

## Corporate Governance Report

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate governance is characterized by corporate discipline, transparency, independence, accountability, responsibility, fairness and social responsibility. It is the process whereby people in power make decisions on an intellectually honest basis and applies care & proficiency in making business judgments. It promotes the efficient use of resources within the ambit of law with holding the balance between economic and social goals.

At Genus Power Infrastructures Limited ('Genus' or 'the company'), we believe that good corporate governance facilitates effective and prudent management that can deliver the long-term success of the company and sustain investors' confidence. Our corporate governance system ensures that we make timely disclosures and share correct information with regard to our financials, operations, leadership and compliances. The company is committed not only to comply with the prescribed corporate governance practices under the applicable laws but also to adopt the voluntary and effective practices of governance. Its prime aim is to satisfy all stakeholders that an appropriate governance structure is in place and the company's resources are being used efficiently to achieve economic and social goals.

### 2. BOARD OF DIRECTORS ('the board')

The board of directors ('the board') is a group of individuals, appointed by the shareholders to act on their behalf to run the day to day affairs of the business. The board is directly responsible to the shareholders. Each year the company convenes an annual general meeting (AGM) at which the directors provide a report to shareholders on the performance of the company. The board's prime duty is to ensure the company's growth by collectively directing the company's operations, whilst meeting the appropriate interests of its shareholders and stakeholders. The board's duties include establishing company's vision, mission & values, set strategy & organizational structure, and reviewing & evaluating present & future opportunities, strengths, threats & risks to ensure success of company. In addition to business and financial matters, the board is accountable for corporate governance, corporate social responsibility and corporate ethics. The board is led by a chairman, who is generally elected by the members of the board amongst themselves. As a leader, the chairman of the board is responsible for the board's structuring and its performance.

#### **Board Process:**

The meetings of the board are held at regular intervals with a time gap of not more than 120 days. The board meets at least once every quarter, inter alia, to consider and approve the quarterly financial results and additional meetings are convened as and when required to address specific needs. The chairman finalise the agenda prepared by company secretary in consultation with other concerned members of the senior management. The agenda and notes on agenda are circulated to all directors in advance, and in the defined agenda format as per the requirement of the Companies Act, 2013 ('the Companies Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations'). All material information is incorporated in the agenda to facilitate informed discussions at the meeting. Where it is not practicable to attach any document to the agenda, it is tabled before the meeting with specific mention to this effect in the agenda. All directors are free to suggest inclusion of items on the agenda. The board members have complete access to all information and employees of company. All requisite information including the information as specified in Part A of Schedule II of the SEBI Listing Regulations is placed before the board for its consideration/noting/approval. The board periodically reviews the compliance reports of all laws applicable to the company as well as steps taken by the company to rectify instances of non-compliances, if any. The same detailed procedures and practices are also followed in case of audit committee and other committee meetings.

The Company Secretary recorded minutes of proceedings of each Board and Committee meeting. Draft minutes were circulated to Board/Committee members for their comments and were entered in the Minutes Book within the time as stipulated in the Companies Act and Secretarial Standards issued by the Institute of Company Secretaries of India.

Important decisions taken at Board/Committee meetings are communicated promptly to the concerned departments/divisions/HOD. Action taken report on decisions/minutes of the previous meeting(s) is placed at the succeeding meeting of the Board/Committees for noting.

The board members have requisite strategic thinking skills, working experience and competence of doing business with modern management techniques. They are trusted expert and well-resourced to lead the company's operations toward sustainable success. A brief profile of the board members is attached in this report.

#### **(a) Composition and category of directors:**

As on March 31, 2018, the board comprised an appropriate mix of executive, non-executive and independent directors. The board comprised ten members, four of whom were whole-time or executive directors, one of whom was non-executive & non-independent, while the remaining five directors were independent directors, constituting the composition of the board in conformity with the provisions of the Companies Act and the SEBI Listing Regulations. Since the chairman was executive, half of the board comprised the independent directors.

The composition and categories of the directors, their attendance at the board meetings held during the year under review and at the last Annual General Meeting, the number of other directorships and committees positions held by them in other public limited companies as on March 31, 2018 are as follows:

Name of the Director / Director Identification Number (DIN)	Category	Promoter (P) / Non Promoter (NP)	Attendance at last AGM	No. of Board Meetings attended	No. of Directorships of other Indian Companies*	No. of Membership(s) / Chairmanship(s) of Board Committees in other Companies**
Mr. Ishwar Chand Agarwal (DIN: 00011152)	Executive Chairman (ED)	P	Yes	6	8	NIL
Mr. Kailash Chandra Agarwal (DIN: 00895365)	Vice-Chairman (NENI)	P	No	6	5	2
Mr. Rajendra Kumar Agarwal (DIN: 00011127)	MD & CEO	P	No	5	NIL	NIL
Mr. Jitendra Kumar Agarwal (DIN: 00011189)	JMD	P	No	6	1	NIL
Smt. Sharmila Agarwal (DIN: 07137624)	WD (NENI)	NP	No	6	NIL	NIL
Mr. Bhairon Singh Solanki (DIN: 00012141)	NEID	NP	No	6	1	2
Mr. Indraj Mal Bhutoria (DIN: 00762361)	NEID	NP	No	4	1	NIL
Mr. Rameshwar Pareek (DIN: 00014224)	NEID	NP	Yes	5	5	3 (Including 1 as Chairman)
Mr. Dharam Chand Agarwal (DIN: 00014211)	NEID	NP	No	6	1	2 (Including 2 as Chairman)
Mr. Udit Agarwal (DIN: 02820615)	NEID	NP	No	6	1	2 (Including 2 as Chairman)

- ED: Executive Director
- JMD: Joint Managing Director
- WD: Woman Director
- NEID: Non-Executive, Independent Director
- NENI: Non-Executive, Non-Independent Director
- MD & CEO: Managing Director & Chief Executive Officer

# The Directorships/Committee position held by Directors as mentioned above, do not include directorships/committee position in private limited companies, foreign companies and companies under Section 8 of the Companies Act.

