Infrastructures Limited

ANKIT  
JHANJHARI

Digitally signed by  
ANKIT JHANJHARI  
Date: 2023.09.28  
17:16:57 +05'30'

(Ankit Jhanjhari)  
Company Secretary



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## ANNEXURE-I

### Resolution 1: Ordinary Resolution

To receive, consider and adopt (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2023, 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, 2023, 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 numbe r valid votes cast	Invalid Votes	
	Num ber of mem bers voted	Number of valid votes cast by them	Num ber of mem bers pres ent and voted	No. of valid votes cast by them	Total numbe r of membe rs voted	Total number of valid votes cast by them		Total number of members whose votes were declared invalid	Number of votes cast
For	363	188132656	2	1894	365	188134550	100.00		
Against	24	107	0	0	24	107	0.00	0	0
Total	387	188132763	2	1894	389	188134657	100.00		

### Resolution 2: Ordinary Resolution

To declare a dividend of Re. 0.75 (Seventy Five paise) per equity share of face value of Re.1 each for the financial year ended March 31, 2023

Votes	Remote E-Voting (Prior to the AGM)		E-Voting at the AGM		Consolidated Results		% of total numbe r valid votes cast	Invalid Votes	
	Num ber of mem bers voted	Number of valid votes cast by them	Num ber of mem bers pres ent and voted	No. of vali d vote s cast by the m	Total numbe r of membe rs pres ent and voting	Total number of valid votes cast by them		Total number of members whose votes were declared invalid	Number of votes cast
For	364	188172981	2	1894	366	188174875	100.00		
Against	23	76	0	0	23	76	0.00	0	0
Total	387	188173057	2	1894	389	188174951	100.00		





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## Resolution 3: Ordinary Resolution

To appoint a director in place of Mr. Rajendra Kumar Agarwal, who retires from office by rotation, and being eligible, offers himself for re-appointment

Votes	Remote E-Voting (Prior to the AGM)		E-Voting at the AGM		Consolidated Results		% of total numbe r valid votes cast	Invalid Votes	
	Numbe r of memb ers voted	Number of valid votes cast by them	Num ber of memb ers pres ent 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	340	185281860	2	1894	342	185283754	98.46	0	0
Against	49	2891197	0	0	49	2891197	1.54		
Total	389	188173057	2	1894	391	188174951	100.00		

## Resolution 4: Ordinary Resolution

To appoint a director in place of Dr. Keith Mario Torpy, who retires from office by rotation, and being eligible, offers himself for re-appointment

Votes	Remote E-Voting (Prior to the AGM)		E-Voting at the AGM		Consolidated Results		% of total numbe r valid votes cast	Invalid Votes	
	Numbe r of memb ers voted	Number of valid votes cast by them	Num ber of memb ers pres ent 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	331	185437700	2	1894	333	185439594	98.55	0	0
Against	58	2735317	0	0	58	2735317	1.45		
Total	389	188173017	2	1894	391	188174911	100.00		





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## Resolution 5: Ordinary Resolution

To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2024

Votes	Remote E-Voting (Prior to the AGM)		E-Voting at the AGM		Consolidated Results		% of total numbe r valid votes cast	Invalid Votes	
	Numbe r of memb ers voted	Number of valid votes cast by them	Numbe r of memb ers presen t and voted	No. of valid votes cast by them	Total number of members presen t and voting	Total number of valid votes cast by them		Total number of members whose votes were declared invalid	Number of votes cast
For	355	188160928	2	1894	357	188162822	99.99	0	0
Against	30	11679	0	0	30	11679	0.01		
Total	385	188172607	2	1894	387	188174501	100.00		

## Resolution 6: Special Resolution

To approve the re-appointment of Mr. Subhash Chandra Garg as Independent Director of the Company

Votes	Remote E-Voting (Prior to the AGM)		E-Voting at the AGM		Consolidated Results		% of total number valid votes cast	Invalid Votes	
	Numbe r of memb ers voted	Number of valid votes cast by them	Numbe r of memb ers presen t and voted	No. of valid votes cast by them	Total num ber of mem bers presen t and votin g	Total number of valid votes cast by them		Total number of members whose votes were declared invalid	Number of votes cast
For	356	188064698	2	1894	358	188066592	99.94	0	0
Against	30	108319	0	0	30	108319	0.06		
Total	386	188173017	2	1894	388	188174911	100.00		



