

Genus/STX/2016/  
September 10, 2016

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: Outcome/Proceeding of the 24<sup>th</sup> Annual General Meeting ("AGM") and Results of Voting (E-voting and poll) at AGM.**

Dear Sir/Madam,

This is to inform that the 24<sup>th</sup> Annual General Meeting ("AGM") of Genus Power Infrastructures Limited (the "Company") was held on September 08, 2016.

In this regard and pursuant to provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), please find attached herewith the followings:

- (1) Summary of proceeding of the AGM of the Company; and
- (2) The voting results as required under Regulation 44(3) of the Listing Regulations in the prescribed format alongwith the consolidated Scrutinizer's Report.

We request to kindly take the same on record.

Thanking you.

Yours faithfully,

For **Genus Power Infrastructures Limited**



**Director/Company Secretary**

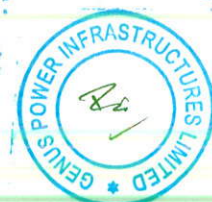
DIN: 00011127

Encl. as above

**SUMMARY OF PROCEEDING OF THE 24TH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF GENUS POWER INFRASTRUCTURES LIMITED HELD ON THURSDAY, SEPTEMBER 08, 2016 FROM 11.00 A.M. TO 1:35 P.M. AT JAIPURIA INSTITUTE OF MANAGEMENT, A-32A, SECTOR-62, OPP. IBM, NOIDA-201309 (UTTAR PRADESH).**

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- Mr. Rameshwar Pareek, Independent Director (Chairman of Audit Committee and Representative of Nomination and Remuneration Committee and Stakeholders Relationship Committee) chaired the proceedings of the meeting.
- The AGM commenced at 11:00 am. The Chairman welcomed all members, directors, key managerial persons, statutory auditors and secretarial auditors of the Company, present in the meeting. He introduced them to the Shareholders. He also explained the absence of directors, who could not attend the Meeting.
- A total of 187 members (including through proxies) in person attended the AGM.
- The statutory documents and registers as required were kept open at the place of the Meeting for inspection and were accessible throughout the Meeting.
- After ascertaining that the requisite quorum for the meeting was present, the Chairman called the Meeting to order.
- The Chairman briefed the members about the performance of the Company in the financial year 2015-16.
- The Chairman informed the members that the Auditors' Report on the accounts for the year ended March 31, 2016 did not contain any qualifications, observations or comments on financial transactions or matters, which had any adverse effect on the functioning of the Company. The said Audit Report was thus not read at the meeting.
- Further, since there were no qualifications, observations or comments or other remarks mentioned in the report of the Secretarial Auditor, the said Secretarial Auditor's Report was not read at the meeting.
- With the permission of members present, the Notice and Explanatory Statement dated July 29, 2016 convening the AGM were taken as read. The audited financial statements for the year ended March 31, 2016 with Directors' Report were also taken as read with the consent of members present.
- Thereafter, the Chairman stated that pursuant to provision of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company had offered remote e-voting facility as an alternate to the members, whose names appeared on the Register of Members/ List of Beneficiaries as on September 01, 2016, to exercise their right to vote from September 05, 2016 to September 07, 2016 in proportion to their shareholding as on the cut-off date of September 01, 2016, at the AGM of the Company by electronic mode. Members had an option to either cast their vote in physical form (ballot/poll papers) by attending the Annual General Meeting or vote through remote e-voting facility. If a member has opted for e-voting, then he/she shall not be eligible to vote in physical mode at the Annual General Meeting. However, in case members cast their vote both via physical ballot at the Annual General Meeting and e-voting, then voting through electronic mode shall prevail and voting done by physical ballot shall be treated as invalid. For shareholders, who are present at the meeting and who have not cast their votes through e-voting, a poll is being conducted at the end of this meeting. M/s. C. M. Bindal & Company, Practising Company Secretaries (Proprietor: Mr. C.M. Bindal, FCS No.103, CP No.176), of Jaipur have been appointed as a Scrutinizer to conduct and scrutinize the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provision of Section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014. Mr. C.M. Bindal has also been appointed for conducting and scrutinizing the poll process in a fair and transparent manner at the Annual General Meeting. The Chairman further stated that pursuant to Section 107 of the Act, there will be no voting on the resolutions by show of hands. The Chairman further stated that the results of voting on each resolution shall be declared within 48 hours of conclusion of the meeting upon receiving the consolidated report of e-



voting and poll by the Scrutinizer. The Chairman further stated that the consolidated results of voting (e-voting and poll) would be uploaded on the Company's website and also intimated to the Stock Exchanges.

- Thereafter, the Chairman took up the other queries of the members.
- Thereupon, the Chairman took up and moved the resolutions for the ordinary and special businesses as set out in item no.1 to 10 of the notice of the AGM of the Company, for consideration of the members, as follows:

#### **ORDINARY BUSINESS:**

##### **ITEM NO.01 - ADOPTION OF AUDITED FINANCIAL STATEMENTS (INCLUDING CONSOLIDATED FINANCIAL STATEMENTS) OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON:**

**"RESOLVED THAT** the Audited Financial Statements (including consolidated financial statements) (i.e. Audited Balance Sheet as at March 31, 2016, Statement of Profit & Loss Account along with Notes forming part of the financial statements and Cash Flow Statement for the year ended on that date) of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon, be and are hereby adopted."

