

REPORT OF SCRUTINIZER

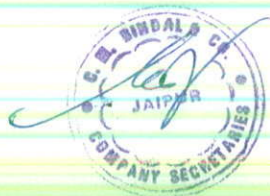
To,
The Chairman of 23rd Annual General Meeting of the Equity Shareholders of
Genus Power Infrastructures Limited held on September 26, 2015 at 11:00 a.m.
at Jaipuria Institute of Management, A-32A, Sector-62, Opp. IBM, Noida-201309 (Uttar Pradesh)

Dear Sir,

Sub: Consolidated Report on E-voting and Poll [Pursuant to section 108 and 109 of the Companies Act, 2013 and rule 20 and 21 of the Companies (Management and Administration) Rules, 2014]

I, C.M. Bindal, a Practising Company Secretary, appointed as a Scrutinizer by the Board of Directors of M/s. Genus Power Infrastructures Limited (herein after referred to as the "Company") vide Board Resolution dated August 12, 2015, for the purpose of the poll (including e-voting) taken on the below mentioned resolutions as set out in the Notice to the 23rd Annual General Meeting ("AGM") of the Equity Shareholders of the Company, held on September 26, 2015 at 11:00 a.m. at Jaipuria Institute of Management, A-32A, Sector-62, Opp. IBM, Noida-201309 (Uttar Pradesh), 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 31, 2015.
- (b) The e-voting period remained opened from Wednesday, September 23, 2015 (9:00 a.m. IST) to Friday, September 25, 2015 (5:00 p.m. IST).
- (c) At the end of discussion on the resolutions on which voting is to be held, the Chairman at the AGM 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 the time fixed for closing of the poll by the Chairman, two ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
- (d) After the conclusion 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. On completion of voting, National Securities Depository Limited (NSDL), the e-voting agency provided me the list of shareholders with necessary details, who had casted their vote through remote e-voting.
- (e) 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.
- (f) The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- (g) 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.
- (h) The consolidated result of e-voting and poll taken is as under: -



Resolution No.1: Ordinary resolution to receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of the resolution:

Manner of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	77	134589122	99.9982
Poll	101	2137	0.0016
Total	178	134591259	99.9998

(ii) Voted against the resolution:

Manner of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	2	300	0.0002
Poll	3	3	0.0000
Total	5	303	0.0002

(iii) Invalid votes:

Manner of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Poll	3	66
Total	3	66

Resolution No.2: Ordinary resolution to declare a dividend on equity shares for the financial year ended March 31, 2015.

(i) Voted in favour of the resolution:

Manner of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	78	134589322	99.9983
Poll	101	2137	0.0016
Total	179	134591459	99.9999



(ii) Voted **against** the resolution:

Manner of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	100	0.0001
Poll	3	3	0.0000
Total	4	103	0.0001

(iii) Invalid votes:

Manner of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Poll	3	66
Total	3	66

Resolution No.3: Ordinary resolution to appoint a Director in place of Mr. Ishwar Chand Agarwal (DIN: 00011152), who retires from office by rotation and, being eligible, offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

Manner of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	74	134583982	99.9944
Poll	101	2137	0.0016
Total	175	134586119	99.9960

(ii) Voted **against** the resolution:

Manner of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	5	5440	0.0040
Poll	3	3	0.0000
Total	8	5443	0.0040

(iii) Invalid votes:

Manner of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Poll	3	66
Total	3	66



Resolution No.4: Ordinary resolution to appoint a Director in place of Mr. Kailash Chandra Agarwal (DIN: 00895365), who retires from office by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Manner of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	73	134581982	99.9944
Poll	101	2137	0.0016
Total	174	134584119	99.9960

(ii) Voted against the resolution:

Manner of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	5	5440	0.0040
Poll	3	3	0.0000
Total	8	5443	0.0040

(iii) Invalid votes:

Manner of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Poll	3	66
Total	3	66

Resolution No.5: Ordinary resolution to appoint M/s. S. R. Batliboi & Associates LLP, Chartered Accountants and M/s. D. Khanna & Associates, Chartered Accountants, as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors of the Company.

