

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 27<sup>th</sup> 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

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

Date of the AGM/EGM	September 6, 2019
Total number of shareholders on record date	34,183
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	251
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Not Applicable Not Applicable

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.	Resolution required: (Ordinary/Special)					
Whether promoter/ promoter group are interested in the agenda/resolution? No							
Category	Mode of Voting	No. of shares held (1)					
Promoter and Promoter Group	E-Voting	128710109					
	Poll	0					
	Postal Ballot (if applicable)	0					
	Total	128710109					
Public- Institutions	E-Voting	20039993					
	Poll	0					
	Postal Ballot (if applicable)	0					
	Total	21686788					
Public- Non Institutions	E-Voting	40513888					
	Poll	6427					
	Postal Ballot (if applicable)	0					
	Total	105786068					
	Total	257358965					
		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
		128710109	99.09	128710109	0	100.00	0.00
		0	0.00	0	0	0.00	0.00
		0	0.00	0	0	0.00	0.00
		128710109	99.09	128710109	0	100.00	0.00
		20039993	92.41	20039993	0	100.00	0.00
		0	0.00	0	0	0.00	0.00
		0	0.00	0	0	0.00	0.00
		20039993	92.41	20039993	0	100.00	0.00
		40513888	38.30	40513863	25	100.00	0.00
		6427	0.01	5328	1099	82.90	17.10
		0	0.00	0	0	0	0
		40520315	38.30	40519191	1124	100.00	0.00
		189270417	73.54	189269293	1124	100.00	0.00







Resolution 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.								
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	128710109	99.09	128710109	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		128710109	99.09	128710109	0	100.00	0.00	
Public- Non Institutions	E-Voting	21686788	20039993	92.41	20039993	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		20039993	92.41	20039993	0	100.00	0.00	
Public- Non Institutions	E-Voting	105786068	40513888	38.30	40513763	125	100.00	0.00	
	Poll		6427	0.01	5328	1099	82.90	17.10	
	Postal Ballot (if applicable)		0	0.00	40519091	1224	100.00	0.00	
	Total		40520315	38.30	40519091	1224	100.00	0.00	
Total		257358965	189270417	73.54	189269193	1224	100.00	0.00	
Resolution No.3	Reappointment of Mr. Ishwar Chand Agarwal as a director, who retires by rotation.	Resolution required: (Ordinary/Special)	Ordinary	Whether promoter/ promoter group are interested in the agenda/resolution?	No				





**Resolution No.4** **Reappointment of Mr. Jitendra Kumar Agarwal as a director, who retires by rotation.**

Resolution required: (Ordinary/Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

Ordinary  
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	128710109	128710109	99.09	128710109	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
Public- Institutions	Total	128710109	128710109	99.09	128710109	0	100.00	0.00
	E-Voting	20039993	20039993	92.41	20039993	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	20039993	20039993	92.41	20039993	0	100.00	0.00
	E-Voting	40513888	40513888	38.30	40513763	0	100.00	0.00
Public- Non Institutions	Poll	6427	6427	0.01	5328	125	100.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	1099	82.90	17.10
	Total	40520315	40520315	38.30	40519091	1224	100.00	0.00
Total		257358965	189270417	73.54	189269193	1224	100.00	0.00

**Resolution No.5** **Appointment of M/s. Kapoor Patni & Associates, Chartered Accountants as joint statutory auditors of the Company and to determine their remuneration.**

Resolution required: (Ordinary/Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

Ordinary  
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	128710109	128710109	99.09	128710109	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
Public- Institutions	Total	128710109	128710109	99.09	128710109	0	100.00	0.00
	E-Voting	20039993	20039993	92.41	20039993	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	20039993	20039993	92.41	20039993	0	100.00	0.00
	E-Voting	40513888	40513888	38.30	40513788	100	100.00	0.00
Public- Non Institutions	Poll	6427	6427	0.01	5328	1099	82.90	17.10
	Postal Ballot (if applicable)	0	0	0.00	0	1099	82.90	17.10
	Total	40520315	40520315	38.30	40519116	1199	100.00	0.00
Total		257358965	189270417	73.54	189269218	1199	100.00	0.00





