

Genus/STX/2018/ September 22, 2018

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 26<sup>th</sup> Annual General Meeting ("AGM") of the Company, held on Friday, September 21, 2018 as required under Regulation 44(3) of the Listing Regulations in the prescribed format along with the Consolidated Scrutinizer's Report.

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

	(2
Date of the AGM/EGM	September 21. 2018
	)/
lotal number of shareholders on record date	35423
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	
Public:	306
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	i.Z
Public	

Resolution No.1	Adoption of (a) the audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the reports of the Board of Directors and the Auditors thereon; and (b) the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, together with the report of the Auditors thereon.	Financial Statemers Dereon; and (b) to e Auditors thereon	ents of the Corthe audited Corthe	s of the Company for the financial year ended March 31, 2018, together with the reports of the Board of audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018,	I year ended IV atements of th	larch 31, 2018, e Company for	together with the registre the financial year en	oorts of the Board of ded March 31, 2018,
Resolution re	Resolution required: (Ordinary/Special)				Ordinary			
Whether pro	Whether promoter/ promoter group are interested in the agenda/resolution?	rested in the age	inda/resolution	5	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
	,	held (1)	polled (2)	(3)=[(2)/(1)]* 100	(4)	(2)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter	E-Voting		128709907	60.66	128709907	0	100.00	0.00
and	Poll	170886100	0	0.00	0	0	0.00	0.00
Promoter	Postal Ballot (if applicable)	601000671	0	00:00	0	0	0.00	0.00
Group	Total		128709907	60.66	128709907	0	100.00	0.00
	E-Voting	1	23812784	83.88	23812784	0	100.00	0.00
Public-	Poll	35500586	0	0.00	0	0	0.00	0.00
Institutions	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		23812784	83.88	23812784	0	100.00	0.00
	E-Voting		27583556	27.85	27568349	15207	99.94	90.0
Public- Non	Poll	00058720	6388	0.01	6399	0	100.00	0.00
Institutions	Postal Ballot (if applicable)	65 195055	0	0.00	0	0	0	0
	Total		27589955	27.85	27574748	15207	99.94	90.0
Total		257335184	180112646	66.69	180097439	15207	66.66	0.01



Resolution No.2	To declare a Dividend of Re.0.41/- (i.e. 41%) per equity share of face value of Re.1 each for the financial year ended March 31, 2018.	11/- (i.e. 41%) pe	er equity share	of face value of Re.1 e	ach for the finar	icial year endec	1 March 31, 2018.		
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	C.	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		128709907	60.66	128709907	0	100.00	0.00	
and	Poll	170886100	0	0.00	0	0	0.00	0.00	
Promoter	Postal Ballot (if applicable)	001000071	0	0.00	0	0	0.00	0.00	
Group	Total		128709907	60.66	128709907	0	100.00	0.00	
15 15	E-Voting		23830205	83.94	23830205	0	100.00	0.00	
Public-	Poll	98800886	0	0.00	И		00.00	0.00	
Institutions	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	Total		23830205	83.94	23830205	0	100.00	0.00	
2	E-Voting		27583556	27.85	27582556	1000	100.00	0.00	
Public- Non	Poll	99058739	6333	0.01	2689	2	76.96	0.03	
Institutions	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	Total		27589955	27.85	27588953	1002	100.00	0.00	
Total		257335184	180130067	70.00	180129065	1002	100.00	0.00	
Resolution	To appoint a Director in place of Mr. Rajendra Kumar Agarwal	of Mr. Rajendra	Kumar Agarwa		o retires from	office by rotation	(DIN: 00011127), who retires from office by rotation, and being eligible, offers himself for re-	offers himself for re-	
No.3	appointment.				:				
Nesolation I	hesolation (equil eq. (ol ullial y/ special)				Ordinary				
Whether pro	Whether promoter/ promoter group are interested in the agenda/resolution?	ested in the age	nda/resolution	0:	No				
		No. of shares	No. of votes	% of Votes Polled on	No. of Votes –	No. of Votes –	% of Votes in favour	% of Votes against	
Category	Mode of Voting	held (1)	polled (2)	outstanding shares	in favour	against	on votes polled	on votes polled	
				(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter	E-Voting		128709907	60.66	128709907	0	100.00	0.00	
and	Poll	179886109	0	0.00	0	0	00.00	0.00	
Promoter	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
Group	Total		128709907	60.66	128709907	0	100.00	0.00	
	E-Voting		23830205	83.94	23830205	0	100.00	0.00	
Public-	Poll	28390336	0	0.00	0	0	0.00	0.00	
Institutions	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	Total		23830205	83.94	23830205	0	100.00	0.00	
100	E-Voting		27583556	27.85	27566249	17307	99.94	90.0	
Public- Non	Poll	99058739	6339	0.01	6397	2	99.97	0.03	
Institutions	Postal Ballot (if applicable)		0	0.00			0.00	0.00	RES LIL
	Total		27589955	27.85	27572646	17309	99.94	90.0	TEL
Total		257335184	180130067	70.00	180112758	17309	66.66	0.01	*
								SANT S	SWINDS POWE