##### **ITEM NO. 2 - DECLARATION OF DIVIDEND ON EQUITY SHARES:**

**"RESOLVED THAT** pursuant to the recommendation of the Board of Directors of the Company, a dividend of Re.0.25/- (Paisa Twenty Five Only) per equity share (involving Rs.6,42,55,757.75) (excluding Dividend Distribution Tax) on equity shares, be and is hereby declared out of the profits of the Company for the year ended on March 31, 2016.

**RESOLVED FURTHER THAT** dividend on Equity Shares will be paid –

- To all those beneficial owners holding shares in electronic form as per the beneficial ownership data as may be available to the Company by NSDL and CDSL as at the end of business day hours on Thursday, September 01, 2016; or
- To all those Members holding shares in physical form whose names appear on the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company / Registrar upto the close of business hours on Thursday, September 01, 2016.

##### **ITEM NO.03 - REAPPOINTMENT OF RETIRING DIRECTOR:**

**"RESOLVED THAT** Mr. Rajendra Kumar Agarwal (DIN: 00011127), a director retiring by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company."

##### **ITEM NO.04 - REAPPOINTMENT OF RETIRING DIRECTOR:**

**"RESOLVED THAT** Mr. Jitendra Kumar Agarwal (DIN: 00011189), a director retiring by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company."

##### **ITEM NO.05 - REAPPOINTMENT OF STATUTORY AUDITORS:**

**"RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendation of the Audit Committee and pursuant to the resolution passed by the members at the annual general meeting held on September 29, 2014, the appointment of S. R. Batliboi & Associates LLP, Chartered Accountants



(ICAI Firm Registration No. 101049W/E300004) and D. Khanna & Associates, Chartered Accountants (Firm Registration No.012917N), as the 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, be and is hereby ratified at such remuneration as may be fixed by the Board of Directors of the Company."

**SPECIAL BUSINESS:**

**ITEM NO.06 – SPECIAL RESOLUTION TO RE-APPOINT MR. RAJENDRA KUMAR AGARWAL AS MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY:**

**"RESOLVED THAT** pursuant to the provisions of Section 196,197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification from time to time or any re-enactment thereof for the time being in force) (the "Act") and the Rules framed thereunder read with Schedule V to the Act, and subject to the approval of the Central Government, if required and such other authorities as may be necessary, consent of the Shareholders of the Company, be and is hereby accorded for re-appointment of Mr. Rajendra Kumar Agarwal, as Managing Director (MD) and Chief Executive Officer (CEO) of the Company for a period of three years with effect from May 29, 2016 on a remuneration and such other terms and conditions hereinafter mentioned.

a) Salary: Rs.14,00,000/- per month.

b) Allowances & Perquisites:

- i) Furnished residential accommodation with water, gas, electricity, maintenance, sweeper, gardener, watchman and personal attendant or House Rent Allowance in lieu thereof.
- ii) Medical benefits for self and family: Reimbursement of all expenses actually incurred in India and/or abroad.
- iii) Leave travel concession for self, wife and minor children once a year.
- iv) Fees of clubs subject to a maximum of two clubs.
- v) Premium on personal accident insurance policy as per the Company's rules.
- vi) Premium on medical insurance for self and family as per the Company's rules.
- vii) Company's contribution towards provident fund as per rules of the Company but not exceeding 12% of salary.
- viii) Gratuity not exceeding one half month's salary for each completed year of service.
- ix) Encashment of leave as per rules of the Company.
- x) Free use of car with driver for official use.
- xi) Free telephone facility at residence including mobile phone for official use.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/or as approved by any competent authority prescribed in the Act and rules as are applicable from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing Resolution, the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable in the said regard."



**ITEM NO.07 - SPECIAL RESOLUTION TO APPROVE PAYMENT OF COMMISSION TO THE EXECUTIVE DIRECTORS:**

**"RESOLVED THAT** pursuant to the provisions of Section 196,197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification from time to time or any re-enactment thereof for the time being in force) (the "Act") and the Rules framed thereunder read with Schedule V to the Act, and subject to the approval of the Central Government, if required and such other authorities as may be necessary, consent of the Shareholders of the Company, be and is hereby accorded for payment of commission (in addition to their fixed remuneration) within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and subject to adequate profit, to the following directors with effect from April 01, 2016, and up to expiration of their respective tenure of appointment:

- |                                               |                                         |
|-----------------------------------------------|-----------------------------------------|
| 1. Mr. Ishwar Chand Agarwal (DIN: 00011152)   | : upto 2% of Net Profits of the Company |
| 2. Mr. Rajendra Kumar Agarwal (DIN: 00011127) | : upto 2% of Net Profits of the Company |
| 3. Mr. Jitendra Kumar Agarwal (DIN: 00011189) | : upto 2% of Net Profits of the Company |

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing Resolution, the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable in the said regard."