# In accordance with regulation 26(1)(b) of the SEBI Listing Regulations, memberships and chairmanships of the Audit Committees and the Stakeholders' Relationship Committees alone in all public limited companies (excluding Genus Power Infrastructures Limited) have been considered.

No director of the company was member in more than ten committees or acted as chairman of more than five committees across all listed companies in which he was director, in terms of regulation 26 of the SEBI Listing Regulations.

**(b) Board Meetings:**

During the year under review, the board met six times on the following dates:

- |                        |                      |                          |
|------------------------|----------------------|--------------------------|
| (i) May 23, 2017       | (ii) August 11, 2017 | (iii) September 25, 2017 |
| (iv) November 11, 2017 | (v) January 24, 2018 | (vi) March 31, 2018      |

The meetings of the board have been held at regular intervals with a time gap of not more than 120 days. The requisite quorum was present in all board meetings.

**(c) Disclosure of relationships between directors inter-se:**

No director is related to any other director on the board in terms of the definition of 'relative' given under the Companies Act, except Mr. Ishwar Chand Agarwal, Mr. Kailash Chandra Agarwal, Mr. Rajendra Kumar Agarwal and Mr. Jitendra Kumar Agarwal, who being relatives, are related to each other.

**(d) The number of shares or convertible Instruments held by Non-Executive Directors:**

The number of shares or convertible instruments held by non-executive directors as on March 31, 2018 is as follows:

Name of the Director	No. of Equity Shares	Convertible Instruments
Mr. Kailash Chandra Agarwal	1,32,98,356	NIL
Smt. Sharmila Agarwal	NIL	NIL
Mr. Rameshwar Pareek	NIL	NIL
Mr. Bhairon Singh Solanki	NIL	NIL
Mr. Dharam Chand Agarwal	NIL	NIL
Mr. Udit Agarwal	NIL	NIL
Mr. Indraj Mal Bhutoria	NIL	NIL

**(e) Code of conduct of board of directors and senior management personnel:**

The company has in place a comprehensive code of conduct ('the code') applicable to the directors and employees, pursuant to provisions of regulation 17(5) of the SEBI Listing Regulations. The code also contains the duties of independent directors as laid down in the Companies Act. A copy of the code has also been posted on the website of the company. All board members and senior management personnel of the company are affirmed compliance with the code, annually.

A declaration signed by the chief executive officer stating that the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management, is published in this Report.

**(f) Independent Directors (IDs) and familiarisation programmes imparted to IDs:**

In compliance of the provisions of regulation 17(1) of the SEBI Listing Regulations, half of the board (i.e. five out of total ten directors) are independent directors. In compliance of the provisions of section 149(7) of the Companies Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, independent directors have confirmed that they meet the criteria of independence as prescribed under section 149(6) of the Companies Act. None of the independent directors of the company, (who is serving as a whole-time director in any listed company) served as independent director in more than three listed companies and none of independent directors served as independent director in more than seven listed companies. The maximum tenure of independent directors is in accordance with the Companies Act. The company had issued a formal letter of appointment to independent directors in the manner as provided in the Companies Act and the terms and conditions of appointment have been disclosed on the website of the company. Pursuant to the provisions of section 149(8) of the Companies Act read with Schedule IV of the Companies Act, the board of directors of the company has adopted the code of conduct for its independent directors as a guide to professional conduct.

**Separate meeting of independent directors**

During the year under review, the independent directors of the company have held one meeting on March 31, 2018 without the attendance of non-independent directors and members of management. All the independent directors of the Company were present at this meeting. The independent directors in this meeting have, inter alia:

- Reviewed the performance of non-independent directors and the board as a whole;
- Reviewed the performance of the chairperson of the company; and
- Assessed the quality, quantity and timeliness of flow of information between the company management and the board that is necessary for the board to effectively and reasonably perform their duties.

**Performance evaluation**

As per the provisions of the Companies Act, the SEBI Listing Regulations and the criteria laid down by the nomination and remuneration committee ('NRC'), an annual performance evaluation of independent directors has been carried out. As per the provisions of the Companies Act and the SEBI Listing Regulations, on the basis of performance evaluation report, the board is required to determine inter-alia whether to continue the term of appointment of the directors. During the year under review, there was no occasion to decide on the continuance of the term of appointment of any of the independent directors and hence the question of taking a decision on their re-appointment did not arise. It shall be determined, as and when their respective term expires.

The following criteria were considered, while evaluating the performance of an Independent director:

- Participation at the Board / Committee meetings;
- Commitment (including guidance provided to senior management outside the Board/ Committee meetings);
- Effective deployment of knowledge and expertise;
- Effective management of relationship with stakeholders;
- Integrity and maintaining of confidentiality;

- Independence of behaviour and judgment;
- Impact and influence;
- Exercise of objective independent judgment in the best interest of Company;
- Ability to contribute to and monitor corporate governance practice; and
- Adherence to the code of conduct for independent directors.

#### **Fees/compensation to independent directors**

The company has not paid any fees or compensation, except sitting fees to its independent directors including non-executive directors. Further, the payment of sitting fees was within the limits as prescribed under the Companies Act.

#### **Familiarisation programmes:**

During the year under review, the company has continued to conduct familiarisation programmes for the independent directors to give them an opportunity to familiarize with the company, its management and its operations so that they get a clear understanding of their roles, rights and responsibilities and contribute towards the success of company. They were provided all the information required and sought by them and were given full opportunity to interact with senior management personnel to have better understanding of the company, its business model and various operations and the industry. The details of such familiarization programmes conducted for the independent directors have been disclosed on the website of the company at [www.genuspower.com](http://www.genuspower.com) and the web link thereto is as follows:

- "<http://beta.genuspower.com/wp-content/uploads/2017/04/Familiarisation-Programme.pdf>"
- "<http://genuspower.com/wp-content/uploads/2017/05/Details-of-Familiarisation-Programmes-5.pdf>"

#### **(g) CEO and CFO Certification:**

Pursuant to the provisions of regulation 17(8) of the SEBI Listing Regulations, the managing director & chief executive officer and the chief financial officer of the company have provided the compliance certificate to the board. The said compliance certificate inter-alia, confirming the accuracy of the financial statements, compliance with Company's Code of Conduct, establishment, maintaining and effectiveness of the internal control systems and reporting of matters to the auditors and the audit committee, is attached in this report and forms part of the Annual Report.

