

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: Proceeding of the 28th Annual General Meeting.

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, please find attached the following with regard to the 28th Annual General Meeting (“AGM”) of the Company, held on Friday, September 25, 2020:

- (1) Proceeding of the AGM.
- (2) Consolidated Scrutinizer’s Report.

All the resolutions as set out in the Notice dated July 29, 2020 convening the 28th AGM of the Company have been duly passed with requisite majority.

We request you to take the same on your record.

Thanking you.

Yours faithfully,

For **Genus Power Infrastructures Limited**




(Ankit Jhanjhari)
Company Secretary

Encl. as above

PROCEEDING OF THE 28TH ANNUAL GENERAL MEETING OF GENUS POWER INFRASTRUCTURES LIMITED HELD ON FRIDAY, SEPTEMBER 25, 2020 AT 03.30 P.M. THROUGH VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS AND CONCLUDED AT 04:23 P.M.

PRESENT:

- 1) Mr. Kailash Chandra Agarwal (DIN 00895365) : Vice-Chairperson (Non-Executive Director) (In Chair)
- 2) Mr. Rajendra Kumar Agarwal (DIN 00011127) : Managing Director & CEO
- 3) Mr. Jitendra Kumar Agarwal (DIN 00011189) : Joint Managing Director
- 4) Mr. Rameshwar Pareek (DIN 00014224) : Director (Independent & Non-Executive)
- 5) Mr. Udit Agarwal (DIN 02820615) : Director (Independent & Non-Executive)
- 6) Mrs. Mansi Kothari (DIN 08450396) : Woman Director (Independent & Non-Executive)

IN ATTENDANCE

- 1) Mr. Ankit Jhanjhari : Company Secretary
- 2) Mr. Nathulal Nama : Chief Financial Officer

LEAVE OF ABSENCE:

- 1) Mr. Ishwar Chand Agarwal (DIN 00011152) : Chairperson (Executive Director)
- 2) Mr. Dharam Chand Agarwal (DIN 00014211) : Director (Independent & Non-Executive)

INVITEES:

- 1) Mr. Shankar Srinivasan, : Partner, M/s. S.R. Batliboi & Associates, LLP (Joint Statutory Auditors)
- 2) Mr. Gaurav Miharia, : Representative of M/s. S.R. Batliboi & Associates, LLP (Joint Statutory Auditors)
- 3) Mr. Abhinav Kapoor : Partner, M/s. Kapoor Patni & Associates (Joint Statutory Auditors)
- 4) Mr. Rajesh Goyal : Partner, M/s. K.G. Goyal & Associates, Cost Accountants (Cost Auditors)
- 5) Mr. Sandeep Jain : Partner, M/s. C.M. Bindal & Co., Company Secretaries, (Secretarial Auditors) and the Scrutinizer.

- Mr. Ankit Jhanjhari, Company Secretary of the Company walked the Members to the Meeting and briefed them on details relating to their participation at the Meeting through VC/OAVM and e-voting during the AGM. He further informed the Members that the Company had provided remote e-voting facility to the Members to exercise their right to vote on the business items transacted at the AGM, by electronic means, from Tuesday, September 22, 2020 at 09.00 am (India Time) to Thursday, September 24, 2020 at 05.00 pm (India Time) as stated in the Notice of AGM.
- Mr. Ishwar Chand Agarwal Ji, Chairperson of the Company could not attend the AGM due to some exigencies. With the permission of all Directors, present and on behalf of the Directors, Mr. Kailash Chandra Agarwal, Vice Chairperson of the Company presided over the Meeting.

- Mr. Kailash Chandra Agarwal, Chairperson of the Meeting, then welcomed the Members, Directors, KMPs and other invitees, who were attending the AGM through VC/OAVM.
- After confirming the requisite quorum was present through video conference, the Chairperson called the AGM to order and commenced the proceedings. The AGM was attended by 112 members (including authorised representatives) through VC/OAVM.
- The Chairperson then introduced other Board members, KMPs and other invitees, who were attending the AGM through VC.
- The Chairperson informed the Members that Mr. Ishwar Chand Agarwal Ji, Chairperson of the Company could not attend the AGM due to some exigencies.
- The Chairperson also informed the Members that due to ill health, Mr. Dharam Chand Agarwal, Independent Director and Chairman of “Nomination and Remuneration Committee” and “Stakeholders Relationship Committee” of the Company could not attend the AGM. He has authorised Mr. Rameshwar Pareek, Member of the “Stakeholders’ Relationship Committee” and “Nomination and Remuneration Committee” (the “Committees”), to attend the AGM and act or reply on behalf of the Chairman of the Committees, and represent the Committees before the members of the Company for all needful purposes within the ambit of laws.
- Then the speech of the Chairperson of the Company was read, giving an overview of the Company’s performance, operational & technological capabilities, outlook and other related matters.
- The Chairperson informed the Members that the Annual Report and the Notice convening the AGM had been sent through electronic mode and also made available on the website of the Company and the website of the Stock Exchanges i.e. BSE and NSE. With the Notice already circulated to all Members, the Notice convening the AGM, the Independent Auditors’ Report and the Secretarial Audit Report were taken as read.
- The Chairperson further informed the Members that those who had not voted through remote e-voting and who participated the AGM could vote through the e-voting process conducted at the AGM
- The Chairperson further informed that Mr. C M Bindal, Practicing Company Secretary had been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Chairperson further informed that the results would be declared within 48 hours from the conclusion of the AGM, based on the scrutinizer’s report after taking into consideration the votes cast through remote e-voting and votes cast through e-voting at the AGM and the aforesaid would be displayed on the website of the Company and Central Depository Services (India) Limited (the agency appointed for conducting remote e-voting and e-voting at the AGM) post intimation to the stock exchanges.

- The following business items as set out in the Notice convening the 28th AGM of the Company were transacted at the meeting and passed with requisite majority:

Item No.	Item of business (Resolution)	Type of Resolution
Ordinary Business		
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.	Ordinary
2	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.	Ordinary
3	Reappointment of Mr. Kailash Chandra Agarwal as a director, who retires by rotation.	Ordinary
Special Business		
4	Ratification of the remuneration of Cost Auditors for the financial year ending March 31, 2021.	Ordinary

- The Chairperson then requested the Members who had registered themselves as speaker to ask questions concerning the Annual Report (including the Notice). Some Members asked questions which were answered by Mr. Kailash Chandra Agarwal, Vice-Chairperson (Chairperson of the Meeting) and Mr. Jitendra Kumar Agarwal, Joint Managing Director of the Company.
- The Chairperson further informed e-voting facility would remain open for 15 minutes post conclusion of the AGM and requested the Members who had not exercised their votes through the remote e-voting facility, to cast their votes through this e-voting facility.
- The Chairperson thanked the Members and the AGM was concluded at 4:23 p.m.
- Thereafter, the voting process was concluded.

For **Genus Power Infrastructures Limited**



(Ankit Jhanjhari)
Company Secretary

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:

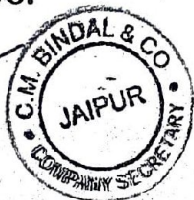
My responsibility as a scrutinizer for the remote e-voting and e-Voting at AGM is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

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.