**ITEM NO.08 - SPECIAL RESOLUTION TO APPROVE PAYMENT OF COMMISSION TO THE NON-EXECUTIVE DIRECTORS:**

**"RESOLVED THAT** pursuant to Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder, as amended from time to time, a sum not exceeding one (1) percentage of the net profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Act, be paid to and distributed amongst the non-executive Directors of the Company or some or any of them (other than the Managing Director and Whole-time Directors) in such amounts, subject to such ceiling, and in such manner and in all respects as may be decided by the Board of Directors and such payments shall be made in respect of the profits of the Company for each year, for a period of five years, commencing from 1 April, 2016."

**ITEM NO.9 – ORDINARY RESOLUTION TO APPROVE THE REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR ENDING MARCH 31, 2017:**

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. K.G. Goyal & Associates, Cost Accountants (Registration No.000024), appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017, be paid the remuneration as set out in the Statement annexed to the Notice convening this Annual General Meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."



**ITEM NO.10 - SPECIAL RESOLUTION TO APPROVE THE ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY:**

**"RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, a new set of Articles of Association, placed before the Shareholders of the Company, be and is hereby adopted and substituted in place of the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

Thereafter, the Chairman ordered the poll on all resolutions for the ordinary and special businesses as set out in item no.1 to 10 of the notice of the AGM of the Company, and requested all members and proxy-holders present and entitled to vote to participate in the poll to be taken immediately after the closure of the meeting at the same venue.

The Chairman, thereafter, thanking the members for their participation, suggestions and comments, announced formal closure of the AGM of the Company.

**CONDUCT OF POLL**

Mr. C.M. Bindal (FCS No.103, CP No.176) (Proprietor of M/s. C. M. Bindal & Company, Practising Company Secretaries), Scrutinizer appointed for conducting and scrutinizing the poll process, locked and sealed two empty polling boxes in the presence of the members and proxies. The Scrutinizer conducted the poll in a fair and transparent manner. Before start of voting, the polling papers were distributed to the members and proxies. The ballot boxes were shown to the members & proxies and after ensuring that all members & proxies participating in the poll had casted their votes, the Scrutinizer closed the poll. Thereafter the Scrutinizer took the custody of ballot boxes in presence of members.

**RESULTS OF THE ELECTRONIC VOTING AND POLL ON THE ORDINARY AND SPECIAL BUSINESSES AT THE 24<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD ON THURSDAY, SEPTEMBER 08, 2016**

Ballot boxes were opened in presence of two members as witnesses. Counting of Ballot papers was made for the results.

On the basis of the consolidated report of the Scrutinizer on e-voting and poll at the annual general meeting, the Chairman announced the results of voting on September 10, 2016 that all the Resolutions for the Ordinary and Special businesses as set out in item no.1 to 10 of the notice of the 24<sup>th</sup> Annual General Meeting of the Company have been duly passed by the Members with requisite majority.



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

|                                                                                      |                          |
|--------------------------------------------------------------------------------------|--------------------------|
| <b>Date of the AGM/EGM</b>                                                           | <b>September 8, 2016</b> |
| <b>Total number of shareholders on record date</b>                                   | <b>19045</b>             |
| <b>No. of shareholders present in the meeting either in person or through proxy:</b> |                          |
| Promoters and Promoter Group:                                                        | <b>2</b>                 |
| Public:                                                                              | <b>187</b>               |
| <b>No. of Shareholders attended the meeting through Video Conferencing:</b>          |                          |
| Promoters and Promoter Group:                                                        | <b>Nil</b>               |
| Public:                                                                              | <b>Nil</b>               |

| Resolution No.1                                                           | Adoption of the Audited Financial Statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon. |                        |                         |                                                             |                              |                            |                                                         |                                                       |
|---------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|-------------------------|-------------------------------------------------------------|------------------------------|----------------------------|---------------------------------------------------------|-------------------------------------------------------|
| 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                                                                                                                                                                                                                             | 129885907              | 128709907               | 99.09                                                       | 128709907                    | 0                          | 100.00                                                  | 0.00                                                  |
|                                                                           | Poll                                                                                                                                                                                                                                 |                        | 0                       | 0                                                           | 0.00                         | 0.00                       |                                                         |                                                       |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                                                                        |                        | 0                       | 0                                                           | 0.00                         | 0.00                       |                                                         |                                                       |
| Public- Institutions                                                      | Total                                                                                                                                                                                                                                | 16178083               | 128709907               | 99.09                                                       | 128709907                    | 0                          | 100.00                                                  | 0.00                                                  |
|                                                                           | E-Voting                                                                                                                                                                                                                             |                        | 13358998                | 82.57                                                       | 13358998                     | 0                          | 100.00                                                  | 0.00                                                  |
|                                                                           | Poll                                                                                                                                                                                                                                 |                        | 0                       | 0.00                                                        | 0                            | 0.00                       | 0.00                                                    |                                                       |
| Public- Non Institutions                                                  | Postal Ballot (if applicable)                                                                                                                                                                                                        | 110959041              | 0                       | 0.00                                                        | 0                            | 0                          | 0.00                                                    | 0.00                                                  |
|                                                                           | Total                                                                                                                                                                                                                                |                        | 13358998                | 82.57                                                       | 13358998                     | 0                          | 100.00                                                  | 0.00                                                  |
|                                                                           | E-Voting                                                                                                                                                                                                                             |                        | 27763103                | 25.02                                                       | 27762903                     | 200                        | 100.00                                                  | 0.00                                                  |
| Total                                                                     | Poll                                                                                                                                                                                                                                 | 110959041              | 4738                    | 0.00                                                        | 4726                         | 12                         | 99.75                                                   | 0.25                                                  |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                                                                        |                        | 0                       | 0.00                                                        | 0                            | 0                          | 0                                                       |                                                       |
|                                                                           | Total                                                                                                                                                                                                                                |                        | 27767841                | 25.03                                                       | 27767629                     | 212                        | 100.00                                                  | 0.00                                                  |
|                                                                           |                                                                                                                                                                                                                                      | 257023031              | 169836746               | 66.08                                                       | 169836534                    | 212                        | 100.00                                                  | 0.00                                                  |





