

Date: February 28, 2022

BSE Limited

Phiroze Jeejeebhoy Towers,
1st Floor, New Trading Ring
Rotunda, Dalal Street, Mumbai – 400001

National Stock Exchange of India Limited

Plot No. C/1, Block-G Exchange Plaza,
5th Floor, Bandra Kurla Complex,
Bandra (E), Mumbai – 400051

Scrip Code: 530343

SYMBOL: GENUSPOWER

Dear Sir/Ma'am,

Sub: Update on Scrutinizer's Report for the voting (remote e-voting, postal ballot and voting by polling paper at the venue) held in the meeting of equity shareholders and unsecured creditors of Genus Power Infrastructures Limited as directed *vide* Order dated December 08, 2021 passed by the Hon'ble National Company Law Tribunal, Allahabad Bench ("**Tribunal**") ("**Tribunal Order**").

Ref: Scheme of Arrangement amongst Genus Prime Infra Limited ("**Amalgamated Company**" or "**Resulting Company**") and Sansar Infrastructure Private Limited ("**Amalgamating Company 1**") and Star Vanijya Private Limited ("**Amalgamating Company 2**") and Sunima Trading Private Limited ("**Amalgamating Company 3**") and Genus Power Infrastructures Limited ("**Company**" or "**Demerged Company**") and Yajur Commodities Limited ("**Amalgamating Company 4**") and their respective shareholders and creditors ("**Scheme**").

This is in continuation to our letter dated February 26, 2022, we would like to inform that the meeting of the equity shareholders and unsecured creditors of the Company was held and convened at **Paper Mill, Village Aghwanpur, Kanth Road, Moradabad, Uttar Pradesh – 244001** on **Saturday, the 26th day of February, 2022** in the following manner:

Meeting of Equity Shareholders	1:30 P.M. IST
Meeting of Unsecured Creditors	4:00 P.M. IST

The aforementioned meetings were held to obtain the approval of the equity shareholders and unsecured creditors of the Company with respect to the Scheme.

We enclose herewith the following in connection with the aforementioned meetings pursuant to the Tribunal Order:

1. Report of the Scrutinizer dated February 26, 2022 (received on February 27, 2022) with respect to the Tribunal convened meeting of the equity shareholders as "**Annexure I**";

2. Report of the Scrutinizer dated February 26, 2022 (received on February 27, 2022) with respect to the Tribunal convened meeting of the equity shareholders covering public shareholders (excluding promoters and promoter group) as “**Annexure II**”;
3. Report of the Scrutinizer dated February 26, 2022 (received on February 27, 2022) with respect to the Tribunal convened meeting of the unsecured creditors as “**Annexure III**”; and
4. Voting results in the format prescribed under Regulation 44 of the SEBI Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the Tribunal Convened meeting of equity shareholders as “**Annexure IV**”.

This is for your information and records.

Yours faithfully,

For **Genus Power Infrastructures Limited**



(Ankit Jhanjhari)
Company Secretary

Enclosed: As stated above

S. K. GUPTA
F.C.S.

S.K. Gupta & Co.
Company Secretaries
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CONSOLIDATED SCRUTINIZER'S REPORT

To,

Shri Rahul Agarwal, Advocate

Chairperson appointed for the Meeting of the **Equity Shareholders of Genus Power Infrastructures Limited (CIN:L51909UP1992PLC051997)** convened by the National Company Law Tribunal, Allahabad Bench pursuant to Order dated 8th December, 2021 passed in Company Application No. CA (CAA) No. 27 / ALD / 2021

Report of Scrutinizer on Remote e-voting process, Postal Ballot and Poll conducted at the Meeting of Equity Shareholders of Genus Power Infrastructures Limited ("the Company") convened by the National Company Law Tribunal, Allahabad Bench ("NCLT") and held on Saturday, 26th February, 2022 at 1.30 P.M. at Paper Mill, Village Aghwanpur, Kanth Road, Moradabad – 244001 Uttar Pradesh (hereinafter referred to as "the Meeting")

