

**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 : March 31, 2017

I. Composition of Board of Directors										
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	29.05.2016	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	ABJP57305L	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	02	
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>5</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)
26.11.2016	31.01.2017	65
	01.03.2017	28
	31.03.2017	29

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*
31.01.2017	All three members of the Committee were present.	26.11.2016	65
01.03.2017	All three members of the Committee were present.		28
31.03.2017	All three members of the Committee were present.		29

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

V. Related Party Transactions		Compliance status (Yes/No/NA)
Subject	Subject	
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: 11-04-2017

Place: Jaipur

**Compliance Report (for the whole of financial year 2016-17) 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. Year ending : March 31, 2017

<b>I. Disclosure on website in terms of Listing Regulations:</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b> <small>refer note below</small>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
<b>II Annual Affirmations:</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b> <small>refer note below</small>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes





Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	NA
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**Note**

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.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

**Ankit Jhanjhari**  
**Company Secretary & Compliance Officer**  
**Genus Power Infrastructures Limited**