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### Resolution 7: Special Resolution

To approve 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 numbe r valid votes cast	Invalid Votes	
	Numb er of memb ers voted	Number of valid votes cast by them	Numb er of memb ers presen t and voted	No. of valid votes cast by them	Total number of memb ers presen t and voting	Total number of valid votes cast by them		Total number of members whose votes were declared invalid	Number of votes cast
For	319	184674596	2	1894	321	184676490	98.14	0	0
Against	66	3498011	0	0	66	3498011	1.86		
Total	385	188172607	2	1894	387	188174501	100.00		

### Resolution 8: Special Resolution

To approve waiver of excess managerial remuneration paid to Mr. Ishwar Chand Agarwal, Executive Chairman (Whole-time Director) for FY 2022-23

Votes	Remote E-Voting (Prior to the AGM)		E-Voting at the AGM		Consolidated Results		% of total numbe r valid votes cast	Invalid Votes	
	Numb er of memb ers voted	Number of valid votes cast by them	Numb er of memb ers presen t and voted	No. of valid votes cast by them	Total number of memb ers presen t and voting	Total number of valid votes cast by them		Total number of members whose votes were declared invalid	Number of votes cast
For	349	188163220	2	1894	351	188165114	99.99	0	0
Against	36	9794	0	0	36	9794	0.01		
Total	385	188173014	2	1894	387	188174908	100.00		



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## Resolution 9: Special Resolution

To approve waiver of excess managerial remuneration paid to Mr. Rajendra Kumar Agarwal, Managing Director & CEO for FY 2022-23

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	347	188160843	2	1894	349	188162737	99.99	0	0
Against	38	12171	0	0	38	12171	0.01		
Total	385	188173014	2	1894	387	188174908	100.00		

## Resolution 10: Special Resolution

To approve waiver of excess managerial remuneration paid to Mr. Jitendra Kumar Agarwal, Joint Managing Director for FY 2022-23

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	349	188160851	2	1894	351	188162745	99.99	0	0
Against	36	12146	0	0	36	12146	0.01		
Total	385	188172997	2	1894	387	188174891	100.00		



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### Resolution 11: Special Resolution

To approve the re-appointment of Mr. Ishwar Chand Agarwal as Executive Chairman of the Company

Votes	Remote E-Voting (Prior to the AGM)		E-Voting at the AGM		Consolidated Results		% of total numbe r valid votes cast	Invalid Votes	
	Numbe r of membe rs voted	Number of valid votes cast by them	Num ber of memb ers prese nt and voted	No. of valid votes cast by them	Total numbe r of memb ers prese nt and voting	Total numbe r of valid votes cast by them		Total numbe r of memb ers whose votes were declared invalid	Number of votes cast
For	348	172516836	2	1894	350	172518730	91.68	0	0
Against	41	15656181	0	0	41	15656181	8.32		
Total	389	188173017	2	1894	391	188174911	100.00		

### Resolution 12: Special Resolution

To approve the re-appointment of Mr. Rajendra Kumar Agarwal as Managing Director and Chief Executive Officer of the Company

Votes	Remote E-Voting (Prior to the AGM)		E-Voting at the AGM		Consolidated Results		% of total numbe r valid votes cast	Invalid Votes	
	Numbe r of membe rs voted	Number of valid votes cast by them	Num ber of memb ers prese nt and voted	No. of valid votes cast by them	Total numbe r of memb ers prese nt and voting	Total numbe r of valid votes cast by them		Total numbe r of memb ers whose votes were declared invalid	Number of votes cast
For	350	174272470	2	1894	352	174274364	92.61	0	0
Against	38	13900544	0	0	38	13900544	7.39		
Total	388	188173014	2	1894	390	188174908	100.00		



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### Resolution 13: Special Resolution

#### To approve the re-appointment of Mr. Jitendra Kumar Agarwal as Joint Managing Director of the Company

Votes	Remote E-Voting (Prior to the AGM)		E-Voting at the AGM		Consolidated Results		% of total numbe r valid votes cast	Invalid Votes	
	Numbe r of membe rs voted	Number of valid votes cast by them	Numb er of memb ers presen t 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	334	173685171	2	1894	336	173687065	92.30	0	0
Against	55	14487846	0	0	55	14487846	7.70		
Total	389	188173017	2	1894	391	188174911	100.00		