

## DECLARATION OF POSTAL BALLOT RESULTS

A Postal Ballot Notice dated May 30, 2014 pursuant to Section 110 of the Companies Act, 2013 ("the Act") was sent to the Members of the Company seeking approval by way of Special Resolutions under Section 114(2) of the Companies Act, 2013 for the following matters, in the best interest of the Company, by means of postal ballot (including through e-voting):

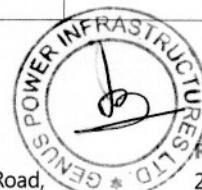
Item No.	Description of Special Resolution
(1)	Special resolution u/s 180(1)(c) of the Companies Act, 2013 for approving the limits of borrowings.
(2)	Special resolution u/s 180(1)(a) of the Companies Act, 2013 for providing security in connection with the borrowings of the Company.
(3)	Special resolution u/s 188 of the Companies Act, 2013 for transactions with related parties.
(4)	Special resolution for re-appointment and for variation in terms of remuneration of Mr. Ishwar Chand Agarwal (DIN: 00011152) as Executive Chairman of the Company u/s 196, 197, 198, 202 & 203 read with Schedule V to the Companies Act, 2013.
(5)	Special resolution for variation in terms of remuneration of Mr. Rajendra Kumar Agarwal (DIN: 00011127) as Managing Director and Chief Executive Officer of the Company u/s 196, 197, 198, 202 & 203 read with Schedule V to the Companies Act, 2013.
(6)	Special resolution for variation in terms of remuneration of Mr. Jitendra Kumar Agarwal (DIN: 00011189), Executive Director of the Company u/s 196, 197, 198, 202 & 203 read with Schedule V to the Companies Act, 2013.
(7)	Special resolution for ratification of corporate guarantee given by the Company in excess of limit prescribed u/s 372A of the Companies Act, 1956.

The Board of Directors on May 30, 2014 had appointed Shri C.M. Bindal, B.Com, GDCS, FCS, MIIA, Practicing Company Secretary & Corporate Consultant as the Scrutinizer for conducting the postal ballot (including e-voting) process in a fair and transparent manner. The Scrutinizer has submitted his report after completion of scrutiny of postal ballots (including e-voting) received from the Members upto the close of working hours on Monday, the 07<sup>th</sup> July, 2014. The details of voting (including e-voting) are summarized herein below:

### RESOLUTION NO.1: LIMIT OF BORROWINGS U/S 180(1)(c) OF THE COMPANIES ACT, 2013: (Special Resolution)

#### Voting Details:

S. No.	Description	Voting through Postal Ballot		Voting Electronically (E-voting)		Aggregate Voting	
		Number of Ballot Forms	Number of Votes	Number of Members/ E-voters	Number of Votes	Number of Ballot Forms & E-voters	Number of Votes
1	Total Votes Casted	1	23945	118	133544320	119	133568265
	Less: Total Invalid Votes Casted	1	23945	Nil	Nil	1	23945
2	Total Valid Votes Casted	Nil	Nil	118	133544320	118	133544320
3	Total Valid Votes Casted "FOR" Resolution	Nil	Nil	111	133520040	111	133520040 (99.98%)
4	Total Valid Votes Casted "AGAINST" Resolution	Nil	Nil	7	24280	7	24280 (0.02%)



(1)

**RESOLUTION NO.2: PROVIDING SECURITY U/S 180(1)(a) OF THE COMPANIES ACT, 2013 IN CONNECTION WITH THE BORROWINGS OF THE COMPANY: (Special Resolution)**

**Voting Details:**

S. No.	Description	Voting through Postal Ballot		Voting Electronically (E-voting)		Aggregate Voting	
		Number of Ballot Forms	Number of Votes	Number of Members/ E-voters	Number of Votes	Number of Ballot Forms & E-voters	Number of Votes
1	Total Votes Casted	1	23945	117	133543320	118	133567265
	Less: Total Invalid Votes Casted	1	23945	Nil	Nil	1	23945
2	Total Valid Votes Casted	Nil	Nil	117	133543320	117	133543320
3	Total Valid Votes Casted "FOR" Resolution	Nil	Nil	110	133519040	110	133519040 (99.98%)
4	Total Valid Votes Casted "AGAINST" Resolution	Nil	Nil	7	24280	7	24280 (0.02%)