| Resolution No.2                                                                                                                                                               |                               | Declaration a dividend of Re.0.25/- (Paisa Twenty Five Only) (i.e. 25%) per equity share on equity shares for the financial year ended March 31, 2016 |                         |                                                             |                              |                                            |                                                         |                                                       |  |  |  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|-------------------------------------------------------------|------------------------------|--------------------------------------------|---------------------------------------------------------|-------------------------------------------------------|--|--|--|
| Resolution required: (Ordinary/ Special)                                                                                                                                      |                               |                                                                                                                                                       |                         |                                                             |                              | Ordinary                                   |                                                         |                                                       |  |  |  |
| Whether promoter/ promoter group are interested in the agenda/resolution?                                                                                                     |                               |                                                                                                                                                       |                         |                                                             |                              | Yes (To the extent of shares held by them) |                                                         |                                                       |  |  |  |
| 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                      | 129885907                                                                                                                                             | 128709907               | 99.09                                                       | 128709907                    | 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                         |                                                                                                                                                       | 128709907               | 99.09                                                       | 128709907                    | 0                                          | 100.00                                                  | 0.00                                                  |  |  |  |
| Public- Institutions                                                                                                                                                          | E-Voting                      | 16178083                                                                                                                                              | 13358998                | 82.57                                                       | 13358998                     | 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                         |                                                                                                                                                       | 13358998                | 82.57                                                       | 13358998                     | 0                                          | 100.00                                                  | 0.00                                                  |  |  |  |
| Public- Non Institutions                                                                                                                                                      | E-Voting                      | 110959041                                                                                                                                             | 27763103                | 25.02                                                       | 27763003                     | 100                                        | 100.00                                                  | 0.00                                                  |  |  |  |
|                                                                                                                                                                               | Poll                          |                                                                                                                                                       | 4738                    | 0.00                                                        | 4726                         | 12                                         | 99.75                                                   | 0.25                                                  |  |  |  |
|                                                                                                                                                                               | Postal Ballot (if applicable) |                                                                                                                                                       | 0                       | 0.00                                                        | 0                            | 0                                          | 0                                                       | 0                                                     |  |  |  |
|                                                                                                                                                                               | Total                         |                                                                                                                                                       | 27767841                | 25.03                                                       | 27767729                     | 112                                        | 100.00                                                  | 0.00                                                  |  |  |  |
| Total                                                                                                                                                                         |                               | 257023031                                                                                                                                             | 169836746               | 66.08                                                       | 169836634                    | 112                                        | 100.00                                                  | 0.00                                                  |  |  |  |
| Resolution No.3                                                                                                                                                               |                               |                                                                                                                                                       |                         |                                                             |                              |                                            |                                                         |                                                       |  |  |  |
| Appointment of a Director in place of Mr. Rajendra Kumar Agarwal (DIN: 00011127), who retires from office by rotation and, being eligible, offers himself for re-appointment. |                               |                                                                                                                                                       |                         |                                                             |                              |                                            |                                                         |                                                       |  |  |  |
| 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                      | 129885907                                                                                                                                             | 128709907               | 99.09                                                       | 128709907                    | 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                         |                                                                                                                                                       | 128709907               | 99.09                                                       | 128709907                    | 0                                          | 100.00                                                  | 0.00                                                  |  |  |  |
| Public- Institutions                                                                                                                                                          | E-Voting                      | 16178083                                                                                                                                              | 13358998                | 82.57                                                       | 13358998                     | 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                         |                                                                                                                                                       | 13358998                | 82.57                                                       | 13358998                     | 0                                          | 100.00                                                  | 0.00                                                  |  |  |  |
| Public- Non Institutions                                                                                                                                                      | E-Voting                      | 110959041                                                                                                                                             | 27763103                | 25.02                                                       | 27763003                     | 100                                        | 100.00                                                  | 0.00                                                  |  |  |  |
|                                                                                                                                                                               | Poll                          |                                                                                                                                                       | 4738                    | 0.00                                                        | 4726                         | 12                                         | 99.75                                                   | 0.25                                                  |  |  |  |
|                                                                                                                                                                               | Postal Ballot (if applicable) |                                                                                                                                                       | 0                       | 0.00                                                        | 0                            | 0                                          | 0                                                       | 0                                                     |  |  |  |
|                                                                                                                                                                               | Total                         |                                                                                                                                                       | 27767841                | 25.03                                                       | 27767729                     | 112                                        | 100.00                                                  | 0.00                                                  |  |  |  |
| Total                                                                                                                                                                         |                               | 257023031                                                                                                                                             | 169836746               | 66.08                                                       | 169836634                    | 112                                        | 100.00                                                  | 0.00                                                  |  |  |  |

**Resolution No.4** Appointment of a Director in place of Mr. Jitendra Kumar Agarwal (DIN: 00011189), who retires from office by rotation and, being eligible, offers himself for re-appointment.

