

SUMMARY OF PROCEEDING OF THE 25TH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF GENUS POWER INFRASTRUCTURES LIMITED HELD ON FRIDAY, SEPTEMBER 22, 2017 FROM 11.00 A.M. TO 12:25 P.M. AT JAIPURIA INSTITUTE OF MANAGEMENT, A-32A, SECTOR-62, OPP. IBM, NOIDA-201309 (UTTAR PRADESH).

- Mr. Ishwar Chand Agarwal, Chairman of the Company chaired the proceedings of the meeting.
- Mr. Rameshwar Pareek, Independent Director [Chairman of Audit Committee and Member (Authorised Person) of Nomination and Remuneration Committee and Stakeholders Relationship Committee] was also present in 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 120 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 2016-17.
- The Chairman informed the members that the Auditors' Report on the accounts for the year ended March 31, 2017 did not contain any qualifications, observations or adverse remarks on the functioning and affairs of the Company. The said Audit Report was duly read at the meeting.
- Further, there were no qualifications, observations or adverse comments in the report of the Secretarial Auditor. The Secretarial Auditor's Report was also read at the meeting.
- With the permission of members present, the Notice and Explanatory Statement dated August 11, 2017 convening the AGM were taken as read. The audited financial statements for the year ended March 31, 2017 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 Friday, September 15, 2017, to exercise their right to vote from Tuesday, September 19, 2017 to Thursday, September 21, 2017 in proportion to their shareholding as on the cut-off date of Friday, September 15, 2017, 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 via e-voting, then voting through electronic mode shall prevail and voting done by physical ballot shall be treated as invalid. For shareholders, who were present at the meeting and who had not cast their votes through e-voting, a poll was 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 were 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 was also 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 would 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 24 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 and replied satisfactorily.
- 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 by the members, as follows:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) the audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the reports of the Board of Directors and the Auditors thereon; and
 - (b) the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the report of the Auditors thereon.
2. To confirm the payment of Interim Dividend of Re.0.10/- (i.e. 10%) per equity share of face value of Re.1 each for the financial year ended March 31, 2017 and to declare a Final Dividend of Re.0.35/- (i.e. 35%) per equity share of face value of Re.1 each for the financial year ended March 31, 2017.
3. To appoint a Director in place of Mr. Ishwar Chand Agarwal (DIN: 00011152), who retires from office by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Kailash Chandra Agarwal (DIN: 00895365), who retires from office by rotation, and being eligible, offers himself for re-appointment.
5. To ratify the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants and M/s. D. Khanna & Associates, Chartered Accountants as the joint statutory auditors of the Company and fix their remuneration for F.Y. 2017-18.
6. To appoint Branch Auditors of the Company and fix their remuneration for F.Y. 2017-18.

SPECIAL BUSINESS

7. To increase the remuneration of Mr. Ishwar Chand Agarwal, Executive Chairman of the Company.
8. To increase the remuneration of Mr. Rajendra Kumar Agarwal, Managing Director and Chief Executive Officer of the Company.
9. To increase the remuneration of Mr. Jitendra Kumar Agarwal, Joint Managing Director of the Company.



10. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2018.

Thereafter, the Chairman ordered the poll on all resolutions (being 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 and participate in the poll to be taken immediately after the closure of the meeting at the same venue.

The Chairman, thereafter, thanked the members for their cooperation and 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. 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 25TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON FRIDAY, SEPTEMBER 22, 2017

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 23, 2017 that all the Resolutions for the Ordinary and Special businesses as set out in item no.1 to 10 of the notice of the 25th Annual General Meeting of the Company have been duly passed by the Members with requisite majority.



C. M. BINDAL & COMPANY

COMPANY SECRETARIES & CORPORATE ADVISOR

F.No.202, Ganesh Kripa, B-6, Moti Marg, Bapu Nagar, Jaipur-302015, Rajasthan.

