

September 07, 2019

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 and poll) at AGM.

Dear Sir/Madam,

Please find attached herewith the voting results of the 27th Annual General Meeting ("AGM") of the Company, held on Friday, September 06, 2019 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 25, 2019 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

Director/Company Secretary

Encl. as above





No. of Shareholders attended the meeting through Video Conferencing: No. of shareholders present in the meeting either in person or through proxy: Date of the AGM/EGM Total number of shareholders on record date Public: Public: Promoters and Promoter Group: Promoters and Promoter Group: Disclosure in terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 September 6, 2019 Not Applicable Not Applicable 34183 251

Resolution No.1	Adoption of: (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2019, together with the reports of the Auditors and Board of Directors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2019, together with the report of the Auditors thereon.	standalone finan ors thereon; and e Auditors there	cial statements (b) the audited on.	s of the Company for tonsolidated financial	he financial year	r ended March the Company fo	I year ended March 31, 2019, together with the reports of the softhe the Company for the financial year ended March 31, 2019,	th the reports of the idea March 31, 2019,
Resolution re	Resolution required: (Ordinary/Special)				Ordinary			
Whether pro	Whether promoter/ promoter group are interested in the agenda/resolution?	rested in the age	enda/resolution		No .			
Category	Mode of Voting	No. of shares	No. of votes	% of Votes Polled on outstanding shares	No. of Votes –	No. of Votes –	% of Votes in favour	% of Votes against
		(1)	סווכם (ב)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter	E-Voting		128710109	99.09	128710109	0	100.00	0.00
and	POL	129886109	0	0.00	0	0	0.00	0.00
Promoter	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
Group	lotal		128710109	99.09	128710109	0	100.00	0.00
	E-Voting		20039993	92.41	20039993	0	100.00	0.00
Institutions		21686788	0	0.00	0	0	0.00	0.00
חוסמנמנוסווס	Total		0	0.00	0	0	0.00	0.00
	Total		20039993	92.41	20039993	0	100.00	0.00
	E-Voting		40513888	38.30	40513863	25	100.00	0.00
Public- Non	Poll	105786068	6427	0.01	5328	1099	82.90	17.10
Sugnatura	Postal Ballot (if applicable)		0	0.00	0	0	0	0
1	Total		40520315	38.30	40519191	1124	100.00	0.00
0.00		25/358965	1892/0417	73.54	189269293	1124	100.00	0.00



No.2	Declaration of dividend of ₹0.58 per equity share of face value of ₹1 each for the financial year ended March 31, 2019.	58 per equity sh	are of face value	e of ₹1 each for the fin	ancial year ende	d March 31, 20:	19.	
Resolution re	Resolution required: (Ordinary/Special)				Ordinary			2
Whether pro	Whether promoter/ promoter group are interested in the agenda/resolution?	rested in the age	enda/resolution	j	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	E-Voting		128710109	99.09	128710109	0	100 00	0.00
and	Poll	120006100	0	0.00	0	0	0.00	0.00
Promoter	Postal Ballot (if applicable)	123000103	0	0.00	0	0	0.00	0.00
Group	Total		128710109	99.09	128710109	0	100.00	0.00
	E-Voting		20039993	92.41	20039993	0	100.00	0.00
Public-	Poll	21686788	0	0.00	0		0.00	0.00
Institutions	Postal Ballot (if applicable)	71000/00	0	0.00	0	0	0.00	0.00
	Total		20039993	92.41	20039993	0	100.00	0.00
	E-Voting		40514488	38.30	40514438	50	100.00	0.00
Public- Non	Poll	105786068	6427	0.01	5328	1099	82.90	17.10
Institutions	Postal Ballot (if applicable)	100,0000	0	0.00	0	0	0.00	0.00
	Total		40520915	08.88	40519766	1149	100.00	0.00
Total		257358965	189271017	73.54	189269868	1149	100.00	0.00
Resolution No.3	Reappointment of Mr. Ishwar Chand Agarwal as a director, who retires by rotation	Chand Agarwal	as a director, wl	ho retires by rotation.				
Resolution re	Resolution required: (Ordinary/Special)				Ordinary			
Whether pro	Whether promoter/ promoter group are interested in the agenda/resolution?	ested in the age	nda/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	E-Voting		128710109	99.09	128710109	0	100.00	0.00
and	Poll	129886109	0	0.00	0	0	0.00	0.00
Promoter	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
Group	Total		128710109	99.09	128710109	0	100.00	0.00
:	E-Voting		20039993	92.41	20039993	0	100.00	0.00
Public-	Poll	21686788	0	0.00	0	0	0.00	0.00
Suomanism	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		20039993	92.41	20039993	0	100.00	0.00
No.	E-Voting		40513888	38.30	40513763	125	100.00	0.00
Institutions	Postal Rallot (if applicable)	105786068	6427	0.01	5328	1099	82.90	17.10
	Total		100010	0.00			0.00	0.00
Total		757358065	180770417	38.30	40519091	1224	100.00	0.00
0.01		20/308965	1892/041/	73.54	189269193	1224	100.00	0.00

