

**PROCEEDINGS OF THE RESOLUTION PASSED BY WAY OF POSTAL BALLOT BY THE SHAREHOLDERS OF GENUS POWER INFRASTRUCTURES LIMITED (“the Company”) ON APRIL 28, 2024.**

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The Board of Directors of the Company at its Board Meeting held on March 27, 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 March 27, 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 March 28, 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, March 22, 2024 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 Saturday, March 30, 2024 at 9.00 a.m. (IST) and ends on Sunday, April 28, 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 April 28, 2024 and submitted his report dated April 29, 2024.

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

<b>Resolution 1: To appoint Mr. Chirag Mansukh Patel as an Independent Director of the Company</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	318	223324100	100	0	0
Against	33	2839	0		
Total	351	223326939	100.00		
<b>Resolution 2: To appoint Mr. Gyan Prakash as an Independent Director of the Company</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	319	223324066	100	0	0
Against	32	2873	0		
Total	351	223326939	100.00		
<b>Resolution 3: To appoint Ms. Shweta Gupta as an Independent Director of the Company</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	318	223324027	100	0	0
Against	32	2412	0		
Total	350	223326439	100.00		
<b>Resolution 4: To approve revision in overall borrowing powers of the Company under Section 180(1)(c) of Companies Act, 2013</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	304	208882915	93.53	0	0
Against	50	14444024	6.47		
Total	354	223326939	100.00		

<b>Resolution 5: To approve creation of securities/mortgage/charge on the assets of the Company under Section 180(1)(a) of Companies Act, 2013</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	305	221748685	99.29	0	0
Against	49	1578254	0.71		
Total	354	223326939	100.00		
<b>Resolution 6: To approve loan, guarantee or security under Section 185 of Companies Act, 2013</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	271	206817554	92.61	0	0
Against	83	16509385	7.39		
Total	354	223326939	100.00		

**Result:** - Based on the aforesaid results, we report that all the special resolutions as set out in the Items nos. 1, 2, 3, 4, 5 and 6 of the Notice of Postal Ballot dated March 27, 2024 have been duly passed on April 28, 2024 with requisite majority.

For **Genus Power Infrastructures Limited**

**(Puran Singh Rathore)**  
**Joint Company Secretary & Compliance Officer**