**RESOLUTION NO.3: TRANSACTIONS WITH RELATED PARTIES U/S 188 OF THE COMPANIES ACT, 2013: (Special Resolution)**

**Voting Details:**

S. No.	Description	Voting through Postal Ballot		Voting Electronically (E-voting)		Aggregate Voting	
		Number of Ballot Forms	Number of Votes	Number of Members/ E-voters	Number of Votes	Number of Ballot Forms & E-voters	Number of Votes
1	Total Votes Casted	1	23945	118	133544320	119	133568265
	Less: Total Invalid Votes Casted	1	23945	23	74475211	24	74499156
2	Total Valid Votes Casted	Nil	Nil	95	59069109	95	59069109
3	Total Valid Votes Casted "FOR" Resolution	Nil	Nil	83	59036369	83	59036369 (99.94%)
4	Total Valid Votes Casted "AGAINST" Resolution	Nil	Nil	12	32740	12	32740 (0.06%)



**RESOLUTION NO.4: RE-APPOINTMENT OF MR. ISHWAR CHAND AGARWAL (DIN: 00011152) AS EXECUTIVE CHAIRMAN AND VARIATION IN THE TERMS OF REMUNERATION: (Special Resolution)**

**Voting Details:**

S. No.	Description	Voting through Postal Ballot		Voting Electronically (E-voting)		Aggregate Voting	
		Number of Ballot Forms	Number of Votes	Number of Members/ E-voters	Number of Votes	Number of Ballot Forms & E-voters	Number of Votes
1	Total Votes Casted	1	23945	116	133537920	117	133561865
	Less: Total Invalid Votes Casted	1	23945	23	74475211	24	74499156
2	Total Valid Votes Casted	Nil	Nil	93	59062709	93	59062709
3	Total Valid Votes Casted "FOR" Resolution	Nil	Nil	82	59026007	82	59026007 (99.94%)
4	Total Valid Votes Casted "AGAINST" Resolution	Nil	Nil	11	36702	11	36702 (0.06%)

**RESOLUTION NO.5: VARIATION IN THE TERMS OF REMUNERATION OF MR. RAJENDRA KUMAR AGARWAL (DIN: 00011127), MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER (Special Resolution)**

**Voting Details:**

S. No.	Description	Voting through Postal Ballot		Voting Electronically (E-voting)		Aggregate Voting	
		Number of Ballot Forms	Number of Votes	Number of Members/ E-voters	Number of Votes	Number of Ballot Forms & E-voters	Number of Votes
1	Total Votes Casted	1	23945	115	133535910	116	133559855
	Less: Total Invalid Votes Casted	1	23945	23	74475211	24	74499156
2	Total Valid Votes Casted	Nil	Nil	92	59060699	92	59060699
3	Total Valid Votes Casted "FOR" Resolution	Nil	Nil	79	59016947	79	59016947 (99.93%)
4	Total Valid Votes Casted "AGAINST" Resolution	Nil	Nil	13	43752	13	43752 (0.07%)



**RESOLUTION NO.6: VARIATION IN THE TERMS OF REMUNERATION OF MR. JITENDRA KUMAR AGARWAL  
(DIN: 00011189), EXECUTIVE DIRECTOR (Special Resolution)**

**Voting Details:**

S. No.	Description	Voting through Postal Ballot		Voting Electronically (E-voting)		Aggregate Voting	
		Number of Ballot Forms	Number of Votes	Number of Members/ E-voters	Number of Votes	Number of Ballot Forms & E-voters	Number of Votes
1	Total Votes Casted	1	23945	118	133544320	119	133568265
	Less: Total Invalid Votes Casted	1	23945	23	74475211	24	74499156
2	Total Valid Votes Casted	Nil	Nil	95	59069109	95	59069109
3	Total Valid Votes Casted "FOR" Resolution	Nil	Nil	81	59025167	81	59025167 (99.93%)
4	Total Valid Votes Casted "AGAINST" Resolution	Nil	Nil	14	43942	14	43942 (0.07%)

**RESOLUTION NO.7: RATIFICATION OF CORPORATE GUARANTEE GIVEN BY THE BOARD OF DIRECTORS UNDER SECTION 372A OF THE COMPANIES ACT, 1956: (Special Resolution)**

**Voting Details:**

S. No.	Description	Voting through Postal Ballot		Voting Electronically (E-voting)		Aggregate Voting	
		Number of Ballot Forms	Number of Votes	Number of Members/ E-voters	Number of Votes	Number of Ballot Forms & E-voters	Number of Votes
1	Total Votes Casted	1	23945	118	133545320	119	133569265
	Less: Total Invalid Votes Casted	1	23945	23	74475211	24	74499156
2	Total Valid Votes Casted	Nil	Nil	95	59070109	95	59070109
3	Total Valid Votes Casted "FOR" Resolution	Nil	Nil	85	59028277	85	59028277 (99.93%)
4	Total Valid Votes Casted "AGAINST" Resolution	Nil	Nil	10	41832	10	41832 (0.07%)

On the basis of the above results, it is announced that the Special Resolutions as set out in the Notice dated 30<sup>th</sup> May, 2014 have been duly passed by the Members with requisite majority.

