

February 09, 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: 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 January 05, 2024 of the Company, held on Thursday, February 08, 2024 (the last date of e-voting):

- (1) Proceeding of the Postal Ballot held on February 08, 2024 (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 January 05, 2024 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 FEBRUARY 08, 2024.

The Board of Directors of the Company at its Board Meeting held on January 05, 2024, 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, 09/2023 dated September 25, 2023 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 January 05, 2024.

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 January 08, 2024 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, December 29, 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 Wednesday, January 10, 2024 at 9.00 a.m. (IST) and ends on Thursday, February 08, 2024 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 February 08, 2024 and submitted his report dated February 09, 2024.

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

Resolution 1: To consider and approve amendments in 'Employee Stock Option Scheme 2012' ("ESOS-2012")					
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")					
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'					
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		

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 dated January 05, 2024 have been duly passed on February 08, 2024 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/POSTAL BALLOT	Resolution passed through Postal Ballot on February 08, 2024
Total number of shareholders on record date (i.e. December 29, 2023 - cut-off date for voting purpose)	84693
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 consider and approve amendments in 'Employee Stock Option Scheme 2012' ("ESOS-2012")							
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	129594590	127202375	98.1541	127202375	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		127202375	98.1541	127202375	0	100.0000	0.0000
Public- Institutions	E-Voting	19872321	17295177	87.0315	1243779	16051398	7.1915	92.8085
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		17295177	87.0315	1243779	16051398	7.1915	92.8085
Public- Non Institutions	E-Voting	108308641	28219550	26.0548	28217932	1618	99.9943	0.0057
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		28219550	26.0548	28217932	1618	99.9943	0.0057
Total		257775552	172717102	67.0029	156664086	16053016	90.7056	9.2944
Whether resolution is passed or not? (YES/NO):							Yes	

Resolution No.2	To consider and approve amendments in 'Employees Stock Appreciation Rights Plan 2019' ("ESARP-2019")							
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	129594590	127202375	98.1541	127202375	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		127202375	98.1541	127202375	0	100.0000	0.0000
Public-Institutions	E-Voting	19872321	17295177	87.0315	1243779	16051398	7.1915	92.8085
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		17295177	87.0315	1243779	16051398	7.1915	92.8085
Public- Non Institutions	E-Voting	108308641	28219550	26.0548	28217407	2143	99.9924	0.0076
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		28219550	26.0548	28217407	2143	99.9924	0.0076
Total		257775552	172717102	67.0029	156663561	16053541	90.7053	9.2947

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

Resolution No.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'							
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	129594590	127202375	98.1541	127202375	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		127202375	98.1541	127202375	0	100.0000	0.0000
Public-Institutions	E-Voting	19872321	17295177	87.0315	1243779	16051398	7.1915	92.8085
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		17295177	87.0315	1243779	16051398	7.1915	92.8085
Public- Non Institutions	E-Voting	108308641	28219550	26.0548	28217357	2193	99.9922	0.0078
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		28219550	26.0548	28217357	2193	99.9922	0.0078
Total		257775552	172717102	67.0029	156663511	16053591	90.7053	9.2947

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: 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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website: www.armsandassociates.com

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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website: www.armsandassociates.com

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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website: 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. 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