#### **(h) Plans for orderly succession for appointments to the Board and to senior management:**

The board has satisfied itself that plans are in place for orderly succession for appointment to the board of directors and senior management.

#### **(i) Code of Conduct for Prevention of Insider Trading:**

In compliance of the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the board has adopted the 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' and 'Code of Conduct for regulating, monitoring and reporting of trading by insiders'. The said code of conduct has already been posted on the website of the company.

### **3. COMMITTEES OF THE BOARD**

Genus has seven board level committees as follows:

- (a) Audit Committee
- (b) Nomination and Remuneration Committee
- (c) Stakeholders' Relationship Committee
- (d) Risk Management Committee
- (e) Corporate Social Responsibility Committee
- (f) Finance Committee
- (g) Sales Committee

The composition of various Committees of the board is available on the website of the Company at [www.genuspower.com](http://www.genuspower.com) and web link for the same is <http://beta.genuspower.com/wp-content/uploads/2017/04/Composition-of-Board-Committees.pdf>.

Details of these Committees, including the composition, terms of references, number of meetings held during the year under review and the related attendance, are given herein below.

#### **(a) Audit Committee:**

During the FY 2017-18, the audit committee met six times on the following dates with a time gap of not more than 120 days between two meetings:

- |                        |                      |                          |
|------------------------|----------------------|--------------------------|
| (i) May 23, 2017       | (ii) August 11, 2017 | (iii) September 25, 2017 |
| (iv) November 11, 2017 | (v) January 24, 2018 | (vi) March 30, 2018      |

The requisite quorum was present for all the meetings. The representatives of statutory auditors are permanent invitees to the audit committee meetings. The audit committee at its discretion invites the director or head of the finance function, head of internal audit and a representative of the cost auditors and any other such executives as it deems fit.

The composition of the audit committee and the number of meetings held and attended by its members during the FY 2017-18 are as follows:

Name of the Member	Position	Category	No. of Meetings	
			Held	Attended
Mr. Rameshwar Pareek	Chairman	Independent Director	6	6
Mr. Bhairon Singh Solanki	Member	Independent Director	6	6
Mr. Dharam Chand Agarwal	Member	Independent Director	6	6

The company secretary of the company acts as secretary to the audit committee. All members of audit committee including its chairperson are financially literate and possess requisite qualifications. The chairperson has expertise of accounting and financial management. The composition of the audit committee satisfy the requirement of section 177 of the Companies Act read with rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014 and the provisions of regulation 18 of the SEBI Listing Regulations.

The terms of reference of the audit committee and the information to be reviewed by the audit committee, inter alia, include the followings:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to;
  - a) Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section 3 of section 134 of the Act;
  - b) Changes, if any, in accounting policies and practices and reasons for the same;
  - c) Major accounting entries involving estimates based on the exercise of judgment by management;
  - d) Significant adjustments made in the financial statements arising out of audit findings;
  - e) Compliance with listing and other legal requirements relating to financial statements;
  - f) Disclosure of any related party transactions; and
  - g) Qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- Review and monitor the auditors' independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors for any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or

- irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  - To look into the reasons for substantial defaults, if any in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
  - To review the functioning of the Whistle Blower mechanism;
  - Approval of appointment of Chief Financial Officer (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
  - To review and oversee the vigil mechanism of the Company in-line with the requirement of provisions of Section 177(9) of the Companies Act, 2013 read with rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014;
  - To mandatorily review the following information:
    - a) Management discussion and analysis of financial condition and results of operations;
    - b) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
    - c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
    - d) Internal audit reports relating to internal control weaknesses; and
    - e) The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee.
  - To review the financial statements, in particular, the investments made by the unlisted subsidiary company, if any;
  - To review the utilization of loans and/ or advances from/ investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments; and
  - Carrying out any other function as assigned by the Board of Directors.

The audit committee shall have powers to investigate any activity within its terms of reference, seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

Mr. Rameshwar Pareek, chairman of the audit committee, was present at the previous annual general meeting of the Company held on September 22, 2017 to answer the shareholders' queries.

**(b) Nomination and Remuneration Committee:**

During the FY 2017-18, the nomination and remuneration committee ('NRC') met three times on the following dates:

- (i) November 14, 2017      (ii) January 30, 2018      (iii) February 15, 2018

The constitution and terms of reference of the NRC are in compliance with provisions of the Companies Act, the provisions of regulation 19 of the SEBI Listing Regulations and the SEBI (Share Based Employee Benefits) Regulations, 2014, as amended from time to time. It consists of three directors and all of them (including chairman) are non-executive and independent directors.

The composition of the NRC and the number of meetings held and attended by its members during the FY 2017-18 are as follows:

Name of the Member	Position	Category	No. of Meetings	
			Held	Attended
Mr. Dharam Chand Agarwal	Chairman	Independent Director	3	3
Mr. Rameshwar Pareek	Member	Independent Director	3	3
Mr. Bhairon Singh Solanki	Member	Independent Director	3	3

The company secretary of the company acts as secretary to the committee.

The terms of reference of the NRC, inter alia, include the following:

- formulation of the criteria for determining qualifications, positive attributes and independence of a director;
- recommend to the board of directors, a policy relating to the remuneration for the directors, key managerial personnel and other employees;
- recommend to the board, all remuneration, in whatever form, payable to senior management;
- formulation of criteria for evaluation of performance of independent directors and the board of directors;
- devising a policy on diversity of the board of directors;
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and also recommend to the board of directors for their appointment and removal;

- carrying out evaluation of every director's performance and determination/recommendation as to whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- recommendation/review of remuneration of the Managing Directors and Whole-time Directors based on their performance and assessment criteria;
- formulate, approve, implement, supervise and administer employee stock option schemes of the Company;
- carrying out any other function as is mandated by the board of directors from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable; and
- perform such other functions as may be necessary or appropriate for the performance of its duties.

The performance evaluation criteria for independent directors are given above in this report.

