

October 01, 2024

National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051.

(NSE Symbol: GENUSPOWER)

BSE Limited
P.J. Towers,
Dalal Street, Fort,
Mumbai – 400001

(BSE Code: 530343)

Sub: Results of Voting (E-voting prior and at the AGM).

Dear Sir/Madam,

Please find attached herewith the voting results of the 32nd Annual General Meeting (“AGM”) of the Company, held on Monday, September 30, 2024 as required under Regulation 44(3) of the Listing Regulations in the prescribed format along with the Consolidated Scrutinizer’s Report.

All the resolutions as set out in the Notice dated August 31, 2024 of the said AGM of the Company have been duly passed with requisite majority.

We request you to take the same on record.

Thanking you.

Yours faithfully,

For **Genus Power Infrastructures Limited**

(Puran Singh Rathore)
Joint Company Secretary & Compliance Officer
Encl. as above

Disclosure in terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM/ EGM	September 30, 2024
Total number of shareholders on record date	155006
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable as the AGM was held through Video Conference / Other Audio Visual Means.
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	16 65

Resolution No.1	To receive, consider and adopt (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2024, 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, 2024, together with the report of the Auditors thereon							
Resolution required: (Ordinary/Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11,95,27,809	117143304	98.0051	117143304	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		117143304	98.0051	117143304	0	100.0000	0.0000
Public- Institutions	E-Voting	7,92,11,575	73120666	92.3106	73120666	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		73120666	92.3106	73120666	0	100.0000	0.0000
Public- Non Institutions	E-Voting	105116882	33140325	31.5271	33139381	944	99.9972	0.0028
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		33140325	31.5271	33139381	944	99.9972	0.0028
Total		30,38,56,266	223404295	73.5230	223403351	944	99.9996	0.0004

Resolution No.2	To declare dividend of Re. 0.60 (Sixty Paise) per equity share of face value of Re.1 each for the financial year ended March 31, 2024							
Resolution required: (Ordinary/Special)					Ordinary			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11,95,27,809	117143304	98.0051	117143304	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		117143304	98.0051	117143304	0	100.0000	0.0000
Public- Institutions	E-Voting	7,92,11,575	73156346	92.3556	73156346	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		73156346	92.3556	73156346	0	100.0000	0.0000
Public- Non Institutions	E-Voting	105116882	33139883	31.5267	33129481	10402	99.9686	0.0314
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		33139883	31.5267	33129481	10402	99.9686	0.0314
Total		30,38,56,266	223439533	73.5346	223429131	10402	99.9953	0.0047
Resolution No.3	To appoint a director in place of Mr. Kailash Chandra Agarwal, who retires from office by rotation, and being eligible, offers himself for re-appointment							
Resolution required: (Ordinary/Special)					Ordinary			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11,95,27,809	117143304	98.0051	117143304	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		117143304	98.0051	117143304	0	100.0000	0.0000
Public- Institutions	E-Voting	7,92,11,575	73156346	92.3556	58313202	14843144	79.7104	20.2896
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		73156346	92.3556	58313202	14843144	79.7104	20.2896
Public- Non Institutions	E-Voting	105116882	33139983	31.5268	33046761	93222	99.7187	0.2813
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		33139983	31.5268	33046761	93222	99.7187	0.2813
Total		30,38,56,266	223439633	73.5346	208503267	14936366	93.3153	6.6847

Resolution No.4	To appoint a director in place of Mr. Jitendra Kumar Agarwal, who retires from office by rotation, and being eligible, offers himself for re-appointment							
Resolution required: (Ordinary/Special)					Ordinary			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11,95,27,809	117143304	98.0051	117143304	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		117143304	98.0051	117143304	0	100.0000	0.0000
Public- Institutions	E-Voting	7,92,11,575	73156346	92.3556	58589294	14567052	80.0878	19.9122
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		73156346	92.3556	58589294	14567052	80.0878	19.9122
Public- Non Institutions	E-Voting	105116882	33139983	31.5268	33046763	93220	99.7187	0.2813
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		33139983	31.5268	33046763	93220	99.7187	0.2813
Total		30,38,56,266	223439633	73.5346	208779361	14660272	93.4388	6.5612

