

SUMMARY OF PROCEEDING OF THE 27TH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF GENUS POWER INFRASTRUCTURES LIMITED HELD ON FRIDAY, SEPTEMBER 06, 2019 FROM 11.00 A.M. TO 12:35 P.M. AT JAIPURIA INSTITUTE OF MANAGEMENT, A-32A, SECTOR-62, OPP. IBM, NOIDA-201309 (UTTAR PRADESH).

- The 27th Annual General Meeting ("AGM" or "Meeting") of the Company was held on Friday, September 06, 2019 at Jaipuria Institute of Management, A-32A, Sector-62, Opp. IBM, Noida-201309 (Uttar Pradesh). The meeting was commenced at 11:00 a.m. and concluded at 12:35 p.m.
- Shri Rameshwar Pareek, Independent Director [Chairman of 'Audit Committee' and Member (as Authorised Person) of 'Nomination and Remuneration Committee' and 'Stakeholders' Relationship Committee'] chaired the Meeting.
- The requisite quorum being present, the Chairman called the Meeting to order.
- The Chairman welcomed the members and introduced the directors, key managerial personnel and invitees present at the Meeting.
- The Chairman delivered chairman's speech as was sent to the members along with the Annual Report- (2018-19).
- The Chairman informed that remote e-voting period commenced at 9:00 a.m. on Tuesday, September 03, 2019 and concluded at 5:00 p.m. on Thursday, September 05, 2019.
- The following items of business as set out in the Notice convening the 27th AGM of the Company were proposed for consideration and approval by the members:

Item No.	Item of business (Resolution)
Ordinary Business	
1	Adoption of: (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2019, together with the reports of the Auditors and Board of Directors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2019, together with the report of the Auditors thereon.
2	Declaration of dividend of ₹0.58 per equity share of face value of ₹1 each for the financial year ended March 31, 2019.
3	Reappointment of Mr. Ishwar Chand Agarwal as a director, who retires by rotation.
4	Reappointment of Mr. Jitendra Kumar Agarwal as a director, who retires by rotation.
5	Appointment of M/s. Kapoor Patni & Associates, Chartered Accountants as joint statutory auditors of the Company and to determine their remuneration.
6	Reappointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants as joint statutory auditors of the Company and to determine their remuneration.
Special Business	
7	Ratification of remuneration to be paid to the cost auditors for the financial year ending March 31, 2020.
8	Appointment of Mrs. Mansi Kothari as a director of the Company.
9	Appointment of Mrs. Mansi Kothari as an independent director of the Company.
10	*Reappointment of Mr. Ishwar Chand Agarwal as executive chairman of the Company and payment of remuneration.



Genus Power Infrastructures Limited
(A Kailash Group Company)

Corporate Identity Number
L51909UP1992PLC051997

Corporate Office:

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T. +91-141-7102400/500 • F.+91-141-2770319, 7102503
E. cs@genus.in • W. www.genus.in

Registered Office:

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Uttar Pradesh-201307 (India)
Telefax +91-120-4227116
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11	*Reappointment of Mr. Rajendra Kumar Agarwal as managing director and chief executive officer of the Company and payment of remuneration.
12	*Reappointment of Mr. Jitendra Kumar Agarwal as joint managing director of the Company and payment of remuneration.
13	*Payment of commission to the executive directors.
14	*Loan, guarantee or security under Section 185 of Companies Act, 2013.
15	*Amendment by way of reduction to the total number of options and shares under the Employee Stock Option Scheme 2012.
16	*Approval of 'Employees Stock Appreciation Rights Plan 2019' ("ESARP 2019").
17	*Approval of grant of employee stock appreciation rights to the employees/Directors of the subsidiary company(ies) of the Company under ESARP 2019 of the Company.
18	*Approval of Employee Stock Option Plan 2019 (ESOP 2019) through trust route.
19	*Approval of grant of stock options to the employees of subsidiary companies under ESOP 2019.
20	*Authorization to the ESOP Trust for secondary market acquisition of equity shares.

***Special Resolution**

- The Chairman further informed that Mr. C.M. Bindal, Practicing Company Secretary (FCS No.103, CP No.176) of M/s. C.M. Bindal & Co., was appointed as 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 voting/poll at the venue of the AGM in a fair and transparent manner.
- The Chairman further informed that Members had also an option to cast their vote at the venue of the Meeting, who had earlier not exercised their vote through remote e-voting.
- Thereafter, the Chairman took up the queries of the members and replied the same, satisfactorily.
- The Chairman then thanked the members for attending and participating at the Meeting.
- The Chairman concluded by the authorizing the Company Secretary and the Scrutinizer to carry out the voting process and declare the results of the consolidated voting within the stipulated time period as per the applicable laws.

VOTING AT THE AGM VENUE

The Scrutinizer conducted the voting at the AGM venue, in a fair and transparent manner.

