

July 31, 2023

BSE Limited,  
(Corporate Relationship Department),  
P J Towers,  
Dalal Street, Fort,  
Mumbai- 400 001

BSE Code: 530343

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

NSE Symbol: GENUSPOWER

**Sub: Proceedings of the Extraordinary General Meeting.**

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, please find attached the following with regard to the Extraordinary General Meeting (“EGM”) of the Company, held on Monday, July 31, 2023:

- (1) Proceeding of the EGM held on July 31, 2023.
- (2) The Consolidated Voting Results of remote e-voting and e-voting conducted during the EGM, in relation to the business transacted at the EGM, pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (3) The Consolidated Scrutinizer’s Report pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.

This is to confirm that all the resolutions as set out in the Notice dated July 04, 2023 convening the EGM of the Company have been duly passed with requisite majority.

Kindly take the above in your record.

Thanking you.

Yours faithfully,

For **Genus Power Infrastructures Limited**

**(Ankit Jhanjhari)**  
**Company Secretary**  
Encl. as above

**PROCEEDINGS OF THE EXTRAORDINARY GENERAL MEETING OF GENUS POWER INFRASTRUCTURES LIMITED (“THE COMPANY”) HELD ON MONDAY, JULY 31, 2023 AT 11:00 AM (IST) AND CONCLUDED AT 11:15 AM (IST)**

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**(A) Date, time and venue of the Extraordinary General Meeting (“EGM” or “Meeting”):**

- The Extraordinary General Meeting of the Company was held on Monday, July 31, 2023 through Video Conferencing (VC) / Other Audio-Visual Means (OAVM). The Meeting commenced at 11:00 a.m. (IST) and concluded at 11:15 a.m. (IST).

**(B) Proceedings:**

- 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 EGM. 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 EGM, by electronic means, from Friday, July 28, 2023 at 9:00 am (IST) and ends on Sunday, July 30, 2023 at 5:00 pm (IST) as stated in the Notice of EGM read with corrigendum to the Notice (“Notice of EGM”).
- Mr. Ishwar Chand Agarwal, Chairman of the Company could not attend the EGM due to some exigencies. With the permission of all Directors, present and on behalf of the Directors, Mr. Kailash Chandra Agarwal, Vice-Chairman of the Company chaired the Meeting.
- The Chairman of the Meeting 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 under the current circumstances 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 of the Meeting called the Meeting to order and commenced the proceedings.
- The Chairman of the Meeting then introduced other Board members, KMPs and other invitees, who were attending the EGM through VC. He further informed the Members that Mr. Ishwar Chand Agarwal, Chairman of the Company, Mr. Udit Agarwal, Independent Director and Ms. Sharmila Chavaly, Independent Director could not attend the EGM due to some exigencies.
- The Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee were present at the meeting. The representatives of the Statutory Auditors Secretarial Auditors were also present at the meeting.
- The Chairman of the Meeting further informed the Members that the Notice of EGM and Corrigendum to the Notice of EGM 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 and Corrigendum already circulated to all Members, the Notice of EGM and Corrigendum were taken as read.

- The Chairman of the Meeting further informed the Members that those who had not voted through remote e-voting and who participated in the EGM could vote through the e-voting process conducted at the EGM.
- The Chairman of the Meeting 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 of the Meeting further informed that the results would be declared within working two days from the conclusion of the EGM, based on the consolidated scrutinizer's report after taking into consideration the votes cast through remote e-voting and votes cast through e-voting at the EGM 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 EGM) post intimation to the stock exchanges.
- The following special business items as set out in the Notice convening the EGM of the Company were transacted at the meeting:

Item No.	Item of special business	Type of Resolution
1	Issue of share warrants on preferential basis	Special
2	Approval for investments by the Company	Special
3	Approval for the related party transactions	Ordinary

- The Chairman of the Meeting then requested the Members who had registered themselves as speaker to ask questions concerning the Notice of the EGM. Some Members asked questions which were answered by Mr. Kailash Chandra Agarwal, Vice-Chairman (Chairman of the Meeting) of the Company.
- The Chairman of the Meeting further informed e-voting facility would also remain open for 15 minutes post conclusion of the EGM 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 of the Meeting thanked the Members for joining the EGM and declared the meeting as concluded.
- Thereafter, the voting process was concluded.
- All the resolutions set out in the Notice of EGM have been passed with requisite majority.

For **Genus Power Infrastructures Limited**

**ANKIT**  
 Digitally signed by  
 ANKIT JHANJHARI  
 Date: 2023.07.31  
 19:10:59 +05'30'

**JHANJHARI**  
 (Ankit Jhanjhari)

**Company Secretary**

M. No.: ACS 16482

**Genus Power Infrastructures Limited**

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

Date of the AGM/EGM	July 31, 2023
Total number of shareholders on record date	62719
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable as the EGM was held through Video Conference / Other Audio Visual Means.
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	12 59

Agenda-wise disclosure

Resolution No.1		Issue of Share Warrants on Preferential Basis						
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	129910511	122125274	94.0072	122125274	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		122125274	94.0072	122125274	0	100.0000	0.0000
Public- Institutions	E-Voting	20639341	19094408	92.5146	19094408	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		19094408	92.5146	19094408	0	100.0000	0.0000
Public- Non Institutions	E-Voting	107088042	42325474	39.5240	42316396	9078	99.9786	0.0214
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		42325474	39.5240	42316396	9078	99.9786	0.0214
<b>Total</b>		<b>257637894</b>	<b>183545156</b>	<b>71.2415</b>	<b>183536078</b>	<b>9078</b>	<b>99.9951</b>	<b>0.0049</b>
Whether resolution is passed or not? (YES/NO):						Yes		

