

August 01, 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 Postal Ballot.**

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 Postal Ballot Notice dated June 30, 2023 of the Company, held on Monday, July 31, 2023 (the last date of e-voting):

- (1) Proceeding of the Postal Ballot held on July 31, 2023 (the last date of e-voting).
- (2) The Voting Results of Postal Ballot, in relation to the business mentioned in the Notice of Postal Ballot, pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (3) The Scrutinizer's Report pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 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 Postal Ballot Notice dated June 30, 2023 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 RESOLUTION PASSED BY WAY OF POSTAL BALLOT BY THE SHAREHOLDERS OF GENUS POWER INFRASTRUCTURES LIMITED (“the Company”) ON JULY 31, 2023.**

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The Board of Directors of the Company at its Board Meeting held on June 30, 2023, 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 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 June 30, 2023.

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 June 30, 2023 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, June 23, 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 Sunday, July 02, 2023 at 9.00 a.m. (IST) and ended on Monday, July 31, 2023 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 July 31, 2023 and submitted his report dated August 01, 2023.

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

<b>Resolution 1: To appoint Ms. Sharmila Chavaly (DIN: 06411077) as an Independent Director of the Company and to approve remuneration payable to her by way of commission or fees (as Special Resolution)</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	339	185898271	99.9951	0	0
Against	31	9182	0.0049		
Total	370	185907453	100.0000		
<b>Resolution 2: To approve revision in overall borrowing powers of the Company under Section 180(1)(c) of Companies Act, 2013 (as Special Resolution)</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	335	171513836	92.2576	0	0
Against	35	14393617	7.7424		
Total	370	185907453	100.0000		
<b>Resolution 3: 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)</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	331	185896740	99.9942	0	0
Against	39	10713	0.0058		
Total	370	185907453	100.0000		

**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 have been passed with requisite majority.

For **Genus Power Infrastructures Limited**

**(Ankit Jhanjhari)**  
**Company Secretary**  
M. No.: ACS 16482

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

Date of the AGM/EGM	Not Applicable (Resolution passed through Postal Ballot on July 31, 2023)
Total number of shareholders on record date (i.e. June 23, 2023 - cut-off date for voting purpose)	52739
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable (Resolution passed through Postal Ballot)
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Not Applicable(Resolution passed through Postal Ballot)

Agenda-wise disclosure

Resolution No.1	To appoint Ms. Sharmila Chavaly (DIN: 06411077) as an Independent Director of the Company and to approve remuneration payable to her by way of commission or fees.							
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	124609201	95.9193	124609201	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		124609201	95.9193	124609201	0	100.0000	0.0000
Public- Institutions	E-Voting	20149397	18728047	92.9459	18728047		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		18728047	92.9459	18728047	0	100.0000	0.0000
Public- Non Institutions	E-Voting	107577986	42570205	39.5715	42561023	9182	99.9784	0.0216
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		42570205	39.5715	42561023	9182	99.9784	0.0216
Total		257637894	185907453	72.1584	185898271	9182	99.9951	0.0049

Whether resolution is passed or not? (YES/NO):	Yes
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<b>Resolution No.2</b>	<b>To approve revision in overall borrowing powers of the Company under Section 180(1)(c) of Companies Act, 2013</b>							
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	124609201	95.9193	124609201	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		124609201	95.9193	124609201	0	100.0000	0.0000
Public-Institutions	E-Voting	20149397	18728047	92.9459	4344628	14383419	23.1985	76.8015
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		18728047	92.9459	4344628	14383419	23.1985	76.8015
Public- Non Institutions	E-Voting	107577986	42570205	39.5715	42560007	10198	99.9760	0.0240
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		42570205	39.5715	42560007	10198	99.9760	0.0240
Total		257637894	185907453	72.1584	171513836	14393617	92.2576	7.7424

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

<b>Resolution No.3</b>	<b>To approve creation of securities/mortgage/charge on the assets of the Company under Section 180(1)(a) of Companies Act, 2013</b>							
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	124609201	95.9193	124609201	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		124609201	95.9193	124609201	0	100.0000	0.0000
Public-Institutions	E-Voting	20149397	18728047	92.9459	18728047	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		18728047	92.9459	18728047	0	100.0000	0.0000
Public- Non Institutions	E-Voting	107577986	42570205	39.5715	42559492	10713	99.9748	0.0252
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		42570205	39.5715	42559492	10713	99.9748	0.0252
Total		257637894	185907453	72.1584	185896740	10713	99.9942	0.0058