**Remuneration of Directors:**

The details of remuneration of directors as required under the SEBI Listing Regulations are as follows:

**(i) Pecuniary relationship or transactions of the non-executive directors vis-à-vis the Company:**

Apart from receiving sitting fees, there was no pecuniary relationship or transaction by non-executive directors with the Company. Further, the company has not granted any stock option to its non-executive directors. The details of sitting fees paid to the non-executive directors during the FY 2017-18 are as follows:

Name of the Director	Sitting Fee (Rs. in Lakhs)
Mr. Rameshwar Pareek	0.55
Mr. Bhairon Singh Solanki	0.64
Mr. Dharam Chand Agarwal	0.68
Mr. Udit Agarwal	0.30
Mr. Indraj Mal Bhutoria	0.20
Mr. Kailash Chandra Agarwal	NIL
Smt. Sharmila Agarwal	NIL

**(ii) Details of remuneration paid to directors:**

The details of remuneration paid to managing director ('MD') and executive director/whole-time director ('WTD') during the FY 2017-18 are as follows:

(Rs in Lakhs)

Name of the Director	Salary	Allowances & Perquisites
Mr. Ishwar Chand Agarwal, Executive Chairman/WTD	300.00	NIL
Mr. Rajendra Kumar Agarwal, MD	247.20	NIL
Mr. Jitendra Kumar Agarwal, Joint MD	247.20	NIL

The company has not paid any bonus, commission, pension, performance linked incentive and sitting fees to above managerial personnel. The above figures do not include provisions for encashable leave, gratuity and premium paid for group health insurance, as separate actuarial valuation / premium paid are not available for the managing director and executive director. Further, no stock option has been offered to any of them by the company. Services of the managing director and executive director may be terminated by either party by giving usual notice period applicable. There is no separate provision for payment of severance fees.

Pursuant to the provisions of section 134(3)(e) read with sub-section (1) of section 178 of the Companies Act, the following policies of the company relating to directors' appointment and their remuneration are attached herewith:

- Policy for selection of Directors and determining Directors independence (Criteria for Board Membership) (as 'Annexure-G' to the Directors' Report).
- Remuneration Policy for Directors, Key Managerial Personnel and other employees (as 'Annexure-H' to the Directors' Report).

**(c) Stakeholders' Relationship Committee:**

During the FY 2017-18, the stakeholders' relationship committee ('SRC') met six times on the following dates:

- May 22, 2017
- August 10, 2017
- September 23, 2017
- November 10, 2017
- January 23, 2018
- March 30, 2018

The stakeholders' relationship committee meets as and when requirement arises. The composition of the SRC and the number of meetings held and attended by its members during the FY 2017-18 are as follows:

Name of the Member	Position	Category	No. of Meetings	
			Held	Attended
Mr. Dharam Chand Agarwal	Chairman	Independent Director	6	6
Mr. Rameshwar Pareek	Member	Independent Director	6	6
Mr. Bhairon Singh Solanki	Member	Independent Director	6	6

The company secretary of the company acts as secretary of the SRC. The composition and terms of references of the SRC are in compliance with the provisions of the Companies Act and the provisions of regulation 20 of the SEBI Listing Regulations.

The SRC is primarily formed to ensure cordial investor relations and supervises the mechanism for redressal of investors' grievances, if any. The terms of references of the SRC inter alia, include the following:

- oversee and review all matters related with transfer, transmission, transposition, dematerialisation, rematerialisation and mutation of securities, if required;
- approve issue of share certificates including duplicate, splitted/sub-divided or consolidated certificates;
- oversee and review redressal/removal of shareholders' grievances related to transfer, transmission, transposition, dematerialisation, rematerialisation, mutation of securities and issue of share certificates including duplicate, splitted/sub-divided or consolidated certificates;
- look into redressal/removal of shareholders' grievances relating to non-receipt of declared dividends, annual report, share certificates etc.;
- review of measures taken for effective exercise of voting rights by shareholders;
- review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- oversee the performance of the registrar and share transfer agents of the Company;
- review of the various measures and initiatives taken by the company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and
- oversee and redress grievances of other stakeholders under provisions of Companies Act.

The company has in place an adequate system for redressal of the shareholders' grievances, timely and properly. The designated e-mail address for investors' grievance redressal division / compliance officer is "cs@genus.in". Mr. Ankit Jhanjhari, company secretary of the company is the compliance officer of the company for complying with provisions of the securities law, listing regulations, company law and SEBI rules & regulations. During the FY 2017-18, the company received four complaints from the shareholders and all were resolved timely and satisfactorily. There was no pending complaint as on March 31, 2018.

In order to provide competent services to shareholders and for speedy redressal of the complaints, the board has delegated the power of approving share transfer and transmission of shares and other matters like split up / sub-division and consolidation of shares, issue of new certificates on re-materialization, subdivision, consolidation and exchange to the Company's registrar and share transfer agent ('RTA'), M/s. Niche Technologies Private Limited. The RTA attends the share transfer formalities at least once in a fortnight.

**(d) Risk Management Committee:**

During the FY 2017-18, the risk management committee ('RMC') met two times on the following dates: (i) November 20, 2017 and (ii) March 30, 2018.

The composition of the RMC and the number of meetings held and attended by its members during the FY 2017-18 are as follows:

Name of the Member	Position	Category	No. of Meetings	
			Held	Attended
Mr. Dharam Chand Agarwal	Chairman	Independent Director	2	2
Mr. Bhairon Singh Solanki	Member	Independent Director	2	2
Mr. Rajendra Kumar Agarwal	Member	Managing Director and CEO	2	2
Mr. Nathu Lal Nama	Member	Senior VP (Finance & Accounts)*	2	2

\*Chief Financial Officer w.e.f. May 11, 2018



The company secretary of the company acts as secretary to the committee. The composition and terms of references of the risk management committee meet the requirement of the provisions of the Companies Act and the provisions of regulation 21 of the SEBI Listing Regulations.