Resolution No.5	To appoint M/s. M S K A & Associates, as joint statutory auditors of the Company and to determine their remuneration							
Resolution required: (Ordinary/Special)					Ordinary			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11,95,27,809	117143304	98.0051	117143304	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		117143304	98.0051	117143304	0	100.0000	0.0000
Public-Institutions	E-Voting	7,92,11,575	73156346	92.3556	72884977	271369	99.6291	0.3709
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		73156346	92.3556	72884977	271369	99.6291	0.3709
Public- Non Institutions	E-Voting	105116882	33137133	31.5241	33127099	10034	99.9697	0.0303
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		33137133	31.5241	33127099	10034	99.9697	0.0303
Total		30,38,56,266	223436783	73.5337	223155380	281403	99.8741	0.1259
Resolution No.6	To reappoint M/s. Kapoor Patni & Associates, as joint statutory auditors of the Company and to determine their remuneration							
Resolution required: (Ordinary/Special)					Ordinary			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11,95,27,809	117143304	98.0051	117143304	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		117143304	98.0051	117143304	0	100.0000	0.0000
Public-Institutions	E-Voting	7,92,11,575	73156346	92.3556	72884977	271369	99.6291	0.3709
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		73156346	92.3556	72884977	271369	99.6291	0.3709
Public- Non Institutions	E-Voting	105116882	33139983	31.5268	33129935	10048	99.9697	0.0303
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		33139983	31.5268	33129935	10048	99.9697	0.0303
Total		30,38,56,266	223439633	73.5346	223158216	281417	99.8741	0.1259

Resolution No.7	To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2025							
Resolution required: (Ordinary/Special)					Ordinary			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11,95,27,809	117143304	98.0051	117143304	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		117143304	98.0051	117143304	0	100.0000	0.0000
Public-Institutions	E-Voting	7,92,11,575	73156346	92.3556	73156346	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		73156346	92.3556	73156346	0	100.0000	0.0000
Public- Non Institutions	E-Voting	105116882	33139953	31.5268	33129886	10067	99.9696	0.0304
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		33139953	31.5268	33129886	10067	99.9696	0.0304
Total		30,38,56,266	223439603	73.5346	223429536	10067	99.9955	0.0045
Resolution No.8	To approve payment of commission to the executive directors/managing directors							
Resolution required: (Ordinary/Special)					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11,95,27,809	117143304	98.0051	117143304	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		117143304	98.0051	117143304	0	100.0000	0.0000
Public-Institutions	E-Voting	7,92,11,575	73156346	92.3556	53564166	19592180	73.2188	26.7812
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		73156346	92.3556	53564166	19592180	73.2188	26.7812
Public- Non Institutions	E-Voting	105116882	33139983	31.5268	33129755	10228	99.9691	0.0309
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		33139983	31.5268	33129755	10228	99.9691	0.0309
Total		30,38,56,266	223439633	73.5346	203837225	19602408	91.2270	8.7730

Resolution No.9	To approve annual remuneration payable to single Non-Executive Director, exceeding fifty percent (50%) of the total annual remuneration payable to all non-executive directors							
Resolution required: (Ordinary/Special)					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11,95,27,809	117143304	98.0051	117143304	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		117143304	98.0051	117143304	0	100.0000	0.0000
Public-Institutions	E-Voting	7,92,11,575	73156346	92.3556	63133257	10023089	86.2991	13.7009
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		73156346	92.3556	63133257	10023089	86.2991	13.7009
Public- Non Institutions	E-Voting	105116882	33139983	31.5268	33125285	14698	99.9556	0.0444
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		33139983	31.5268	33125285	14698	99.9556	0.0444
Total		30,38,56,266	223439633	73.5346	213401846	10037787	95.5076	4.4924
Resolution No.10	To approve the re-appointment of Ms. Sharmila Chavaly as an Independent Director of the Company							
Resolution required: (Ordinary/Special)					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11,95,27,809	117143304	98.0051	117143304	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		117143304	98.0051	117143304	0	100.0000	0.0000
Public-Institutions	E-Voting	7,92,11,575	73156346	92.3556	72850084	306262	99.5814	0.4186
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		73156346	92.3556	72850084	306262	99.5814	0.4186
Public- Non Institutions	E-Voting	105116882	33139943	31.5268	33138786	1157	99.9965	0.0035
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		33139943	31.5268	33138786	1157	99.9965	0.0035
Total		30,38,56,266	223439593	73.5346	223132174	307419	99.8624	0.1376