Resolution No.6	Reappointment of M/s. S.R. Batilboi & Associates LLP, Chartered Accountants as joint statutory auditors of the Company and to determine their remuneration.	Resolution required: (Ordinary/Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	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
		Ordinary	No	Promoter and Promoter Group	E-Voting Poll Postal Ballot (if applicable) Total	129886109	128710109 0 0 128710109	99.09 0.00 0.00 99.09	128710109 0 0 128710109	0 0 0 0	100.00 0.00 0.00 100.00	0.00 0.00 0.00 0.00
				Public- Non Institutions	E-Voting Poll Postal Ballot (if applicable) Total	21686788	20039993 0 0 20039993	92.41 0.00 0.00 92.41	20039993 0 0 20039993	0 0 0 0	100.00 0.00 0.00 100.00	0.00 0.00 0.00 0.00
				Public- Non Institutions	E-Voting Poll Postal Ballot (if applicable) Total	105786068	6427 0 0 6427	0.01 0.00 0.00 0.01	5328 0 0 5328	1099 0 0 1099	82.90 0.00 0.00 82.90	17.10 0.00 0.00 17.10
				Total	Total	257358965	40520915 189271017 189270417	38.30 73.54 73.54	40519691 189269793 189269293	1224 1224 1124	100.00 100.00 100.00	0.00 0.00 0.00
<b>Resolution No.7</b>	<b>Ratification of remuneration to be paid to the cost auditors for the financial year ending March 31, 2020.</b>											
		Resolution required: (Ordinary/Special)										
		Ordinary	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 Poll Postal Ballot (if applicable) Total	129886109	128710109 0 0 128710109	99.09 0.00 0.00 99.09	128710109 0 0 128710109	0 0 0 0	100.00 0.00 0.00 100.00	0.00 0.00 0.00 0.00
				Public- Institutions	E-Voting Poll Postal Ballot (if applicable) Total	21686788	20039993 0 0 20039993	92.41 0.00 0.00 92.41	20039993 0 0 20039993	0 0 0 0	100.00 0.00 0.00 100.00	0.00 0.00 0.00 0.00
				Public- Non Institutions	E-Voting Poll Postal Ballot (if applicable) Total	105786068	6427 0 0 6427	0.01 0.00 0.00 0.01	5328 0 0 5328	1099 0 0 1099	82.90 0.00 0.00 82.90	17.10 0.00 0.00 17.10
				Total	Total	257358965	40520315 189270417 189270417	38.30 73.54 73.54	40519191 189269293 189269293	1124 1124 1124	100.00 100.00 100.00	0.00 0.00 0.00





**Resolution No.8 Appointment of Mrs. Mansi Kothari as a director of the Company.**

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		128710109	99.09	128710109	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
Public- Non Institutions	Total	129886109	128710109	99.09	128710109	0	100.00	0.00
	E-Voting		20039993	92.41	20039993	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
Public- Non Institutions	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	21686788	20039993	92.41	20039993	0	100.00	0.00
	E-Voting		40513888	38.30	40513788	100	100.00	0.00
Public- Non Institutions	Poll		6427	0.01	5328	1099	82.90	17.10
	Postal Ballot (if applicable)		0	0.00			0.00	0.00
	Total	105786068	40520315	38.30	40519116	1199	100.00	0.00
Total		257358965	189270417	73.54	189269218	1199	100.00	0.00

