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ARMS & ASSOCIATES LLP

Practicing Company Secretaries

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

Telephone: 0141-4816711, Mob No.: +91-9828050920

Email: cssandeep@armsandassociates.com

website: 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 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 January 05, 2024 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 January 05, 2024 ("Notice") issued by the Company in accordance with General Circular No. 09/2023 dated September 25, 2023, General Circular No. 11/2022 dated December 28, 2022 General Circular No. 2/2022 dated May 5, 2022 and Circular No. 21/2021 dated December 14, 2021 read with Circular No. 20/2020 dated May 5, 2020 along with Circular Nos. 14 & 17/2020 dated April 8, 2020 and April 13, 2020 respectively, issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars").

1. In compliance with the MCA Circulars, 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, December 29, 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 to its equity shareholders facility to exercise their right to vote on the special resolutions contained in the Notice. In compliance with the relevant MCA Circulars, a newspaper advertisement was published on January 09, 2024 in the Business Standard (Hindi and English, both) specifying the details of dispatch of Notice and instructions for e-voting.



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2. 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.

3. Management's Responsibility

The Management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, relating to e-voting on the resolution contained In the Notice. The Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

4. 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.

5. Cut-Off Date

The equity shareholders of the Company as on the Cut-Off Date, as set out in the Notice i.e. Friday, December 29, 2023 ("Cut-Off Date") were entitled to vote on the special resolutions (Item nos 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.

6. Remote e-voting process

- (a) The remote e-voting process remained open from Wednesday, January 10, 2024 at 9.00 a.m. (IST) and ends on Thursday, February 08, 2024 at 5:00 p.m. (IST).
- (b) The votes cast during the remote e-voting were unblocked on Thursday, February 08, 2024 after conclusion the e-voting period for Postal ballot and was witnessed by the two witnesses. Ms. Lata Gyanmalani and Ms. Varsha Jangid who are not in the employment of the Company. They have signed below in confirmation of the same.

Varsha Jangid

Varsha
Jangid

Digitally signed
by Varsha Jangid
Date: 2024.02.09
11:42:13 +05'30'

Lata Gyanmalani

Lata
Gyanmalani

Digitally signed
by Lata
Gyanmalani
Date: 2024.02.09
11:41:33 +05'30'



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

(c) 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:

Resolution 1: To consider and approve amendments in ‘Employee Stock Option Scheme 2012’ (“ESOS-2012”) (as Special Resolution)					
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	266	156664086	90.71	0	0
Against	60	16053016	9.29		
Total	326	172717102	100.00		
Resolution 2: To consider and approve amendments in ‘Employees Stock Appreciation Rights Plan 2019’ (“ESARP-2019”) (as Special Resolution)					
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	264	156663561	90.71	0	0
Against	62	16053541	9.29		
Total	326	172717102	100.00		
Resolution 3: To consider and approve grant of employee stock appreciation rights to the employees of the Subsidiary Company(ies) of the Company under Employees Stock Appreciation Rights Plan 2019’ (as Special Resolution)					
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	263	156663511	90.71	0	0
Against	63	16053591	9.29		
Total	326	172717102	100.00		



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(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. Thursday, February 08, 2024.

Thanking you,

Yours faithfully,

Sandeep
Kumar Jain

Digitally signed by
Sandeep Kumar Jain
Date: 2024.02.09
11:44:57 +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: 09.02.2024

UDIN: F005398E003404123

Countersigned by:

For Genus Power Infrastructures Limited

(Ankit Jhanjhari)
Company Secretary