Resolution No.11	To approve the Material Related Party Transactions							
Resolution required: (Ordinary/Special)					Ordinary			
Whether promoter/ promoter group are interested in the agenda/resolution?					yes			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11,95,27,809	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	7,92,11,575	27255551	34.4085	10496353	16759198	38.5109	61.4891
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		27255551	34.4085	10496353	16759198	38.5109	61.4891
Public- Non Institutions	E-Voting	105116882	33058923	31.4497	33042295	16628	99.9497	0.0503
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		33058923	31.4497	33042295	16628	99.9497	0.0503
Total		30,38,56,266	60314474	19.8497	43538648	16775826	72.1861	27.8139
Resolution No.12	To clarify the Objects and Utilization of Proceeds of the funds raised through issue of convertible warrants by way of preferential allotment, approved by the members of the Company at the EGM held on July 31, 2023							
Resolution required: (Ordinary/Special)					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares	No. of votes	% of Votes Polled on	No. of Votes –	No. of Votes –	% of Votes in favour	% of Votes against
Promoter and Promoter Group	E-Voting	11,95,27,809	117143304	98.0051	117143304	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		117143304	98.0051	117143304	0	100.0000	0.0000
Public-Institutions	E-Voting	7,92,11,575	73156346	92.3556	73156346	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		73156346	92.3556	73156346	0	100.0000	0.0000
Public- Non Institutions	E-Voting	105116882	33139943	31.5268	33137159	2784	99.9916	0.0084
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		33139943	31.5268	33137159	2784	99.9916	0.0084
Total		30,38,56,266	223439593	73.5346	223436809	2784	99.9988	0.0012



ARMS & ASSOCIATES LLP

Practicing Company Secretaries

E-252, Vardhman Marg, Lal Kothi Scheme, Jaipur-302005, Rajasthan

Telephone: 0141-4816711, Mob No.: +91-9828050920

Email: cssandeep@armsandassociates.com

website: www.armsandassociates.com

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 32nd Annual General Meeting (“AGM” / “Meeting”) of Genus Power Infrastructures Limited held on Monday, September 30, 2024 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 32nd 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, Lata Gyanmalani, 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 31, 2024 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 31, 2024 (“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 December 28, 2022 and September 25, 2023 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 Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 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 32nd AGM of its Members through VC/OAVM on Monday, September 30, 2024 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.



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Email: cssandeep@armsandassociates.com

website: www.armsandassociates.com

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) 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. Monday, September 23, 2024 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 Friday, September 27, 2024 (9:00 a.m. IST) to Sunday, September 29, 2024 (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 Monday, 30 September 2024 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.

Dipanshu Jain
u Jain

Digitally signed
by Dipanshu Jain
Date: 2024.09.30
15:41:23 +05'30'

Dipanshu Jain

Aayushi Jain
hi Jain

Digitally signed
by Aayushi Jain
Date: 2024.09.30
15:41:49 +05'30'

Aayushi Jain



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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**.
- (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 31, 2024 convening the 32nd 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

Lata
Gyanmalani

Digitally signed by
Lata Gyanmalani
Date: 2024.09.30
15:43:32 +05'30'

Lata Gyanmalani

Partner

FCS 10106 CP No.9774

UDIN: F010106F001378693

Jaipur, September 30, 2024

Countersigned by:

For **Genus Power Infrastructures Limited**

PURAN

SINGH

RATHORE

Digitally signed by
PURAN SINGH
RATHORE
Date: 2024.09.30
16:18:51 +05'30'

(Puran Singh Rathore)

**Joint Company Secretary
& Compliance Officer**



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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, 2024, 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, 2024, 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 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 voted	Total number of valid votes cast by them		Total number of members whose votes were declared invalid	Number of votes cast
For	329	223402717	2	634	331	223403351	100.00	0	0
Against	26	944	0	0	26	944	0.00		
Total	355	223403661	2	634	357	223404295	100.00		

Resolution 2: Ordinary Resolution

To declare dividend of Re. 0.60 (Sixty Paise) per equity share of face value of Re.1 each for the financial year ended March 31, 2024

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	327	223428497	2	634	329	223429131	100.00	0	0
Against	28	10402	0	0	28	10402	0.00		
Total	355	223438899	2	634	357	223439533	100.00		



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Resolution 3: Ordinary Resolution

To appoint a director in place of Mr. Kailash Chandra 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 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	284	208502646	1	621	285	208503267	93.32	0	0
Against	76	14936353	1	13	77	14936366	6.68		
Total	360	223438999	2	634	362	223439633	100.00		

Resolution 4: Ordinary Resolution

To appoint a director in place of Mr. Jitendra 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 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	287	208778740	1	621	288	208779361	93.44	0	0
Against	73	14660259	1	13	74	14660272	6.56		
Total	360	223438999	2	634	362	223439633	100.00		



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Resolution 5: Ordinary Resolution

To appoint M/s. M S K A & Associates, as joint statutory auditors of the Company and to determine their remuneration

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	325	223154746	2	634	327	223155380	99.87	0	0
Against	30	281403	0	0	30	281403	0.13		
Total	355	223436149	2	634	357	223436783	100.00		

Resolution 6: Ordinary Resolution

To reappoint M/s. Kapoor Patni & Associates, as joint statutory auditors of the Company and to determine their remuneration

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	326	223157595	1	621	327	223158216	99.87	0	0
Against	30	281404	1	13	31	281417	0.13		
Total	356	223438999	2	634	358	223439633	100.00		



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Resolution 7: Ordinary Resolution

To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2025

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	326	223428915	1	621	327	223429536	100.00	0	0
Against	29	10054	1	13	30	10067	0.00		
Total	355	223438969	2	634	357	223439603	100.00		

Resolution 8: Special Resolution

To approve payment of commission to the executive directors/managing directors

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	287	203836604	1	621	288	203837225	91.23	0	0
Against	73	19602395	1	13	74	19602408	8.77		
Total	360	223438999	2	634	362	223439633	100.00		



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Resolution 9: Special Resolution

To approve annual remuneration payable to single Non-Executive Director, exceeding fifty percent (50%) of the total annual remuneration payable to all non-executive directors

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	283	213401225	1	621	284	213401846	95.51	0	0
Against	77	10037774	1	13	78	10037787	4.49		
Total	360	223438999	2	634	362	223439633	100.00		

Resolution 10: Special Resolution

To approve the re-appointment of Ms. Sharmila Chavaly as an 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	
	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	326	223131553	1	621	327	223132174	99.86	0	0
Against	29	307406	1	13	30	307419	0.14		
Total	355	223438959	2	634	357	223439593	100.00		



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Resolution 11: Ordinary Resolution

To approve the Material Related Party Transactions

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	245	43538027	1	621	246	43538648	72.19	0	0
Against	80	16775813	1	13	81	16775826	27.81		
Total	325	60313840	2	634	327	60314474	100.00		

Resolution 12: Special Resolution

To clarify the Objects and Utilization of Proceeds of the funds raised through issue of convertible warrants by way of preferential allotment, approved by the members of the Company at the EGM held on July 31, 2023

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	325	223436175	2	634	327	223436809	100.00	0	0
Against	30	2784	0	0	30	2784	0.00		
Total	355	223438959	2	634	357	223439593	100.00		