RESULTS OF CONSOLIDATED VOTING ON THE ITEMS OF BUSINESSES TRANSACTED AT THE 27TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON FRIDAY, SEPTEMBER 06, 2019

The Scrutinizer's Report was received on September 07, 2019. As per the consolidated report of the Scrutinizer on e-voting and voting conducted at the AGM venue, all the Resolutions as set out in the Notice of the 27th AGM of the Company have been passed by the members with requisite majority.



C. M. BINDAL & CO.

COMPANY SECRETARIES

Add: F.No.202, Ganesh Kripa, B-6, Moti Marg, Bapu Nagar, Jaipur-302015.
Tel.: 0141-2707522; Mobile: +919414962454; Email: bindalcm@yahoo.com

REPORT OF SCRUTINIZER

To,

The Chairman of 27th Annual General Meeting ("AGM") of Genus Power Infrastructures Limited held on Friday, September 06, 2019 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 voting conducted at venue of the 27th AGM of Genus Power Infrastructures Limited in terms of provisions of the Companies Act, 2013 read with the Rules issued thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

I, C.M. Bindal of M/s. C.M. Bindal & Co., Practising Company Secretaries, was appointed as the 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 25, 2019 pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct and scrutinize the remote e-voting process and the voting at the venue of the AGM on the below mentioned resolutions as set out in the Notice convening the 27th AGM of the Company, held on Friday, September 06, 2019 at 11:00 a.m. at Jaipuria Institute of Management, A-32A, Sector-62, Opp. IBM, Noida-201309 (Uttar Pradesh).

I hereby confirm that I am familiar and well versed with concept and provisions of remote e-voting system including voting/poll at the venue of the AGM 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 as amended, relating to remote e-voting on the resolutions contained in the notice calling the AGM.

Scrutinizer's Responsibility

My responsibility as a Scrutinizer for remote 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 remote e-voting system provided by Central Depository Services (India) Limited, the agency authorized under the Rules and engaged by the Company to provide remote e-voting facilities and attendant papers / documents produced to me for my verification.



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

- (a) The Company completed the dispatch of Notice of AGM through courier and/or email, as the case may be on August 09, 2019.
- (b) The Company had availed the remote e-voting facility offered by Central Depository Services (India) Limited for conducting remote e-voting by the Shareholders of the Company. Members had also an option to cast their vote at the venue of the AGM by attending the meeting.
- (c) The shareholders of the Company holding shares as on the "cut-off" date of August 30, 2019 were entitled to vote on the resolutions as contained in the Notice of the AGM.
- (d) The e-voting period remained opened from Tuesday, September 03, 2019 (9:00 a.m.) to Thursday, September 05, 2019 (5:00 p.m.).
- (e) At the end of discussion on the resolutions on which voting was to be held, the voting was conducted by use of polling paper for all those members who were present at the AGM but had not casted their vote earlier by availing the remote e-voting facility. After completion of poll, two ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
- (f) 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: RAKESH KUMAR ADARWAL



(2).Name: SATISH KUMAR ADARWAL

- (g) 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.
- (h) The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- (i) The consolidated summary of results of e-voting and voting conducted at the AGM venue is as under: -



