

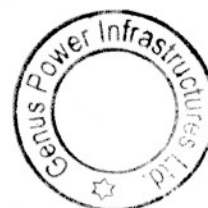
**Quarterly Compliance Report on Corporate Governance**

Name of Company : **Genus Power Infrastructures Limited**  
Quarter Ending on : **30<sup>th</sup> September, 2013**

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remark
1	2	3	4
<b>I. Board of Directors</b>	<b>49 I</b>		-
(A). Composition of Board	49 (IA)	Yes	-
(B). Non-executive Directors' compensation & disclosures	49 (IB)	N.A.	-
(C). Other provisions as to Board and Committees	49 (IC)	Yes	-
(D). Code of Conduct	49 (ID)	Yes	-
<b>II. Audit Committee</b>	<b>49 II</b>		-
(A). Qualified & Independent Audit Committee	49 (IIA)	Yes	-
(B). Meeting of Audit Committee	49 (IIB)	Yes	-
(C). Powers of Audit Committee	49 (IIC)	Yes	-
(D). Role of Audit Committee	49 (IID)	Yes	-
(E). Review of information by Audit Committee	49 (IIE)	Yes	-
<b>III. Subsidiary Companies</b>	<b>49 III</b>	Yes	The Company does not have any material non-listed Indian subsidiary.
<b>IV. Disclosures</b>	<b>49 IV</b>		
(A). Basis of related party transaction	49 (IVA)	Yes	-
(B). Disclosure of Accounting Treatment	49 (IVB)	N.A.	Deviations, if any, along with reasons thereof will be reported in the Corporate Governance Report forming part of the Annual Report.
(C). Board Disclosures – Risk Management	49 (IVC)	Yes	-
(D). Proceeds from public issues, rights issue, preferential issues etc.	49 (IVD)	N.A.	The Company has not made any public issue, rights issue, preferential issue in the recent past.
(E). Remuneration of Directors	49 (IVE)	Yes	Details of compliances shall be given in the next Annual Report.
(F). Management	49 (IVF)	Yes	Details of compliances shall be given in the next Annual Report.
(G). Shareholders	49 (IVG)	Yes	-
<b>V. CEO / CFO Certification</b>	<b>49 V</b>	Yes	It will be given in the next Annual Report.
<b>VI. Report on Corporate Governance</b>	<b>49 (V1)</b>	Yes	Compliance Report will be given in the next Annual Report.
<b>VII. Compliance</b>	<b>49 (VII)</b>	Yes	Details of compliances shall be given in the next Annual Report.

Date : 04.10.2013  
Place : Jaipur

For Genus Power Infrastructures Limited



*Ankit*  
(Ankit Jhanjhari)  
Company Secretary