The terms of references and responsibilities of the risk management committee, inter alia, include the following:

- review and monitor the risk management policy/plans, on annual basis;
- review and monitor the Company's risk management practices and activities on a quarterly basis;
- review and evaluate significant risk exposures of the Company and also assess management's plans or actions taken to mitigate the risks in a timely manner;
- review the risks to the achievement of key business objectives covering growth, profitability, talent aspects, operational excellence and also assess management's plans/actions taken to mitigate these risks;
- review the key operational risks (both supply of products and rendering of services);
- review the potential risk in the areas of competitive position in key market segments, information security, high-risk projects, contracts management and financial risks;
- review and approve risk disclosure statements in any public documents or disclosures;
- lay down reasonable, sufficient and effective procedures to inform Board members about the risk assessment and minimization procedures;
- share with the Board updates regarding all aspects of risk management, on regular basis;
- ensure the risk framework along with risk assessment, monitoring, mitigation and reporting practices are adequate to effectively manage the foreseeable material risks; and
- carry out any other function(s) as assigned by the Board.

**(e) Corporate Social Responsibility Committee:**

During the FY 2017-18, the corporate social responsibility ('CSR') Committee met three times on the following date : (i) April 05, 2017, (ii) November 09, 2017 and (iii) March 31, 2018.

The composition of the CSR committee and the number of meetings held and attended by its members during the FY 2017-18 are as follows:

Name of the Member	Position	Category	No. of Meetings	
			Held	Attended
Mr. Ishwar Chand Agarwal	Chairman	Executive Chairman	3	3
Mr. Rajendra Kumar Agarwal	Member	Managing Director & CEO	3	3
Mr. Jitendra Kumar Agarwal	Member	Joint Managing Director	3	3
Mr. Dharam Chand Agarwal	Member	Independent Director	3	3

The company secretary of the company acts as secretary to the committee. The composition and terms of reference of the corporate social responsibility ('CSR') committee of the Company meet with the requirements of the Companies Act.

The terms of reference of the CSR committee, inter alia, include the following:

- formulation and recommendation to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act;
- recommendation of the amount of expenditure to be incurred on the CSR activities; and
- monitor the implementation of the CSR Policy.

**(f) Finance Committee:**

During the FY 2017-18, the finance committee ('FC') met nine times on the following dates:

- (i) April 25, 2017      (ii) May 17, 2017      (iii) May 25, 2017      (iv) June 29, 2017  
(v) September 26, 2017      (vi) October 30, 2017      (vii) January 04, 2018      (viii) February 13, 2018  
(ix) March 19, 2018

The composition of the FC and the number of meetings held and attended by its members during the FY 2017-18 are as follows:

Name of the Member	Position	Category	No. of Meetings	
			Held	Attended
Mr. Ishwar Chand Agarwal	Chairman	Executive Chairman	9	9
Mr. Rajendra Kumar Agarwal	Member	Managing Director & CEO	9	9
Mr. Jitendra Kumar Agarwal	Member	Joint Managing Director	9	9

The company secretary of the company acts as secretary to the committee.

The terms of reference of the finance committee inter alia, include the following:

- Borrow moneys and exercise all powers to borrow moneys (otherwise than by issue of debentures) not exceeding Rs.2000 crore in aggregate at any time and taking all necessary actions connected therewith within the limit prescribed pursuant to provisions of section 180 of Companies Act;
- Provide guarantee including performance guarantee, issue letter of comfort and providing securities and taking all necessary actions connected therewith (subject to compliances under sections 185 and 186 of Companies Act);
- Review of banking arrangement and taking all necessary actions connected therewith including refinancing for optimization of borrowing costs (subject to overall limit of borrowing);
- Investment of the funds of the Company (subject to compliance of all applicable provisions of Companies Act);
- Review of the Company's financial policies, strategies and capital structure;
- Review of working capital and cash flow management; and
- Consider viability for issuance of new modes of securities including foreign funds subject to laws applicable.

**(g) Sales Committee:**

During the FY 2017-18, the sales committee ('SC') met thirty one times on the following dates:

(i) April 04, 2017	(ii) April 12, 2017	(iii) May 01, 2017
(iv) May 06, 2017	(v) May 13, 2017	(vi) May 31, 2017
(vii) June 05, 2017	(viii) June 19, 2017	(ix) June 28, 2017
(x) July 06, 2017	(xi) July 18, 2017	(xii) August 03, 2017
(xiii) August 09, 2017	(xiv) August 29, 2017	(xv) September 11, 2017
(xvi) September 20, 2017	(xvii) September 28, 2017	(xviii) October 12, 2017
(xix) October 26, 2017	(xx) November 08, 2017	(xxi) November 23, 2017
(xxii) December 23, 2017	(xxiii) January 04, 2018	(xxiv) January 11, 2018
(xxv) January 23, 2018	(xxvi) February 02, 2018	(xxvii) February 09, 2018
(xxviii) February 19, 2018	(xxix) February 24, 2018	(xxx) March 03, 2018
(xxxi) March 15, 2018		

The composition of the SC and the number of meetings held and attended by its members during the FY 2017-18 are as follows

Name of the Member	Position	Category	No. of Meetings	
			Held	Attended
Mr. Ishwar Chand Agarwal	Chairman	Executive Chairman	31	31
Mr. Rajendra Kumar Agarwal	Member	Managing Director & CEO	31	31
Mr. Jitendra Kumar Agarwal	Member	Joint Managing Director	31	31

The company secretary of the company acts as secretary of the committee. The sales committee meets as and when requirement arises.

The terms of reference of the sales committee, inter alia, include the following:

- review sales related matters;
- formulate and review marketing strategies;
- participate in tenders/bids floated by SEBs, Private Utilities, etc.;
- sign, file, amend, alter and execute all forms, applications, agreements, affidavits or other documents with reference to Tenders/bids floated by SEBs, Private Utilities, Govt. / Public Authorities, etc. from time to time, on behalf of the Company and to do all such acts and things as may be necessary in connection therewith;
- review or modify contracts / arrangements / agreements executed with SEBs, Private Utilities or other vendors on behalf of the Company;
- take all necessary actions and do all such acts and things as may be necessary in connection with the execution of orders/LOI;
- deal with SEBs, Private Utilities, Govt. / Public Authorities or other vendors on behalf of the Company in respect of execution of orders / LOI / contracts / agreements / arrangements and receipt of payments; and
- sub-delegate all or any powers vested in it to other Officer/Officers of the Company or other person(s) as the Committee thinks fit and proper in the interest of the Company.