Consolidated summary of results of e-voting and poll taken

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			% of total number of valid votes cast	Invalid Votes	
		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		Total number of members (In person or by proxy) whose votes were declared invalid	Number of votes cast
1	Adoption of: (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2019, together with the reports of the Auditors and Board of Directors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2019, together with the report of the Auditors thereon.	For	142	189263965	83	5328	225	189269293	100.00	1	1
		Against	1	25	11	1099	12	1124	0.00		
		Total	143	189263990	94	6427	237	189270417	100.00		
2	Declaration of dividend of ₹0.58 per equity share of face value of ₹1 each for the financial year ended March 31, 2019.	For	143	189264540	83	5328	226	189269868	100.00	1	1
		Against	1	50	11	1099	12	1149	0.00		
		Total	144	189264590	94	6427	238	189271017	100.00		
		For	141	189263865	83	5328	224	189269193	100.00		
		Against	2	125	11	1099	13	1224	0.00	1	1
		Total	143	189263990	94	6427	237	189270417	100.00		
4	Reappointment of Mr. Jitendra Kumar Agarwal as a director, who retires by rotation.	For	141	189263865	83	5328	224	189269193	100.00	1	1
		Against	2	125	11	1099	13	1224	0.00		
		Total	143	189263990	94	6427	237	189270417	100.00		
		For	142	189263890	83	5328	225	189269218	100.00		
		Against	1	100	11	1099	12	1199	0.00	1	1
		Total	143	189263990	94	6427	237	189270417	100.00		
5	Appointment of M/s. Kapoor Patni & Associates, Chartered Accountants as joint statutory auditors of the Company and to determine their remuneration.	For	142	189264465	83	5328	225	189269793	100.00	1	1
		Against	2	125	11	1099	13	1224	0.00		
		Total	144	189264590	94	6427	238	189271017	100.00		
7	Ratification of remuneration to be paid to the cost auditors for the financial year ending March 31, 2020.	For	142	189263965	83	5328	225	189269293	100.00	1	1
		Against	1	25	11	1099	12	1124	0.00		
		Total	143	189263990	94	6427	237	189270417	100.00		
8	Appointment of Mrs. Mansi Kothari as a director of the Company.	For	142	189263890	83	5328	225	189269218	100.00	1	1
		Against	1	100	11	1099	12	1199	0.00		
		Total	143	189263990	94	6427	237	189270417	100.00		
9	Appointment of Mrs. Mansi Kothari as an independent director of the Company.	For	142	189263890	83	5328	225	189269218	100.00	1	1
		Against	1	100	11	1099	12	1199	0.00		
		Total	143	189263990	94	6427	237	189270417	100.00		
10	*Reappointment of Mr. Ishwar Chand Agarwal as executive chairman of the Company and payment of remuneration.	For	134	169223822	83	5328	217	169229150	89.41	1	1
		Against	9	20040168	11	1099	20	20041267	10.59		
		Total	143	189263990	94	6427	237	189270417	100.00		
11	*Reappointment of Mr. Rajendra Kumar Agarwal as managing director and chief executive officer of the Company and payment of remuneration.	For	135	169223872	83	5328	218	169229200	89.41	1	1
		Against	8	20040118	11	1099	19	20041217	10.59		
		Total	143	189263990	94	6427	237	189270417	100.00		
12	*Reappointment of Mr. Jitendra Kumar Agarwal as joint managing director of the Company and payment of remuneration.	For	136	169223972	83	5328	219	169229300	89.41	1	1
		Against	7	20040018	11	1099	18	20041117	10.59		
		Total	143	189263990	94	6427	237	189270417	100.00	1	1

Item no. of Notice of AGM	Subject Matter of the Resolutions	Remote E-Voting		Poll at AGM		Consolidated Results		% of total valid votes cast	Invalid Votes	
		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	Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast
13	*Payment of commission to the executive directors.	For Against Total	134 10 144	169223822 20040768 189264590	83 11 94	5328 1099 6427	217 21 238	169229150 20041867 189271017	89.41 10.59 100.00	1 1
14	*Loan, guarantee or security under Section 185 of Companies Act, 2013.	For Against Total	102 6 108	77515152 5435515 82950667	83 11 94	5328 1099 6427	185 17 202	77520480 5436614 82957094	93.45 6.55 100.00	1 1
15	*Amendment by way of reduction to the total number of options and shares under the Employee Stock Option Scheme 2012.	For Against Total	142 2 144	189263965 625 189264590	83 11 94	5328 1099 6427	225 13 238	189269293 1724 189271017	100.00 0.00 100.00	1 1
16	*Approval of 'Employees Stock Appreciation Rights Plan 2019' ('ESARP 2019').	For Against Total	136 8 144	169223972 20040618 189264590	83 11 94	5328 1099 6427	219 19 238	169229300 20041717 189271017	89.41 10.59 100.00	1 1
17	*Approval of grant of employee stock appreciation rights to the employees/Directors of the subsidiary company(ies) of the Company under ESARP 2019 of the Company.	For Against Total	136 8 144	169223972 20040618 189264590	83 11 94	5328 1099 6427	219 19 238	169229300 20041717 189271017	89.41 10.59 100.00	1 1
18	*Approval of Employee Stock Option Plan 2019 (ESOP 2019) through trust route.	For Against Total	135 9 144	169223872 20040718 189264590	83 11 94	5328 1099 6427	218 20 238	169229200 20041817 189271017	89.41 10.59 100.00	1 1
19	*Approval of grant of stock options to the employees of subsidiary companies under ESOP 2019	For Against Total	136 8 144	169223972 20040618 189264590	83 11 94	5328 1099 6427	219 19 238	169229300 20041717 189271017	89.41 10.59 100.00	1 1
20	*Authorization to the ESOP Trust for secondary market acquisition of equity shares.	For Against Total	135 9 144	169223872 20040718 189264590	83 11 94	5328 1099 6427	218 20 238	169229200 20041817 189271017	89.41 10.59 100.00	1 1

*Special Resolution



Handwritten signature in blue ink.

C. M. BINDAL & CO.

COMPANY SECRETARIES

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- (j) A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- (k) The register and all other papers relating to e-voting are in my safe custody and will be handed over to the Company in due course after the Chairman considers, approves and signs the minutes of the AGM.

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 25, 2019 convening the 27th AGM of the Company have been duly passed with requisite majority.

Thanking you,

Yours faithfully,



(CS C.M. Bindal)

Practising Company Secretary

FCS: 103

Partner

C. M. Bindal & Co.,

Practising Company Secretaries



Place: Jaipur

Date: 07.09.2019

Countersigned by:

For Genus Power Infrastructures Limited



Company Secretary