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                      | 129885907              | 128709907               | 99.09                                                       | 128709907                    | 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                         |                        | 128709907               | 99.09                                                       | 128709907                    | 0                          | 100.00                                                 | 0.00                                                 |
| Public- Institutions        | E-Voting                      | 16178083               | 13358998                | 82.57                                                       | 13358998                     | 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                         |                        | 13358998                | 82.57                                                       | 13358998                     | 0                          | 100.00                                                 | 0.00                                                 |
| Public- Non Institutions    | E-Voting                      | 110959041              | 27763103                | 25.02                                                       | 27762903                     | 200                        | 100.00                                                 | 0.00                                                 |
|                             | Poll                          |                        | 4738                    | 0.00                                                        | 4726                         | 12                         | 99.75                                                  | 0.25                                                 |
|                             | Postal Ballot (if applicable) |                        | 0                       | 0.00                                                        | 0                            | 0                          | 0                                                      | 0                                                    |
|                             | Total                         |                        | 27767841                | 25.03                                                       | 27767429                     | 412                        | 100.00                                                 | 0.00                                                 |
| Total                       |                               | 257023031              | 169836746               | 66.08                                                       | 169836334                    | 412                        | 100.00                                                 | 0.00                                                 |

**Resolution No.5** Ratification of the appointment of S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 101049W/E300004) and D. Khanna & Associates, Chartered Accountants (Firm Registration No.012917N), as the 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.

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                      | 129885907              | 128709907               | 99.09                                                       | 128709907                    | 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                         |                        | 128709907               | 99.09                                                       | 128709907                    | 0                          | 100.00                                                 | 0.00                                                 |
| Public- Institutions        | E-Voting                      | 16178083               | 13358998                | 82.57                                                       | 13358998                     | 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                         |                        | 13358998                | 82.57                                                       | 13358998                     | 0                          | 100.00                                                 | 0.00                                                 |
| Public- Non Institutions    | E-Voting                      | 110959041              | 27763103                | 25.02                                                       | 27762703                     | 400                        | 100.00                                                 | 0.00                                                 |
|                             | Poll                          |                        | 4738                    | 0.00                                                        | 4726                         | 12                         | 99.75                                                  | 0.25                                                 |
|                             | Postal Ballot (if applicable) |                        | 0                       | 0.00                                                        | 0                            | 0                          | 0                                                      | 0                                                    |
|                             | Total                         |                        | 27767841                | 25.03                                                       | 27767429                     | 412                        | 100.00                                                 | 0.00                                                 |
| Total                       |                               | 257023031              | 169836746               | 66.08                                                       | 169836334                    | 412                        | 100.00                                                 | 0.00                                                 |



**Resolution No.6** Re-appointment of Mr. Rajendra Kumar Agarwal as Managing Director and Chief Executive Officer of the Company for a period of three years with effect from May 29, 2016.

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                      | 129885907              | 128709907               | 99.09                                                       | 128709907                    | 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                         |                        | 128709907               | 99.09                                                       | 128709907                    | 0                          | 100.00                                                 | 0.00                                                 |
| Public- Institutions        | E-Voting                      | 16178083               | 13358998                | 82.57                                                       | 13358998                     | 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                         |                        | 13358998                | 82.57                                                       | 13358998                     | 0                          | 100.00                                                 | 0.00                                                 |
| Public- Non Institutions    | E-Voting                      | 110959041              | 27763103                | 25.02                                                       | 27763003                     | 100                        | 100.00                                                 | 0.00                                                 |
|                             | Poll                          |                        | 4738                    | 0.00                                                        | 4726                         | 12                         | 99.75                                                  | 0.25                                                 |
|                             | Postal Ballot (if applicable) |                        | 0                       | 0.00                                                        | 0                            | 0                          | 0                                                      | 0                                                    |
|                             | Total                         |                        | 27767841                | 25.03                                                       | 27767729                     | 112                        | 100.00                                                 | 0.00                                                 |
| Total                       |                               | 257023031              | 169836746               | 66.08                                                       | 169836634                    | 112                        | 100.00                                                 | 0.00                                                 |

**Resolution No.7** Approval for payment of commission to the executive directors within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and subject to adequate profit with effect from April 01, 2016, and up to expiration of their respective tenure of appointment.

