

September 30, 2025

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: Proceeding of the 33rd Annual 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 33rd Annual General Meeting (“AGM”) of the Company, held on Tuesday, September 30, 2025:

- (1) Proceeding of the 33rd AGM.
- (2) Consolidated Scrutinizer’s Report.

This is to confirm that all the resolutions as set out in the Notice dated September 02, 2025 convening the 33rd 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

PROCEEDING OF THE 33RD ANNUAL GENERAL MEETING (“AGM” or “the Meeting”) OF GENUS POWER INFRASTRUCTURES LIMITED (“the Company”) HELD ON TUESDAY, SEPTEMBER 30, 2025 AT 11.00 A.M. (IST) THROUGH VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS AND CONCLUDED AT 11:40 A.M. (IST).

- Mr. Puran Singh Rathore, Joint Company Secretary & Compliance Officer of the Company, commenced the meeting and extended a warm welcome to all Members, directors and other participants attending the 33rd Annual General Meeting (“AGM”) through Video Conferencing (“VC”) and Other Audio Visual Means (“OAVM”).
- He apprised the Members of the general guidelines for participation through VC/OAVM and informed them that the Company had provided remote e-voting facility to enable Members to exercise their right to vote on the resolutions set out in the Notice of the AGM. The remote e-voting facility was open from Saturday, September 27, 2025 at 09:00 a.m. (IST) to Monday, September 29, 2025 at 05:00 p.m. (IST). He further informed that Members who had not cast their vote through remote e-voting could exercise their voting right during the AGM through the e-voting system made available at the meeting. He also stated that the Members participating through VC/OAVM would be counted for the purpose of quorum of the meeting.
- He further informed that all statutory registers, documents referred to in the Notice of the AGM, and other relevant documents were made available electronically for inspection by the Members. Thereafter he invited Chairman to commence the proceedings of the meeting.
- Mr. Ishwar Chand Agarwal, Chairman of the Company chaired the Meeting.
- The Chairman 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 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 called the Meeting to order and commenced the proceedings.
- The Chairman then introduced other Board members, KMPs and other invitees, who were attending the AGM through VC.
- The Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee were present at the meeting. The representatives of the Statutory Auditors, Cost Auditors and Secretarial Auditors were also present at the meeting.
- Thereafter, The Chairman delivered his speech covering the Company’s performance, operational & technological capabilities, outlook and other related matters.

- The Chairman further informed the Members that the Annual Report and the Notice convening the AGM 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 already circulated to all Members, the Notice convening the AGM, the Independent Auditors' Report and the Secretarial Audit Report were taken as read.
- The Chairman further informed the Members that those who had not voted through remote e-voting and who participated in the AGM could vote through the e-voting process conducted at the AGM.
- The Chairman 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 further informed that the results would be declared within two working days from the conclusion of the AGM, based on the scrutinizer's report after taking into consideration the votes cast through remote e-voting and votes cast through e-voting at the AGM 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 AGM) post intimation to the stock exchanges.
- The following business items as set out in the Notice convening the 33rd AGM of the Company were transacted at the meeting and passed with requisite majority:

Item No.	Item of business	Type of Resolution
Ordinary Business		
1	To receive, consider and adopt (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2025, 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, 2025, together with the report of the Auditors thereon	Ordinary
2	To declare dividend of Rs. 2.45 (Rupees two and forty five paise) per equity share of face value of Rs.1 each for the financial year ended March 31, 2025	Ordinary
3	To appoint a director in place of Mr. Ishwar Chand Agarwal (DIN: 00011152), who retires from office by rotation, and being eligible, offers himself for re-appointment	Ordinary
4	To appoint a director in place of Mr. Rajendra Kumar Agarwal (DIN: 00011127), who retires from office by rotation, and being eligible, offers himself for re-appointment	Ordinary
Special Business		
5	To ratify the remuneration of Cost Auditors for the financial year 2025-26	Ordinary
6	Appointment of M/s. ARMS & Associates LLP, Company Secretaries, Jaipur (ICSI Unique Code: P2011RJ023700) as Secretarial Auditors of the Company	Ordinary
7	To approve payment of commission to the executive directors/managing directors	Special

- The Chairman then requested the Members who had registered themselves as speaker to ask questions concerning the Annual Report and the Notice of the AGM.
- Thereafter, the Chairman informed e-voting facility would also remain open for 15 minutes post conclusion of the AGM and requested to 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 thanked the Members for joining the AGM and declared the meeting as concluded.
- Thereafter, the voting process was concluded.