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

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



## **ARMS & ASSOCIATES LLP**

**Practicing Company Secretaries**

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

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

Email: [cssandeep@armsandassociates.com](mailto:cssandeep@armsandassociates.com)

website: [www.armsandassociates.com](http://www.armsandassociates.com)

### **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 Designated Partner of M/s. ARMS and Associates, 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 June 30, 2023 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 June 30, 2023 ("Notice") issued by the Company. I submit my report as under;

#### **1. Management's Responsibility**

The Management of the Company is responsible to ensure compliance with the requirements of 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 General Circular no's . 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 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 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate affairs, Government of India, secretarial Standard on General meetings issued by the Institute of Companies secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of the postal ballot through remote e-voting.

In compliance with applicable provisions of the Companies Act, 2013, 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, June 23, 2023 ("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



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website: [www.armsandassociates.com](http://www.armsandassociates.com)

to its equity shareholders facility to exercise their right to vote on the special resolutions contained in the Notice. In compliance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), A newspaper advertisement was published on July 01, 2023 in the Business Standard (Hindi and English, both) specifying the details of dispatch of Notice and instructions for e-voting.

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.

### 2. 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.

### 3. Cut-Off Date

The equity shareholders of the Company as on the Cut-Off Date, as set out in the Notice i.e. Friday, June 23, 2023 ("Cut-Off Date") were entitled to vote on the special resolutions (Item no's 1, 2 and 3 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.

### 4. Remote e-voting process

- The remote e-voting process remained open from Sunday, July 02, 2023 at 9.00 a.m. (IST) and ends on Monday, July 31, 2023 at 5:00 p.m. (IST).
- The votes cast during the remote e-voting were unblocked on Monday, July 31, 2023 after conclusion the e-voting period for Postal ballot and was witnessed by the two witnesses. Ms Varsha Jangid and Ms Lata Gyanmalani who are not in the employment of the Company. They have signed below in confirmation of the same.

Varsha Jangid  
Digitally signed by Varsha Jangid  
Date: 2023.08.01 14:21:09 +05'30'

Lata Gyanmalani  
Digitally signed by Lata Gyanmalani  
Date: 2023.08.01 14:17:48 +05'30'

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

- 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:



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website: [www.armsandassociates.com](http://www.armsandassociates.com)

### 5. Postal Ballot results

I now submit my report as under on the results of the remote e-voting in respect of the Special Resolutions

<b>Resolution 1: To appoint Ms. Sharmila Chavaly (DIN: 06411077) as an Independent Director of the Company and to approve remuneration payable to her by way of commission or fees (as Special Resolution)</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	339	185898271	99.9951	0	0
Against	31	9182	0.0049		
Total	370	185907453	100.0000		
<b>Resolution 2: To approve revision in overall borrowing powers of the Company under Section 180(1)(c) of Companies Act, 2013 (as Special Resolution)</b>					
Votes	Number of members voted	Number of valid votes cast by them	% of total number valid votes cast	Invalid Votes	
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Against	35	14393617	7.7424		
Total	370	185907453	100.0000		
<b>Resolution 3: 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)</b>					
Votes	Number of members voted	Number of valid votes cast by them	% of total number valid votes cast	Invalid Votes	
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For	331	185896740	99.9942	0	0
Against	39	10713	0.0058		
Total	370	185907453	100.0000		





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website: [www.armsandassociates.com](http://www.armsandassociates.com)

(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. Monday, July 31, 2023.

Thanking you,

Yours faithfully,

Sandeep  
Kumar Jain

Digitally signed by  
Sandeep Kumar Jain  
Date: 2023.08.01  
14:21:34 +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: 01.08.2023

UDIN: F005398E000714821

Countersigned by:

**For Genus Power Infrastructures Limited**

ANKIT  
JHANJHARI

Digitally signed by  
ANKIT JHANJHARI  
Date: 2023.08.01  
15:30:07 +05'30'

**(Ankit Jhanjhari)**

**Company Secretary**