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                      | 129885907              | 128709907               | 99.09                                                       | 128709907                    | 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                         |                        | 128709907               | 99.09                                                       | 128709907                    | 0                          | 100.00                                                 | 0.00                                                 |
| Public- Institutions        | E-Voting                      | 16178083               | 13358998                | 82.57                                                       | 13358998                     | 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                         |                        | 13358998                | 82.57                                                       | 13358998                     | 0                          | 100.00                                                 | 0.00                                                 |
| Public- Non Institutions    | E-Voting                      | 110959041              | 27763103                | 25.02                                                       | 27762453                     | 650                        | 100.00                                                 | 0.00                                                 |
|                             | Poll                          |                        | 4738                    | 0.00                                                        | 4726                         | 12                         | 99.75                                                  | 0.25                                                 |
|                             | Postal Ballot (if applicable) |                        | 0                       | 0.00                                                        | 0                            | 0                          | 0                                                      | 0                                                    |
|                             | Total                         |                        | 27767841                | 25.03                                                       | 27767179                     | 662                        | 100.00                                                 | 0.00                                                 |
| Total                       |                               | 257023031              | 169836746               | 66.08                                                       | 169836084                    | 662                        | 100.00                                                 | 0.00                                                 |





**Resolution No.8** Approval for payment of a sum/commission not exceeding one (1) percentage of the net profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, amongst the non-executive Directors of the Company or some or any of them (other than the Managing Director and Whole-time Directors) in such amounts, subject to such ceiling, and in such manner and in all respects as may be decided by the Board of Directors for a period of five years, commencing from 1 April, 2016.

Resolution required: (Ordinary/ Special)

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

Special

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<br>Poll<br>Postal Ballot (if applicable)<br>Total | 129885907              | 128709907<br>0<br>0<br>128709907  | 99.09<br>0.00<br>0.00<br>99.09                              | 128709907<br>0<br>0<br>128709907  | 0<br>0<br>0<br>0           | 100.00<br>0.00<br>0.00<br>100.00                       | 0.00<br>0.00<br>0.00<br>0.00                         |
| Public- Institutions        | E-Voting<br>Poll<br>Postal Ballot (if applicable)<br>Total | 16178083               | 13358998<br>0<br>0<br>13358998    | 82.57<br>0.00<br>0.00<br>82.57                              | 13358998<br>0<br>0<br>13358998    | 0<br>0<br>0<br>0           | 100.00<br>0.00<br>0.00<br>100.00                       | 0.00<br>0.00<br>0.00<br>0.00                         |
| Public- Non Institutions    | E-Voting<br>Poll<br>Postal Ballot (if applicable)<br>Total | 110959041              | 27763103<br>4738<br>0<br>27767841 | 25.02<br>0.00<br>0.00<br>25.03                              | 27759253<br>4726<br>0<br>27763979 | 3850<br>12<br>0<br>3862    | 99.99<br>99.75<br>0<br>99.99                           | 0.01<br>0.25<br>0<br>0.01                            |
| Total                       |                                                            | 257023031              | 169836746                         | 66.08                                                       | 169832884                         | 3862                       | 100.00                                                 | 0.01                                                 |

**Resolution No.9** Approval for the remuneration of the Cost Auditors for the financial year ending March 31, 2017.

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<br>Poll<br>Postal Ballot (if applicable)<br>Total | 129885907              | 128709907<br>0<br>0<br>128709907  | 99.09<br>0.00<br>0.00<br>99.09                              | 128709907<br>0<br>0<br>128709907  | 0<br>0<br>0<br>0           | 100.00<br>0.00<br>0.00<br>100.00                       | 0.00<br>0.00<br>0.00<br>0.00                         |
| Public- Institutions        | E-Voting<br>Poll<br>Postal Ballot (if applicable)<br>Total | 16178083               | 13358998<br>0<br>0<br>13358998    | 82.57<br>0.00<br>0.00<br>82.57                              | 13358998<br>0<br>0<br>13358998    | 0<br>0<br>0<br>0           | 100.00<br>0.00<br>0.00<br>100.00                       | 0.00<br>0.00<br>0.00<br>0.00                         |
| Public- Non Institutions    | E-Voting<br>Poll<br>Postal Ballot (if applicable)<br>Total | 110959041              | 27763103<br>4738<br>0<br>27767841 | 25.02<br>0.00<br>0.00<br>25.03                              | 27762203<br>4726<br>0<br>27766929 | 900<br>12<br>0<br>912      | 100.00<br>99.75<br>0<br>100.00                         | 0.00<br>0.25<br>0<br>0.00                            |
| Total                       |                                                            | 257023031              | 169836746                         | 66.08                                                       | 169835834                         | 912                        | 100.00                                                 | 0.00                                                 |