Resolution	Reappointment of Mr. Jitendra Kumar Agarusi and Jing	rs Kumar Aran		7 22				
Resolution	Resolution required: (Ordinary/Special)			and redired by rotati	, in			
Whether pr	Whether promoter/ promoter group are interested in the agenda/rasolutions	erested in the as	genda/resolution	3	Ordinary			
		מונים מונים מו	Seriua/resolutio	n:	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	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter	E-Voting		128710109		(4)	(0)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
and	Poll		0	000	128/10109	0	100.00	0.00
Promoter	Postal Ballot (if applicable)	129886109	0	0.00	0	0	0.00	0.00
Group	Total		128710109	99.09	170710100	0	0.00	0.00
	E-Voting		20039993	02.02	SOTOT / OZT	0	100.00	0.00
Public-	Poll		0	0.00	20039993	0	100.00	0.00
Institutions	Postal Ballot (if applicable)	88/98917	0	0.00	c	0	0.00	0.00
	Total		20033000	0.00	0	0	0.00	0.00
	E-Voting		40513888	36.30	20039993	0	100.00	0.00
Public- Non	Poll		6427	38.30	40513763	125	100.00	0.00
Institutions	Postal Ballot (if applicable)	105786068	0 0	0.00	5328	1099	82.90	17.10
	Total		40520315	20.00			0.00	0.00
lotal		257358965	189270417	73 54	16061504	1224	100.00	0.00
No.5	Appointment of M/s. Kapoor Patni & Associates, Chartered Accountants as joint statutory auditors of the Company and to determine their company and the com	atni & Associate	es, Chartered A	ccountants as joint sta	utory auditors c	of the Company	and to determine their	0.00
Resolution re	Resolution required: (Ordinary/Special)				Ordinary			
יייוניוני טוסו	interested in the agenda/resolution?	rested in the age	nda/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	otes – Ist	% of Votes in favour on votes polled	% of Votes against on votes polled
noter	E-Voting		128710109	99 99	17)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Poll	120006100	0	0.00	60101/871	0	100.00	0.00
<u>ה</u>	Postal Ballot (if applicable)	120000103	0	0.00		0 0	0.00	0.00
group	10131		128710109	99.09	128710100	0 0	0.00	0.00
Public-	Poll		20039993	92.41	20039993		100.00	0.00
ions	Postal Ballot (if applicable)	21686788	0	0.00	0	0 0	T00.00	0.00
	Total		0	0.00	0	0	0.00	0.00
	E-Voting		20039993	92.41	20039993	0	100.00	0.00
Public- Non F	Poll	_	40513888	38.30	40513788	100	100.00	0.00
itions	Postal Ballot (if applicable)	105786068	6427	0.01	5328	1099	00.001	0.00
	Total		0	0.00		1	0.00	17.10
		7577575	40520315	38.30	40519116		0:00	0.00
		- INDARAGE	1		OTTETO	1199	100 00	

Gen	US Po	wer Infr
(2)	AUT 64	
	0'	Pul

Resolution	Reappointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants as joint statutory auditors of the Company and to determine their	atliboi & Associa	ites LLP, Charte	red Accountants as joi	nt statutory aud	itors of the Com	nimateh at hac vacan	^ +h^;-
No.6	remuneration.							
ייניסטומנוטוווי	iconation required: (Ordinary/Special)				Ordinary			
Whether pro	Whether promoter/ promoter group are interested in the agenda/resolution?	rested in the ag	enda/resolution	.5	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	E-Voting		128710109	99.09	128710109	0	100.00	0.00
and	Poll	170006100	0	0.00	0	0	0.00	0.00
Promoter	Postal Ballot (if applicable)	E01000571	0	0.00	0	0	0.00	0.00
Group	Total		128710109	99.09	128710109	0	100.00	0.00
	E-Voting		20039993	92.41	20039993	0	100.00	0.00
Public-	Poll	21606700	0	0.00	0	0	0.00	0.00
Institutions	Postal Ballot (if applicable)	21000,00	0	0.00	0	0	0.00	0.00
	Total		20039993	92.41	20039993	0	100.00	0.00
	E-Voting		40514488	38.30	40514363	125	100.00	0.00
Public- Non	Poll	105706060	6427	0.01	5328	1099	82.90	17.10
Institutions	Postal Ballot (if applicable)	103/00000	0	0.00			0.00	0.00
	Total		40520915	38.30	40519691	1224	100.00	0.00
Total	p ²	257358965	189271017	73.54	189269793	1224	100.00	0.00
Resolution No.7	Ratification of remuneration to be paid to the cost auditors for the financial year ending March 31, 2020.	o be paid to the	cost auditors fo	r the financial year en	ding March 31, 2	020.		
Resolution re	Resolution required: (Ordinary/Special)	10			Ordinary			
Whether pro	Whether promoter/ promoter group are interested in the agenda/resolution?	rested in the age	nda/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	E-Voting		128710109	99.09	128710109	0	100.00	0.00
and	Poll	129886109	0	0.00	0	0	0.00	0.00
Promoter	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
Group	Total		128710109	99.09	128710109	0	100.00	0.00
	E-Voting		20039993	92.41	20039993	0	100.00	0.00
Public-	Poll	21686788	0	0.00	0	0	0.00	0.00
Institutions	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		20039993	92.41	20039993	0	100.00	0.00
	E-Voting		40513888	38.30	40513863	25	100.00	0.00
	Poll	105786068	6427	0.01	5328	1099	82.90	17 10
Institutions	Postal Ballot (if applicable)		0	0.00			0.00	0.00
	Total		40520315	38.30	40519191	1124	100.00	0.00
O I OTAL		257358965	189270417	73.54	189269293	1124	100.00	0.00
						1777	100:00	0.00