Interpretation	Resolution	To appoint a Director in place of Smt. Sharmila Agarwal (DIN: 0	of Smt. Sharmila	a Agarwal (DIN:	07137624), who retire	s from office by	rotation, and b	7137624), who retires from office by rotation, and being eligible, offers herself for re	rself for re-
sory c- Non utions utions oter p oter c- Non utions c- Non utions utions utions utions	Resolution re	equired: (Ordinary/Special)				Ordinany			
sory c- Non utions utions oter p oter c- Non utions c- Non utions utions utions	14/ho+hor	; ; ; ; ; ; ; ; ; ; ; ; ; ; ; ; ; ; ;				Ordinary			
gory  c- Non utions utions oter  c- Non utions c- Non utions utions utions utions	ord Jaman M	moter/ promoter group are inte	rested in the age	enda/resolution	~.	No			
oter  oter  c- Non  utions  utions  oter  p  c- Non  utions  c- Non  utions  utions	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
oter  c. Non utions utions oter  c. Non utions c. Non utions utions utions	Promoter	E-Voting		128709907	60.66	128709907	0	100 00	000
c- Non utions utions oter p c- Non utions oter p c- Non utions utions utions	and	Poll	000	0	0.00	0	0	0.00	00.0
c- Non utions utions utions c- Non utions oter p	Promoter	Postal Ballot (if applicable)	173880109	0	0.00	0	0	0.00	00.0
utions  c- Non utions utions c- Non oter  c- Non utions utions utions	Group	Total		128709907	60.66	128709907	0	100.00	000
utions  c- Non utions utions oter  c- Non utions utions utions utions		E-Voting		23830205	83.94	23820953	9252	96.96	0.04
utions  c- Non utions utions oter  c- Non utions utions utions utions	Public-	Poll	36500586	0	0.00	0	0	0.00	0.00
c- Non utions utions c- Non oter p oter c- utions utions utions	Institutions	Postal Ballot (if applicable)	28330330	0	0.00	0	0	0.00	0.00
c- Non utions utions c- Non utions c- Non utions utions		Total		23830205	83.94	23820953	9252	96.96	0.04
utions utions c- Non utions c- Non utions utions		E-Voting		27583556	27.85	27566049	17507	99.94	90.0
utions utions utions oter  c- Non utions utions	Public- Non	Poll	99058739	.6689	0.01	6397	2	76.96	0.03
ution reciber pron	Institutions	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
utions utions recutions		Total		27589955	27.85	27572446	17509	99.94	0.06
ution rection rection rections oter contions utions	Total		257335184	180130067	70.00	180103306	26761	66.66	0.01
ution required: (Ordinary/Special)           Indemoter promoter group are interested in the agenda/resolution?           Story         Mode of Voting         No. of shares         No. of votes           Sory         Mode of Voting         128709907           Oter         E-Voting         0         0           Oter         Postal Ballot (if applicable)         128709907           Poll         128390336         0           C-         Poll         28390336           Utions         Postal Ballot (if applicable)         23830205           Fe-Voting         23830205           C- Non         Poll         23830205           Total         27583556           C- Non         Postal Ballot (if applicable)         0           Total         27589955           Total         27589955	Resolution No.5	To approve the remuneration	of the Cost Audi	tors for the fina	ıncial year ending Mar	ch 31, 2019.			-
sory         Mode of Voting         No. of shares held (1)         No. of shares held (2)         No. of votes held (2)           oter         E-Voting         129886109         0           oter         Postal Ballot (if applicable)         128709907           c-         Poll         0           utions         Postal Ballot (if applicable)         28390336           c-         Poll         0           utions         Postal Ballot (if applicable)         27583556           c- Non         Poll         27589955           c- Non         Postal Ballot (if applicable)         0           Total         27589955           Total         27589955	Resolution re	quired: (Ordinary/Special)				Ordinary			
gory         Mode of Voting         No. of shares held (1)         No. of votes held (2)           oter         E-Voting         128709907           oter         Poll Poll Oter Total         0         0           rotal E-Voting         128709907         0           p         Total Coll Gapplicable)         128709907           c-         Poll Costal Ballot (if applicable)         28390336         0           utions         Postal Ballot (if applicable)         27583556         0           c- Non Poll Costal Ballot (if applicable)         Postal Ballot (if applicable)         0         27583556           c- Noting Postal Ballot (if applicable)         10         27589955	Whether pro	moter/ promoter group are inte	rested in the age	enda/resolution		No			
gory         Mode of Voting         No. of shares held (1)         No. of votes held (2)           oter         E-Voting         129886109         0           oter         Postal Ballot (if applicable)         128709907           p         Total         0           c-         Poll         28390336         0           utions         Postal Ballot (if applicable)         28390336         0           c- Non         Poll         27583556         0           c- Non         Poll         27583556         0           c- Non         Postal Ballot (if applicable)         6399         0           total         Postal Ballot (if applicable)         0         0           Total         27589955         0					% of Votes Polled on	No. of Votes -	No of Votes –	% of Votes in favoring	% of Woter against
oter         E-Voting         128709907           poll         129886109         0           oter         Postal Ballot (if applicable)         128709907           c-         Poll         28390336         0           utions         Postal Ballot (if applicable)         28390336         0           c- Non         Poll         23830205         0           c- Non         Poll         27583556         0           c- Non         Postal Ballot (if applicable)         6399         0           utions         Postal Ballot (if applicable)         0         0           Total         27589955         0	Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	outstanding shares (3)=[(2)/(1)]* 100	in favour (4)	against (5)	on votes polled (6)=[(4)/(2)]*100	on votes polled (7)=[(5)/(2)]*100
oter         Poll Postal Ballot (if applicable)         129886109         0           p         Total         128709907           c-         F-Voting         28390336         0           utions         Postal Ballot (if applicable)         28390336         0           c- Non         Poll         23830205         0           c- Non         Poll         27583556         0           c- Non         Postal Ballot (if applicable)         99058739         0           utions         Postal Ballot (if applicable)         27589955         0	Promoter	E-Voting		128709907	60.66	128709907	0	100 00	000
oter         Postal Ballot (if applicable)         123000109         0           Potal         Total         28390336         0           c-         Poll         28390336         0           utions         Postal Ballot (if applicable)         23830205           c- Non         Poll         23830205           c- Non         Poll         23830205           c- Non         Poll         6399           utions         Postal Ballot (if applicable)         0           Total         27583556           Total         27589955	and	Poll	170886100	0	0.00	0	0	0.00	0.00
p         Total         128709907           c-         F-Voting         28390336         0           utions         Postal Ballot (if applicable)         28390336         0           Total         23830205         0           E-Voting         27583556         0           utions         Postal Ballot (if applicable)         99058739         0           utions         Total         27589955         0	Promoter	Postal Ballot (if applicable)	173000103	0	0.00	0	0	0.00	0.00
c- Non utions         E-Voting E-Voting         28390336 O O O O O O O O O O O O O O O O O O	Group	Total		128709907	60.66	128709907	0	100.00	0.00
c-         Poll Life         28390336         0           utions utions         Postal Ballot (if applicable)         28390336         0           F-Voting         27583556         0           c- Non Poll Utions         Postal Ballot (if applicable)         99058739         0           Total         Total         27589955         0		E-Voting		23830205	83.94	23830205	0	100.00	0.00
utions         Postal Ballot (if applicable)         0           Total         23830205           E-Voting         27583556           c- Non Poll Utions         99058739         0           utions         Total         27589955	Public-	Poll	78390336	0	0.00	0	0	00.00	0.00
Total 23830205  E-Voting 27583556  c- Non Poll 6399  utions Postal Ballot (if applicable) 0  Total 7589955	Institutions	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
E-Voting         27583556           c- Non utions         Poll 6399           utions         Postal Ballot (if applicable)         0           Total         27589955		Total		23830205	83.94	23830205	0	100.00	0.00
c- Non utions         Poll Postal Ballot (if applicable)         99058739         6399           Total         27589955		E-Voting		27583556	27.85	27566249	17307	99.94	90.0
utions Postal Ballot (if applicable) 0  Total 27589955	Public- Non	Poll	99058739	6333	0.01	6397	2	99.97	0.03
Total 27589955	Institutions	Postal Ballot (if applicable)		0	0.00	0	0	00.00	0.00
		Total		27589955	27.85	27572646	17309	99.94	0.06
257335184 180130067	Total		257335184	180130067	70.00	180112758	17309	66.66	0.01