| Resolution No.10                                                           | Approval for the alteration of Articles of Association of the Company. |                        |                         |                                                             |                              |                            |                                                          |                                                        |
|----------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------|-------------------------|-------------------------------------------------------------|------------------------------|----------------------------|----------------------------------------------------------|--------------------------------------------------------|
| 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                                                               | 129885907              | 128709907               | 99.09                                                       | 128709907                    | 0                          | 100.00                                                   | 0.00                                                   |
|                                                                            | Poll                                                                   |                        | 0                       | 0.00                                                        | 0                            | 0                          | 0.00                                                     |                                                        |
|                                                                            | Postal Ballot (if applicable)                                          |                        | 0                       | 0.00                                                        | 0                            | 0                          | 0.00                                                     |                                                        |
| Public- Institutions                                                       | Total                                                                  | 16178083               | 128709907               | 99.09                                                       | 128709907                    | 0                          | 100.00                                                   | 0.00                                                   |
|                                                                            | E-Voting                                                               |                        | 13358998                | 82.57                                                       | 13358998                     | 0                          | 100.00                                                   | 0.00                                                   |
|                                                                            | Poll                                                                   |                        | 0                       | 0.00                                                        | 0                            | 0                          | 0.00                                                     |                                                        |
| Public- Non Institutions                                                   | Postal Ballot (if applicable)                                          | 110959041              | 0                       | 0.00                                                        | 0                            | 0                          | 0.00                                                     | 0.00                                                   |
|                                                                            | Total                                                                  |                        | 13358998                | 82.57                                                       | 13358998                     | 0                          | 100.00                                                   | 0.00                                                   |
|                                                                            | E-Voting                                                               |                        | 27763103                | 25.02                                                       | 27762703                     | 400                        | 100.00                                                   | 0.00                                                   |
| Total                                                                      | Poll                                                                   | 110959041              | 4738                    | 0.00                                                        | 4726                         | 12                         | 99.75                                                    | 0.25                                                   |
|                                                                            | Postal Ballot (if applicable)                                          |                        | 0                       | 0.00                                                        | 0                            | 0                          | 0                                                        |                                                        |
|                                                                            | Total                                                                  |                        | 27767841                | 25.03                                                       | 27767429                     | 412                        | 100.00                                                   | 0.00                                                   |
| Total                                                                      | Total                                                                  | 257023031              | 169836746               | 66.08                                                       | 169836334                    | 412                        | 100.00                                                   | 0.00                                                   |



## REPORT OF SCRUTINIZER

To,

The Chairman of 24<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
Genus Power Infrastructures Limited held on Thursday, September 08, 2016 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]**

We, M/s. C. M. Bindal & Company, Practising Company Secretaries (Proprietor: Mr. C.M. Bindal, FCS No.103, CP No.176), 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 July 29, 2016, for the purpose of the poll (including e-voting) taken on the below mentioned resolutions as set out in the Notice to the 24<sup>th</sup> Annual General Meeting ("AGM") of the Equity Shareholders of the Company, held on Thursday, September 08, 2016 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 10, 2016.
- (b) The e-voting period remained opened from Monday, September 05, 2016 (9:00 a.m.) to Wednesday, September 07, 2016 (5:00 p.m.).
- (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, Central Depository Services (India) Limited ("CDSL"), 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: -



**Genus Power Infrastructures Limited**

**Consolidated result of votes cast through remote E-Voting and Poll at 24th AGM held on September 08, 2016 at 11:00 a.m.**

