

SUMMARY OF PROCEEDING OF THE 26TH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF GENUS POWER INFRASTRUCTURES LIMITED HELD ON FRIDAY, SEPTEMBER 21, 2018 FROM 11.00 A.M. TO 12:55 P.M. AT JAIPURIA INSTITUTE OF MANAGEMENT, A-32A, SECTOR-62, OPP. IBM, NOIDA-201309 (UTTAR PRADESH).

- The 26th Annual General Meeting ("AGM") of the Company was held on Friday, September 21, 2018 at 11:00 a.m. at Jaipuria Institute of Management, A-32A, Sector-62, Opp. IBM, Noida-201309 (Uttar Pradesh).
- Shri Kailash Chandra Agarwal, Vice Chairman of the Company, who being present was appointed, elected unanimously as chairman, occupied the chair. Shri Rameshwar Pareek, Independent Director [Chairman of 'Audit Committee' and Member (as Authorised Person) of 'Nomination and Remuneration Committee' and 'Stakeholders' Relationship Committee'] was also present in the meeting.
- A total of 206 members (either in person or through proxies) attended the AGM. The requisite quorum having been present, the Chairman called the meeting to order.
- The AGM started at 11:00 a.m. The Chairman welcomed the members and started the formal proceedings. He introduced the directors, key managerial persons, statutory auditors and secretarial auditors of the Company present at the meeting to the members.
- The Chairman advised the members that the registers and documents, as statutory required, were available for inspection during the meeting.
- The Chairman delivered chairman's speech as was sent to the members along with the Annual Report- (2017-18). This highlighted the progress made, strategic plans ahead and the organizational goals & objectives to be pursued.
- The Chairman informed the members that the Auditors' Report on the accounts for the year ended March 31, 2018 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 10, 2018 convening the AGM were taken as read. The audited financial statements for the year ended March 31, 2018 with Directors' Report were also taken as read with the consent of members present.
- The Chairman then informed that pursuant to the provisions of the Companies Act, 2013, 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 14, 2018, to exercise their right to vote from Tuesday, September 18, 2018 to Thursday, September 20, 2018 in proportion to their shareholding as on the cut-off date of Friday, September 14, 2018, 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 AGM 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 AGM. However, in case members cast their vote both via physical ballot at the AGM and via e-voting, then voting through electronic mode shall prevail and voting done by physical ballot shall be treated as invalid.



- The Chairman further informed that pursuant to Section 107 of the Companies Act, 2013, there would be no voting on the resolutions by show of hands. For shareholders, who were present at the meeting and who had not cast their votes through e-voting, a poll was to be conducted at the end of the 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 applicable provisions of the Companies Act, 2013. Mr. C.M. Bindal was also appointed for conducting and scrutinizing the poll process in a fair and transparent manner at the AGM.
- Thereafter, the Chairman took up the queries of the members and replied same 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, 2018, together with the reports of the Board of Directors and the Auditors thereon; and
 - (b) the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, together with the report of the Auditors thereon.
2. To declare a Dividend of Re.0.41/- (i.e. 41%) per equity share of face value of Re.1 each for the financial year ended March 31, 2018.
3. To appoint 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.
4. To appoint a Director in place of Smt. Sharmila Agarwal (DIN: 07137624), who retires from office by rotation, and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

5. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2019.
6. To re-appoint Mr. Bhairon Singh Solanki as Independent Director.
7. To re-appoint Mr. Rameshwar Pareek as Independent Director.
8. To re-appoint Mr. Dharam Chand Agarwal as Independent Director.
9. To re-appoint Mr. Indraj Mal Bhutoria as Independent Director.
10. To re-appoint Mr. Udit Agarwal as Independent Director.



Thereafter, the Chairman ordered the poll on all resolutions (being ordinary and special businesses) as set out in item nos. 1 to 10 of the notice of the AGM of the Company, and requested the members and proxy-holders, present and entitled to vote, to participate in the poll. The Chairman further informed 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 informed that the consolidated results of voting (e-voting and poll) would be uploaded on the Company's website and also be intimated to the Stock Exchanges. The Chairman thanked the members for attending the meeting.

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. The Scrutinizer conducted the poll in a fair and transparent manner.

RESULTS OF THE ELECTRONIC VOTING AND POLL ON THE ORDINARY AND SPECIAL BUSINESSES AT THE 26TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON FRIDAY, SEPTEMBER 21, 2018

On the basis of the consolidated report of the Scrutinizer on e-voting and poll at the AGM, the Chairman announced the results of voting on September 22, 2018 that all the Resolutions for the Ordinary and Special businesses as set out in item no.1 to 10 of the notice of the 26th AGM of the Company have been duly passed by the Members with requisite majority.



C. M. BINDAL & COMPANY, COMPANY SECRETARIES

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

REPORT OF SCRUTINIZER

To,

The Chairman of 26th Annual General Meeting ("AGM") of Genus Power Infrastructures Limited held on Friday, September 21, 2018 at 11:00 a.m. at Jaipuria Institute of Management, A-32A, Sector-62, Opp. IBM, Noida-201309 (Uttar Pradesh)

Dear Sir,

Sub: Consolidated Scrutinizer's Report on E-voting and Poll conducted at the 26th AGM of Genus Power Infrastructures Limited.