Resolution	Appointment of Mrs. Mansi Kothari as a director of the Company	othari as a direc	tor of the Comr	יותכו				
Resolution r	Resolution required: (Ordinary/Special)			54	Ordinary			
Whether pro	Whether promoter/ promoter group are interested in the agenda/resolution?	rested in the ago	enda/resolution	٠,	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	E-Voting		128710109	99.09	128710109		10000	
and	Poll	120006100	0	0.00	0	0	0.00	0.00
Promoter	Postal Ballot (if applicable)	E0100057T	0	0.00	0	0	0.00	0.00
Group	Total		128710109	99.09	128710109	0	100.00	0.00
	E-Voting		20039993	92.41	20039993	0	100.00	0.00
Public-	Poll	21686788	0	0.00	0	0	0.00	0.00
Institutions	Postal Ballot (if applicable)	21000/00	0	0.00	0	0	0.00	0.00
	Total		20039993	92.41	20039993	0	100.00	0.00
) - -	E-Voting		40513888	38.30	40513788	100	100.00	0.00
Public- Non	Poll	105786068	6427	0.01	5328	1099	82.90	17 10
Institutions	Postal Ballot (if applicable)	10000	0	0.00			0.00	0.00
	Total		40520315	38.30	40519116	1199	100.00	0.00
Total		257358965	189270417	73.54	189269218	1199	100.00	0.00
No.9	Appointment of Mrs. Mansi Kothari as an independent director of the Company	thari as an inde _l	pendent directo	of the Company.				
Resolution re	Resolution required: (Ordinary/Special)				Ordinary			
Whether pro	Whether promoter/ promoter group are interested in the agenda/resolution?	ested in the age	nda/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	E-Voting		128710109	99.09	128710109	0	100.00	0.00
Bromotor	Poll	129886109	0	0.00	0	0	0.00	0.00
Collocal	Total Ballot (II applicable)		0	0.00	0	0	0.00	0.00
group	E Votion		128710109	99.09	128710109	0	100.00	0.00
	E-voting	_	20039993	92.41	20039993	0	100.00	0.00
Public-	Poll	21686788	0	0.00	0	0	0.00	0.00
ווופנונטנוסוופ	Total		0	0.00	0	0	0.00	0.00
	E Votisa		20039993	92.41	20039993	0	100.00	0.00
Piblic Non	E-volling		40513888	38.30	40513788	100	100.00	0.00
Institutions	Postal Ballot (if applicable)	105786068	6427	0.01	5328	1099	82.90	17.10
	Total		0	0.00			0.00	0.00
Total			40520315	38.30	40519116	1199	100.00	0.00
		25/358965	1892/0417	73.54	189269218	1199	100.00	0.00

Resolution r	Resolution required: (Ordinary/Special)				Special			
Whether pro	Whether promoter/ promoter group are interested in the agenda/resolution?	rested in the ago	enda/resolution		Yes			
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	E-Voting		128710109	99.09	128710109	0	100.00	0.00
and	Poll	170006100	0	0.00	0	0	0.00	0.00
Promoter	Postal Ballot (if applicable)	12388671	0	0.00	0	0	0.00	0.00
Group	Total		128710109	99.09	128710109	0	100.00	0.00
	E-Voting		20039993	92.41	0	20039993	0.00	100.00
Public-	Poll	71606700	0	0.00	0	0	0.00	0.00
Institutions	Postal Ballot (if applicable)	21000/00	0	0.00	0	0	0.00	0.00
	Total		20039993	92.41	0	20039993	0.00	100.00
	E-Voting		40513888	38.30	40513713	175	100.00	0.00
Public- Non	Poll	105786068	6427	0.01	5328	1099	82.90	17.10
Institutions	Postal Ballot (if applicable)		0	0.00			0.00	0.00
	Total		40520315	38.30	40519041	1274	100.00	0.00
Total		257358965	189270417	73.54	169229150	20041267	89.41	10.59
No.11	neappointment of min regential a runnal Agai wal as managing director and chief executive of	a Nullial Agai W	an do managing (director and chief exec	utive officer of	the Company ar	ticer of the Company and payment of remuneration	ration.
Resolution re	Resolution required: (Ordinary/Special)				Special			
Whether pro	Whether promoter/ promoter group are interested in the agenda/resolution?	rested in the age	nda/resolution		Yes			
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	E-Voting		128710109	99.09	128710109	0	100.00	0.00
and	Poll	129886109	0	0.00	0	0	0.00	0.00
Promoter	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
Group	Total		128710109	99.09	128710109	0	100.00	0.00
:	E-Voting		20039993	92.41	0	20039993	0.00	100.00
Public-	Poll	21686788	0	0.00	0	0	0.00	0.00
Institutions	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	lotal		20039993	92.41	0	20039993	0.00	100.00
Jublic Nos	E-Voting		40513888	38.30	40513763	125	100.00	0.00
Papite- Non	POII	105786068	6427	0.01	5328	1099	82.90	17.10
ווואנונענוטווא	Postal Ballot (If applicable)		0	0.00			0.00	0.00
	IOTAL		40520315	38.30	40519091	1224	100.00	0.00
IOLAI		25/358965	189270417	73.54	169229200	20041217	89.41	10 59