| Item no. of Notice of AGM | Subject Matter of the Resolutions                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Remote E-Voting |                      |                         |                      | Poll at AGM             |                      |                         |                      | Total                   |                      | % of total valid votes  | Invalid Votes        |                         |
|---------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|----------------------|-------------------------|----------------------|-------------------------|----------------------|-------------------------|----------------------|-------------------------|----------------------|-------------------------|----------------------|-------------------------|
|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Votes           | No. of members votes | No. of valid votes cast | No. of members votes | No. of valid votes cast | No. of members votes | No. of valid votes cast | No. of members votes | No. of valid votes cast | No. of members votes | No. of valid votes cast | No. of members votes | No. of valid votes cast |
|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                 |                      |                         |                      |                         |                      |                         |                      |                         |                      |                         |                      |                         |
| 1                         | Ordinary resolution to receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon.                                                                                                                                                                                                                                                                                   | For             | 82                   | 169831808               | 93                   | 4726                    | 175                  | 169836534               | 100.00               |                         |                      |                         | 1                    | 1                       |
|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Against         | 1                    | 200                     | 5                    | 12                      | 6                    | 212                     | 0.00                 |                         |                      |                         |                      |                         |
|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Total           | 83                   | 169832008               | 98                   | 4738                    | 181                  | 169836746               | 100.00               |                         |                      |                         |                      |                         |
| 2                         | Ordinary resolution to declare a dividend of Re.0.25/- (Paisa Twenty Five Only) (i.e. 25%) per equity share on equity shares for the financial year ended March 31, 2016                                                                                                                                                                                                                                                                                                                                                                                      | For             | 82                   | 169831208               | 93                   | 4726                    | 175                  | 169835934               | 100.00               |                         |                      |                         | 1                    | 1                       |
|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Against         | 1                    | 800                     | 5                    | 12                      | 6                    | 812                     | 0.00                 |                         |                      |                         |                      |                         |
|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Total           | 83                   | 169832008               | 98                   | 4738                    | 181                  | 169836746               | 100.00               |                         |                      |                         |                      |                         |
| 3                         | Ordinary resolution to appoint a Director in place of Mr. Rajendra Kumar Agarwal (DIN: 0001127), who retires from office by rotation and, being eligible, offers himself for re-appointment.                                                                                                                                                                                                                                                                                                                                                                  | For             | 82                   | 169831908               | 93                   | 4726                    | 175                  | 169836634               | 100.00               |                         |                      |                         | 1                    | 1                       |
|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Against         | 1                    | 100                     | 5                    | 12                      | 6                    | 112                     | 0.00                 |                         |                      |                         |                      |                         |
|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Total           | 83                   | 169832008               | 98                   | 4738                    | 181                  | 169836746               | 100.00               |                         |                      |                         |                      |                         |
| 4                         | Ordinary resolution to appoint a Director in place of Mr. Jitendra Kumar Agarwal (DIN: 00011189), who retires from office by rotation and, being eligible, offers himself for re-appointment.                                                                                                                                                                                                                                                                                                                                                                 | For             | 81                   | 169831808               | 93                   | 4726                    | 174                  | 169836534               | 100.00               |                         |                      |                         | 1                    | 1                       |
|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Against         | 2                    | 200                     | 5                    | 12                      | 7                    | 212                     | 0.00                 |                         |                      |                         |                      |                         |
|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Total           | 83                   | 169832008               | 98                   | 4738                    | 181                  | 169836746               | 100.00               |                         |                      |                         |                      |                         |
| 5                         | Ordinary resolution to ratify the appointment of S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 101049W/E300004) and D. Khanna & Associates, Chartered Accountants (Firm Registration No.012917N), as the 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.                                                                 | For             | 80                   | 169831608               | 93                   | 4726                    | 173                  | 169836334               | 100.00               |                         |                      |                         | 1                    | 1                       |
|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Against         | 3                    | 400                     | 5                    | 12                      | 8                    | 412                     | 0.00                 |                         |                      |                         |                      |                         |
|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Total           | 83                   | 169832008               | 98                   | 4738                    | 181                  | 169836746               | 100.00               |                         |                      |                         |                      |                         |
| 6                         | Special resolution to re-appoint Mr. Rajendra Kumar Agarwal as Managing Director and Chief Executive Officer of the Company for a period of three years with effect from May 29, 2016.                                                                                                                                                                                                                                                                                                                                                                        | For             | 82                   | 169831908               | 93                   | 4726                    | 175                  | 169836634               | 100.00               |                         |                      |                         | 1                    | 1                       |
|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Against         | 1                    | 100                     | 5                    | 12                      | 6                    | 112                     | 0.00                 |                         |                      |                         |                      |                         |
|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Total           | 83                   | 169832008               | 98                   | 4738                    | 181                  | 169836746               | 100.00               |                         |                      |                         |                      |                         |
| 7                         | Special resolution to approve payment of commission to the executive directors within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and subject to adequate profit with effect from April 01, 2016, and up to expiration of their respective tenure of appointment.                                                                                                                                                                                                                                                | For             | 78                   | 169831358               | 93                   | 4726                    | 171                  | 169836084               | 100.00               |                         |                      |                         | 1                    | 1                       |
|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Against         | 5                    | 650                     | 5                    | 12                      | 10                   | 662                     | 0.00                 |                         |                      |                         |                      |                         |
|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Total           | 83                   | 169832008               | 98                   | 4738                    | 181                  | 169836746               | 100.00               |                         |                      |                         |                      |                         |
| 8                         | Special resolution to approve payment of a sum/commission not exceeding one (1) percentage of the net profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, amongst the non-executive Directors of the Company or some or any of them (other than the Managing Director and Whole-time Directors) in such amounts, subject to such ceiling, and in such manner and in all respects as may be decided by the Board of Directors for a period of five years, commencing from 1 April, 2016. | For             | 76                   | 169828158               | 93                   | 4726                    | 169                  | 169832884               | 100.00               |                         |                      |                         | 1                    | 1                       |
|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Against         | 7                    | 3850                    | 5                    | 12                      | 12                   | 3862                    | 0.00                 |                         |                      |                         |                      |                         |
|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Total           | 83                   | 169832008               | 98                   | 4738                    | 181                  | 169836746               | 100.00               |                         |                      |                         |                      |                         |
| 9                         | Ordinary resolution to approve the remuneration of the Cost Auditors for the financial year ending March 31, 2017.                                                                                                                                                                                                                                                                                                                                                                                                                                            | For             | 81                   | 169831108               | 93                   | 4726                    | 174                  | 169835834               | 100.00               |                         |                      |                         | 1                    | 1                       |
|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Against         | 2                    | 900                     | 5                    | 12                      | 7                    | 912                     | 0.00                 |                         |                      |                         |                      |                         |
|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Total           | 83                   | 169832008               | 98                   | 4738                    | 181                  | 169836746               | 100.00               |                         |                      |                         |                      |                         |
| 10                        | Special resolution to approve the alteration of Articles of Association of the Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | For             | 80                   | 169831608               | 93                   | 4726                    | 173                  | 169836334               | 100.00               |                         |                      |                         | 1                    | 1                       |
|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Against         | 3                    | 400                     | 5                    | 12                      | 8                    | 412                     | 0.00                 |                         |                      |                         |                      |                         |
|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Total           | 83                   | 169832008               | 98                   | 4738                    | 181                  | 169836746               | 100.00               |                         |                      |                         |                      |                         |

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 29, 2016 of the 24<sup>th</sup> 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).

**For M/s. C. M. Bindal & Company,**  
(Practising Company Secretaries)



A handwritten signature in blue ink, appearing to read "C. M. Bindal", written over a horizontal line.

**(CS C.M. Bindal)**  
(Proprietor)  
FCS: 103  
**SCRUTINIZER**

Place: Jaipur  
Date: 10.09.2016