15 POIN

Resolution	To re-appoint Mr. Bhairon Singh Solanki as Independent Director	gh Solanki as Ind	lependent Direc	tor				
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	ځ	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		128709907	60.66	128709907	0	100.00	000
and	Poll	1200001	0	0.00	0	0	0.00	0.00
Promoter	Postal Ballot (if applicable)	173000103	0	0.00	0	0	0.00	0.00
Group	Total		128709907	60.66	128709907	0	100.00	0.00
	E-Voting		23830205	83.94	13744772	10085433	57.68	42.32
Public-	Poll	38390336	0	0.00	0	0	0.00	0.00
Institutions	Postal Ballot (if applicable)	200000	0	0.00	0	0	0.00	0.00
	Total		23830205	83.94	13744772	10085433	57.68	42.32
	E-Voting		27583556	27.85	27566249	17307	99.94	0.06
Public- Non	Poll	99058739	6388	0.01	6397	2	99.97	0.03
Institutions	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		27589955	27.85	27572646	17309	99.94	90.0
Total		257335184	180130067	70.00	170027325	10102742	94.39	5.61
Resolution No.7	To re-appoint Mr. Rameshwar Pareek as Independent Director.	r Pareek as Indep	sendent Directo	<u>u</u>				
Resolution re	Resolution required: (Ordinary/Special)				Special			
Whether promoter/	omoter/ promoter group are interested in the agenda/resolution?	rested in the age	enda/resolution	ċ.	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		128709907	99.09	128709907	0	100.00	0.00
and	Poll	179886109	0	0.00	0	0	0.00	0.00
Promoter	Postal Ballot (if applicable)	0000000	0	00:00	0	0	0.00	0.00
Group	Total		128709907	60.66	128709907	0	100.00	0.00
	E-Voting		23830205	83.94	23820953	9252	96.96	0.04
Public-	Poll	78390336	0	0.00	0	0	0.00	0.00
Institutions	Postal Ballot (if applicable)		0	0.00	0	0	00.00	0.00
	Total		23830205	83.94	23820953	9252	96.96	0.04
	E-Voting		27583556	27.85	27566349	17207	99.94	90.0
Public- Non	Poll	99058739	6388	0.01	6397	2	99.97	0.03
Institutions	Postal Ballot (if applicable)		0	0.00	0	0	00:00	00.00
-	lotal	100	27589955	27.85	27572746	17209	99.94	0.06
Total		257335184	180130067	70.00	180103606	26461	66.66	0.01
								7.8

