

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

Date of the AGM/EGM	September 22, 2017
Total number of shareholders on record date	21212
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	120
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	Nil
Public:	Nil

Resolution No.1	Adoption of 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.	Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	No	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 Poll Postal Ballot (if applicable) Total	128709907 0 0 128709907	128709907 0 0 128709907	99.09 0.00 0.00 99.09	128709907 0 0 128709907	0 0 0 0	100.00 0.00 0.00 100.00	0.00 0.00 0.00 0.00
Public-Institutions	E-Voting Poll Postal Ballot (if applicable) Total	23813692 0 0 20584658	20584658 0 0 20584658	86.44 0.00 0.00 86.44	20584658 0 0 20584658	0 0 0 0	100.00 0.00 0.00 100.00	0.00 0.00 0.00 0.00
Public- Non Institutions	E-Voting Poll Postal Ballot (if applicable) Total	103529732 1547 0 103529732	27572094 1547 0 27573641	26.63 0.00 0.00 26.63	27572081 1547 0 27573628	13 0 0 13	100.00 100.00 0 100.00	0.00 0.00 0 0.00
Total	Total	2577229331	176868206	68.76	176868193	13	100.00	0.00



Resolution Confirmation of 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.

No.2 Resolution required: (Ordinary/Special)

Ordinary

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

No (except 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
Public- Institutions	E-Voting	23813692	128709907	99.09	128709907	0	100.00	0.00
	Poll		20584658	86.44	20584658	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
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
Public- Institutions	E-Voting	23813692	128709907	99.09	128709907	0	100.00	0.00
	Poll		20584658	86.44	20584658	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	103529732	27572094	26.63	27572085	9	100.00	0.00
	Poll		1547	0.00	1547	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
Total	E-Voting	257229331	27573641	26.63	27573632	9	100.00	0.00
	Poll		176868206	68.76	176868197	9	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
Resolution No.3		Appointment of 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.		Ordinary		No (except Mr. Ishwar Chand Agarwal)		
Resolution required: (Ordinary/Special)		Whether promoter/ promoter group are interested in the agenda/resolution?		No (except Mr. Ishwar Chand Agarwal)				



Resolution No.4 Appointment of 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.

Resolution required: (Ordinary/ Special) Ordinary
 Whether promoter/ promoter group are interested in the agenda/resolution? No (except Mr. Kailash Chandra Agarwal)

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
Public- Institutions	Total	23813692	128709907	99.09	128709907	0	100.00	0.00
	E-Voting		20584658	86.44	20198024	386634	98.12	1.88
	Poll		0	0.00	0	0	0.00	0.00
Public- Non Institutions	Postal Ballot (if applicable)	103529732	0	0.00	0	0	0.00	0.00
	E-Voting		27572094	26.63	27572085	9	100.00	0.00
	Poll		1547	0.00	1547	0	100.00	0.00
Total	Postal Ballot (if applicable)	257229331	27573641	26.63	27573632	9	100.00	0.00
	E-Voting		176868206	68.76	176481563	386643	99.78	0.22
	Poll		0	0.00	0	0	0.00	0.00

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
Public- Institutions	Total	23813692	128709907	99.09	128709907	0	100.00	0.00
	E-Voting		20584658	86.44	20584658	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
Public- Non Institutions	Postal Ballot (if applicable)	103529732	0	0.00	0	0	0.00	0.00
	E-Voting		27572094	26.63	27572085	9	100.00	0.00
	Poll		1547	0.00	1547	0	100.00	0.00
Total	Postal Ballot (if applicable)	257229331	27573641	26.63	27573632	9	100.00	0.00
	E-Voting		176868206	68.76	176868197	9	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00





Resolution No.6 Approval for appointment of Branch Auditors of the Company and fix their remuneration.

Resolution required: (Ordinary/ Special)		Whether promoter/ promoter group are interested in the agenda/resolution?		Ordinary		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	23813692	20584658	86.44	20584658	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		20584658	86.44	20584658	0	100.00	0.00
Public- Non Institutions	E-Voting	103529732	27572094	26.63	27572085	9	100.00	0.00
	Poll		1547	0.00	1547	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		27573641	26.63	27573632	9	100.00	0.00
Total		257229331	176868206	68.76	176868197	9	100.00	0.00

Resolution No.7 Increase the remuneration of Mr. Ishwar Chand Agarwal, Executive Chairman of the Company.

Resolution required: (Ordinary/ Special)		Whether promoter/ promoter group are interested in the agenda/resolution?		Special		No (except Mr. Ishwar Chand Agarwal)		
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	23813692	20584658	86.44	1235426	0	6.00	94.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		20584658	86.44	1235426	0	6.00	94.00
Public- Non Institutions	E-Voting	103529732	27572094	26.63	27572035	59	100.00	0.00
	Poll		1547	0.00	1547	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		27573641	26.63	27573582	59	100.00	0.00
Total		257229331	176868206	68.76	157518915	19349291	89.06	10.94



Resolution No.8 Increase the remuneration of Mr. Rajendra Kumar Agarwal, Managing Director and Chief Executive Officer of the Company.

Resolution required: (Ordinary/ Special)		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		No (except Mr. Rajendra Kumar Agarwal)						
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	0	0	100.00	0.00
	Poll		0	0.00	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0.00	0.00	
	Total		128709907	99.09	0	100.00	0.00	
Public- Institutions	E-Voting	23813692	20584658	86.44	0	0	6.00	94.00
	Poll		0	0.00	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0.00	0.00	
	Total		20584658	86.44	0	6.00	94.00	
Public- Non Institutions	E-Voting	103529732	27572094	26.63	1547	0	100.00	0.00
	Poll		1547	0.00	0	100.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0.00	0.00	
	Total		27573641	26.63	1547	100.00	0.00	
Total		257229331	176868206	68.76	157518915	19349291	89.06	10.94

Resolution No.9 Increase the remuneration of Mr. Jitendra Kumar Agarwal, Joint Managing Director of the Company

Resolution required: (Ordinary/ Special)		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		No (except Mr. Jitendra Kumar Agarwal)						
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	0	0	100.00	0.00
	Poll		0	0.00	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0.00	0.00	
	Total		128709907	99.09	0	100.00	0.00	
Public- Institutions	E-Voting	23813692	20584658	86.44	0	0	6.00	94.00
	Poll		0	0.00	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0.00	0.00	
	Total		20584658	86.44	0	6.00	94.00	
Public- Non Institutions	E-Voting	103529732	27572094	26.63	1547	0	100.00	0.00
	Poll		1547	0.00	0	100.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0.00	0.00	
	Total		27573641	26.63	1547	100.00	0.00	
Total		257229331	176868206	68.76	157518915	19349291	89.06	10.94

Resolution No.10 Approval for the remuneration of the Cost Auditors for the financial year ending March 31, 2018.

Resolution No.10		Approval for the remuneration of the Cost Auditors for the financial year ending March 31, 2018.						
Resolution required: (Ordinary/ Special)								
Whether promoter/ promoter group are interested in the agenda/resolution?								
			Ordinary					
			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	23813692	20584658	86.44	20584658	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		20584658	86.44	20584658	0	100.00	0.00
Public- Non Institutions	E-Voting	103529732	27572094	26.63	27572085	9	100.00	0.00
	Poll		1547	0.00	1547	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		27573641	26.63	27573632	9	100.00	0.00
	Total	257229331	176868206	68.76	176868197	9	100.00	0.00



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: -



(1)

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