

**DECLARATION OF RESULTS OF VOTING (INCLUDING E-VOTING) / PROCEEDING OF THE 22<sup>ND</sup> ANNUAL GENERAL MEETING OF GENUS POWER INFRASTRUCTURES LIMITED HELD ON SEPTEMBER 29, 2014**

A Notice of the 22<sup>nd</sup> Annual General Meeting ("AGM") of the Equity Shareholders of Genus Power Infrastructures Limited (herein after referred to as the "Company"), held on September 29, 2014 at A-32-A, Sector-62, Noida-201309 (U.P.) pursuant to provisions of the Companies Act, 2013 was sent to the Members of the Company, whose names appeared on the Register of Members/ List of Beneficiaries as on August 14, 2014 seeking their approval to following resolutions/businesses by means of e-voting and/or poll:

Item No.	Description of resolution
(1)	Ordinary resolution to consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2014, the report of the Board of Directors and Auditors thereon
(2)	Ordinary resolution to declare dividend on equity shares
(3)	Ordinary resolution to appoint Mr. Jitendra Kumar Agarwal (DIN: 00011152) as a Director, who retires from office by rotation and being eligible, has offered himself for re-appointment
(4)	Ordinary resolution to appoint M/s. D. Khanna & Associates, Chartered Accountants, Jaipur as Auditors and fix their remuneration
(5)	Ordinary resolution to appoint Mr. Rameshwar Pareek (DIN: 00014224) as an Independent Director
(6)	Ordinary resolution to appoint Mr. Dharam Chand Agarwal (DIN: 00014211) as an Independent Director
(7)	Ordinary resolution to appoint Mr. Bhairon Singh Solanki (DIN: 00012141) as an Independent Director
(8)	Ordinary resolution to appoint Mr. Indraj Mal Bhutoria (DIN: 00762361) as an Independent Director
(9)	Ordinary resolution to appoint Mr. Udit Agarwal (DIN: 02820615) as an Independent Director
(10)	Ordinary resolution to appoint Mr. Naveen Gupta (DIN: 00097128) as an Independent Director
(11)	Special resolution to transfer/sell/dispose of an undertaking/business unit*
(12)	Ordinary resolution to appoint M/s. S.R.Batliboi & Associates LLP, Chartered Accountants, as Joint Auditors
(13)	Ordinary resolution to approve Remuneration of the Cost Auditors
(14)	Special resolution to appoint Mr. Jitendra Kumar Agarwal (DIN: 00011152) as Joint Managing Director

(\*To dispose of the 'Home & Industrial Products' Division of the company as a going concern on a slump sale basis which shall be effective from 01<sup>st</sup> April 2015 for a lump sum consideration of INR 49.18 crores subject to adjustment of net working capital calculated at the time of closing (business transfer) and on such terms and conditions as may be decided by the Board.)

Mr. C.M. Bindal, GDCS, FCS, MIIA, Practicing Company Secretary & Corporate Consultant was appointed as the Scrutinizer vide Board Resolution dated August 21, 2014 to conduct and scrutinize the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provision Section 108 of the

(1)



Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014 on the above mentioned resolutions as contained in the notice to the 22<sup>nd</sup> AGM. The Chairman of the 22<sup>nd</sup> AGM of the Company also ordered for poll at the said 22<sup>nd</sup> AGM.

The Scrutinizer has submitted his report on e-voting and poll (in form MGT.13) taken at the said AGM, separately. The Scrutinizer has also submitted a consolidate report on voting (through e-voting and poll). As per the consolidated report, the consolidated result of e-voting and poll taken is as under:

Item no. of Notice	Particular of Business	Votes in <b>favour</b> of the resolution		Votes <b>against</b> the resolution		Invalid votes	
		Number	%	Number	%	Number of Members	number of votes casted
Item No.1 of Notice of AGM (As an Ordinary Resolution)	E-voting	180893019	100.00	NIL	NIL	0	0
	Poll	6153141	100.00	NIL	NIL	5	27
	Total	187046160	100.00	NIL	NIL	5	27
Item No.2 of Notice of AGM (As an Ordinary Resolution)	E-voting	180893019	100.00	NIL	NIL	0	0
	Poll	6153141	100.00	NIL	NIL	5	27
	Total	187046160	100.00	NIL	NIL	5	27
Item No.3 of Notice of AGM (As an Ordinary Resolution)	E-voting	51826837	100.00	NIL	NIL	0	0
	Poll	6153141	100.00	NIL	NIL	5	27
	Total	57979978	100.00	NIL	NIL	5	27
Item No.4 of Notice of AGM (As an Ordinary Resolution)	E-voting	180893019	100.00	NIL	NIL	0	0
	Poll	6153141	100.00	NIL	NIL	5	27
	Total	187046160	100.00	NIL	NIL	5	27
Item No.5 of Notice of AGM (As an Ordinary Resolution)	E-voting	180877719	100.00	NIL	NIL	0	0
	Poll	6153141	100.00	NIL	NIL	5	27
	Total	187030860	100.00	NIL	NIL	5	27
Item No.6 of Notice of AGM (As an Ordinary Resolution)	E-voting	180877719	100.00	NIL	NIL	0	0
	Poll	6153141	100.00	NIL	NIL	5	27
	Total	187030860	100.00	NIL	NIL	5	27
Item No.7 of Notice of AGM (As an Ordinary Resolution)	E-voting	180877719	100.00	NIL	NIL	0	0
	Poll	6153141	100.00	NIL	NIL	5	27
	Total	187030860	100.00	NIL	NIL	5	27
Item No.8 of Notice of AGM (As an Ordinary Resolution)	E-voting	180877619	100.00	NIL	NIL	0	0
	Poll	6153141	100.00	NIL	NIL	5	27
	Total	187030760	100.00	NIL	NIL	5	27
Item No.9 of Notice of AGM (As an Ordinary Resolution)	E-voting	180877719	100.00	NIL	NIL	0	0
	Poll	6153141	100.00	NIL	NIL	5	27
	Total	187030860	100.00	NIL	NIL	5	27
Item No.10 of Notice of AGM (As an Ordinary Resolution)	E-voting	180877719	100.00	NIL	NIL	0	0
	Poll	6153141	100.00	NIL	NIL	5	27
	Total	187030860	100.00	NIL	NIL	5	27

(2)



**Genus Power Infrastructures Limited**

(A Kailash Group Company)

Corporate Identification Number

L51909UP1992PLC051997

**Corporate Office:**

SPL-3, RIICO Industrial Area, Sitapura, Tonk Road,

Jaipur-302022, (Raj.), India • T. +91-141-7102400/500

F. +91-141-2770319, 7102503 • W. www.genus.in

**Registered Office:**

213, J.S. Arcade, Sector-18, Noida,

Uttar Pradesh-201301 (India)

F. +91-120-4210421

Item No.11 of Notice of AGM (As a Special Resolution)	E-voting	51811437	100.00	100	0.00	0	0
	Poll	6153141	100.00	NIL	NIL	5	27
	Total	57964578	100.00	100	0.00	5	27
Item No.12 of Notice of AGM (As an Ordinary Resolution)	E-voting	180890019	100.00	NIL	NIL	0	0
	Poll	6153141	100.00	NIL	NIL	5	27
	Total	187043160	100.00	NIL	NIL	5	27
Item No.13 of Notice of AGM (As an Ordinary Resolution)	E-voting	180893019	100.00	NIL	NIL	0	0
	Poll	6153141	100.00	NIL	NIL	5	27
	Total	187046160	100.00	NIL	NIL	5	27
Item No.14 of Notice of AGM (As a Special Resolution)	E-voting	51826837	100.00	NIL	NIL	0	0
	Poll	6153141	100.00	NIL	NIL	5	27
	Total	57979978	100.00	NIL	NIL	5	27

On the basis of the above results, it is announced that the all the Resolutions for the Ordinary and Special businesses as set out in item no.1 to 14 of the notice of the 22<sup>nd</sup> Annual General Meeting of the Company have been duly passed by the Members with requisite majority.

Place: Jaipur  
Dated: 01.10.2014

By order of the Board of  
M/s. Genus Power Infrastructures Limited



*[Signature]*

I.C. Agarwal  
(DIN: 00011152)  
Chairman

**SCRUTINIZER'S REPORT**

**(Consolidated Report on E-voting and Poll)**

To,  
The Chairman,  
22<sup>nd</sup> Annual General Meeting of the Equity Shareholders of  
Genus Power Infrastructures Limited  
Held on September 29, 2014 at 11:00 a.m. at  
A-32-A, Sector-62, Noida-201309 (U.P.)

Dear Sir,

I, C.M. Bindal, a Practising Company Secretary, 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 21, 2014 to conduct the e-voting process (held from September 23, 2014 to September 25, 2014) and for the purpose of the poll taken on the below mentioned resolutions as contained in the notice to the 22<sup>nd</sup> Annual General Meeting ("AGM") of the Equity Shareholders of the Company, held on September 29, 2014 at 11:00 a.m. at A-32-A, Sector-62, Noida-201309 (U.P.), submit our report as under:

- (a) The Company has completed the dispatch of Notice of AGM through Courier on September 02, 2014 to the members, whose names appeared on the Register of Members/ List of Beneficiaries as on August 14, 2014.
- (b) The e-voting period remained opened from Tuesday, September 23, 2014 (9:00 a.m.) to Thursday, September 25, 2014 (5:30 p.m.).
- (c) After the conclusion of the e-voting period, the votes were unblocked in the presence to two witnesses not in employment of the Company and the result/list of members who have voted "in favour" and "against" the resolution, was downloaded/taken from the e-voting website of Central Depository Services (India) Limited ("CDSL") and report over the same was handed over to the Chairman.
- (d) The Chairman of the 22<sup>nd</sup> AGM of the Company ordered for poll and 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.
- (e) The locked ballot boxes were subsequently 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) I have already submitted my report on e-voting and poll (in form MGT.13) taken at the AGM, separately to the Chairman.
- (g) The consolidated result of e-voting and poll taken is as under: -





Item no. of Notice	Particular of Business	Votes in <b>favour</b> of the resolution		Votes <b>against</b> the resolution		Invalid votes	
		Number	%	Number	%	Number of Members	number of votes casted
Item No.1 of Notice of AGM (As an Ordinary Resolution)	E-voting	180893019	100.00	NIL	NIL	0	0
	Poll	6153141	100.00	NIL	NIL	5	27
	Total	187046160	100.00	NIL	NIL	5	27
Item No.2 of Notice of AGM (As an Ordinary Resolution)	E-voting	180893019	100.00	NIL	NIL	0	0
	Poll	6153141	100.00	NIL	NIL	5	27
	Total	187046160	100.00	NIL	NIL	5	27
Item No.3 of Notice of AGM (As an Ordinary Resolution)	E-voting	51826837	100.00	NIL	NIL	0	0
	Poll	6153141	100.00	NIL	NIL	5	27
	Total	57979978	100.00	NIL	NIL	5	27
Item No.4 of Notice of AGM (As an Ordinary Resolution)	E-voting	180893019	100.00	NIL	NIL	0	0
	Poll	6153141	100.00	NIL	NIL	5	27
	Total	187046160	100.00	NIL	NIL	5	27
Item No.5 of Notice of AGM (As an Ordinary Resolution)	E-voting	180877719	100.00	NIL	NIL	0	0
	Poll	6153141	100.00	NIL	NIL	5	27
	Total	187030860	100.00	NIL	NIL	5	27
Item No.6 of Notice of AGM (As an Ordinary Resolution)	E-voting	180877719	100.00	NIL	NIL	0	0
	Poll	6153141	100.00	NIL	NIL	5	27
	Total	187030860	100.00	NIL	NIL	5	27
Item No.7 of Notice of AGM (As an Ordinary Resolution)	E-voting	180877719	100.00	NIL	NIL	0	0
	Poll	6153141	100.00	NIL	NIL	5	27
	Total	187030860	100.00	NIL	NIL	5	27
Item No.8 of Notice of AGM (As an Ordinary Resolution)	E-voting	180877619	100.00	NIL	NIL	0	0
	Poll	6153141	100.00	NIL	NIL	5	27
	Total	187030760	100.00	NIL	NIL	5	27
Item No.9 of Notice of AGM (As an Ordinary Resolution)	E-voting	180877719	100.00	NIL	NIL	0	0
	Poll	6153141	100.00	NIL	NIL	5	27
	Total	187030860	100.00	NIL	NIL	5	27
Item No.10 of Notice of AGM (As an Ordinary Resolution)	E-voting	180877719	100.00	NIL	NIL	0	0
	Poll	6153141	100.00	NIL	NIL	5	27
	Total	187030860	100.00	NIL	NIL	5	27
Item No.11 of Notice of AGM (As a Special Resolution)	E-voting	51811437	100.00	100	0.00	0	0
	Poll	6153141	100.00	NIL	NIL	5	27
	Total	57964578	100.00	100	0.00	5	27

Item No.12 of Notice of AGM (As an Ordinary Resolution)	E-voting	180890019	100.00	NIL	NIL	0	0
	Poll	6153141	100.00	NIL	NIL	5	27
	Total	187043160	100.00	NIL	NIL	5	27
Item No.13 of Notice of AGM (As an Ordinary Resolution)	E-voting	180893019	100.00	NIL	NIL	0	0
	Poll	6153141	100.00	NIL	NIL	5	27
	Total	187046160	100.00	NIL	NIL	5	27
Item No.14 of Notice of AGM (As a Special Resolution)	E-voting	51826837	100.00	NIL	NIL	0	0
	Poll	6153141	100.00	NIL	NIL	5	27
	Total	57979978	100.00	NIL	NIL	5	27

On the basis of the above voting details and the scrutiny of poll papers including e-voting records received, the resolutions as contained in the aforesaid Notice may deem to be duly passed with requisite majority. You may accordingly declare the results of the voting by Postal Ballot.

