

September 30, 2024

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: Consolidated Scrutinizer's Report.

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, please find attached herewith the consolidated Scrutinizer's Report with regard to the 32nd Annual General Meeting ("AGM") of the Company, held on Monday, September 30, 2024.

This is to confirm that all the resolutions as set out in the Notice dated August 31, 2024 convening the 32nd AGM 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**

**(Puran Singh Rathore)
Joint Company Secretary & Compliance Officer**

Encl. as above



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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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

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by Dipanshu Jain
Date: 2024.09.30
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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		