For **Genus Power Infrastructures Limited**

(Puran Singh Rathore)

Joint Company Secretary & Compliance Officer

M. No.: ACS 25543



ARMS & ASSOCIATES LLP

Practicing Company Secretaries

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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 33rd Annual General Meeting ("AGM" / "Meeting") of Genus Power Infrastructures Limited held on Tuesday, September 30, 2025 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 33rd 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, Sandeep Kumar Jain, Designated 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 30, 2025 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 September 02, 2025 ("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, 11/2022, 09/2023 and 09/2024 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, September 25, 2023 and September 19, 2024 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, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 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 33rd AGM of its Members through VC/OAVM on Tuesday, September 30, 2025 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.

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. Tuesday, September 23, 2025 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 Saturday, September 27, 2025 (9:00 a.m. IST) to Monday, September 29, 2025 (5:00 p.m. IST).



ARMS & ASSOCIATES LLP

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- (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 Tuesday, 30 September 2025 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.

LATA
GYANMA
LANI
Lata Gyanmalani

Digitally signed by LATA GYANMALANI
DN: cn=LATA GYANMALANI, o=ARMS & ASSOCIATES LLP, ou=Practicing Company Secretaries, email=LATA.GYANMALANI@ARMS&ASSOCIATES.COM, c=IN

Mukesh
Kumawat
Mukesh Kumawat

Digitally signed by Mukesh Kumawat
Date: 2025.09.30
16:58:11 +05'30'

- (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 September 02, 2025 convening the 33rd 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 6756/2025

Sandeep
Kumar Jain

Digitally signed by Sandeep Kumar Jain
DN: cn=Sandeep Kumar Jain, o=ARMS & ASSOCIATES LLP, ou=Practicing Company Secretaries, email=Sandeep.Kumar.Jain@ARMS&ASSOCIATES.COM, c=IN

Sandeep Kumar Jain
Designated Partner
FCS 5398 CP No.4151
UDIN: F005398G001403729

Jaipur, September 30, 2025

Countersigned by:
For Genus Power Infrastructures Limited

PURAN SINGH RATHORE
RATHORE

Digitally signed by PURAN SINGH RATHORE
Date: 2025.09.30
18:08:32 +05'30'

(Puran Singh Rathore)
Joint Company Secretary
& Compliance Officer



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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, 2025, 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, 2025, 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	337	218401564	12	41658	349	218443222	100.00		
Against	22	1614	0	0	22	1614	0.00	0	0
Total	359	218403178	12	41658	371	218444836	100.00		

Resolution 2: Ordinary Resolution

To declare dividend of Rs.2.45/- (Rupees two and forty five paise) per equity share of face value of Re.1 each for the financial year ended 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	338	218392731	12	41658	350	218434389	100.00		
Against	21	10447	0	0	21	10447	0.00	0	0
Total	359	218403178	12	41658	371	218444836	100.00		



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Resolution 3: Ordinary Resolution

To appoint a director in place of Mr. Ishwar Chand Agarwal (DIN: 00011152), 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	306	207131122	11	40687	317	207171809	94.84	0	0
Against	54	11259556	1	971	55	11260527	5.16		
Total	360	218390678	12	41658	372	218432336	100.00		

Resolution 4: Ordinary Resolution

To appoint a director in place of Mr. Rajendra Kumar Agarwal (DIN: 00011127), 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	313	214743509	12	41658	325	214785167	98.33	0	0
Against	48	3647169	0	0	48	3647169	1.67		
Total	361	218390678	12	41658	373	218432336	100.00		



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Resolution 5: Ordinary Resolution

To ratify the remuneration of Cost Auditors for the financial year 2025-26

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	329	218379459	12	41658	341	218421117	99.99		
Against	29	23709	0	0	29	23709	0.01	0	0
Total	358	218403168	12	41658	370	218444826	100.00		

Resolution 6: Ordinary Resolution

Appointment of M/s. ARMS and Associates LLP, Company Secretaries, Jaipur (ICSI Unique Code: P2011RJ023700) as Secretarial Auditors 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	333	218380200	12	41658	345	218421858	100.00		
Against	23	10478	0	0	23	10478	0.00	0	0
Total	356	218390678	12	41658	368	218432336	100.00		



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Resolution 7: 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	268	201942211	11	38703	279	201980914	92.46		
Against	93	16460807	0	0	93	16460807	7.54	0	0
Total	361	218403018	11	38703	372	218441721	100.00		