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

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

I hereby confirm that we are familiar and well versed with concept and provisions of e-voting system as prescribed under the Section 108 and 109 of the Companies Act, 2013 and rule 20 and 21 of the Companies (Management and Administration) Rules, 2014.

Management's Responsibility

The management of the Company is responsible to ensure compliance with the requirement of Companies Act 2013 and the rules made thereunder and the SEBI (Listing Obligation & Disclosure Requirements) Regulation 2015, relating to e-voting on the resolutions contained in the notice calling the AGM.

Scrutinizer's Responsibility

My responsibility as a Scrutinizer for e-voting process is restricted to making a consolidated Scrutinizer's Report on the votes cast "in favour" or "against" the resolution stated in the Notice, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited, the agency authorized under the Rules and engaged by the Company to provide e-voting facilities and attendant papers / documents produced to me for my verification.



C. M. BINDAL & COMPANY, COMPANY SECRETARIES

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

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

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



(1). Name: Pulkit Ahuja



(2).Name: Sourabh Jain

- (f) The locked ballot boxes were opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged, if any with the Company.
- (g) The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- (h) The register as prescribed under the Companies (Management and Administration) Rules, 2014 and all other papers relating to voting (including e-voting) are in my safe custody and will return to the Company in due course.
- (i) The consolidated summary of results of e-voting and poll taken are as under: -



Consolidated summary of results of e-voting and poll taken

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 (a) the audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the reports of the Board of Directors and the Auditors thereon; and (b) the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, together with the report of the Auditors thereon.	For	180091040	129	6399	219	180097439	99.99	0	0	
		Against	3	15207	0	0	3	15207	0.01	0	0
		Total	93	180106247	129	6399	222	180112646	100.00	0	0
2	Ordinary resolution to confirm the payment of Dividend of Re.0.41/- (i.e. 41%) per equity share of face value of Re.1 each per equity share of face value of Re.1 each, for the financial year ended March 31, 2018.	For	180122668	128	6397	221	180129065	100.00	0	0	
		Against	1	1000	1	2	2	1002	0.00	0	0
		Total	94	180123668	129	6399	223	180130067	100.00	0	0
3	Ordinary resolution to appoint 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.	For	180106361	128	6397	216	180112758	99.99	0	0	
		Against	6	17307	1	2	7	17309	0.01	0	0
		Total	94	180123668	129	6399	223	180130067	100.00	0	0
4	Ordinary resolution to appoint a Director in place of Smt. Sharmila Agarwal (DIN: 07137624), who retires from office by rotation and, being eligible, offers himself for re-appointment.	For	180096909	128	6397	215	180103306	99.99	0	0	
		Against	7	26759	1	2	8	26761	0.01	0	0
		Total	94	180123668	129	6399	223	180130067	100.00	0	0
5	Ordinary resolution to approve the remuneration of the Cost Auditors for the financial year ending March 31, 2019.	For	180106361	128	6397	216	180112758	99.99	0	0	
		Against	6	17307	1	2	7	17309	0.01	0	0
		Total	94	180123668	129	6399	223	180130067	100.00	0	0
6	Special resolution to re-appoint Mr. Bhairon Singh Solanki as Independent Director.	For	170020928	128	6397	210	170027325	94.39	0	0	
		Against	12	10102740	1	2	13	10102742	5.61	0	0
		Total	94	180123668	129	6399	223	180130067	100.00	0	0
7	Special resolution to re-appoint Mr. Rameshwar Pareek as Independent Director.	For	180097209	128	6397	216	180103606	99.99	0	0	
		Against	6	26459	1	2	7	26461	0.01	0	0
		Total	94	180123668	129	6399	223	180130067	100.00	0	0
8	Special resolution to re-appoint Mr. Dharam Chand Agarwal as Independent Director.	For	180096909	128	6397	215	180103306	99.99	0	0	
		Against	7	26759	1	2	8	26761	0.01	0	0
		Total	94	180123668	129	6399	223	180130067	100.00	0	0
9	Special resolution to re-appoint Mr. Inder Mal Bhutoria as Independent Director.	For	179598115	128	6397	207	179604512	99.71	0	0	
		Against	15	525553	1	2	16	525555	0.29	0	0
		Total	94	180123668	129	6399	223	180130067	100.00	0	0
10	Special resolution to re-appoint Mr. Udit Agarwal as Independent Director.	For	180106161	128	6397	216	180112558	99.99	0	0	
		Against	6	17507	1	2	7	17509	0.01	0	0
		Total	94	180123668	129	6399	223	180130067	100.00	0	0



C. M. BINDAL & COMPANY, COMPANY SECRETARIES

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

On the basis of the above voting details and the scrutiny of poll papers including e-voting records received, the resolutions as set out in the Notice dated August 10, 2018 of the 26th AGM of the Company have been duly passed with requisite majority. The resolutions are deemed to be passed as on the date of AGM viz 21st AGM 2018. You may accordingly declare the results of the voting (including e-voting).

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



Handwritten signature
22/9/18

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

Place: Jaipur
Date: 22.09.2018

Countersigned by:

