

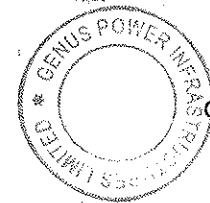
**Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement**

Name of Company : Genus Power Infrastructures Limited  
Quarter Ending on : 30<sup>th</sup> September, 2015

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No/NA)	Remark
1	2	3	4
<b>I. Board of Directors</b>	<b>49 (II)</b>		
(A). Composition of Board	49 (II A)	Yes	-
(B). Independent Directors	49 (II B)	Yes	-
(C). Non-executive Directors' compensation & disclosures	49 (II C)	NA	The Company has not paid any fees/compensation except sitting fees to its Non-executive Directors and sitting fees was paid within the limits prescribed under the Companies Act, 2013
(D). Other provisions as to Board and Committees	49 (II D)	Yes	-
(E). Code of Conduct	49 (II E)	Yes	-
(F). Whistle Blower Policy	49 (II F)	Yes	-
<b>II. Audit Committee</b>	<b>49 (III)</b>		
(A). Qualified & Independent Audit Committee	49 (III A)	Yes	-
(B). Meeting of Audit Committee	49 (III B)	Yes	-
(C). Powers of Audit Committee	49 (III C)	Yes	-
(D). Role of Audit Committee	49 (III D)	Yes	-
(E). Review of information by Audit Committee	49 (III E)	Yes	-
<b>III. Nomination and Remuneration Committee</b>	<b>49 (IV)</b>	Yes	-
<b>IV. Subsidiary Companies</b>	<b>49 (V)</b>	NA	-
<b>V. Risk Management</b>	<b>49 (VI)f</b>	Yes	-
<b>VI. Related Party Transactions</b>	<b>49 (VII)</b>	Yes	-
<b>VII. Disclosures</b>	<b>49 (VIII)</b>		
(A). Related party transaction	49 (VIII A)	Yes	-
(B). Disclosure of Accounting Treatment	49 (VIII B)	NA	-
(C). Remuneration of Directors	49 (VIII C)	Yes	-
(D). Management	49 (VIII D)	Yes	-
(E). Shareholders	49 (VIII E)	Yes	-
(I). Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII I)	NA	-
<b>VIII. CEO / CFO Certification</b>	<b>49 (IX)</b>	Yes	It will be given in the next Annual Report.
<b>IX. Report on Corporate Governance</b>	<b>49 (X)</b>	Yes	Compliance Report will be given in the next Annual Report.
<b>X. Compliance</b>	<b>49 (XI)</b>	Yes	Details of compliances shall be given in the next Annual Report.

Date : 08.10.2015  
Place : Jaipur

for Genus Power Infrastructures Limited



*Ankit Jhanjhari*

(Ankit Jhanjhari)  
Company Secretary