REPORT OF SCRUTINIZER

To,

The Chairman of 25th Annual General Meeting of the Equity Shareholders of
Genus Power Infrastructures Limited held on Friday, September 22, 2017 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 August 11, 2017, for the purpose of the poll (including e-voting) taken on the below mentioned resolutions as set out in the Notice to the 25th Annual General Meeting ("AGM") of the Equity Shareholders of the Company, held on Friday, September 22, 2017 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 24, 2017.
- (b) The e-voting period remained opened from Tuesday, September 19, 2017 (9:00 a.m.) to Thursday, September 21, 2017 (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: -



Item no. of Notice of AGM	Subject Matter of the Resolutions	Remote E-Voting			Poll at AGM			Consolidated Results			Invalid Votes	
		Number of members voted	Number of valid votes cast by them	Number of members present and voting (In person or by proxy)	No. of valid votes cast by them	Total number of members present and voting (in person or by proxy)	Total number of valid votes cast by them	% of total number valid votes cast	Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast		
1	Ordinary resolution to adopt the Audited Financial Statement (including Consolidated Financial Statement) of the Company for the financial year ended March 31, 2017 together with the report of the Board of Directors and the Auditors thereon.	For	93	176866646	63	1547	156	176868193	100.00			
		Against	2	13	0	0	2	13	0.00	2	21	
		Total	95	176866659	63	1547	158	176868206	100.00			
2	Ordinary resolution to confirm the payment of Interim Dividend of Re.0.10/- (i.e. 10%) per equity share of face value of Re.1 each and declaration of a Final Dividend of Re.0.35/- (i.e. 35%) per equity share of face value of Re.1 each, for the financial year ended March 31, 2017.	For	94	176866650	63	1547	157	176868197	100.00			
		Against	1	9	0	0	1	9	0.00	2	21	
		Total	95	176866659	63	1547	158	176868206	100.00			
3	Ordinary resolution to appoint a Director in place of Mr. Ishwar Chand Agarwal (DIN: 00011152), who retires from office by rotation and, being eligible, offers himself for re-appointment.	For	94	176866650	63	1547	157	176868197	100.00			
		Against	1	9	0	0	1	9	0.00	2	21	
		Total	95	176866659	63	1547	158	176868206	100.00			
4	Ordinary resolution to appoint a Director in place of Mr. Kailash Chandra Agarwal (DIN: 00895365), who retires from office by rotation and, being eligible, offers himself for re-appointment.	For	82	176480016	63	1547	145	176481563	99.78			
		Against	13	386643	0	0	13	386643	0.22	2	21	
		Total	95	176866659	63	1547	158	176868206	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	94	176866650	63	1547	157	176868197	100.00			
		Against	1	9	0	0	1	9	0.00	2	21	
		Total	95	176866659	63	1547	158	176868206	100.00			
6	Ordinary resolution to appoint Branch Auditors of the Company and fix their remuneration.	For	94	176866650	63	1547	157	176868197	100.00			
		Against	1	9	0	0	1	9	0.00	2	21	
		Total	95	176866659	63	1547	158	176868206	100.00			
7	Special resolution to increase the remuneration of Mr. Ishwar Chand Agarwal, Executive Chairman of the Company.	For	86	157517368	63	1547	149	157518915	89.06			
		Against	9	19349291	0	0	9	19349291	10.94	2	21	
		Total	95	176866659	63	1547	158	176868206	100.00			
8	Special resolution to increase the remuneration of Mr. Rajendra Kumar Agarwal, Managing Director and Chief Executive Officer of the Company.	For	86	157517368	63	1547	149	157518915	89.06			
		Against	9	19349291	0	0	9	19349291	10.94	2	21	
		Total	95	176866659	63	1547	158	176868206	100.00			
9	Special resolution to increase the remuneration of Mr. Jitendra Kumar Agarwal, Joint Managing Director of the Company.	For	86	157517368	63	1547	149	157518915	89.06			
		Against	9	19349291	0	0	9	19349291	10.94	2	21	
		Total	95	176866659	63	1547	158	176868206	100.00			
10	Ordinary resolution to approve the remuneration of the Cost Auditors for the financial year ending March 31, 2018.	For	94	176866650	63	1547	157	176868197	100.00			
		Against	1	9	0	0	1	9	0.00	2	21	
		Total	95	176866659	63	1547	158	176868206	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 August 11, 2017 of the 25th 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)



(CS C.M. Bindal)
(Proprietor)

FCS: 103

SCRUTINIZER



Place: Jaipur
Date: 23.09.2017