Resolution								
No.12	neappointment of Ivir. Jitendra kumar Agarwal as joint managing director of the Company	a Kumar Agarwa	al as joint mana	ging director of the Co		and payment of remuneration.	ration.	
Resolution re	Resolution required: (Ordinary/Special)				Special			
Whether pro	Whether promoter/ promoter group are interested in the agenda/resolution?	rested in the ag	enda/resolution	ż	Yes			
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	E-Voting		128710109	99.09	128710109	0	100 00	0.00
and	Poll	179886100	0	0.00	0	0	0.00	0.00
Promoter	Postal Ballot (if applicable)	FOTOBOCZT	0	0.00	0	0	0.00	0.00
Group	Total		128710109	99.09	128710109	0	100.00	0.00
	E-Voting		20039993	92.41	0	20039993	0.00	100.00
Public-	Poll	21606700	0	0.00	0	0	0.00	0.00 TOO:00
Institutions	Postal Ballot (if applicable)	21000/00	0	0.00	0	0	0.00	0.00
	Total		20039993	92.41	0	20039993	0.00	100.00
	E-Voting		40513888	38.30	40513863	25	100.00	0.00
Public- Non	Poll	105786068	6427	0.01	5328	1099	82.90	17.10
Institutions	Postal Ballot (if applicable)		0	0.00			0.00	0.00
1	Total		40520315	38.30	40519191	1124	100.00	0.00
IOTAL		257358965	189270417	73.54	169229300	20041117	89.41	10 59
No.13	Payment of commission to the executive directors	executive direc	tors.					
Resolution red	Resolution required: (Ordinary/Special)				Special			
Whether pror	Whether promoter/ promoter group are interested in the agenda/resolution?	ested in the age	nda/resolution?		Yes			
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
noter	E-Voting		128710109	99.09	128710109	0	100.00	0.00
Promoter	Postal Ballot (if applicable)	129886109	0	0.00	0	0	0.00	0.00
	Total		128710100	0.00	0	0	0.00	0.00
	E-Voting		20039993	93.03	FOTOT / 87T	0	100.00	0.00
Public-	Poll		0	000		20039993	0.00	100.00
Institutions	Postal Ballot (if applicable)	21686788	0	0.00			0.00	0.00
	Total		20039993	92.41	0 0	20020002	0.00	0.00
	E-Voting		40514488	38 30	40513713	77E	0.00	100.00
Public- Non	Poll		6427	0.01	£220 £275723	1/5	100.00	0.00
Institutions	Postal Ballot (if applicable)	105786068	0	0.00	5328	1099	82.90	17.10
	Total		40520915	38 30	A05100A1	1017	0.00	0.00
Total		257358965	189271017	73.54	169229150	20041967	100.00	0.00
			TOOL! TOT!	73.34	105T67769T	20041867	89.41	10.59

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ı	Total	110	_	Puk			Ins	PUL	7	G	7 7	and	Pro	<u>a</u>	T	8	Re	No.	0 -	31		ln:	PL	_		<u> </u>	PL) :	0	ד ע	7		T	<1:	N >	20
			Institutions	Public- Non			Institutions			Group	ter		noter			hether pror	solution re	No.15	ocal maion	Total		Institutions	Public- Non			Institutions	Public-	giodp	Complete	Tomotor.	and	Category		Aliculat bild	Whather pro	No.14	Resolution
		Total	Postal Ballot (if applicable)	Poll	E-Voting	Total	Postal Ballot (if applicable)	Poll	E-Voting	lotal	Postal Ballot (if applicable)	Poll	E-Voting	Mode of Voting		moter/ promoter group are inter-	Resolution required: (Ordinary/Special)	Amendment by way of reduction to the total number of options and shares under the Emp			Total	Postal Ballot (if applicable)	Poll	E-Voting	Total	al Ballot	Poll	I Voting	rostal Ballot (IT applicable)	POIL TOIL	E-Voting	Mode of Voting	6 90	""" promoter group are interested in the agenda/resolution?	Whether promotor/ promotor	Loan, guarantee or security under Section 185 of Companies Act, 2013.	
20/00/00	757358065	1	105786068				88/98917	21686788			15000100	179886100		No. of shares held (1)	rested in the age			on to the total r	257358965			105786068				21686788				129886109		held (1)	Noofshara	erested in the ag		Inder Section 18	
/TOT/769T	100271017	1050015	0 072/	6/177	40514488	20039993	0	0	20039993	128710109	0	0	128710109	No. of votes polled (2)	nda/resolution			umber of optio	82957094	40520315	0	6427	40513888	20039993	0	0	20039993	22396786	0	0	22396786	polled (2)		genda/resolution		5 of Companies	
73.54	38.30	0.00	10.0	38.30	14.26	02 //1	0.00	0 00	92.41	99.09	0.00	0.00	99.09	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100				ns and shares under th	32.23	38.30	0.00	0.01	38.30	92.41	0.00	0.00	92.41	17.24	0.00	0.00	17.24	outstanding shares (3)=[(2)/(1)]* 100	% of Votes Polled on	j		Act, 2013.	
189769702	40519191		5328	40513863	20039993	2000		2003000	20039993	128710109	0	0 0 10102	128710100	No. of Votes – in favour (4)	No	Special	ic rillpioyee sto	e Employee Sto	77520480	40519141		5328	40513813	14604553	0	0	14604553	22396786	0	0	22396786	in favour (4)	No of Votes	Yes	Special		
177/	1724		1099	625	0	C				0	0		o .	No. of Votes – against (5)			Stock Obtion Scheme 2017	ck Option 6-1	5436614	1174		1099	75	5435440	0	0	5435440	0	0	0	0	against (5)	No of Votos				
40000	100.00	0.00	82.90	100.00	100.00	0.00	0.00	T00.00	100.00	100.00	0.00	T00:00	400 00 mm 1 - 000	% of Votes in favour on votes polled (6)=[(4)/(2)]*100			me 2012.	J. 1.	93.45	100.00	0.00	82.90	100.00	72.88	0.00	0.00	72.88	100.00	0.00	0.00	100.00	on votes in Tayour on votes polled (6)=[(4)/(2)]*100	0/ 6/				
	0.00	0.00	17.10	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	(,)-[(2)/(2)] 100	% of Votes against on votes polled (7)=[(5)/(2)]*100				0.55	0.00	0.00	000	17 10	0.00	27.12	0.00	0.00	27.12	0.00	0.00	0.00	0.00	% of Votes against on votes polled (7)=[(5)/(2)]*100					