Resolution No.8	To re-appoint Mr. Dharam Chand Agarwal as Independent Director.	and Agarwal as Ir	ndependent Dire	ector.				
Resolution re	Resolution required: (Ordinary/Special)				Special			
Whether pro	Whether promoter/ promoter group are interested in the agenda/	rested in the age	enda/resolution?	C	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		128709907	60.66	128709907	0	100.00	0.00
and	Poll	130806100	0	0.00	0	0	00:00	0.00
Promoter	Postal Ballot (if applicable)	123000103	0	00:00	0	0	0.00	0.00
Group	Total		128709907	60.66	128709907	0	100.00	0.00
	E-Voting		23830205	83.94	23820953	9252	96.96	0.04
Public-	Poll	Scenacor	0	0.00	0	0	00:00	0.00
Institutions	Postal Ballot (if applicable)	78330330	0	0.00	0	0	00:00	0.00
	Total		23830205	83.94	23820953	9252	96.96	0.04
	E-Voting		27583556	27.85	27566049	17507	99.94	90.0
Public- Non	Poll	0000000	6388	0.01	6397	2	76.96	0.03
Institutions	Postal Ballot (if applicable)	99038739		0.00	0	0	00:00	0.00
	Total		27589955	27.85	27572446	17509	99.94	90.0
Total		257335184	180130067	70.00	180103306	26761	66.66	0.01
Resolution No.9	To re-appoint Mr. Indraj Mal Bhutoria as Independent Director	Shutoria as Indep	pendent Directo	ır				
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	٥.	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		128709907	60.66	128709907	0	100.00	00.00
and	Poll	0000000	0	0.00	0	0	00:00	0.00
Promoter	Postal Ballot (if applicable)	123880109	0	0.00	0	0	0.00	0.00
Group	Total		128709907	60.66	128709907	0	100.00	0.00
	E-Voting		23830205	83.94	23322259	507946	97.87	2.13
Public-	Poll	2000000	0	0.00	0	0	0.00	0.00
Institutions	Postal Ballot (if applicable)	78390330	0	0.00	0	0	0.00	0.00
	Total		23830205	83.94	23322259	507946	97.87	2.13
	E-Voting		27583556	27.85	27565949	17607	99.94	90.0
Public- Non	Poll	00059720	6388	0.01	6397	2	99.97	0.03
Institutions	Postal Ballot (if applicable)	100000	0	0.00	0	0	0.00	0.00
	Total		27589955	27.85	27572346	17609	99.94	90.0
Total		257335184	180130067	70.00	179604512	525555	99.71	0.29
								4.81

Recolution								
No.10	To re-appoint Mr. Udit Agarwal as Independent Director	al as Independei	nt Director					
Resolution re	Resolution required: (Ordinary/Special)				Special			
Whether pro	Whether promoter/ promoter group are interested in the agenda/	rested in the ago	enda/resolution?	ć	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		128709907	60.66	128709907	0	100.00	0.00
and	Poll	170006100	0	0.00	0	0	0.00	0.00
Promoter	Postal Ballot (if applicable)	173000103	0	0.00	0	0	0.00	0.00
Group	Total		128709907	60.66	128709907	0	100.00	0.00
	E-Voting		23830205	83.94	23830205	0	100.00	0.00
Public-	Poll	92200280	0	0.00	0	0	0.00	0.00
Institutions	Postal Ballot (if applicable)	2022022	0	0.00	0	0	00:00	0.00
	Total		23830205	83.94	23830205	0	100.00	0.00
	E-Voting		27583556	27.85	27566049	17507	99.94	90.0
Public- Non	Poll	00058720	6388	0.01	6397	2	76.96	0.03
Institutions	Postal Ballot (if applicable)	55195056	0	0.00	0	0	0.00	0.00
	Total		27589955	27.85	27572446	17509	99.94	90.0
Total		257335184	180130067	70.00	180112558	17509	66.66	0.01



## C. M. BINDAL & COMPANY, COMPANY SECRETARIES

F.NO.202, GANESH KRIPA, B-6, MOTI MARG, BAPU NAGAR, JAIPUR-302015.