**Resolution No.9 Appointment of Mrs. Mansi Kothari as an independent director of the Company.**

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		128710109	99.09	128710109	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
Public- Institutions	Total	129886109	128710109	99.09	128710109	0	100.00	0.00
	E-Voting		20039993	92.41	20039993	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
Public- Non Institutions	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	21686788	20039993	92.41	20039993	0	100.00	0.00
	E-Voting		40513888	38.30	40513788	100	100.00	0.00
Public- Non Institutions	Poll		6427	0.01	5328	1099	82.90	17.10
	Postal Ballot (if applicable)		0	0.00			0.00	0.00
	Total	105786068	40520315	38.30	40519116	1199	100.00	0.00
Total		257358965	189270417	73.54	189269218	1199	100.00	0.00





Resolution No.10		Reappointment of Mr. Ishwar Chand Agarwal as executive chairman of the Company and payment of remuneration.													
Resolution required: (Ordinary/Special)		Special								Yes					
Whether promoter/ promoter group are interested in the agenda/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 and Promoter Group	E-Voting	129886109	128710109	99.09	128710109	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							
Public- Institutions	Total	21686788	128710109	99.09	128710109	0	100.00	0.00							
	E-Voting		20039993	92.41	0	20039993	0.00	100.00							
	Poll		0	0.00	0	0	0.00	0.00							
Public- Non Institutions	Postal Ballot (if applicable)	105786068	0	0.00	0	0	0.00	0.00							
	Total		20039993	92.41	0	20039993	0.00	100.00							
	E-Voting		40513888	38.30	40513763	125	100.00	0.00							
Total	Poll	257358965	6427	0.01	5328	1099	82.90	17.10							
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00							
	Total		40520315	38.30	40519091	1224	100.00	0.00							
Resolution No.11		Reappointment of Mr. Rajendra Kumar Agarwal as managing director and chief executive officer of the Company and payment of remuneration.													
Resolution required: (Ordinary/Special)		Special								Yes					
Whether promoter/ promoter group are interested in the agenda/resolution?															
Yes															
Promoter and Promoter Group	E-Voting	129886109	128710109	99.09	128710109	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							
Public- Institutions	Total	21686788	128710109	99.09	128710109	0	100.00	0.00							
	E-Voting		20039993	92.41	0	20039993	0.00	100.00							
	Poll		0	0.00	0	0	0.00	0.00							
Public- Non Institutions	Postal Ballot (if applicable)	105786068	0	0.00	0	0	0.00	0.00							
	Total		20039993	92.41	0	20039993	0.00	100.00							
	E-Voting		40513888	38.30	40513763	125	100.00	0.00							
Total	Poll	257358965	6427	0.01	5328	1099	82.90	17.10							
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00							
	Total		40520315	38.30	40519091	1224	100.00	0.00							
Total		257358965		189270417		73.54		169229150		20041267		89.41		10.59	





Resolution No.12		Reappointment of Mr. Jitendra Kumar Agarwal as joint managing director of the Company and payment of remuneration.						
Resolution required: (Ordinary/Special)		Special						
Whether promoter/ promoter group are interested in the agenda/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 and Promoter Group	E-Voting		128710109	99.09	128710109	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	129886109	0	0.00	0	0	0.00	0.00
	Total		128710109	99.09	128710109	0	100.00	0.00
Public- Non Institutions	E-Voting	21686788	20039993	92.41	0	20039993	0.00	100.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		20039993	92.41	0	20039993	0.00	100.00
Public- Non Institutions	E-Voting		40514488	38.30	40513713	775	100.00	0.00
	Poll	105786068	6427	0.01	5328	1099	82.90	17.10
	Postal Ballot (if applicable)		0	0.00			0.00	0.00
	Total		40520915	38.30	40519041	1874	100.00	0.00
Total		257358965	189271017	73.54	169229150	20041867	89.41	10.59
Resolution No.13		Payment of commission to the executive directors.						
Resolution required: (Ordinary/Special)		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Promoter and Promoter Group	E-Voting		128710109	99.09	128710109	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	129886109	0	0.00	0	0	0.00	0.00
	Total		128710109	99.09	128710109	0	100.00	0.00
Public- Non Institutions	E-Voting	21686788	20039993	92.41	0	20039993	0.00	100.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		20039993	92.41	0	20039993	0.00	100.00
Public- Non Institutions	E-Voting		40514488	38.30	40513713	775	100.00	0.00
	Poll	105786068	6427	0.01	5328	1099	82.90	17.10
	Postal Ballot (if applicable)		0	0.00			0.00	0.00
	Total		40520915	38.30	40519041	1874	100.00	0.00
Total		257358965	189271017	73.54	169229150	20041867	89.41	10.59





**Resolution No.14** Loan, guarantee or security under Section 185 of Companies Act, 2013.

Resolution required: (Ordinary/Special) **Special**  
 Whether promoter/ promoter group are interested in the agenda/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 and Promoter Group	E-Voting	129886109	22396786	17.24	22396786	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
Public- Non Institutions	E-Voting	21686788	22396786	17.24	22396786	0	100.00	0.00
	Poll		20039993	92.41	14604553	5435440	72.88	27.12
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	105786068	20039993	92.41	14604553	5435440	72.88	27.12
	Poll		6427	0.01	40513813	75	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	5328	1099	82.90	17.10
Total		257358965	82957094	32.23	40519141	1174	100.00	0.00

**Resolution No.15** Amendment by way of reduction to the total number of options and shares under the Employee Stock Option Scheme 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	129886109	128710109	99.09	128710109	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
Public- Institutions	E-Voting	21686788	128710109	99.09	128710109	0	100.00	0.00
	Poll		20039993	92.41	20039993	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	105786068	20039993	92.41	20039993	0	100.00	0.00
	Poll		40514488	38.30	40513863	625	100.00	0.00
	Postal Ballot (if applicable)		6427	0.01	5328	1099	82.90	17.10
Total		257358965	189271017	73.54	40519191	1724	100.00	0.00





Resolution No.16	Approval of 'Employee Stock Appreciation Rights Plan 2019' ('ESARP 2019').	Resolution required: (Ordinary/Special)	Special						
Resolution No.17	Approval of grant of employee stock appreciation rights to the employees/Directors of the subsidiary company(ies) of the Company under ESARP 2019 of the Company.	Resolution required: (Ordinary/Special)	Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		No	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	128710109	99.09	128710109	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	
Public- Institutions	Total	21686788	128710109	99.09	128710109	0	100.00	0.00	
	E-Voting		20039993	92.41	0	20039993	0	0.00	100.00
	Poll		0	0.00	0	0	0.00	0.00	
Public- Non Institutions	Postal Ballot (if applicable)	105786068	40514488	38.30	40513863	625	100.00	0.00	
	E-Voting		20039993	92.41	0	20039993	0	0.00	100.00
	Poll		6427	0.01	5328	1099	82.90	17.10	
Total	Postal Ballot (if applicable)	257358965	40520915	38.30	40519191	1724	100.00	0.00	
	E-Voting		189271017	73.54	169229300	20041717	89.41	10.59	
	Total		189271017	73.54	169229300	20041717	89.41	10.59	



**Resolution No. 18 Approval of Employee Stock Option Plan 2019 (ESOP 2019) through trust route.**

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	129886109	128710109	99.09	128710109	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
Public- Non Institutions	E-Voting	21686788	128710109	99.09	128710109	0	100.00	0.00
	Poll		20039993	92.41	0	20039993	0.00	100.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	105786068	40514488	38.30	40513763	725	100.00	0.00
	Poll		6427	0.01	5328	1099	82.90	17.10
	Postal Ballot (if applicable)		0	0.00			0.00	0.00
Total		257358965	189271017	73.54	169229200	20041817	100.00	10.59

**Resolution No. 19 Approval of grant of stock options to the employees of subsidiary companies under ESOP 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	129886109	128710109	99.09	128710109	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
Public- Institutions	E-Voting	21686788	128710109	99.09	128710109	0	100.00	0.00
	Poll		20039993	92.41	0	20039993	0.00	100.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	105786068	40514488	38.30	40513863	625	100.00	0.00
	Poll		6427	0.01	5328	1099	82.90	17.10
	Postal Ballot (if applicable)		0	0.00			0.00	0.00
Total		257358965	189271017	73.54	169229300	20041717	100.00	10.59





**Resolution No. 20 Authorization to the ESOP Trust for secondary market acquisition of equity shares.**

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	129886109	128710109	99.09	128710109	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
Public- Institutions	Total	21686788	128710109	99.09	128710109	0	100.00	0.00
	E-Voting		20039993	92.41	0	20039993	0.00	100.00
	Poll		0	0.00	0	0	0.00	0.00
Public- Non Institutions	Postal Ballot (if applicable)	105786068	0	0.00	0	0	0.00	0.00
	Total		20039993	92.41	0	20039993	0.00	100.00
	E-Voting		40514488	38.30	40513763	725	100.00	0.00
Total	Poll	257358965	6427	0.01	5328	1099	82.90	17.10
	Postal Ballot (if applicable)		0	0.00			0.00	0.00
	Total		40520915	38.30	40519091	1824	100.00	0.00
			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

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### REPORT OF SCRUTINIZER

To,  
The Chairman of 27<sup>th</sup> 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 27<sup>th</sup> 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 27<sup>th</sup> 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

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

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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 09, 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 ADARWAL



(2).Name: SATISH KUMAR ADARWAL

- (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: -





**Consolidated summary of results of e-voting and poll taken**

Item no. of Notice of AGM	Subject Matter of the Resolutions	Remote E-Voting			Poll at AGM			Consolidated Results			Invalid Votes	
		Votes	Number of members voted	Number of valid votes cast by them	Number of members present and voting (in person or by proxy)	No. of valid votes cast by them	Total number of members present and voting (in person or by proxy)	Total number of valid votes cast by them	% of total number of valid votes cast	Total number of members (in person or by proxy) whose votes were declared Invalid	Number of votes cast	
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.	For	142	189263965	83	5328	225	189269293	100.00	1	1	
		Against	1	25	11	1099	12	1124	0.00			
		Total	143	189263990	94	6427	237	189270417	100.00			
2	Declaration of dividend of ₹0.58 per equity share of face value of ₹1 each for the financial year ended March 31, 2019.	For	143	189264540	83	5328	226	189269868	100.00	1	1	
		Against	1	50	11	1099	12	1149	0.00			
		Total	144	189264590	94	6427	238	189271017	100.00			
3	Reappointment of Mr. Ishwar Chand Agarwal as a director, who retires by rotation.	For	141	189263865	83	5328	224	189269193	100.00	1	1	
		Against	2	125	11	1099	13	1224	0.00			
		Total	143	189263990	94	6427	237	189270417	100.00			
4	Reappointment of Mr. Jitendra Kumar Agarwal as a director, who retires by rotation.	For	141	189263865	83	5328	224	189269193	100.00	1	1	
		Against	2	125	11	1099	13	1224	0.00			
		Total	143	189263990	94	6427	237	189270417	100.00			
5	Appointment of M/s. Kapoor Patni & Associates, Chartered Accountants as joint statutory auditors of the Company and to determine their remuneration.	For	142	189263890	83	5328	225	189269218	100.00	1	1	
		Against	1	100	11	1099	12	1199	0.00			
		Total	143	189263990	94	6427	237	189270417	100.00			
6	Reappointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants as joint statutory auditors of the Company and to determine their remuneration.	For	142	189264465	83	5328	225	189269793	100.00	1	1	
		Against	2	125	11	1099	13	1224	0.00			
		Total	144	189264590	94	6427	238	189271017	100.00			
7	Ratification of remuneration to be paid to the cost auditors for the financial year ending March 31, 2020.	For	142	189263965	83	5328	225	189269293	100.00	1	1	
		Against	1	25	11	1099	12	1124	0.00			
		Total	143	189263990	94	6427	237	189270417	100.00			
8	Appointment of Mrs. Mansi Kohari as a director of the Company.	For	142	189263890	83	5328	225	189269218	100.00	1	1	
		Against	1	100	11	1099	12	1199	0.00			
		Total	143	189263990	94	6427	237	189270417	100.00			
9	Appointment of Mrs. Mansi Kohari as an independent director of the Company.	For	142	189263890	83	5328	225	189269218	100.00	1	1	
		Against	1	100	11	1099	12	1199	0.00			
		Total	143	189263990	94	6427	237	189270417	100.00			
10	*Reappointment of Mr. Ishwar Chand Agarwal as executive chairman of the Company and payment of remuneration.	For	134	169223822	83	5328	217	169229150	89.41	1	1	
		Against	9	20040168	11	1099	20	20041267	10.59			
		Total	143	189263990	94	6427	237	189270417	100.00			
11	*Reappointment of Mr. Rajendra Kumar Agarwal as managing director and chief executive officer of the Company and payment of remuneration.	For	135	169223872	83	5328	218	169229200	89.41	1	1	
		Against	8	20040118	11	1099	19	20041217	10.59			
		Total	143	189263990	94	6427	237	189270417	100.00			
12	*Reappointment of Mr. Jitendra Kumar Agarwal as joint managing director of the Company and payment of remuneration.	For	136	169223712	83	5328	219	169229300	89.41	1	1	
		Against	7	20040018	11	1099	18	20041117	10.59			
		Total	143	189263990	94	6427	237	189270417	100.00			