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pron	moter group are inte	rested in the ago No. of shares held (1)	No. of votes	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against	
Category Mode of Vo	oting	No. of shares held (1)	No. of votes polled (2)		No. of Votes – in favour (4)	No. of Votes – against	
	oting	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	
90						(5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100
Sillorer F-Aoring			128710109	99.09	128710109	0	100.00
and Poll		120006100	0	0.00	0	0	0.00
Promoter Postal Ballo	Postal Ballot (if applicable)	E0100071	0	0.00	0	0	0.00
Group Total			128710109	99.09	128710109	0	100.00
E-Voting			20039993	92.41	0	20039993	0.00
Public- Poll		21606700	0	0.00	0	0	0.00
Institutions Postal Ballo	Postal Ballot (if applicable)	21000/00	0	0.00	0	0	0.00
Total			20039993	92.41	0	20039993	0.00
E-Voting			40514488	38.30	40513863	625	100.00
Public- Non Poll		105786068	6427	0.01	5328	1099	82.90
Institutions Postal Ballo	Postal Ballot (if applicable)	T00,00000	0	0.00			0.00
Total			40520915	38.30	40519191	1724	100.00
lotal		257358965	189271017	73.54	169229300	20041717	89.41
No.17 Company.	The state of the s	- 10 mm	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	Company.			or mic company and
Resolution required: (Ordinary/Special)	dinary/Special)				Special		
Whether promoter/ promoter group are interested in the agenda/resolution?	noter group are inter	ested in the age	enda/resolution		No		
Category Mode of Voting	oting	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
noter			128710109	99.09	128710109	0	100.00
		129886109	0	0.00	0	0	0.00
ter	Postal Ballot (if applicable)		0	0.00	0	0	0.00
Group Total			128710109	99.09	128710109	0	100.00
			20039993	92.41	0	20039993	
		71686788	0	0.00	0	0	
Institutions Postal Ballo	Postal Ballot (if applicable)	110000	0	0.00	0	0	0.00
Total			20039993	92.41	0	20039993	0.00
E-Voting			40514488	38.30	40513863	625	0.00
Public- Non Poll		105796069	6427	0.01	5328		0.00
Institutions Postal Ballo	Postal Ballot (if applicable)	700,0000	0	11.4		1099	0.00 0.00 0.00 100.00 87.90
Total			_	0.00		1099	0.00 0.00 0.00 0.00 100.00 82.90
Total			40520915	0.00	40519191	1099	0.00 0.00 0.00 0.00 100.00 82.90 0.00

