

**Quarterly Compliance Report on Corporate Governance under Regulation 27(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

1. Name of Listed Entity : Genus Power Infrastructures Limited  
 2. Quarter ending : September 30, 2016

<b>I. Composition of Board of Directors</b>									
Title (Mr. / Ms)	Name of the Director	PAN	DIN	Category (Chairperson/ Executive / Non-Executive / Independent/ Nominee)	Date of Appointment in the current term / cessation	Tenure* (In Year / Month)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit / Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Ishwar Chand Agarwal	AJCPA9438P	00011152	Executive Chairman	24.01.2014	N.A.	02	NIL	NIL
Mr.	Kailash Chandra Agarwal	ADNPA7732P	00895365	Vice Chairman (Non Executive)	24.01.2011	N.A.	02	02	NIL
Mr.	Rajendra Kumar Agarwal	ADSPA6452D	00011127	Managing Director & CEO	25.05.2016	N.A.	01	NIL	NIL
Mr.	Jitendra Kumar Agarwal	ADNPA7731Q	00011189	Joint Managing Director	20.09.2014	N.A.	01	NIL	NIL
Ms.	Sharmila Agarwal	AAFPA9579D	07137624	Non-Executive Director	30.03.2015	N.A.	01	NIL	NIL
Mr.	Bhairon Singh Solanki	ABJPS7305L	00012141	Director	01.04.2014	5 years	02	04	NIL
Mr.	Indraj Mal Bhutoria	ADHPB5294R	00762361	Director	01.04.2014	5 years	01	NIL	NIL
Mr.	Rameshwar Pareek	ABPPP0939D	00014224	Director	01.04.2014	5 years	04	05	01
Mr.	Dharam Chand Agarwal	ADAPA0518L	00014211	Director	01.04.2014	5 years	02	04	03
Mr.	Udit Agarwal	AFQPA7335D	02820615	Director	01.04.2014	5 years	02	02	02

\* Filled only for Independent Director. Tenure means total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.



II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) <sup>§</sup>
1. Audit Committee	1. Mr. Rameshwar Pareek 2. Mr. Dharam Chand Agarwal 3. Wg. Cdr. (Retd.) Bhairon Singh Solanki	Independent (Chairman) Independent (Member) Independent (Member)
2. Nomination & Remuneration Committee	1. Mr. Dharam Chand Agarwal 2. Mr. Rameshwar Pareek 3. Wg. Cdr. (Retd.) Bhairon Singh Solanki	Independent (Chairman) Independent (Member) Independent (Member)
3. Stakeholders' Relationship Committee	1. Mr. Dharam Chand Agarwal 2. Mr. Rameshwar Pareek 3. Wg. Cdr. (Retd.) Bhairon Singh Solanki	Independent (Chairman) Independent (Member) Independent (Member)
4. Risk Management Committee*	1. Mr. Dharam Chand Agarwal 2. Wg. Cdr. (Retd.) Bhairon Singh Solanki 3. Mr. Rajendra Kumar Agarwal 4. Mr. N.L. Nama	Independent (Chairman) Independent (Member) Managing Director and CEO, (Member) VP (Finance & Account), (Member)

\*(Not Applicable, however voluntarily complied)

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
25.05.2016	29.07.2016	64
	19.08.2016	20
	26.09.2016	37

IV. Meeting of Committees*			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
29.07.2016	All three members of the Committee were present.	25.05.2016	64
19.08.2016	All three members of the Committee were present.		20
26.09.2016	All three members of the Committee were present.		37

\* This information has been given for audit committee only.

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes



## VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk Management Committee (Not Applicable, however voluntarily complied)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: No Comments/Observation.




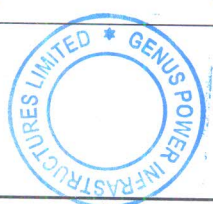
**(Ankit Jhanjhari)**  
**Company Secretary**

Date: 05-10-2016

Place: Jaipur

**Compliance Report on Corporate Governance at the end of 6 months after end of financial year on March 31, 2016 under Regulation 27(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (along-with second quarter report of next financial year)**

1. Name of Listed Entity : Genus Power Infrastructures Limited  
 2. Year ending : March 31, 2016

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	YES
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	YES
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	YES
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	YES
<p><i>Note</i></p> <p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p> <p>3. If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <p><b>Ankit Jhanjhari</b>  <b>Company Secretary &amp; Compliance Officer</b>  <b>Genus Power Infrastructures Limited</b></p> <p><b>Date: 05-10-2016</b>  <b>Place: Jaipur</b></p>		