Dear Sir,

I, Shashi Kant Gupta, Practicing Company Secretary (Membership No. FCS 2589) was appointed by the Hon'ble National Company Law Tribunal, Allahabad Bench vide its Order dated 8th December, 2021 passed in Company Application No. CA (CAA) No. 27 / ALD / 2021 as Scrutinizer for the purpose of conducting remote e-voting, Postal Ballot and poll at the venue of the Meeting of the Equity Shareholders of the Company held on Saturday, 26th February, 2022 at 1.30 P.M. at Paper Mill, Village Aghwanpur, Kanth Road, Moradabad – 244001 Uttar Pradesh, pursuant to the provisions of the Companies Act, 2013 (the 'Act') read with applicable Rules made thereunder and Regulation 44 of the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the resolution seeking approval of the Equity Shareholders to the Scheme of Arrangement amongst Genus Prime Infra Limited ("Applicant Company No.1"/ "Amalgamated Company" or "Resulting Company") and Sansar Infrastructure Private Limited ("Applicant Company No.2"/ "Amalgamating Company 1") and Star Vanijya Private Limited ("Applicant Company No.3"/ "Amalgamating Company 2") and Sunima Trading Private Limited ("Applicant Company No.4"/ "Amalgamating Company 3") and Genus Power Infrastructures Limited ("Applicant Company No.5"/ "Demerged Company") and Yajur Commodities Limited ("Applicant Company No.6"/ "Amalgamating Company 4") and their respective shareholders and creditors ("Scheme" or "the Scheme" or "Scheme of Arrangement") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 in terms of the Notice dated 20th January, 2022 convening the Meeting.

I do hereby submit my report as under:-

1. The Company had appointed Central Depository Services (India) Limited ("CDSL") as the Agency for providing the e-voting platform to the Equity Shareholders of the Company.
2. The Management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and the Rules made there under and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting done through e-voting and voting conducted through poll at the venue of the Meeting on the resolution contained in the Notice of the Meeting.
3. The Cut-off Date was 31st December, 2021 for the purpose of deciding the Equity Shareholders entitled to vote through remote e-voting and voting

conducted through poll at the venue of the Meeting by the Equity Shareholders on the resolution seeking their approval.

4. The voting by the Equity Shareholders through the e-voting commenced at **9.00 A.M. (IST) on Thursday, 27th January, 2022** and has closed at **5.00 P.M. (IST) on Friday, 25th February, 2022.**
5. Our responsibility as a Scrutinizer for the voting process (through e-voting and voting conducted through poll at the venue of the Meeting) is restricted to scrutinize the e-voting process and voting conducted through poll at the venue of the meeting in a fair and transparent manner and to prepare a Consolidated Scrutinizer's Report of the votes cast in favour or against the resolution stated in the Notice, based on the reports generated from the e-voting system provided by CDSL and voting conducted through poll at the venue of the Meeting.
6. The Company has, on the basis of the Register of Members and the list of beneficial owners made available by the Depositories, completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto, proxy form, attendance slip etc. to the Equity Shareholders of the Company holding the Equity shares as on the Cut- off Date by 21st January, 2022 and also published an advertisement in this regard in 'Financial Express' English Newspaper and translation thereof in Hindi in 'Jansatta' both Delhi edition on 22nd January, 2022 having wide circulation in the State of Uttar Pradesh where the Registered Office of the "Amalgamated Company" or "Resulting Company" or "Company" is situated.
7. The e-voting module was disabled and blocked by CDSL for voting on **5.00 P.M. (IST) on Friday, 25th February, 2022.**

8. On Saturday, 26th February, 2022, at the venue of the NCLT convened Meeting, at the end of the discussions, the Chairperson appointed for the Equity Shareholders' Meeting directed for conducting the voting through poll for the Equity Shareholders who were present at the meeting but who had not cast their vote earlier through the e-voting module of CDSL.
9. On completion of the voting at the NCLT convened Meeting, CDSL provided to me the list of Shareholders who had cast their votes through e-voting, their holding details and the details of the votes cast on the Resolution.
10. I also counted the votes cast at the venue of the Meeting. The votes cast through poll conducted at the venue of the Meeting were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the Company. No Postal Ballot was received from the shareholders.
11. I then unblocked the votes cast through the e-voting module of CDSL in the presence of two witnesses viz; Mr. Ankit Kumar Singh and Mr. Sharwan Mangla who are not in employment of the Company.
12. The consolidated result of the voting on the resolution through remote e-voting and voting conducted through Poll at the venue of the Meeting seeking approval of the Equity Shareholders (including Promoters and Promoter Group) of the Company to the Scheme of Arrangement is as under:-

RESOLUTION

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the Rules, Circulars and

Notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to approval of the Hon'ble National Company Law Tribunal, Bench at Allahabad ("NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board"), the arrangement embodied in the Scheme of Arrangement amongst Genus Prime Infra Limited ("Amalgamated Company" or "Resulting Company") and Sansar Infrastructure Private Limited ("Amalgamating Company 1") and Star Vanijya Private Limited ("Amalgamating Company 2") and Sunima Trading Private Limited ("Amalgamating Company 3") and Genus Power Infrastructures Limited ("Demerged Company" or "Company") and Yajur Commodities Limited ("Amalgamating Company 4") and their respective shareholders and creditors ("Scheme") as placed before this meeting, be and is hereby approved.

RESOLVED FURTHER THAT *the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of account as considered necessary for giving effect to the Scheme, as the Board may deem fit and proper."*

Result of the voting conducted through Remote e-voting and Poll at the venue of the Meeting of Equity Shareholders (including Promoters and Promoter Group) of Genus Power Infrastructures Limited ("Applicant Company No. 5" / "Demerged Company")

A- VOTES IN FAVOUR OF THE RESOLUTION

Manner of Voting	Number of Equity Shareholders voted	Number of votes cast by Equity Shareholders	% of total number of votes cast
Remote e-voting	306	18,98,16,064	92.677
Ballot Paper at the Meeting	11	14,439	0.007
Total	317	18,98,30,503	92.684

B- VOTES AGAINST THE RESOLUTION

Manner of Voting	Number of Equity Shareholders voted	Number of votes cast by Equity Shareholders	% of total number of votes cast
Remote e-voting	32	1,49,84,896	7.316
Ballot Paper at the Meeting	-	-	-
Total	32	1,49,84,896	7.316

S. K. GUPTA
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13. The combined list of Equity Shareholders who voted "FOR / AGAINST" the above resolution through remote e-voting and Poll conducted at the venue of the Meeting, is handed over to the Chairperson appointed for the meeting.
14. All relevant records of the voting conducted through remote e-voting and poll conducted at the venue of the Meeting, were handed over to Mr. Ankit Jhanjhari Company Secretary of the Company for safe keeping.
15. The resolution is passed with requisite majority of persons representing three-fourths in value of the Equity Shareholders of the Company voting through (i) Remote e-voting system or (ii) Ballot / Polling papers at the venue of the Meeting, who have cast their votes on the resolution.

Thanking you,
Yours Faithfully,



(SHASHI KANT GUPTA)
Scrutinizer
Practicing Company Secretary
F.C.S 2589
CP No. 1920

UDIN: F002589C002726574

Place: Moradabad
Date: 26.02.2022

S. K. GUPTA
F.C.S.

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CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to SEBI Circular No. CFD / DIL 3 / CIR / 2017 / 21 dated 10th March, 2017]

To,

Shri Rahul Agarwal, Advocate

Chairperson appointed for the Meeting of the Equity Shareholders of Genus Power Infrastructures Limited (CIN:L51909UP1992PLC051997) convened by the National Company Law Tribunal, Allahabad Bench pursuant to Order dated 8th December, 2021 passed in Company Application No. CA (CAA) No. 27 / ALD / 2021

Report of Scrutinizer on voting done through Remote e-voting process. Postal Ballot and Poll by the Public Equity Shareholders (excluding Promoters and Promoter Group) of Genus Power Infrastructures Limited ("the Company") convened by the National Company Law Tribunal, Allahabad Bench ("NCLT") and held on Saturday, 26th February, 2022 at 1.30 P.M. at Paper Mill, Village Aghwanpur, Kanth Road, Moradabad – 244001 Uttar Pradesh (hereinafter referred to as "the Meeting") (hereinafter referred to as "the Meeting") in terms of SEBI Circular No. CFD / DIL 3 / CIR / 2017 / 21 dated 10th March, 2017.