No.18	Approval of Employee Stock Option Plan 2019 (ESOP 2019) through trust route.	Option Plan 2019	9 (ESOP 2019) th	nrough trust route.				
Resolution	Resolution required: (Ordinary/Special)				Special			
Whether pr	Whether promoter/ promoter group are interested in the agenda/resolution?	erested in the ag	enda/resolution	יל	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	E-Voting		170710100			9	100 T(.), (-)	(1)/(c)/
and	Poll		10107	99.09	60101/871	0	100.00	0.00
Promoter	Postal Ballot (if applicable)	129886109	0	0.00	0	0	0.00	0.00
Complete	FOSIAI BAIIOT (IT applicable)		0	0.00	0	0	0.00	0.00
Group	Total		128710109	99.09	128710109	0	100.00	0.00
	E-Voting		20039993	92.41	0	20029002	100.00	0.00
Public-	Poll		0	0.00	0	2003993	0.00	100.00
Institutions	Postal Ballot (if applicable)	21686788	0 0	0.00	0 0	0	0.00	0.00
	Total		2002000	0.00	C	0	0.00	0.00
	E-Voting		20039993	92.41	0	20039993	0.00	100.00
Public- Non	Poll		40514488	38.30	40513763	725	100.00	0.00
Institutions	Postal Ballat (if anni: 111)	105786068	6427	0.01	5328	1099	82.90	17.10
	Total		0	0.00			0.00	0.00
Total	Total		40520915	38.30	40519091	1824	100.00	0.00
Resolution		25/358965	189271017	73.54	169229200	20041817	89.41	10.59
No.19	Approval of grant of stock options to the employees of subsidiary companies under ESOP 2019.	ions to the empl	oyees of subsid	iary companies under	ESOP 2019.			
Whether pro	Whether promoter/ promoter grown as inter-				Special			
יייוניין פוניין פוניין	interested in the agenda/resolution?	rested in the age	nda/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	% of Votes in favour on votes polled (6)=[(4)/(2)1*100	% of Votes against on votes polled
Promoter	E-Voting		128710109	99.09	128710109	0 3	100.00	000 000 001 [[2]/[c]]-[7]
Promoter	Postal Ballat (if and in the last	129886109	0	0.00	0	0	0.00	0.00
Group	Total		0	0.00	0	0	0.00	0.00
	F-Voting		128710109	99.09	128710109	0	100.00	0.00
Public-	Poll		20039993	92.41	0	20039993	0.00	100.00
Institutions	Postal Ballot (if applicable)	21686788 -	0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
	E Voting		20039993	92.41	0	20039993	0.00	100.00
Piblic Non	DOII B		40514488	38.30	40513863	625	100.00	0000 T00.00
Detitution	POL	105786068	6427	0.01	5328	1099	00.00	0.00
Sucutudions	Postal Ballot (if applicable)	100,0000	0	0.00		TOOL	02.30	17.10
one on	Total		40520915	38 30	205101	7	0.00	0.00
Total		257358965	180771017	30.30	40519191	1724	100.00	0.00
		200000	/TOT/750T	/3.54	169229300	20041717	80 /1	10 50

J								
No.20	Authorization to the ESOP Trust for secondary market acquisition of equity shares.	st for secondary	market acquisi	tion of equity shares.				
Resolution re	Resolution required: (Ordinary/Special)				Special			
Whether pro	Whether promoter/ promoter group are interested in the agenda/resolution?	rested in the age	enda/resolution	.>	No			
				% of Votes Polled on	No of Votos	NI - SV		
Category	Mode of Voting	held (1)	polled (2)	outstanding shares (3)=[(2)/(1)]* 100	in favour	against (5)	on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled
Promoter	E-Voting		128710109	99.09	128710109	o.	100	
and	Poll	120006100	0	0.00	0		0000	0.00
Promoter	Postal Ballot (if applicable)	120000103	0	0.00	0	0	0.00	0.00
Group	Total		128710109	99.09	128710109	0	100.00	0.00
	E-Voting		20039993	92.41	0	20022002	100:00	10.00
Public-	Poll		0	0.00	0 0	0	0.00	100.00
Institutions	Postal Ballot (if applicable)	200012	0	0.00	0 0		0.00	0.00
	Total		20029993	0.00		0	0.00	0.00
	F-Voting		10511100	92.41	U	20039993	0.00	100.00
Public- Non	Poll		40514488	38.30	40513763	725	100.00	0.00
Institutions	Doctor Dollat (if	105786068	6427	0.01	5328	1099	82.90	17.10
ווופנונטנוטווא	POSTAL BALIOT (IT applicable)		0	0.00			0.00	0.00
	Total		40520915	38.30	40519091	1824	100 00	0.00
IOTAL		257358965	189271017	73.54	169229200	20041817	89.41	10.59



C. M. BINDAL & CO.

COMPANY SECRETARIES

Add: F.No.202, Ganesh Kripa, B-6, Moti Marg, Bapu Nagar, Jaipur-302015. Tel.: 0141-2707522; Mobile: +919414962454; Email: bindalcm@yahoo.com

REPORT OF SCRUTINIZER

To,

The Chairman of 27th Annual General Meeting ("AGM") of Genus Power Infrastructures Limited held on Friday, September 06, 2019 at 11:00 a.m. at Jaipuria Institute of Management, A-32A, Sector-62, Opp. IBM, Noida-201309 (Uttar Pradesh)

Dear Sir,

Sub: Consolidated Scrutinizer's Report on e-voting and voting conducted at venue of the 27th 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, C.M. Bindal of M/s. C.M. Bindal & Co., Practising Company Secretaries, was appointed as the 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 25, 2019 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, to conduct and scrutinize the remote e-voting process and the voting at the venue of the AGM on the below mentioned resolutions as set out in the Notice convening the 27th AGM of the Company, held on Friday, September 06, 2019 at 11:00 a.m. at Jaipuria Institute of Management, A-32A, Sector-62, Opp. IBM, Noida-201309 (Uttar Pradesh).

I hereby confirm that I am familiar and well versed with concept and provisions of remote e-voting system including voting/poll at the venue of the AGM as prescribed under the Section 108 and 109 of the Companies Act, 2013 and rule 20 and 21 of the Companies (Management and Administration) Rules, 2014.

