

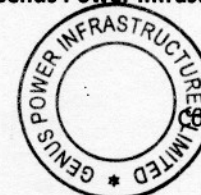
Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of Company : Genus Power Infrastructures Limited
Quarter Ending on : 31st December, 2014

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No/NA)	Remarks
1	2	3	4
I. Board of Directors	49 (II)		
(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	-
II. Audit Committee	49 (III)		
(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	-
III. Nomination and Remuneration Committee	49 (IV)	Yes	-
IV. Subsidiary Companies	49 (V)	NA	-
V. Risk Management	49 (VI)	Yes	-
VI. Related Party Transactions	49 (VII)	Yes	-
VII. Disclosures	49 (VIII)		
(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	-
VIII. CEO / CFO Certification	49 (IX)	Yes	It will be given in the next Annual Report.
IX. Report on Corporate Governance	49 (X)	Yes	Compliance Report will be given in the next Annual Report.
X. Compliance	49 (XI)	Yes	Details of compliances shall be given in the next Annual Report.

Date : 13.01.2015
Place : Jaipur

For Genus Power Infrastructures Limited



Ankit
(Ankit Jhanjhari),
Company Secretary