Resolution No.2		Approval for Investment by 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	129910511	122125274	94.0072	122125274	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		122125274	94.0072	122125274	0	100.0000	0.0000
Public- Institutions	E-Voting	20639341	19094408	92.5146	3691668	15402740	19.3338	80.6662
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		19094408	92.5146	3691668	15402740	19.3338	80.6662
Public- Non Institutions	E-Voting	107088042	42325499	39.5240	42316421	9078	99.9786	0.0214
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		42325499	39.5240	42316421	9078	99.9786	0.0214
Total		257637894	183545181	71.2415	168133363	15411818	91.6033	8.3967

Whether resolution is passed or not? (YES/NO): Yes

Resolution No.3		Approval for the 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	129910511	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	20639341	19094408	92.5146	5002059	14092349	26.1965	73.8035
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		19094408	92.5146	5002059	14092349	26.1965	73.8035
Public- Non Institutions	E-Voting	107088042	42325499	39.5240	42316421	9078	99.9786	0.0214
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		42325499	39.5240	42316421	9078	99.9786	0.0214
Total		257637894	61419907	23.8396	47318480	14101427	77.0410	22.9590

Whether resolution is passed or not? (YES/NO): Yes

(1) # For the voting results, the votes cast by shareholders who are eligible to vote in terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been considered.

(2) \$ Represents valid votes polled.

Note: All the aforesaid resolutions have been passed with requisite majority.



## **ARMS & ASSOCIATES LLP**

**Practicing Company Secretaries**

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Telephone: +91-141-2740924, Mob No.: +91-9828050920

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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 Extraordinary General Meeting ("EGM" / "Meeting") of Genus Power Infrastructures Limited held on Monday, July 31, 2023 at 11:00 a.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). The deemed venue for the EGM was the Corporate Office of the Company.

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted prior to and during the Extraordinary General Meeting ("EGM") 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 Designated Partner of M/s. ARMS and Associates, Practicing Company Secretaries, have 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 July 04, 2023 pursuant to Section 108 of the Companies Act, 2013 ("the Act") 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 EGM in a fair and transparent manner on the resolutions contained in the Notice dated July 04, 2023 ("Notice of EGM") 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 EGM of its Members through VC/OAVM on Monday, July 31, 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 EGM) 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 EGM in a fair and transparent manner.



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### 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 Regulations, relating to remote e-voting prior to and during the EGM on the resolutions contained in the Notice of EGM.

### Scrutinizer's Responsibility

Our responsibility as a Scrutinizer for remote e-voting prior to and at the EGM is restricted to making a consolidated Scrutinizer's Report on the votes cast "in favour" or "against" the resolutions stated in the Notice of EGM, 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 EGM, 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 EGM by the Members of the Company. Members had also an option to cast their vote through e-voting system at the EGM by attending the Meeting.
- (b) The Members of the Company holding shares as on the "cut-off" date i.e. Monday, July 24, 2023 were entitled to vote on all the resolutions as contained in the Notice of EGM.
- (c) The remote e-voting period (prior to the EGM) remained opened from Friday, July 28, 2023 (9:00 a.m. IST) to Sunday, July 30, 2023 (5:00 p.m. IST).
- (d) The remote e-voting facility at the EGM 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 EGM.
- (e) The votes cast through remote e-voting prior to and at the EGM were unblocked on July 31, 2023 after the conclusion of the EGM 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 data and reports were downloaded from the CDSL e-voting system.

**Varsha Jangid**  
Digitally signed  
by Varsha Jangid  
Date: 2023.07.31  
18:39:01 +05'30'  
Varsha Jangid

**Lata Gyanmalani**  
Digitally signed by  
Lata Gyanmalani  
Date: 2023.07.31  
18:39:33 +05'30'  
Lata Gyanmalani



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(f) I have scrutinized and reviewed the remote e-voting prior to and at the EGM 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.

(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 results, all the resolutions as set out in the Notice of EGM of the Company have been passed by the Members with requisite majority and hence deemed to have been passed on the date of EGM i.e. July 31, 2023.

Thanking you,

Yours faithfully,

Sandeep Kumar Jain  
Digitally signed by Sandeep Kumar Jain  
Date: 2023.07.31 18:40:25 +05'30'

**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: 31.07.2023

UDIN: F005398E000710806

Countersigned by:

For **Genus Power Infrastructures Limited**

ANKIT JHANJHARI  
Digitally signed by ANKIT JHANJHARI  
Date: 2023.07.31 18:58:09 +05'30'

**(Ankit Jhanjhari)**  
Company Secretary





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<b>Resolution 1: Special Resolution</b>									
<b>Issue of Share Warrants on Preferential Basis</b>									
Votes	Remote E-Voting (Prior to the EGM)		E-Voting at the EGM		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	215	183535704	4	374	219	183536078	99.9951	0	0
Against	9	9078	0	0	9	9078	0.0049		
Total	224	183544782	4	374	228	183545156	100.0000		
<b>Resolution 2: Special Resolution</b>									
<b>Approval for Investment by the Company</b>									
Votes	Remote E-Voting (Prior to the EGM)		E-Voting at the EGM		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	197	168132989	4	374	201	168133363	91.6033	0	0
Against	28	15411818	0	0	28	15411818	8.3967		
Total	225	183544807	4	374	229	183545181	100.0000		



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<b>Resolution 3: Ordinary Resolution</b>									
<b>Approval for the Related Party Transactions</b>									
Votes	Remote E-Voting (Prior to the EGM)		E-Voting at the EGM		Consolidated Results			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	% of total number valid votes cast	Total number of members whose votes were declared invalid	Number of votes cast
For	168	47442256	4	374	172	47318480	77.0410	1	124150
Against	26	14101427	0	0	26	14101427	22.9590	0	0
Total	194	61543683	4	374	198	61419907	100.0000	1	124150