#### 4. GENERAL BODY MEETINGS

(a) The location, date and time of last three annual general meetings ('AGMs') are as under:

Year	Location	Date	Time
2014-2015	A-32A, Sector-62, Noida- 201309 (U.P.)	26.09.2015	11.00 a.m.
2015-2016	A-32A, Sector-62, Noida- 201309 (U.P.)	08.09.2016	11.00 a.m.
2016-2017	A-32A, Sector-62, Noida- 201309 (U.P.)	22.09.2017	11.00 a.m.

(b) The details of the special resolutions passed in the previous three AGMs are as under:

AGM	Subject of Special Resolution
23rd (26.09.2015)	<ul style="list-style-type: none"> <li>• Alteration of Articles of Association of the Company.</li> <li>• Approval of the Related Party Transactions.</li> <li>• Ratification of the Related Party Transactions entered into in the financial year 2014-15.</li> </ul>
24th (08.09.2016)	<ul style="list-style-type: none"> <li>• Reappointment of Mr. Rajendra Kumar Agarwal, Managing Director and Chief Executive Officer of the Company</li> <li>• Approval for payment of commission to the executive directors.</li> <li>• Approval for payment of commission to the non-executive directors.</li> <li>• Approval for the alteration of Articles of Association of the Company.</li> </ul>
25th (22.09.2017)	<ul style="list-style-type: none"> <li>• Increase the remuneration of Mr. Ishwar Chand Agarwal, Executive Chairman of the Company.</li> <li>• Increase the remuneration of Mr. Rajendra Kumar Agarwal, Managing Director and Chief Executive Officer of the Company</li> <li>• Increase the remuneration of Mr. Jitendra Kumar Agarwal, Joint Managing Director of the Company</li> </ul>

(c) Special resolution(s) passed last year through postal ballot:

During the year under review, no resolution was passed through postal ballot.

(d) Special resolution(s) proposed to be conducted through postal ballot:

No special resolution is proposed to be conducted through postal ballot on or before the ensuing annual general meeting of the Company.

#### 5. MEANS OF COMMUNICATION

**Quarterly results:** The quarterly/half-yearly/annual financial results are generally published in 'Business Standard' and are displayed on the company's website at 'www.genuspower.com'.

**Official news releases:** Official news releases made by the company from time to time are sent to stock exchanges and also displayed on the company's website.

**Presentations to institutional investors / analysts:** Presentations made, if any to the institutional investors and analysts, are uploaded on the company's website.

**Annual Report:** Annual reports, notices and all other documents that were needed to be sent to the shareholders are sent via email to all those shareholders, who have registered their e-mail addresses to the depository participants and physical copies are sent to those shareholders who have not registered their email addresses or those who wish to get the physical copies of the aforesaid documents.

**Website:** Company's website 'www.genuspowers.com' contains a separate section namely 'INVESTORS' for use of the investors. The financial results, annual reports, corporate governance reports/information, shareholding pattern, new releases and other corporate communications/information/forms related to investors are promptly and prominently displayed on the company's website. The company has disseminated all information, where applicable and required under the provisions of regulation 46(2) of the SEBI Listing Regulations. The details of unpaid/unclaimed dividends are also available in the Investor section, to facilitate shareholders to claim the same.

**NSE Electronic Application Processing System ('NEAPS'):** All periodical compliance related filings like financial results, shareholding pattern, corporate governance reports, etc. are filed electronically on NEAPS.

**BSE Corporate Compliance & Listing Centre ('Listing Centre'):** All periodical compliance filings like financial results, shareholding pattern, corporate governance reports, etc. are filed electronically on the Listing Centre.

**Email ID for investors:** The company has designated a separate email id 'cs@genus.in' to serve the investor exclusively and the same is prominently displayed on the company's website www.genuspowers.com.

## 6. GENERAL SHAREHOLDERS INFORMATION

### (a) 26th Annual General Meeting

Date : Friday, September 21, 2018

Time : 11:00 a.m.

Venue : Jaipuria Institute of Management, A-32A, Sector-62, Opp. IBM, Noida-201309 (Uttar Pradesh).

### (b) Financial Year: April 01 to March 31

### (c) Dates of Book Closure: Saturday, September 15, 2018 to Friday, September 21, 2018

(both days inclusive) for the purpose of AGM and payment of dividend.

### (d) Dividend Payment Date: Credit / Dispatch between September 22, 2018 and October 09, 2018.

### (e) Listing on Stock Exchanges and Stock Codes:

The equity shares of the company are listed and traded at the following stock exchanges:

S. No.	Name and address of Stock Exchanges	Stock Code
1	BSE Limited (BSE) Pheeroz Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	530343
2	National Stock Exchange of India Limited (NSE) Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai-400051	GENUSPOWER

The Company has already paid the annual listing fee to BSE and NSE and the annual custody/issuer fee to NSDL and CDSL, for the financial year 2018-19.

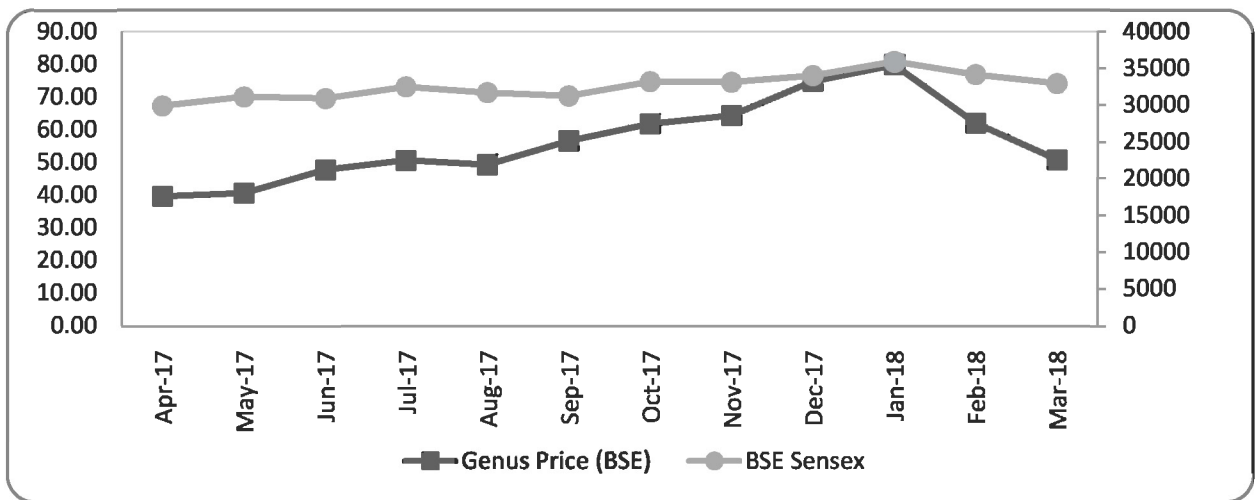
### (f) International Securities Identification Number (ISIN) of Equity Shares: INE955D01029