#### REPORT OF SCRUTINIZER

To,

The Chairman of 26<sup>th</sup> Annual General Meeting ("AGM") of Genus Power Infrastructures Limited held on Friday, September 21, 2018 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 Poll conducted at the 26th AGM of Genus Power Infrastructures Limited.

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and rule 20 and 21 of the Companies (Management and Administration) Rules, 2014]

The Board of Directors of M/s. Genus Power Infrastructures Limited (herein after referred to as the "Company") vide Board Resolution dated August 10, 2018 has appointed me as the Scrutinizer to conduct and scrutinize the e-voting process and the poll process on the below mentioned resolutions as set out in the Notice to the 26<sup>th</sup> AGM of the Company, held on Friday, September 21, 2018 at 11:00 a.m. at Jaipuria Institute of Management, A-32A, Sector-62, Opp. IBM, Noida-201309 (Uttar Pradesh).

I hereby confirm that we are familiar and well versed with concept and provisions of e-voting system 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, relating to e-voting on the resolutions contained in the notice calling the AGM.

#### Scrutinizer's Responsibility

My responsibility as a Scrutinizer for 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 e-voting system provided by Central Depository Services (India) Limited, the agency authorized under the Rules and engaged by the Company to provide e-voting facilities and attendant papers / documents produced to me for my verification.

# C. M. BINDAL & COMPANY, COMPANY SECRETARIES

F.NO.202, GANESH KRIPA, B-6, MOTI MARG, BAPU NAGAR, JAIPUR-302015.

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

- (a) The Company completed the dispatch of Notice of AGM through courier or email, as the case may be on August 24, 2018.
- (b) The Company has appointed Central Depository Services (India) Limited as the service provider for providing remote e-voting facility to its members.
- (c) The e-voting period remained opened from Tuesday, September 18, 2018 (9:00 a.m.) to Thursday, September 20, 2018 (5:00 p.m.).
- (d) At the end of discussion on the resolutions on which voting was to be held, the Chairman ordered for poll and allowed voting by use of polling paper for all those members who were present at the AGM but had not casted their vote by availing the remote e-voting facility. After completion of poll, two empty ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
- (e) 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: Pulkit Ahuja

(2). Name: Sourabh Jain

- (f) 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.
- (g) The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- (h) The register as prescribed under the Companies (Management and Administration) Rules, 2014 and all other papers relating to voting (including e-voting) are in my safe custody and will return to the Company in due course.
- (i) The consolidated summary of results of e-voting and poll taken are as under: -