Place: Jaipur  
Dated: 11.07.2014

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



I.C. Agarwal  
(DIN: 00011152)  
Chairman

(4)





**SCRUTINIZER'S REPORT**

To,  
Mr. I.C. Agarwal,  
The Chairman  
M/s. Genus Power Infrastructures Limited  
SPL-3, RIICO Industrial Area, Sitapura,  
Tonk Road, Jaipur-302022 (Raj.)

**Sub: Report on the Postal Ballot and E-voting conducted to decide on the passing of the Special Resolutions as contained in the Notice of Postal Ballot dated May 30, 2014.**

Dear Sir,

1. In terms of the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, I was appointed as a Scrutinizer of the Company to conduct the Postal Ballot including e-voting for passing of the Resolutions as contained in the Notice of Postal Ballot dated May 30, 2014 (herein after referred to as "Notice").
2. I submit my report as under:
  - (a) The Company has completed the dispatch of Notice along with the Postal Ballot Forms and self-addressed stamped envelopes through Registered Post on June 06, 2014 to the members, whose names appeared on the Register of Members/ List of Beneficiaries as on May 23, 2014.
  - (b) Particulars of all the postal ballot forms received from the Shareholders and the votes cast by electronic mode, if any, have been entered in a register separately maintained for the purpose in electronic mode.
  - (c) The Sealed Postal Ballot Forms received from the shareholders were kept under the safe custody of the Company.
  - (d) All Postal Ballot Forms, received up to the close of working hours (17.30 hours) on July 07, 2014, the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
  - (e) Envelopes containing Postal Ballot Forms received after 17.30 hours on July 07, 2014 were not considered for my scrutiny. These envelopes were not opened.
  - (f) The Postal Ballot Envelopes were opened on July 07, 2014 after 17.30 hours in the presence of my Authorised Representatives.
  - (g) Particulars of all the Postal Ballot Forms received from the shareholders have been entered in the Electronic Register separately maintained for this purpose.
  - (h) I have not found any defaced/ mutilated Postal Ballot Form.
  - (i) I have also received a complete record of votes cast by electronic mode from 'National Securities Depository Ltd.' ("NSDL"), the agency for providing and supervising electronic platform, on July 08, 2014 which was closed by NSDL on July 07, 2014 at 17.30 hours.



3. On proper scrutiny of all the Ballot Papers and E-voting records, as per the applicable laws, I report the voting details and the results of the Postal Ballot (including E-voting) as under:

**Resolution No. 1: LIMIT OF BORROWINGS U/S 180(1)(c) OF THE COMPANIES ACT, 2013: (Special Resolution)**

**Voting Details:**

S. No.	Description	Voting through Postal Ballot		Voting Electronically (E-voting)		Aggregate Voting	
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	Less: Total Invalid Votes Casted	1	23945	Nil	Nil	1	23945
2	Total Valid Votes Casted	Nil	Nil	118	133544320	118	133544320
3	Total Valid Votes Casted "FOR" Resolution	Nil	Nil	111	133520040	111	133520040 (99.98%)
4	Total Valid Votes Casted "AGAINST" Resolution	Nil	Nil	7	24280	7	24280 (0.02%)

**Resolution No. 2: PROVIDING SECURITY U/S 180(1)(a) OF THE COMPANIES ACT, 2013 IN CONNECTION WITH THE BORROWINGS OF THE COMPANY: (Special Resolution)**

**Voting Details:**

S. No.	Description	Voting through Postal Ballot		Voting Electronically (E-voting)		Aggregate Voting	
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	Less: Total Invalid Votes Casted	1	23945	Nil	Nil	1	23945
2	Total Valid Votes Casted	Nil	Nil	117	133543320	117	133543320
3	Total Valid Votes Casted "FOR" Resolution	Nil	Nil	110	133519040	110	133519040 (99.98%)
4	Total Valid Votes Casted "AGAINST" Resolution	Nil	Nil	7	24280	7	24280 (0.02%)

**Resolution No. 3: TRANSACTIONS WITH RELATED PARTIES U/S 188 OF THE COMPANIES ACT, 2013: (Special Resolution)**

**Voting Details:**

S. No.	Description	Voting through Postal Ballot		Voting Electronically (E-voting)		Aggregate Voting	
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	Less: Total Invalid Votes Casted	1	23945	23	74475211	24	74499156
2	Total Valid Votes Casted	Nil	Nil	95	59069109	95	59069109
3	Total Valid Votes Casted "FOR" Resolution	Nil	Nil	83	59036369	83	59036369 (99.94%)
4	Total Valid Votes Casted "AGAINST" Resolution	Nil	Nil	12	32740	12	32740 (0.06%)