(i) Voted in favour of the resolution:

Manner of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	77	134589222	99.9983
Poll	101	2137	0.0016
Total	178	134591359	99.9999



(ii) Voted **against** the resolution:

Manner of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	2	200	0.0001
Poll	3	3	0.0000
Total	5	203	0.0001

(iii) Invalid votes:

Manner of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Poll	3	66
Total	3	66

Resolution No.6: Ordinary resolution to appoint Mr. Satya Narayan Vijayvergiya as a Director of the Company.

(i) Voted **in favour** of the resolution:

Manner of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	73	134588782	99.9979
Poll	101	2137	0.0016
Total	174	134590919	99.9995

(ii) Voted **against** the resolution:

Manner of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	6	640	0.0005
Poll	3	3	0.0000
Total	9	643	0.0005

(iii) Invalid votes:

Manner of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Poll	3	66
Total	3	66



Resolution No.7: Ordinary resolution to appoint Mr. Satya Narayan Vijayvergiya as an Executive Director of the Company.

(i) Voted in favour of the resolution:

Manner of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	74	134588882	99.9980
Poll	101	2137	0.0016
Total	175	134591019	99.9996

(ii) Voted against the resolution:

Manner of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	5	540	0.0004
Poll	3	3	0.0000
Total	8	543	0.0004

(iii) Invalid votes:

Manner of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Poll	3	66
Total	3	66

Resolution No.8: Ordinary resolution to appoint Smt. Sharmila Agarwal as a Director of the Company.

(i) Voted in favour of the resolution:

Manner of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	70	134586713	99.9970
Poll	100	1137	0.0009
Total	170	134587850	99.9979

(ii) Voted against the resolution:

Manner of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	7	1834	0.0014
Poll	4	1003	0.0007
Total	11	2837	0.0021

(6)



(iii) Invalid votes:

Manner of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Poll	3	66
Total	3	66

Resolution No.9: Ordinary resolution to approve the remuneration of the Cost Auditors for the financial year ending March 31, 2016.

(i) Voted in favour of the resolution:

Manner of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	77	134589222	99.9983
Poll	101	2137	0.0016
Total	178	134591359	99.9999

(ii) Voted against the resolution:

Manner of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	2	200	0.0001
Poll	3	3	0.0000
Total	5	203	0.0001

(iii) Invalid votes:

Manner of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Poll	3	66
Total	3	66

Resolution No.10: Special resolution to approve the alteration of Articles of Association of the Company.

(i) Voted in favour of the resolution:

Manner of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	74	134588187	99.9976
Poll	101	2137	0.0016
Total	175	134590324	99.9992



(ii) Voted **against** the resolution:

Manner of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	4	1035	0.0008
Poll	3	3	0.0000
Total	7	1038	0.0008

(iii) Invalid votes:

Manner of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Poll	3	66
Total	3	66

Resolution No.11: Special resolution to approve the Related Party Transactions.

(i) Voted **in favour** of the resolution:

Manner of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	57	69561257	99.9945
Poll	100	1137	0.0017
Total	157	69562394	99.9962

(ii) Voted **against** the resolution:

Manner of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	8	1665	0.0024
Poll	4	1003	0.0014
Total	12	2668	0.0038

(iii) Invalid votes:

Manner of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Poll	3	66
Total	3	66



Resolution No.12: Special resolution to ratify the Related Party Transactions entered into in the financial year 2014-15.

(i) Voted in favour of the resolution:

Manner of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	56	69555357	99.9873
Poll	100	1137	0.0017
Total	156	69556494	99.9890

(ii) Voted against the resolution:

Manner of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	10	6665	0.0096
Poll	4	1003	0.0014
Total	14	7668	0.0110

(iii) Invalid votes:

Manner of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Poll	3	66
Total	3	66

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 12, 2015 of the 23rd AGM of the Company have been duly passed with requisite majority. The resolutions are deemed to be passed as on the date of AGM. You may accordingly declare the results of the voting (including e-voting).

Place: Jaipur
Date: 29.09.2015



[Signature]
29-9-2015

(CS C.M. Bindal)
SCRUTINIZER
FCS: 103
CP-176