Consolidated summary of results of e-voting and poll taken

Number of   number of   present   present   no. of valid   present   no. of valid   present   no. of valid   present   no. of valid   proxy)		Consolidated summary of results of e-voting and poll taken Remote E-Voting Poll	immary of	results of e-voting a	-voting and p	Poll at AGM	AGM	Consolidated Results	ed Results		Invalid Votes	tes
Ordinary resolution to re-appoint Mr. Rameshwar Pareets at Independent Directors and the Auditors thereon; and (b) the audited Financial Spare need March 31, 2018, together with the reports of the Board off Directors and the Auditors thereon; and (b) the audited Consolidated Financial Spare need March 31, 2018, together with the reports of the Board off Directors and the Auditors thereon; and (b) the audited Consolidated Financial (b) 21, 2018, together with Total 21, 2018, toget	Item no. of Notice of AGM	Subject Matter of the Resolutions		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
Decreases and the Auditors thereon; and (b) the audited Consolidated Consolidated Consolidated Consolidated Consolidated Consolidated Consolidated Consolidated Consolidated Consolidates with the report of the Auditors thereon.   1,500	н	Ordinary resolution to adopt (a) the audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the reports of the Board of	For	06	180091040	129	6399	219	180097439	66.99	ć	·
Total Total Parameters for the Auditors for the financial year ended March 31, 2018.  Ordinary resolution to appoint a Director in place of Nat. Salendra March 41, 2018.  Ordinary resolution to appoint a Director in place of Sant. Shamila Aganwal (DNI: For Sant) Santial		Directors and the Auditors thereon; and (b) the audited Consolidated Financial	Against	3	15207	0	0	3	15207	0.01	•	9
Equipment of Dividend of Re.O.41/- (le. 4136)   Per   Form   State   State value of Re.L. 2   1000   State   State of Recevery State of Receivery State of Recevery State of Receivery Recolution to appoint a Director in place of Stat. Standish State of State State of Receivery Recolution to appoint a Director in place of Stat. Standish State of State State   State Stat		Statements of the Company for the initialists year ended major, 2015, 1950 in the report of the Auditors thereon.	Total	93	180106247	129	6399	222	180112646	100.00		
equity share of face value of Re.1 each, for Against 1 1000 1 2 2 1002 0.00 0 1 1 4 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	2	Ordinary resolution to confirm the payment of Dividend of Re.0.41/- (i.e. 41%) per	For	93	180122668	128	6397	221	180129065	100.00		
Treal 94 180102568 123 18011278 9 10000  Ordinary resolution to appoint M. Rameshwar Pareek as Independent Director. In pace of Smt. Shamila Agarwal (DN: Facility Special resolution to re-appoint Mr. Dharam Chand Agarwal as independent Director. For special resolution to re-appoint Mr. Dharam Chand Agarwal as independent Director. For special resolution to re-appoint Mr. Dharam Chand Agarwal as independent Director. For special resolution to re-appoint Mr. Dharam Chand Agarwal as independent Director. For special resolution to re-appoint Mr. Dharam Chand Agarwal as independent Director. For special resolution to re-appoint Mr. Dharam Chand Agarwal as independent Director. For special resolution to re-appoint Mr. Dharam Chand Agarwal as independent Director. For special resolution to re-appoint Mr. Dharam Chand Agarwal as independent Director. For special resolution to re-appoint Mr. Dharam Chand Agarwal as independent Director. For special resolution to re-appoint Mr. Dharam Chand Agarwal as independent Director. For special resolution to re-appoint Mr. Dharam Chand Agarwal as independent Director. For special resolution to re-appoint Mr. Dharam Chand Agarwal as independent Director. For special resolution to re-appoint Mr. Dharam Chand Agarwal as independent Director. For special resolution to re-appoint Mr. Dharam Chand Agarwal as independent Director. For special resolution to re-appoint Mr. Udit Agarwal as independent Director. For special resolution to re-appoint Mr. Udit Agarwal as independent Director. For special resolution to re-appoint Mr. Udit Agarwal as independent Director. For special resolution to re-appoint Mr. Udit Agarwal as independent Director. For special resolution to re-appoint Mr. Udit Agarwal as independent Director. For special resolution to re-appoint Mr. Udit Agarwal as independent Director. For special resolution to re-appoint Mr. Udit Agarwal as independent Director. For special resolution to re-appoint Mr. Udit Agarwal as independent Director. For special resolution to re-appoint		equity share of face value of Re.1 each per equity share of face value of Re.1 each, for	Against	, 1	1000	1	2	2	1002	0.00	0	0
Ordinary resolution to appoint a Director in place of Mr. Rajandra Kumar Agarwal (DNI: For Against For Tetal 34 1801.03661 128 6397 213 180130067 100.00 100		the financial year ended March 31, 2018.	Total	94	180123668	129	6399	223	180130067	100.00		
Occupant Prediction to appoint a Director in place of Smt. Sharmle Against   Fig. 1907   17307   1230   123   180103067   100.00	m	Ordinary resolution to appoint a Director in place of Mr. Rajendra Kumar Agarwal (DIN:	For	88	180106361	128	6397	216	180112758	99.99		•
Total appoint a Director in place of Smt. Sharmila Agarwel (DN: Form 1974 18009609 128 6399 223 18013006 9190		00011127), who retires from office by rotation and, being eligible, offers himself for re-	Against	9	17307	1	2	7	17309	1000	•	>
Ordinary resolution to appoint a Director in place of Smt. Sharmilla Agarwal (DIN: For a problem) and the control of the Cost Auditors for the financial For a problem, the emuneration of the Cost Auditors for the financial For a problem, the emuneration of the Cost Auditors for the financial For a problem, the emuneration of the Cost Auditors for the financial For a problem, the emuneration of the Cost Auditors for the financial For a problem, the emuneration of the Cost Auditors for the financial For a problem, the emuneration of the Cost Auditors for the financial For a problem, the emuneration of the Cost Auditors for the financial For a problem, the emuneration of the Cost Auditors for the financial For a problem, the emuneration of the Cost Auditors for the financial For a problem, the emuneration of the Cost Auditors for the financial For a problem, the emuneration of the Cost Auditors for the financial For a problem, the cost Auditors for the financial For a problem, the cost Auditors for the financial For a problem, the cost Auditors for the financial For a problem, the cost Auditors for the financial For a problem, the financial For a problem, the financial For a problem, the cost Auditors for a problem, the financial For a problem, t		appointment.	Total	94	180123668	129	6399	223	18013006/	100.00		