### (g) Corporate Identity Number (CIN): L51909UP1992PLC051997

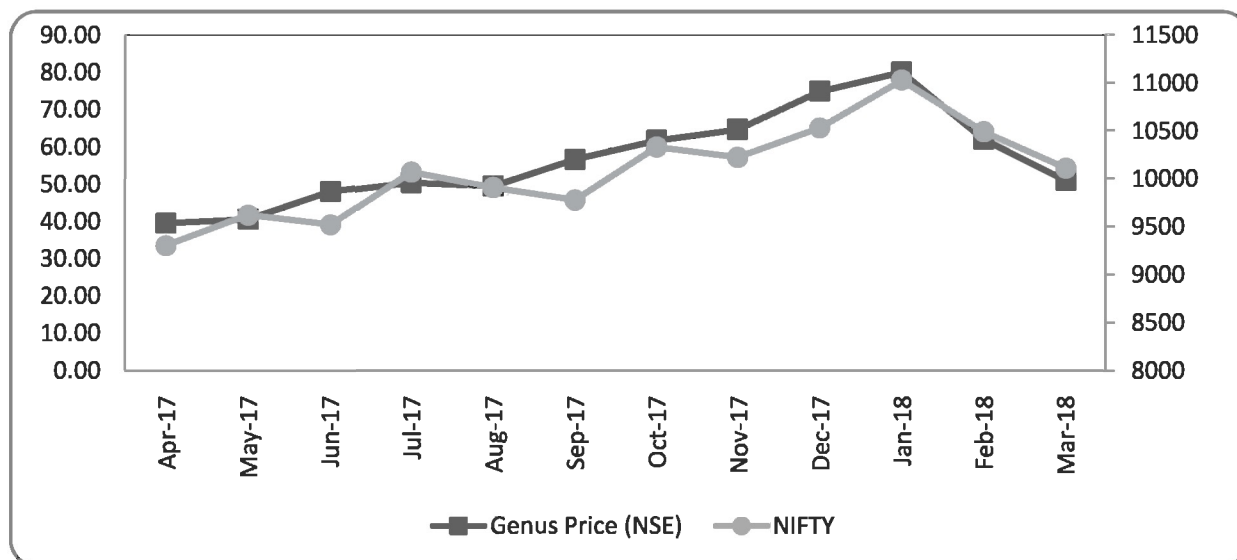
(h) Market Price Data - High and Low quotations of equity shares on BSE and NSE during each month in the last financial year:

Month	BSE			NSE		
	High (Rs)	Low (Rs)	Volume (Nos.)	High (Rs)	Low (Rs)	Volume (Nos.)
April, 2017	45.20	38.75	658652	45.20	38.70	2355074
May, 2017	48.25	38.15	1331209	48.35	38.05	4974953
June, 2017	51.15	40.15	968104	51.15	40.05	4560025
July, 2017	56.75	47.75	1339377	56.50	47.20	7863481
August, 2017	58.70	44.00	2339846	58.40	43.10	21901580
September, 2017	59.00	48.25	4999270	58.90	48.20	24289679
October, 2017	65.20	54.20	6689456	65.35	54.05	30606262
November, 2017	68.90	55.00	5062808	68.80	55.10	22211529
December, 2017	79.00	62.40	4313154	79.00	62.10	21932808
January, 2018	86.00	71.80	3405411	86.10	71.90	22867594
February, 2018	80.65	61.50	1044016	80.50	61.50	8583131
March, 2018	63.60	49.65	2150385	63.40	49.70	11743035

(i) (1) Performance of the share price of the Company in comparison to BSE SENSEX (Comparison of closing price to Index value on the last date of respective months):



**(2) Performance of the share price of the Company in comparison to NSE NIFTY (Comparison of closing price to Index value on the last date of respective months):**



**(j) Registrar & Share Transfer Agent ('RTA'):**

M/s. Niche Technologies Pvt. Ltd.

D-511, Bagree Market, 71, B.R.B. Basu Road, Kolkata – 700 001

Tel: (033) 22357271/70/3070, 22343576; Fax: (033) 22156823

E-mail: nichetechpl@nichetechpl.com

Website - www.nichetechpl.com

**(k) Share Transfer System:**

The share transfer activities for shares held under physical mode are carried out by the RTA. Shares in physical mode which are lodged for transfer are processed and completed/returned within the stipulated time, subject to the documents being valid and complete in all respects. The RTA of the company has fully computerized system for the share transfer activity and also to attend to all the delegated matters, timely and appropriately.

Shares held in the dematerialized form are electronically transferred / traded through the depositories with no involvement of the company. The RTA of the company periodically receives details of the beneficiary from the depositories to update their records and to send all corporate communications or entitlements to the respective shareholder.

In compliance of regulation 40(9) of the SEBI Listing Regulations, a certificate, received from a practicing company secretary confirming that share certificates relating to the share transfer form or for exchange of duplicate and split certificates have been issued within one month of the date of lodgment, has been submitted to stock exchanges within stipulated time.