Dear Sir,

I, Shashi Kant Gupta, Practicing Company Secretary (Membership No. FCS 2589) was appointed by the Hon'ble National Company Law Tribunal, Allahabad Bench vide its Order dated 8th December, 2021 passed in Company Application No. CA (CAA) No. 27 / ALD / 2021 as Scrutinizer for the purpose of conducting remote e-voting, Postal Ballot and poll at the venue of the Meeting of the Equity Shareholders of the Company held on Saturday, 26th February, 2022 at 1.30 P.M. at Paper Mill, Village Aghwanpur, Kanth Road, Moradabad – 244001 Uttar Pradesh, pursuant to the provisions of the Companies Act, 2013 (the 'Act') read with applicable Rules

made thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circular No. CFD / DIL 3 / CIR / 2017 / 21 dated 10th March, 2017 issued by the Securities and Exchange Board of India ("SEBI Circular") on the resolution seeking approval of the Equity Shareholders to the Scheme of Arrangement amongst Genus Prime Infra Limited ("Applicant Company No.1"/ "Amalgamated Company" or "Resulting Company") and Sansar Infrastructure Private Limited ("Applicant Company No.2"/ "Amalgamating Company 1") and Star Vanijya Private Limited ("Applicant Company No.3"/ "Amalgamating Company 2") and Sunima Trading Private Limited ("Applicant Company No.4"/ "Amalgamating Company 3") and Genus Power Infrastructures Limited ("Applicant Company No.5"/ "Demerged Company") and Yajur Commodities Limited ("Applicant Company No.6"/ "Amalgamating Company 4") and their respective shareholders and creditors ("Scheme" or "the Scheme" or "Scheme of Arrangement") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 in terms of the Notice dated 20th January, 2022 convening the Meeting.

I do hereby submit my report as under:-

1. The Company had appointed Central Depository Services (India) Limited ("CDSL") as the Agency for providing the e-voting platform to the Equity Shareholders of the Company.
2. The Management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and the Rules made there under and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting done through e-voting and voting conducted through poll at the venue of the Meeting on the resolution contained in the Notice of the Meeting.

3. The Cut-off Date was 31st December, 2021 for the purpose of deciding the Equity Shareholders entitled to vote through remote e-voting and voting conducted through poll at the venue of the Meeting by the Equity Shareholders on the resolution seeking their approval.
4. The voting by the Equity Shareholders through the e-voting commenced at **9.00 A.M. (IST) on Thursday, 27th January, 2022** and has closed at **5.00 P.M. (IST) on Friday, 25th February, 2022.**
5. Our responsibility as a Scrutinizer for the voting process (through e-voting and voting conducted through poll at the venue of the Meeting) is restricted to scrutinize the e-voting process and voting conducted through poll at the venue of the meeting in a fair and transparent manner and to prepare a Consolidated Scrutinizer's Report of the votes cast in favour or against the resolution stated in the Notice, based on the reports generated from the e-voting system provided by CDSL and voting conducted through poll at the venue of the Meeting.
6. The Company has, on the basis of the Register of Members and the list of beneficial owners made available by the Depositories, completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto, proxy form, attendance slip etc. to the Equity Shareholders of the Company holding the Equity shares as on the Cut- off Date by 21st January, 2022 and also published an advertisement in this regard in 'Financial Express' English Newspaper and translation thereof in Hindi in 'Jansatta' both Delhi edition on 22nd January, 2022 having wide circulation in the State of Uttar Pradesh where the Registered Office of "Applicant Company No. 5" / "Demerged Company" is situated.

7. The e-voting module was disabled and blocked by CDSL for voting on **5.00 P.M. (IST) on Friday, 25th February, 2022.**
8. On Saturday, 26th February, 2022, at the venue of the NCLT convened Meeting, at the end of the discussions, the Chairperson appointed for the Equity Shareholders' Meeting directed for conducting the voting through poll for the Equity Shareholders who were present at the meeting but who had not cast their vote earlier through the e-voting module of CDSL.
9. On completion of the voting at the NCLT convened Meeting, CDSL provided to me the list of Shareholders who had cast their votes through e-voting, their holding details and the details of the votes cast on the Resolution.
10. I also counted the votes cast at the venue of the Meeting. The votes cast through poll conducted at the venue of the Meeting were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the Company. No Postal Ballot was received from the shareholders.
11. I unblocked the votes cast through the e-voting module of CDSL in the presence of two witnesses viz; Mr. Ankit Kumar Singh and Mr. Sharwan Mangla who are not in employment of the Company.
12. The consolidated result of the voting on the resolution through remote e-voting and voting conducted through Poll at the venue of the Meeting by the Public Shareholders (excluding Promoters and Promoter Group) of the Company to the Scheme of Arrangement in terms of SEBI Circular No. CFD / DIL 3 / CIR / 2017 / 21 dated 10th March, 2017 is as under:-

RESOLUTION

***“RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the Rules, Circulars and Notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to approval of the Hon'ble National Company Law Tribunal, Bench at Allahabad (“NCLT”) and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”), the arrangement embodied in the Scheme of Arrangement amongst Genus Prime Infra Limited (“Amalgamated Company” or “Resulting Company”) and Sansar Infrastructure Private Limited (“Amalgamating Company 1”) and Star Vanijya Private Limited (“Amalgamating Company 2”) and Sunima Trading Private Limited (“Amalgamating Company 3”) and Genus Power Infrastructures Limited (“Demerged Company” or “Company”) and Yajur Commodities Limited (“Amalgamating Company 4”) and their respective shareholders and creditors (“Scheme”) as placed before this meeting, be and is hereby approved.*

***RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose*

of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of account as considered necessary for giving effect to the Scheme, as the Board may deem fit and proper."

Result of the voting conducted through Remote e-voting and Poll at the venue of the Meeting of Public Equity Shareholders (excluding Promoters and Promoter Group) of Genus Power Infrastructures Limited ("Applicant Company No. 5" / "Demerged Company")

A- VOTES IN FAVOUR OF THE RESOLUTION

Manner of Voting	Number of Public Shareholders voted	Number of votes cast by Public Shareholders	% of total number of votes cast
Remote e-voting	273	6,18,91,157	80.493
Ballot / Polling Paper at the Meeting	11	14,439	0.018
Total	284	6,19,05,596	80.511

B- VOTES AGAINST THE RESOLUTION

Manner of Voting	Number of Public Shareholders voted	Number of votes cast by Public Shareholders	% of total number of votes cast
Remote e-voting	32	1,49,84,896	19.489


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Ballot / Polling Paper at the Meeting	-	-	-
Total	32	1,49,84,896	19.489

13. The combined list of Public Equity Shareholders who voted "FOR / AGAINST" the above resolution through remote e-voting and poll conducted at the venue of the Meeting is handed over to the Chairperson appointed for the Meeting.
14. All the relevant records of the voting conducted through remote e-voting and poll at the venue of the Meeting were handed over to Mr. Ankit Jhanjhari Company Secretary of the Company for safe keeping.
15. The resolution is passed with requisite majority in terms of the SEBI Circular No. CFD / DIL 3 / CIR / 2017 / 21 dated 10th March, 2017, as the votes cast by the public shareholders in favour of the resolution are more than the number of votes cast by public shareholders against it .

Thanking you,
Yours Faithfully,



(SHASHI KANT GUPTA)
Scrutinizer
Practicing Company Secretary
F.C.S 2589
CP No. 1920
UDIN: F002589C002726574

Place: Moradabad
Date: 26.02.2022

S. K. GUPTA
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Annexure 1.1

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SCRUTINIZER'S REPORT

To,

Shri Rahul Agarwal, Advocate

Chairperson appointed for the Meeting of the **Unsecured Creditors of Genus Power Infrastructures Limited (CIN:L51909UP1992PLC051997)** convened by the National Company Law Tribunal, Allahabad Bench pursuant to Order dated 8th December, 2021 passed in Company Application No. CA (CAA) No. 27 / ALD / 2021

Report of Scrutinizer on Postal Ballot and Poll conducted at the Meeting of Unsecured Creditors of Genus Power Infrastructures Limited ("the Company") convened by the National Company Law Tribunal, Allahabad Bench ("NCLT") and held on Saturday, 26th February, 2022 at 4.00 P.M. (IST) at Paper Mill, Village Aghwanpur, Kanth Road, Moradabad – 244001, Uttar Pradesh (hereinafter referred to as " the Meeting")