Application of the Cost Auditors for the financial for reversity of the resolution to re-appoint Mr. Bhairon Singh Solanki as Independent Director.   For a special resolution to re-appoint Mr. Inder Mail Bhutoria as Independent Director.   For a special resolution to re-appoint Mr. Inder Mail Bhutoria as Independent Director.   For a special resolution to re-appoint Mr. Udit Against Director.   For a special resolution to re-appoint Mr. Udit Agarwal as Independent Director.   For a special resolution to re-appoint Mr. Udit Agarwal as Independent Director.   For a special resolution to re-appoint Mr. Udit Agarwal as Independent Director.   For a special resolution to re-appoint Mr. Udit Agarwal as Independent Director.   For a special resolution to re-appoint Mr. Udit Agarwal as Independent Director.   For a special resolution to re-appoint Mr. Udit Agarwal as Independent Director.   For a special resolution to re-appoint Mr. Udit Agarwal as Independent Director.   For a special resolution to re-appoint Mr. Udit Agarwal as Independent Director.   For a special resolution to re-appoint Mr. Udit Agarwal as Independent Director.   For a special resolution to re-appoint Mr. Udit Agarwal as Independent Director.   For a special resolution to re-appoint Mr. Udit Agarwal as Independent Director.   For a special resolution to re-appoint Mr. Udit Agarwal as Independent Director.   For a special resolution to re-appoint Mr. Udit Agarwal as Independent Director.   For a special resolution to re-appoint Mr. Udit Agarwal as Independent Director.   For a special resolution to re-appoint Mr. Udit Agarwal as Independent Director.   For a special resolution to re-appoint Mr. Udit Agarwal as Independent Director.   For a special resolution to re-appoint Mr. Udit Agarwal as Independent Director.   For a special resolution to re-appoint Mr. Udit Agarwal as Independent Director.   For a special resolution to re-appoint Mr. Udit Agarwal as Independent Director.   For a special resolution to re-appoint Mr. Udit Agarwal Sindependent	4	Ordinary resolution to appoint a Director in place of Smt. Sharmila Agarwal (DIN:	For	87	180096909	128	6397	212	180103306	29.33	•	C
17   1801.256   123   125		07137624), who retires from office by rotation and, being eligible, offers himself for re-	Against	7	26759	1,20	7	8	19/97	10000	•	>
Ordinary resolution to approve the remuneration of the Cost Auditors for the mandal Formation of the Cost Augins for the Male Buttoria as Independent Director.   Formation of the Male Buttoria as Independent Director.   Formation for the Male Male Male Male Male Male Male Mal		appointment.	lotal	94	180123668	120	5053	245	100113759	00 00		
Special resolution to re-appoint Mr. Bhairon Singh Solanki as Independent Director.         For a language and the special resolution to re-appoint Mr. Bhairon Singh Solanki as Independent Director.         For a language and the special resolution to re-appoint Mr. Bhairon Singh Solanki as Independent Director.         For a language and the special resolution to re-appoint Mr. Dharam Chand Agarwal as Independent Director.         For a language and the special resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For a language and the special resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For a language and the special resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For a language and the special resolution to re-appoint Mr. Udit Agarwal as Independent Director.         82 a language and the special resolution to re-appoint Mr. Udit Agarwal as Independent Director.         82 a language and the special resolution to re-appoint Mr. Udit Agarwal as Independent Director.         83 a language and the special resolution to re-appoint Mr. Udit Agarwal as Independent Director.         84 a language and the special resolution to re-appoint Mr. Udit Agarwal as Independent Director.         84 a language and the special resolution to re-appoint Mr. Udit Agarwal as Independent Director.         85 a language and the special resolution to re-appoint Mr. Udit Agarwal as Independent Director.         86 a language and the special resolution to re-appoint Mr. Udit Agarwal as Independent Director.         86 a language and the special resolution to re-appoint Mr. Udit Agarwal as Independent Director.         86 a language and the special resolution to re-appoint Mr. Udit Agarwal as Independent Director.         86 a language and the special resolution to re-appoint Mr. Udit A	S	Ordinary resolution to approve the remuneration of the Cost Auditors for the financial		88	17307	1	2	7	17309	0.01	0	0
Special resolution to re-appoint Mr. Bhairon Singh Solanki as Independent Director.         For a Rainst Pareek as Independent Director.		yeal Elluling March 31, 2013.	Total	94	180123668	129	6399	223	180130067	100.00		
Special resolution to re-appoint Mr. Inder Mal Bhutoria as Independent Director.         For Against Focial resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For Against Focial resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For Against Focial resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For Against Focial resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For Against Focial resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For Against Focial resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For Against Focial resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For Against Focial resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For Against Focial resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For Against Focial resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For Against Focial Resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For Against Focial Resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For Against Focial Resolution to Resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For Against Focial Resolution to Resolut	v	Special resolution to re-appoint Mr. Bhairon Singh Solanki as Independent Director.	For	82	170020928	128	6397	210	170027325	94.39		
Special resolution to re-appoint Mr. Nameshwar Pareek as Independent Director.         For Against Pacing Institution to re-appoint Mr. Udit Agarwal as Independent Director.         For Against Pacing Institution to re-appoint Mr. Udit Agarwal as Independent Director.         For Against Pacing	)		Against	12	10102740	1	2	13	10102742	5.61	0	0
Special resolution to re-appoint Mr. Rameshwar Pareek as Independent Director.         For a large l			Total	94	180123668	129	6339	223	180130067	100.00		
