

September 26, 2020

National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051.

(NSE Symbol: GENUSPOWER)

BSE Limited
P.J. Towers,
Dalal Street, Fort,
Mumbai – 400001

(BSE Code: 530343)

Sub: Results of Voting (E-voting prior and at the AGM).

Dear Sir/Madam,

Please find attached herewith the voting results of the 28th Annual General Meeting (“AGM”) of the Company, held on Friday, September 25, 2020 as required under Regulation 44(3) of the Listing Regulations in the prescribed format along with the Consolidated Scrutinizer’s Report.

All the resolutions as set out in the Notice dated July 29, 2020 of the said AGM of the Company have been duly passed with requisite majority.

We request you to take the same on record.

Thanking you.

Yours faithfully,

For **Genus Power Infrastructures Limited**



(Ankit Jhanjhari)
Company Secretary

Encl. as above

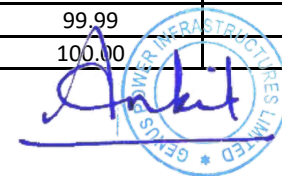
Disclosure in terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM/EGM	September 25, 2020
Total number of shareholders on record date	31487
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable as the AGM was held through Video Conference / Other Audio Visual Means.
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	28 84

Resolution No.1	Adoption of: (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2020, 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, 2020, together with the report of the Auditors thereon.							
Resolution required: (Ordinary/Special)	Ordinary							
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	129886109	127506509	98.17	127506509	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		127506509	98.17	127506509	0	100.00	0.00
Public- Institutions	E-Voting	18589740	18204923	97.93	18204923	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		18204923	97.93	18204923	0	100.00	0.00
Public- Non Institutions	E-Voting	108883116	30083946	27.63	30083827	119	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		30083946	27.63	30083827	119	100.00	0.00
Total		257358965	175795378	68.31	175795259	119	100.00	0.00



Resolution No.2	Declaration of a dividend of ₹0.10 (Ten paisa) per equity share of face value of ₹1 each for the financial year ended March 31, 2020.							
Resolution required: (Ordinary/Special)					Ordinary			
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	129886109	127506509	98.17	127506509	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		127506509	98.17	127506509	0	100.00	0.00
Public-Institutions	E-Voting	18589740	18204923	97.93	18204923	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		18204923	97.93	18204923	0	100.00	0.00
Public- Non Institutions	E-Voting	108883116	30083946	27.63	30083842	104	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		30083946	27.63	30083842	104	100.00	0.00
Total		257358965	175795378	68.31	175795274	104	100.00	0.00
Resolution No.3	Re-appointment of Mr. Kailash Chandra Agarwal as a director of the Company, liable to retire by rotation, who retires by rotation pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013.							
Resolution required: (Ordinary/Special)					Ordinary			
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	129886109	127506509	98.17	127506509	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		127506509	98.17	127506509	0	100.00	0.00
Public-Institutions	E-Voting	18589740	18204923	97.93	18204923	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		18204923	97.93	18204923	0	100.00	0.00
Public- Non Institutions	E-Voting	108883116	30083946	27.63	30080833	3113	99.99	0.01
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		30083946	27.63	30080833	3113	99.99	0.01
Total		257358965	175795378	68.31	175792265	3113	100.00	0.00



 Genus Power Infrastructure Limited

Resolution No.4	Ratification of the remuneration, as approved by the Board of Directors and set out in the Explanatory Statement annexed to the Notice, to be paid to the Cost Auditors appointed by the Board of Directors, to conduct the audit of cost records of the Company for the financial year ending March 31, 2021.							
Resolution required: (Ordinary/Special)					Ordinary			
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	129886109	127506509	98.17	127506509	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		127506509	98.17	127506509	0	100.00	0.00
Public- Institutions	E-Voting	18589740	18204923	97.93	18204923	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		18204923	97.93	18204923	0	100.00	0.00
Public- Non Institutions	E-Voting	108883116	30083946	27.63	30083433	513	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		30083946	27.63	30083433	513	100.00	0.00
Total		257358965	175795378	68.31	175794865	513	100.00	0.00



Consolidated Scrutinizer's Report

To,

The Chairman of the 28th Annual General Meeting ("AGM" / "Meeting") of Genus Power Infrastructures Limited held on Friday, September 25, 2020 at 03:30 p.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 28th 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, Chand Mal Bindal, Company Secretary in Practice and Partner, M/s. C.M. Bindal & Co., Practising Company Secretaries, having registered office at F.No.202, Ganesh Kripa, B-6, Moti Marg, Bapu Nagar, Jaipur-302015, Rajasthan had 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 July 29, 2020 pursuant to Section 108 of the Companies Act, 2013 ("the Act") 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 July 29, 2020 ("Notice") issued by the Company in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively, issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars"), convening the 28th AGM of its Members through VC/OAVM on Friday, September 25, 2020 at 03:30 p.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 ("CDSL") 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. Friday, September 18, 2020 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 Tuesday, September 22, 2020 (9:00 a.m. IST) to Thursday, September 24, 2019 (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 September 25, 2020 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.