Dear Sir,

I, Shashi Kant Gupta, Practicing Company Secretary (Membership No. FCS 2589) was appointed by the Hon'ble National Company Law Tribunal, Allahabad Bench vide its Order dated 8th December, 2021 passed in Company Application No. CA (CAA) No. 27 / ALD / 2021 as Scrutinizer for the purpose of conducting Postal Ballot and Poll at the venue of the Meeting of the Unsecured Creditors of the Company held on Saturday, 26th February, 2022 at 4.00 P.M. (IST) at Paper Mill, Village Aghwanpur, Kanth Road, Moradabad – 244001, Uttar Pradesh, pursuant to the provisions of the Companies Act, 2013 (the 'Act') read with the applicable Rules made thereunder on the resolution seeking approval of the Unsecured Creditors to

the Scheme of Arrangoment amongst Genus Prime Infra Limited ("Applicant Company No.1"/ "Amalgamated Company" or "Resulting Company") and Sansar Infrastructure Private Limited ("Applicant Company No.2"/ "Amalgamating Company 1") and Star Vanijya Private Limited ("Applicant Company No.3"/ "Amalgamating Company 2") and Sunima Trading Private Limited ("Applicant Company No.4"/ "Amalgamating Company 3") and Genus Power Infrastructures Limited ("Applicant Company No.5"/ "Demerged Company") and Yajur Commodities Limited ("Applicant Company No.6"/ "Amalgamating Company 4") and their respective shareholders and creditors ("Scheme" or "the Scheme" or "Scheme of Arrangement") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 in terms of the Notice dated 20th January, 2022 convening the Meeting.

I do hereby submit my report as under:-

1. The Management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and the Rules made there under relating to voting done through Postal Ballot and voting conducted through Poll at the venue of the Meeting on the resolution contained in the Notice of the Meeting.
2. The Cut-off Date was 30th September, 2021 for the purpose of deciding the Unsecured Creditors entitled to vote through Postal Ballot and voting conducted through Poll at the venue of the Meeting by the Unsecured Creditors on the resolution seeking their approval.
3. The voting by the Unsecured Creditors through Postal Ballot commenced at 9.00 A.M. (IST) on Thursday, 27th January, 2022 and has closed at 5.00 P.M. (IST) on Friday, 25th February, 2022.

4. My responsibility as a Scrutinizer for the voting process (through Postal Ballot and voting conducted through Poll at the venue of the Meeting) is restricted to scrutinize the Postal Ballot and voting conducted through Poll at the venue of the meeting in a fair and transparent manner and to prepare a Consolidated Scrutinizer's Report of the votes cast in favour or against the resolution stated in the Notice, based on the postal ballot and voting conducted through poll at the venue of the Meeting.
5. The Company has, on the basis of the list of Unsecured Creditors made upto 30th September, 2021, completed the dispatch of the Notice of the Meeting alongwith the relevant annexures referred thereto, proxy form, attendance slip, Postal Ballot Form and self-addressed postage-prepaid envelope etc. to the Unsecured Creditors of the Company on 21st January, 2022 and also published an advertisement in this regard in 'Financial Express' English Newspaper and translation thereof in Hindi in 'Jansatta' both Delhi edition on 22nd January, 2022 having wide circulation in the State of Uttar Pradesh where the Registered Office of the "Applicant Company No. 5" or "Demerged Company" is situated.
6. The Postal Ballot Forms received / votes cast up to the close of working hours 5:00 p.m. on Friday, 25th February, 2022 i.e. the last date and time fixed by the Company for receipt of the Postal Ballot Forms, were considered for my scrutiny.
7. On Saturday, 26th February, 2022, at the venue of the NCLT convened Meeting, at the end of the discussions, the Chairperson appointed for the Unsecured Creditors' Meeting directed for conducting the voting through poll

for the Unsecured Creditors who were present at the meeting but who had not cast their vote earlier through the postal ballot process.

8. The Postal Ballot Forms received from the Unsecured Creditors were duly opened in my presence and were scrutinized. The value of debt was matched / confirmed with the List of Unsecured Creditors as on 30th September, 2021.
9. The Ballot Box kept for polling was locked in my presence with due identification marks placed by me at the venue of the Meeting.
10. The Unsecured Creditors put in duly filled In Ballot papers in the locked Ballot box.
11. The locked ballot box was subsequently opened in my presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the Company.
12. Incomplete / Defective Postal ballots were not reckoned for the purpose of voting.
13. The consolidated result of the voting through Postal Ballot and Poll conducted at the venue of the Meeting seeking approval of the Unsecured Creditors of the Company to the Scheme of Arrangement is as under:-



RESOLUTION

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the Rules, Circulars and Notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to approval of the Hon'ble National Company Law Tribunal, Bench at Allahabad ("NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board"), the arrangement embodied in the Scheme of Arrangement amongst Genus Prime Infra Limited ("Amalgamated Company" or "Resulting Company") and Sansar Infrastructure Private Limited ("Amalgamating Company 1") and Star Vanijya Private Limited ("Amalgamating Company 2") and Sunima Trading Private Limited ("Amalgamating Company 3") and Genus Power Infrastructures Limited ("Demerged Company" or "Company") and Yajur Commodities Limited ("Amalgamating Company 4") and their respective shareholders and creditors ("Scheme") as placed before this meeting, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while

sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of account as considered necessary for giving effect to the Scheme, as the Board may deem fit and proper."

Consolidated Report on result through Postal Ballot and the voting conducted through Poll at the venue of the Meeting of Unsecured Creditors of Genus Power Infrastructures Limited ("Applicant Company No. 5" / "Demerged Company")


Particulars	Votes cast in		Total
	Favour	Against	
I. Unsecured Creditors who voted by the process of Postal Ballot			
(a) Number	125	-	125
(b) Value of debt (Rs)	46,79,57,650	=	46,79,57,650

II. Unsecured Creditors present in person			
(a) Number	8	-	8
(b) Value of Debt (Rs.)	54,30,221	-	54,30,221
III. Unsecured Creditors present by proxy Note: 2 Proxies with value Debt of Rs. 72,000/- voted through Postal Ballot hence nor considered for calculation			
(a) Number	-	-	-
(b) Value of Debt (Rs.)	-	-	-

TOTAL (I + II + III)			
(a) Number	133	-	133
(b) Value of Debt (Rs.)	47,33,87,871	-	47,33,87,871
% age to Total Votes cast	100.00	--	100.00

14. The Ballot papers and all other relevant records were handed over to Mr. Ankit Jhanjhari, Company Secretary of the Company, the person authorized by the Board of the "Company" or "Demerged Company" for safe keeping.
15. The resolution was passed unanimously by the Unsecured Creditors on voting conducted through Postal Ballot and Poll at the venue of the Meeting who casted their votes on the resolution.

Thanking you,
Yours Faithfully,



(SHASHI KANT GUPTA)
Scrutinizer
Practicing Company Secretary
F.C.S 2589
CP No. 1920

Place: Moradabad
Date: 26.02.2022

Genus Power Infrastructures Limited	
Disclosure in terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
Date of the NCLT Convened Meeting	
February 26, 2022	
Total number of shareholders on cut-off date	
51899	
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	39
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Description of Resolution considered	Approval for Scheme of Arrangement amongst Genus Prime Infra Limited ("Amalgamated Company" or "Resulting Company") and Sansar Infrastructure Private Limited ("Amalgamating Company 1") and Star Vanijiya Private Limited ("Amalgamating Company 2") and Surima Trading Private Limited ("Amalgamating Company 3") and Genus Power Infrastructures Limited ("Demerged Company" or "Company") and Yajur Commodities Limited ("Amalgamating Company 4") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.									
	Resolution required: (Ordinary/Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?										
Special										
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		127924907	98.47	127924907	0	100.00	0.00		
	Poll		0	0.00	0	0	0.00	0.00		
	Postal Ballot (if applicable)	129910511	0	0.00	0	0	0.00	0.00		
	Total		127924907	98.47	127924907	0	100.00	0.00		
Public-Institutions	E-Voting		15798843	97.61	826847	14971996	5.23	94.77		
	Poll		0	0.00	0	0	0.00	0.00		
	Postal Ballot (if applicable)	16185985	0	0.00	0	0	0.00	0.00		
	Total		15798843	97.61	826847	14971996	5.23	94.77		
Public- Non Institutions	E-Voting		61077210	54.82	61064310	12900	99.98	0.02		
	Poll		14439	0.01	14439	0	0.00	0.00		
	Postal Ballot (if applicable)	111411918	0	0.00	0	0	0.00	0.00		
	Total		61091649	54.83	61078749	12900	99.98	0.02		
Total		257508414	204815399	79.54	189830503	14984896	92.68	7.32		