Special resolution to re-appoint Mr. Dharam Chand Agarwal as Independent Director.         For Independent Director.         87   180096909   128   6399   223   18013066   190.00         128   18013066   128   18013067   100.00         18013306   199.99   18013306   199.99   180133067   100.00           Special resolution to re-appoint Mr. Inder Mal Bhutoria as Independent Director.         For 79   179598115   128   6397   207   179604512   99.71   179604512   99.71   179604512   99.71   179604512   99.71   179604512   99.71   179604512   99.71   1706.00         No. 20   179604512   99.71   1706.00           Special resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For 88   180106161   128   6399   223   180112558   99.99   1706.00         17509   20.71   17509   20.01   20.00         No. 20   20.71   20.00         No. 20   20.	7	Special resolution to re-appoint Mr. Rameshwar Pareek as Independent Director.	For	88	180097209	128	6397	216	180103606	0.01	0	0
Special resolution to re-appoint Mr. Dharam Chand Agarwal as Independent Director.         For a location of the solution to re-appoint Mr. Index Mal Bhutoria as Independent Director.         For a location of the solution to re-appoint Mr. Udit Agarwal as Independent Director.         For a location of the solution to re-appoint Mr. Udit Agarwal as Independent Director.         For a location of the solution to re-appoint Mr. Udit Agarwal as Independent Director.         For a location of the solution to re-appoint Mr. Udit Agarwal as Independent Director.         For a location of the solution to re-appoint Mr. Udit Agarwal as Independent Director.         For a location of the solution to re-appoint Mr. Udit Agarwal as Independent Director.         For a location of the solution to re-appoint Mr. Udit Agarwal as Independent Director.         For a location of the solution to re-appoint Mr. Udit Agarwal as Independent Director.         For a location of the location of the solution to re-appoint Mr. Udit Agarwal as Independent Director.         For a location of the locatio	14.	ie).	Total	94	180123668	129	6399	223	180130067	100.00		
Special resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For Against         7         26759         1         2         8         26761         0.01         00           Special resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For Pagainst For Index Resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For Pagainst For Index Resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For Resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For Resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For Resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For Resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For Resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For Resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For Resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For Resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For Resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For Resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For Resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For Resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For Resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For Resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For Resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For Resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For R		Checial resolution to re-appoint Mr. Dharam Chand Agarwal as Independent Director.	For	87	180096909	128	6397	215	180103306	66'66		
Special resolution to re-appoint Mr. Inder Mal Bhutoria as Independent Director.         For Post Independent Director.         For Post Independent Director.         For Independent Directo	0		Against	7	26759	1	2	80	26761	0.01	0	0
Special resolution to re-appoint Mr. Inder Mal Bhutoria as Independent Director.         For Total         79         179598115         128         6397         207         179604512         99.71         0           Against Special resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For Rainst For Total         88         180106161         128         6399         223         180112558         99.39         0.00           Against For Special resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For Rainst For Total         94         180123668         129         6397         216         180112558         99.99           Against For Special resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For Pagainst For Total         94         180123668         129         6399         223         180130067         100.00			Total	94	180123668	129	6388	223	180130067	100.00		
Against         15         525553         1         2         16         525555         0.29         0           Total         94         180123668         129         6399         223         180130067         100.00         100.00           Special resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For Reainst 6         17507         1         2         7         17509         0.01           Against 7         7         17509         6399         223         180130067         100.00	6	Special resolution to re-appoint Mr. Inder Mal Bhutoria as Independent Director.	For	79	179598115	128	6397	207	179604512	99.71		
Special resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For Against         88 180106161         128 6397         223 180112558         99.99 99.99         0.01           Total         94 180123668         17507         1         2         7         17509         0.01         0.01			Against	15	525553	1	2	16	525555	0.29	2	0
Special resolution to re-appoint Mr. Udit Agarwal as Independent Director.         For Against         88         180106161         128         6397         216         180112558         99.99           Against         6         17507         1         2         7         17509         0.01           Total         94         180123668         129         6399         223         180130067         100.00		Q	Total	94	180123668	129	6399	223	180130067			
Against 6 17507 1 2 7 17509 0.01 <b>0</b> Total 94 180123668 129 6399 223 180130067 100.00	10	Special resolution to re-appoint Mr. Udit Agarwal as Independent Director.	For	88	180106161	128	6397	216	180112558			
94   180123668   129   6399   223   180130067			Against	9	17507	1	2	7	17509		0	5
			Total	94	180123668	129	6333	223	180130067	2.5		



## C. M. BINDAL & COMPANY, COMPANY SECRETARIES

F.NO.202, GANESH KRIPA, B-6, MOTI MARG, BAPU NAGAR, JAIPUR-302015.

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 August 10, 2018 of the 26th AGM of the Company have been duly passed with requisite majority. The resolutions are deemed to be passed as on the date of AGM viz 21st AGM 2018. You may accordingly declare the results of the voting (including e-voting).

For M/s. C. M. Bindal & Company,

(Practising Company Secretaries)

(CS C.M. Bindal) (Proprietor)

FCS: 103

**SCRUTINIZER** 

and the second s

Place: Jaipur

Date: 22.09.2018

Countersigned by:

