

PROCEEDINGS OF THE RESOLUTION PASSED BY WAY OF POSTAL BALLOT BY THE SHAREHOLDERS OF GENUS POWER INFRASTRUCTURES LIMITED (“the Company”) ON FEBRUARY 08, 2024.

The Board of Directors of the Company at its Board Meeting held on January 05, 2024, approved the proposal to conduct a Postal Ballot by remote e-voting process pursuant to the provisions of Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as the “Act”), Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as the “Rules”) read with the General Circular Nos. 14/2020 dated April 08, 2020; 17/2020 dated April 13, 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, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and other relevant circulars and notifications issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “the MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with all other applicable provisions under the SEBI Listing Regulations and the circulars, notifications and rules issued thereunder by the Securities and Exchange Board of India (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and pursuant to other applicable laws and regulations, to seek approval of the Members on the special business, as set out in the notice of the Postal Ballot dated January 05, 2024.

The Notice of Postal Ballot (“Notice”) was sent only in electronic form to those Members whose e-mail addresses are registered with the registered with the Company / Registrar and Transfer Agent (“RTA”) / Depository Participants (“DPs”) / Depositories to enable them to cast their votes electronically. The Company had on January 08, 2024 completed the dispatch of the Postal Ballot Notice.

The Company had made arrangements for e-voting and availed the services of Central Depository Services (India) Limited (“CDSL”) to provide the facility to the Members for e-voting. Members, whose names appeared on the Register of Members/List of Beneficial Owners as on Friday, December 29, 2023 i.e. the cut-off date, were considered eligible for the purpose of voting. In view of prevailing MCA Circulars on postal ballot process, the voting on the resolution covered in the Notice took place through e-voting only. The voting period commenced on Wednesday, January 10, 2024 at 9.00 a.m. (IST) and ends on Thursday, February 08, 2024 at 5:00 p.m. (IST) (inclusive of both the days).

The Company had appointed Mr. Sandeep Jain and in his absence Ms. Lata Gyanmalani, partners of M/s. ARMS & Associates LLP, Company Secretaries, Jaipur as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer carried out the scrutiny of the votes polled electronically up to February 08, 2024 and submitted his report dated February 09, 2024.

The details as summarized by the scrutinizer in his report are as follows:

Resolution 1: To consider and approve amendments in 'Employee Stock Option Scheme 2012' ("ESOS-2012")					
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	266	156664086	90.71	0	0
Against	60	16053016	9.29		
Total	326	172717102	100.00		
Resolution 2: To consider and approve amendments in 'Employees Stock Appreciation Rights Plan 2019' ("ESARP-2019")					
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	264	156663561	90.71	0	0
Against	62	16053541	9.29		
Total	326	172717102	100.00		
Resolution 3: To consider and approve grant of employee stock appreciation rights to the employees of the Subsidiary Company(ies) of the Company under Employees Stock Appreciation Rights Plan 2019'					
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	263	156663511	90.71	0	0
Against	63	16053591	9.29		
Total	326	172717102	100.00		

Result: - Based on the aforesaid results, we report that all the special resolutions as set out in the Items nos. 1, 2 and 3 of the Notice of Postal Ballot dated January 05, 2024 have been duly passed on February 08, 2024 with requisite majority.

For **Genus Power Infrastructures Limited**

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JHANJHAR
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ANKIT JHANJHARI
Date: 2024.02.09
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(Ankit Jhanjhari)

Company Secretary

M. No.: ACS 16482