Item no. of Notice of AGM	Subject Matter of the Resolutions	Remote E-Voting		Poll at AGM		Consolidated Results		Invalid Votes			
		Votes	Number of members voted	Number of valid votes cast by them	Number of members present and voting (in person or by proxy)	No. of valid votes cast by them	Total number of members present and voting (in person or by proxy)	Total number of valid votes cast by them	% of total number valid votes cast	Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes 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	1
14	*Loan, guarantee or security under Section 185 of Companies Act, 2013.	Total	144	189264590	94	6427	238	189271017	100.00		
		For	102	77515152	83	5328	185	77520480	93.45		
15	*Amendment by way of reduction to the total number of options and shares under the Employee Stock Option Scheme 2012.	Against	6	5435515	11	1099	17	5436614	6.55	1	1
		Total	108	82950667	94	6427	202	82957094	100.00		
16	*Approval of 'Employees Stock Appreciation Rights Plan 2019' ('ESARP 2019').	For	142	189263965	83	5328	225	189269293	100.00		
		Against	2	625	11	1099	13	1724	0.00	1	1
17	*Approval of grant of employee stock appreciation rights to the employees/Directors of the subsidiary company(ies) of the Company under ESARP 2019 of the Company.	Total	144	189264590	94	6427	238	189271017	100.00		
		For	136	169223972	83	5328	219	169229300	89.41		
18	*Approval of Employee Stock Option Plan 2019 (ESOP 2019) through trust route.	Against	8	20040618	11	1099	19	20041717	10.59	1	1
		Total	144	189264590	94	6427	238	189271017	100.00		
19	*Approval of grant of stock options to the employees of subsidiary companies under ESOP 2019	For	135	169223872	83	5328	218	169229200	89.41		
		Against	9	20040718	11	1099	20	20041817	10.59	1	1
20	*Authorization to the ESOP Trust for secondary market acquisition of equity shares.	Total	144	189264590	94	6427	238	189271017	100.00		
		For	135	169223872	83	5328	218	169229200	89.41		
		Against	9	20040718	11	1099	20	20041817	10.59	1	1
		Total	144	189264590	94	6427	238	189271017	100.00		

\*Special Resolution



*[Handwritten signature]*



## 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

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- (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 27<sup>th</sup> 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