Management's Responsibility

The management of the Company is responsible to ensure compliance with the requirement of Companies Act 2013 and the rules made thereunder and the SEBI (Listing Obligation & Disclosure Requirements) Regulation 2015 as amended, relating to remote e-voting on the resolutions contained in the notice calling the AGM.

Scrutinizer's Responsibility

My responsibility as a Scrutinizer for remote e-voting process is restricted to making a consolidated Scrutinizer's Report on the votes cast "in favour" or "against" the resolution stated in the Notice, based on the report generated from the remote 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 produced to me for my verification.

C. M. BINDAL & CO.

COMPANY SECRETARIES

Add: F.No.202, Ganesh Kripa, B-6, Moti Marg, Bapu Nagar, Jaipur-302015. Tel.: 0141-2707522; Mobile: +919414962454; Email: bindalcm@yahoo.com

In view of above, I submit my report as under:

- (a) The Company completed the dispatch of Notice of AGM through courier and/or email, as the case may be on August **4.9**, 2019.
- (b) The Company had availed the remote e-voting facility offered by Central Depository Services (India) Limited for conducting remote e-voting by the Shareholders of the Company. Members had also an option to cast their vote at the venue of the AGM by attending the meeting.
- (c) The shareholders of the Company holding shares as on the "cut-off" date of August 30, 2019 were entitled to vote on the resolutions as contained in the Notice of the AGM.
- (d) The e-voting period remained opened from Tuesday, September 03, 2019 (9:00 a.m.) to Thursday, September 05, 2019 (5:00 p.m.).
- (e) At the end of discussion on the resolutions on which voting was to be held, the voting was conducted by use of polling paper for all those members who were present at the AGM but had not casted their vote earlier by availing the remote e-voting facility. After completion of poll, two ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
- (f) After completion of voting at the AGM, first the votes casted at the AGM were counted and thereafter the votes casted through remote e-voting were unblocked in the presence of two witnesses not in employment of the Company. The witnesses have signed below in confirmation of the votes being unblocked in their presence.

(1). Name: RAKESH KUMAR ANARWAL

Evandy (

(2). Name: SATISH KUMAR ANAKWAL

- (g) The locked ballot boxes were opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged, if any with the Company.
- (h) The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- (i) The consolidated summary of results of e-voting and voting conducted at the AGM venue is as under: -

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_)	12 *		е	1		0	5			A			00 A		7	7 R		S	6 R		S	5 A			4 R			3 R			2 D	t	# B	1 =	1		Item		41
		*Reappointment of Mr. Jitendra Kumar Agarwal as joint managing director of the Fi		executive officer of the Company and payment of remuneration.	ing director and chief		A Payment of remailer action.	r Chand Agarwal as executive chairman of the Company			Appointment of Mrs. Mansi Kothari as an independent director of the Company.		I A	Appointment of Mrs. Mansi Kothari as a director of the Company.		March 31, 2020.	Ratification of remuneration to be paid to the cost auditors for the financial year ending F	T	statutory auditors of the Company and to determine their remuneration.	Reappointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants as joint For		statutory auditors of the Company and to determine their remuneration.	Appointment of M/s. Kapoor Patni & Associates, Chartered Accountants as joint For			Reappointment of Mr. Jitendra Kumar Agarwal as a director, who retires by rotation.	=1		Reappointment of Mr. Ishwar Chand Agarwal as a director, who retires by rotation.	=11	financial year ended March 31, 2019.	Declaration of dividend of ₹0.58 per equity share of face value of ₹1 each for the For		Board of Directors thereon; and (b) the audited consolidated financial statements of A the Company for the financial year ended March 31, 2019, together with the report of			Subject Matter of the Resolutions			Consolidated summary of results of e-voting and poll taken
Aninct		For	Total	Against	For	lotal	Against	For	lotal	Against	For	Total	Against	For	Total	Against	For	Total	Against	For	Total	Against	For	Total	Against	For	Total	Against	For	Total	Against	or	Total	Against		For	Votes		8	ımmary
	7	136	143	8	135	143	9	134	143	_	142	143	Д	142	143	р.	142	144	2	142	143	ъ	142	143	2	141	143	2	141	144	ь	143	143	1		142	members voted	Number of	кетос	of results of
10040010	20000010	169273972	189263990	20040118	169223872	189263990	20040168	169223822	189263990	100	189263890	189263990	100	189263890	189263990	25	189263965	189264590	125	189264465	189263990	100	189263890	189263990	125	189263865	189263990	125	189263865	189264590	50	189264540	189263990	25		189263965	cast by them	Number of	Kemote E-Voting	e-voting and
- S. B.C	4 0	83	94	11	83	94	111	83	94	11	83	94	11	83	94	11	83	94	11	83	94	11	83	94	11	83	94	11	83	94	11	83	94	11		83	and voting (In person or by proxy)	Number of members	Polla	poll taken
CEOT	4000	8023	6427	1099	5328	6427	1099	5328	6427	1099	5328	6427	1099	5328	6427	1099	5328	6427	1099	5328	6427	1099	5328	6427	1099	5328	6427	1099	5328	6427	1099	5328	6427	1099		5328	by them	No of valid	Poll at AGM	
NT N	CT7	710	237	19	218	237	20	217	237	12	225	237	12	225	237	12	225	238	13	225	237	12	225	237	13	224	237	13	224	238	12	226	237	12		225	present and voting (In person or by proxy)	Total number of members	Consolidated Results	
2004111/	000027C0T	160770200	189270417	20041217	169229200	189270417	20041267	169229150	189270417	1199	189269218	189270417	1199	189269218	189270417	1124	189269293	189271017	1224	189269793	189270417	1199	189269218	189270417	1224	189269193	189270417	1224	189269193	189271017	1149	189269868	189270417	1124		189269293	valid votes cast by them	Total	ed Results	
10.59	14.60	00 /1	100.00		89.41		10.59	1		0.00	100.00	100.00	0.00	100.00	100.00				0.00	100.00	100.00			100.00	0.00	100.00	100.00	0.00	100.00	100.00	0.00	100.00	100.00	0.00		100.00	valid votes cast	% of total		
				1			<u></u>			ь	1		ъ			п			<u> </u>			1			1			<u> </u>			1			<u>.</u>			proxy) whose votes were declared invalid	of members (in	Invalid Votes	
-	Š			ш			Ь	75		ш			ш			ы			ш		-	ъ			ы			Ь			ы			بر			of votes cast	N. S.	otes	

		Remote	Remote E-Voting	Poll a	Poll at AGM	Consolidated Results	d Results		Invalid Votes	ites
Item no. of			Number of	Number of members		Total number	Total	% of total	Total number of members (in	
Notice Subject Matter of the Resolutions of AGM	Votes	Number of members	valid votes cast by	present and voting	No. of valid votes cast	present and voting (In	number of valid votes	valid votes	person or by proxy) whose	Number of votes
		voted	them	(In person or by proxy)	by them	person or by proxy)	cast by them	cast	votes were declared invalid	cast
13 *Payment of commission to the executive directors.	For	134	169223822	83	5328	217	169229150	89.41		
	Against	10	20040768	11	1099	21	20041867	10.59	1	_
	Total	144	189264590	94	6427	238	189271017	100.00		9
*Loan, guarantee or security under Section 185 of Companies Act, 2013.	For	102	77515152	83	5328	185	77520480	93.45		
	Against	6	5435515	11	1099	17	5436614	6.55	1	↦
	Total	108	82950667	94	6427	202	82957094	100.00		
Amendment by way of reduction to the total number of options and shares under the For	For	142	189263965	83	5328	225	189269293	100.00		
Employee Stock Option Scheme 2012.	Against	2	625	11	1099	13	1724	0.00	1	<u></u>
	Total	144	189264590	94	6427	238	189271017	100.00		
Approval of Employees Stock Appreciation Rights Plan 2019' ("ESARP 2019").	For	136	169223972	83	5328	219	169229300	89.41		
	Against	8	20040618	11	1099	19	20041717	10.59	1	<u></u>
	Total	144	189264590	94	6427	238	189271017	100.00		9
Applioval or grant or employee stock appreciation rights to the employees/Directors of For	For	136	169223972	83	5328	219	169229300	89.41		
tive subsidiary company(les) of the company under ESARP 2019 of the Company.	Against	8	20040618	11	1099	19	20041717	10.59	1	М
	Total	144	189264590	94	6427	238	189271017	100.00		
Approval of Employee Stock Option Flan 2019 (ESOP 2019) through trust route.	For	135	169223872	83	5328	218	169229200	89.41		
	Against	9	20040718	11	1099	20	20041817	10.59	L	Ы
10 *Appropriation of great of standards and the standards are standards and the standards are standa	Total	144	189264590	94	6427	238	189271017	100.00		
	For	136	169223972	83	5328	219	169229300	89.41		
230r 2019	Against	∞	20040618	11	1099	19	20041717	10.59	ы	L
	Total	144	189264590	94	6427	238	189271017	100.00		1
Authorization to the ESOP Trust for secondary market acquisition of equity shares.	For	135	169223872	83	5328	218	169229200	89.41		
	Against	9	20040718	11	1099	20	20041817	10.59	ь.	_
*^^^	Total	144	189264590	94	6427	238	189271017	100.00	į	1



C. M. BINDAL & CO.

COMPANY SECRETARIES

Add: F.No.202, Ganesh Kripa, B-6, Moti Marg, Bapu Nagar, Jaipur-302015. Tel.: 0141-2707522; Mobile: +919414962454; Email: bindalcm@yahoo.com

- (j) A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- (k) The register and all other papers relating to e-voting are in my safe custody and will be handed over to the Company in due course after the Chairman considers, approves and signs the minutes of the AGM.

On the basis of the above voting details and the scrutiny of poll papers including e-voting records received, the resolutions as set out in the Notice dated July 25, 2019 convening the 27th AGM of the Company have been duly passed with requisite majority.

Thanking you,

Yours faithfully,

(CS C.M. Bindal)

Practising Company Secretary

FCS: 103 Partner

C. M. Bindal & Co.,

Practising Company Secretaries

Place: Jaipur Date: 07.09.2019

Countersigned by:

For Genus Power Infrastructures Limited

Company Secretary