**Resolution No. 4: RE-APPOINTMENT OF MR. ISHWAR CHAND AGARWAL (DIN: 00011152) AS EXECUTIVE CHAIRMAN AND VARIATION IN THE TERMS OF REMUNERATION: (Special Resolution)**

**Voting Details:**

S. No.	Description	Voting through Postal Ballot		Voting Electronically (E-voting)		Aggregate Voting	
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	Less: Total Invalid Votes Casted	1	23945	23	74475211	24	74499156
2	Total Valid Votes Casted	Nil	Nil	93	59062709	93	59062709
3	Total Valid Votes Casted "FOR" Resolution	Nil	Nil	82	59026007	82	59026007 (99.94%)
4	Total Valid Votes Casted "AGAINST" Resolution	Nil	Nil	11	36702	11	36702 (0.06%)



**Resolution No. 5: VARIATION IN THE TERMS OF REMUNERATION OF MR. RAJENDRA KUMAR AGARWAL (DIN: 00011127), MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER (Special Resolution)**

**Voting Details:**

S. No.	Description	Voting through Postal Ballot		Voting Electronically (E-voting)		Aggregate Voting	
		Number of Ballot Forms	Number of Votes	Number of Members/ E-voters	Number of Votes	Number of Ballot Forms & E-voters	Number of Votes
1	Total Votes Casted	1	23945	115	133535910	116	133559855
	Less: Total Invalid Votes Casted	1	23945	23	74475211	24	74499156
2	Total Valid Votes Casted	Nil	Nil	92	59060699	92	59060699
3	Total Valid Votes Casted "FOR" Resolution	Nil	Nil	79	59016947	79	59016947 (99.93%)
4	Total Valid Votes Casted "AGAINST" Resolution	Nil	Nil	13	43752	13	43752 (0.07%)

**Resolution No. 6: VARIATION IN THE TERMS OF REMUNERATION OF MR. JITENDRA KUMAR AGARWAL (DIN: 00011189), EXECUTIVE DIRECTOR (Special Resolution)**

**Voting Details:**

S. No.	Description	Voting through Postal Ballot		Voting Electronically (E-voting)		Aggregate Voting	
		Number of Ballot Forms	Number of Votes	Number of Members/ E-voters	Number of Votes	Number of Ballot Forms & E-voters	Number of Votes
1	Total Votes Casted	1	23945	118	133544320	119	133568265
	Less: Total Invalid Votes Casted	1	23945	23	74475211	24	74499156
2	Total Valid Votes Casted	Nil	Nil	95	59069109	95	59069109
3	Total Valid Votes Casted "FOR" Resolution	Nil	Nil	81	59025167	81	59025167 (99.93%)
4	Total Valid Votes Casted "AGAINST" Resolution	Nil	Nil	14	43942	14	43942 (0.07%)





**Resolution No. 7: RATIFICATION OF CORPORATE GUARANTEE GIVEN BY THE BOARD OF DIRECTORS UNDER SECTION 372A OF THE COMPANIES ACT, 1956: (Special Resolution)**

**Voting Details:**

S. No.	Description	Voting through Postal Ballot		Voting Electronically (E-voting)		Aggregate Voting	
		Number of Ballot Forms	Number of Votes	Number of Members/ E-voters	Number of Votes	Number of Ballot Forms & E-voters	Number of Votes
1	Total Votes Casted	1	23945	118	133545320	119	133569265
	Less: Total Invalid Votes Casted	1	23945	23	74475211	24	74499156
2	Total Valid Votes Casted	Nil	Nil	95	59070109	95	59070109
3	Total Valid Votes Casted "FOR" Resolution	Nil	Nil	85	59028277	85	59028277 (99.93%)
4	Total Valid Votes Casted "AGAINST" Resolution	Nil	Nil	10	41832	10	41832 (0.07%)

On the basis of the above voting details and the scrutiny of postal ballots including e-voting records received, the resolutions as contained in the aforesaid Notice shall deem to be duly passed with requisite majority applicable for special resolution by members of the Company through postal ballot process (including e-voting). You may accordingly declare the results of the voting by Postal Ballot.

Place: Jaipur  
Date: 10.07.2014

For C.M. Bindal & Company,



(C.M. Bindal)  
Proprietor  
SCRUTINIZER  
CP-176.