The poll papers, registers and the other relevant records relating to poll (including e-voting) have been sealed and handed over the same to the Company Secretary of the Company for safe keeping.

Place: Jaipur  
Date: 01.10.2014

For C.M. Bindal & Company,



(C.M. Bindal)  
Proprietor  
SCRUTINIZER



# SCRUTINIZER'S REPORT

## (Report on E-voting)

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of 22<sup>nd</sup> Annual General Meeting of the Equity Shareholders of  
Genus Power Infrastructures Limited to be held on September 29, 2014 at 11:00 a.m. at  
A-32-A, Sector-62, Noida-201309 (U.P.)

Dear Sir,

I, C.M. Bindal, a Practising Company Secretary, 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 21, 2014 to conduct and scrutinize the e-voting process (held from September 23, 2014 to September 25, 2014) 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 on the below mentioned resolutions as contained in the notice to the 22<sup>nd</sup> Annual General Meeting ("AGM") of the Equity Shareholders of the Company, to be held on September 29, 2014 at 11:00 a.m. at A-32-A, Sector-62, Noida-201309 (U.P.), submit our report as under:

- (a) The Company has completed the dispatch of Notice of AGM through Courier on September 02, 2014 to the members, whose names appeared on the Register of Members/ List of Beneficiaries as on August 14, 2014. The member of the Company as on the cut-off date i.e. August 14, 2014 were entitled to vote on the resolutions as contained in the notice to the 22<sup>nd</sup> AGM.
- (b) The e-voting period remained opened from Tuesday, September 23, 2014 (9:00 a.m.) to Thursday, September 25, 2014 (5:30 p.m.).
- (c) After the conclusion of the e-voting period, the votes were unblocked in the presence to two witnesses not in employment of the Company and the result/list of members who have voted "in favour" and "against" the resolution, was downloaded/taken from the e-voting website of Central Depository Services (India) Limited ("CDSL") and based on such report/list, the results of e-voting is as under: -

**Resolution No.1: Ordinary resolution to consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2014, the report of the Board of Directors and Auditors thereon.**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
65	180893019	100

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**Resolution No.2: Ordinary resolution to declare dividend on equity shares.**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
65	180893019	100

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**Resolution No.3: Ordinary resolution to appoint Mr. Jitendra Kumar Agarwal (DIN: 00011152) as a Director, who retires from office by rotation and being eligible, has offered himself for re-appointment.**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
15	51826837	100.00

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL





**Resolution No.4: Ordinary resolution to appoint M/s. D. Khanna & Associates, Chartered Accountants, Jaipur as Auditors and fix their remuneration.**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
65	180893019	100

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**Resolution No.5: Ordinary resolution to appoint Mr. Rameshwar Pareek (DIN: 00014224) as an Independent Director.**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
64	180877719	100

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**Resolution No.6: Ordinary resolution to appoint Mr. Dharam Chand Agarwal (DIN: 00014211) as an Independent Director.**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
64	180877719	100



(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**Resolution No.7: Ordinary resolution to appoint Mr. Bhairon Singh Solanki (DIN: 00012141) as an Independent Director.**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
64	180877719	100

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**Resolution No.8: Ordinary resolution to appoint Mr. Indraj Mal Bhutoria (DIN: 00762361) as an Independent Director.**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
63	180877619	100

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**Resolution No.9: Ordinary resolution to appoint Mr. Udit Agarwal (DIN: 02820615) as an Independent Director.**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
64	180877719	100

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**Resolution No.10: Ordinary resolution to appoint Mr. Naveen Gupta (DIN: 00097128) as an Independent Director.**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
64	180877719	100

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



**Resolution No.11: Special resolution to transfer/sell/dispose of an undertaking/business unit.**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
13	51811437	100

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	100	0.00

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**Resolution No.12: Ordinary resolution to appoint M/s. S.R.Batliboi & Associates LLP, Chartered Accountants, as Joint Auditors.**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
64	180890019	100

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**Resolution No.13: Ordinary resolution to approve Remuneration of the Cost Auditors.**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
65	180893019	100



(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**Resolution No.14: Special resolution to appoint Mr. Jitendra Kumar Agarwal (DIN: 00011152) as Joint Managing Director.**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
15	51826837	100.00

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

I hereby confirm that I am maintaining the Register in compliance of rule 20(3)(xii) of the Companies (Management and Administration) Rules, 2014. I shall be arranging the register and the other relevant records relating to e-voting to hand over the same to the Company Secretary of the Company or other authorised person, for safe keeping.

Place: Jaipur  
Date: 26.09.2014

For C.M. Bindal & Company,



(C.M. Bindal)  
Proprietor  
SCRUTINIZER

26/9/14



**(Form MGT-13)**

**SCRUTINIZER'S REPORT**

**(Report on Poll)**

**[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]**

To,

The Chairman of 22<sup>nd</sup> Annual General Meeting of the Equity Shareholders of  
Genus Power Infrastructures Limited to be held on September 29, 2014 at 11:00 a.m. at  
A-32-A, Sector-62, Noida-201309 (U.P.)

Dear Sir,

I, C.M. Bindal, a Practising Company Secretary, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions as contained in the notice to the 22<sup>nd</sup> Annual General Meeting ("AGM") of the Equity Shareholders of M/s. Genus Power Infrastructures Limited (herein after referred to as the "Company"), held on September 29, 2014 at 11:00 a.m. at A-32-A, Sector-62, Noida-201309 (U.P.), submit our report as under:

- (a) The Company has completed the dispatch of Notice of AGM through Courier on September 02, 2014 to the members, whose names appeared on the Register of Members/ List of Beneficiaries as on August 14, 2014. The member of the Company as on the cut-off date i.e. August 14, 2014 were entitled to vote on the resolutions as contained in the notice to the 22<sup>nd</sup> AGM.
- (b) The Chairman of the 22<sup>nd</sup> AGM of the Company ordered for poll and 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.
- (c) The locked ballot boxes were subsequently 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.
- (d) The poll papers, which were incomplete and/or which were otherwise found defective, have been treated as invalid and kept separately.
- (e) The result of the poll is as under: -

**Resolution No.1: Ordinary resolution to consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2014, the report of the Board of Directors and Auditors thereon.**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
63	6153141	100



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	27

**Resolution No.2: Ordinary resolution to declare dividend on equity shares.**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
63	6153141	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	27

**Resolution No.3: Ordinary resolution to appoint Mr. Jitendra Kumar Agarwal (DIN: 00011152) as a Director, who retires from office by rotation and being eligible, has offered himself for re-appointment.**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
63	6153141	100



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	27

**Resolution No.4: Ordinary resolution to appoint M/s. D. Khanna & Associates, Chartered Accountants, Jaipur as Auditors and fix their remuneration.**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
63	6153141	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	27

**Resolution No.5: Ordinary resolution to appoint Mr. Rameshwar Pareek (DIN: 00014224) as an Independent Director.**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
63	6153141	100



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	27

**Resolution No.6: Ordinary resolution to appoint Mr. Dharam Chand Agarwal (DIN: 00014211) as an Independent Director.**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
63	6153141	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	27

**Resolution No.7: Ordinary resolution to appoint Mr. Bhairon Singh Solanki (DIN: 00012141) as an Independent Director.**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
63	6153141	100



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	27

**Resolution No.8: Ordinary resolution to appoint Mr. Indraj Mal Bhutoria (DIN: 00762361) as an Independent Director.**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
63	6153141	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	27

**Resolution No.9: Ordinary resolution to appoint Mr. Udit Agarwal (DIN: 02820615) as an Independent Director.**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
63	6153141	100





(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	27

**Resolution No.10: Ordinary resolution to appoint Mr. Naveen Gupta (DIN: 00097128) as an Independent Director.**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
63	6153141	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	27

**Resolution No.11: Special resolution to transfer/sell/dispose of an undertaking/business unit.**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
63	6153141	100



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	27

**Resolution No.12: Ordinary resolution to appoint M/s. S.R.Batliboi & Associates LLP, Chartered Accountants, as Joint Auditors.**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
63	6153141	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	27

**Resolution No.13: Special resolution to approve Remuneration of the Cost Auditors.**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
63	6153141	100



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	27

**Resolution No.14: Ordinary resolution to appoint Mr. Jitendra Kumar Agarwal (DIN: 00011152) as Joint Managing Director.**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
63	6153141	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	27

- (f) 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.
- (g) The poll papers and the other relevant records for poll have been sealed and handed over the same to the Company Secretary of the Company for safe keeping.

Place: Jaipur  
Date: 01.10.2014

For **C.M. Bindal & Company**

(C.M. Bindal)  
Proprietor  
SCRUTINIZER