Rakshanda Jain


Deeksha Kaku

(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 as follows:

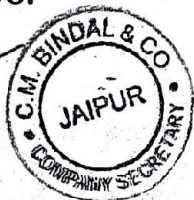
My responsibility as a scrutinizer for the remote e-voting and e-Voting at AGM is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

Consolidated Report on the result of the remote e-voting prior to and during the AGM in respect of the said resolutions are detailed in **Annexure-A** of this report.

Thanking you,

Yours faithfully,

for **C. M. BINDAL & CO.**
Company Secretaries




(Chand Mal Bindal)

Partner

FCS No. 103, CP No. 176

Place: Jaipur

Date: 26th September, 2020

UDIN: F000103B000778364

Countersigned by:
for **Genus Power Infrastructures Limited**




(Ankit Jhanjhari)
Company Secretary

C. M. BINDAL & CO.

COMPANY SECRETARIES

Add: F.No.202, Gensh Kripa, B-6, Moti Marg, Bapu Nagar, Jaipur-302015.

Tel.: 0141-2707522; Mobile: +919414962454; Email: bindalcm@yahoo.com

Annexure-A

Resolution 1: Ordinary Resolution									
Adoption of: (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2020, 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, 2020, together with the report of the Auditors thereon.									
Votes	Remote E-Voting (Prior to the AGM)		E-Voting at the AGM		Consolidated Results			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	% of total number valid votes cast	Total number of members whose votes were declared invalid	Number of votes cast
For	234	175795259	1	320	235	175795579	100.00	0	0
Against	14	119	1	1	15	120	0.00		
Total	248	175795378	2	321	250	175795699	100.00		

RESULT: Since, the number of votes cast in favour of the resolution is 100%, Based on the aforesaid result, I report that the Ordinary Resolution as set out in Item No.1 of the Notice of the AGM dated 29th July, 2020 has been passed with requisite majority. The resolution is deemed to be passed as on the date of AGM.

Resolution 2: Ordinary Resolution									
Declaration of a dividend of ₹0.10 (Ten paise) per equity share of face value of ₹1 each for the financial year ended March 31, 2020.									
Votes	Remote E-Voting (Prior to the AGM)		E-Voting at the AGM		Consolidated Results			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	% of total number valid votes cast	Total number of members whose votes were declared invalid	Number of votes cast
For	235	175795274	1	320	236	175795594	100.00	0	0
Against	13	104	1	1	14	105	0.00		
Total	248	175795378	2	321	250	175795699	100.00		

RESULT: Since, the number of votes cast in favour of the resolution is 100%, Based on the aforesaid result, I report that the Ordinary Resolution as set out in Item No. 2 of the Notice of the AGM dated 29th July, 2020 has been passed with requisite majority. The resolution is deemed to be passed as on the date of AGM.

Resolution 3: Ordinary Resolution									
Reappointment of Mr. Kailash Chandra Agarwal as a director, who retires by rotation.									
Votes	Remote E-Voting (Prior to the AGM)		E-Voting at the AGM		Consolidated Results			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	% of total number valid votes cast	Total number of members whose votes were declared invalid	Number of votes cast
For	229	175792265	1	320	230	175792585	100.00	0	0
Against	19	3113	1	1	20	3114	0.00		
Total	248	175795378	2	321	250	175795699	100.00		

RESULT: Since, the number of votes cast in favour of the resolution is 100%, Based on the aforesaid result, I report that the Ordinary Resolution as set out in Item No. 3 of the Notice of the AGM dated 29th July, 2020 has been passed with requisite majority. The resolution is deemed to be passed as on the date of AGM.

Resolution 4: Ordinary Resolution									
Ratification of the remuneration of Cost Auditors for the financial year ending March 31, 2021.									
Votes	Remote E-Voting (Prior to the AGM)		E-Voting at the AGM		Consolidated Results			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	% of total number valid votes cast	Total number of members whose votes were declared invalid	Number of votes cast
For	231	175794865	1	320	232	175795185	100.00	0	0
Against	17	513	1	1	18	514	0.00		
Total	248	175795378	2	321	250	175795699	100.00		

RESULT: Since, the number of votes cast in favour of the resolution is 100%, Based on the aforesaid result, I report that the Ordinary Resolution as set out in Item No. 4 of the Notice of the AGM dated 29th July, 2020 has been passed with requisite majority. The resolution is deemed to be passed as on the date of AGM.

