



ARMS & ASSOCIATES LLP

Practicing Company Secretaries

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

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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 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 March 27, 2024 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 March 27, 2024 ("Notice") issued by the Company in accordance with General Circular No. 09/2023 dated September 25, 2023, General Circular No. 11/2022 dated December 28, 2022 General Circular No. 2/2022 dated May 5, 2022 and Circular No. 21/2021 dated December 14, 2021 read with Circular No. 20/2020 dated May 5, 2020 along with Circular Nos. 14 & 17/2020 dated April 8, 2020 and April 13, 2020 respectively, issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars").

1. In compliance with the MCA Circulars, 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, March 22, 2024 ("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 to its equity shareholders facility to exercise their right to vote on the special resolutions contained in the Notice. In compliance with the relevant MCA Circulars, a newspaper advertisement was published on March 29, 2024 in the Business Standard (Hindi and English, both) specifying the details of dispatch of Notice and instructions for e-voting.



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2. 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.

3. Management's Responsibility

The Management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, relating to e-voting on the resolution contained In the Notice. The Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

4. 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.

5. Cut-Off Date

The equity shareholders of the Company as on the Cut-Off Date, as set out in the Notice i.e. Friday, March 22, 2024 (“Cut-Off Date”) were entitled to vote on the special resolutions (Item nos 1 to 6 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.

6. Remote e-voting process

- (a) The remote e-voting process remained open from Saturday, March 30, 2024 at 9.00 a.m. (IST) and ends on Sunday, April 28, 2024 at 5:00 p.m. (IST).
- (b) The votes cast during the remote e-voting were unblocked/finalized on Monday, April 29, 2024 after conclusion the e-voting period for Postal ballot and was witnessed by the two witnesses. Ms. Lata Gyanmalani and Mr. Dipanshu Jain who are not in the employment of the Company. They have signed below in confirmation of the same.

Dipanshu Jain

Lata Gyanmalani



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

(c) 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:

Resolution 1: To appoint Mr. Chirag Mansukh Patel as an Independent Director of the Company (as Special Resolution)					
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		
Against	33	2839	0	0	0
Total	351	223326939	100.00		
Resolution 2: To appoint Mr. Gyan Prakash as an Independent Director of the Company (as Special Resolution)					
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		
Against	32	2873	0	0	0
Total	351	223326939	100.00		
Resolution 3 To appoint Ms. Shweta Gupta as an Independent Director of the Company (as Special Resolution)					
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		
Against	32	2412	0	0	0
Total	350	223326439	100.00		



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Resolution 4: To approve revision in overall borrowing powers of the Company under Section 180(1)(c) of Companies Act, 2013 (as Special Resolution)					
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		
Resolution 5: 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)					
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		
Resolution 6: To approve loan, guarantee or security under Section 185 of Companies Act, 2013(as Special Resolution)					
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		

(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. Sunday, April 28, 2024.

Thanking you,



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Yours faithfully,

(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: 29.04.2024

UDIN: **F005398F000266571**

Countersigned by:

For **Genus Power Infrastructures Limited**

(Puran Singh Rathore)

Joint Company Secretary &

Compliance Officer