The details of shares transfer, transmission, duplicate issue, replacement, rematerialisation and dematerialisation, if any during the FY 2017-18 are as follows:

Particulars	No. of Requests	No. of Shares
Transfer of Shares	3	4,001
Transmission of Shares*	158	8,32,021
Rematerialisation of Shares	2	2,001
Dematerialisation of Shares	16	49,005
Replacement of Share Certificates*	159	8,34,021

\* It includes transfer of shares to IEPF Authority.

**(l) Distribution of Shareholdings:** The distribution of shareholdings as on March 31, 2018 is as follows:

Share Holding	Share Holders		Share Holding	
	Number	% to Total	Number of Shares	% to Total
1 – 500	21,697	73.61	33,44,662	1.30
501 – 1,000	3,065	10.40	26,57,955	1.03
1,001 – 5,000	3,489	11.83	87,52,489	3.40
5,001 – 10,000	560	1.90	44,60,032	1.74
10,001 – 50,000	483	1.64	1,04,00,369	4.04
50,001 – 1,00,000	70	0.24	48,60,416	1.89
1,00,001 and above	112	0.38	22,27,53,408	86.60
<b>TOTAL</b>	<b>29,476</b>	<b>100.00</b>	<b>25,72,29,331</b>	<b>100.00</b>

The shareholding pattern of equity shares as on March 31, 2018 is as follows:

	Category of shareholder	Number of shareholders	Total number of shares	As a percentage of (A+B+C)
(A)	Promoter and Promoter Group			
1	Indian	41	12,98,86,109	50.49
2	Foreign	NIL	NIL	NIL
	Total Promoter and Promoter Group (A)	41	12,98,86,109	50.49
(B)	Public			
1	Institutions	29	2,63,91,000	10.26
2	Non-institutions	29,406	10,09,52,222	39.25
	Total Public (B)	29,435	12,73,43,222	49.51
(C)	Shares held by Custodians and against which Depository Receipts have been issued (C)	NIL	NIL	NIL
	<b>TOTAL (A) + (B) + (C)</b>	<b>29,476</b>	<b>25,72,29,331</b>	<b>100.00</b>

Note: The company has only one class of equity shares (i.e. equity share of face value Re.1/- each)

**(m) Dematerialisation of Shares and Liquidity:**

The equity shares of the company are compulsorily traded in dematerialised form. The details of mode of holding as on 31.03.2018 are as under:

S.No.	Mode of Holding	Holding (Nos.)	Holding (%)
1.	Shares held in dematerialised form in NSDL	22,42,60,366	87.18
2.	Shares held in dematerialised form in CDSL	3,02,91,644	11.78
3.	Shares held in Physical Form	26,77,321	1.04
	Total	25,72,29,331	100.00

25,45,52,010 equity shares, in aggregate forming 98.96 % of the Equity Share Capital of the Company, have been dematerialised up to March 31, 2018.

The equity shares of the company are actively traded in BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), regularly.

**(n) Outstanding GDR/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity:**

As on March 31, 2018, the company has no outstanding GDRs / ADRs / Warrants or any convertible instruments, except employee stock

options. The company has 3,20,844 stock options in force as on March 31, 2018, which would vest over a maximum period of 6 years or such other period as may be decided by the nomination and remuneration committee from the date of grant based on specified criteria and as per the Employees Stock Option Scheme-2012 of the company. Assuming, all the stock options are converted into equity shares, the number of equity shares available for trading in the stock exchanges would go up by further 3,20,844 equity shares.

**(o) Transfer of unclaimed/unpaid amount to 'Investor Education and Protection Fund':**

Pursuant to the provisions of section 124 of the Companies Act, during the FY 2017-18, a sum of Rs. 2,12,417/- (dividend declared for the FY 2009-10 and being unpaid/unclaimed for a period of seven years), has been transferred to the investor education and protection fund (IEPF), established under sub-section (1) of section 125 of the Companies Act, 2013. The cumulative amount transferred to IEPF up to March 31, 2018 is Rs. 44,07,246/-.

**(p) Commodity price risk or foreign exchange risk and hedging activities:**

During the year under review, the company faced foreign currency fluctuation risk with respect to procurement of raw materials from overseas market. However, the company managed and controlled such risk through its comprehensive forex risk management policy. The company continued to use foreign exchange forward and option contracts to hedge such exposures from time to time keeping in mind the position of rupee in the market vis-a-vis foreign currency.

**(q) Location of Plants and R&D Centre:**

S. No.	Address
1	SPL-3 & 2A, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022 (Rajasthan), (India)
2	Plot No.SP-1-2317, Ramchandrapura Industrial Area, Sitapura Extension, Jaipur-302022 (Rajasthan), (India)
3	Plot No. 12, Sector-4, IIE, SIDUCUL, Haridwar-249403 (Uttarakhand), (India)
4	Plot No.9 & 10, Sector-2, SIDCUL, Haridwar-249407 (Uttarakhand) (India)
5	Plot No.104, Brahmaputra Industrial Park, Amingaon, Village-Sila Sinduri Ghopa, District-Kamrup (R), Assam-781031 (India)

**(r) Address for Correspondence:**

**(i) For transfer / transmission / duplicate / replacement / dematerialisation / rematerialisation of shares and any other query relating to the shares certificate:**

• **For Securities held in physical form:**

M/s. Niche Technologies Pvt. Ltd.  
 (Registrar & Share Transfer Agent)  
 Unit: Genus Power Infrastructures Limited  
 D-511, Bagree Market, 71, B. R. B. Basu Road, Kolkata – 700001  
 Telephone Nos.: (033) 22357270/71/3070, 22343576  
 Fax No.: (033) 22156823  
 E-mail: nichetechpl@nichetechpl.com  
 Website: www.nichetechpl.com

• **For Securities held in demat form**

To the investors' Depository Participant(s) AND / OR M/s. Niche Technologies Private Limited

**(ii) For queries/complaints relating to non-receipt of annual reports / dividend or other investor's grievances/queries:**

The Company Secretary,  
 Genus Power Infrastructures Limited  
 SPL-3, RIICO Industrial Area, Sitapura, Tonk Road,  
 Jaipur-302022, Rajasthan, India  
 Telephone Nos.: (0141) 7102412  
 Designated E-mail: cs@genus.in



## 7. DISCLOSURES

**(a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of the Company at large:**

In compliance of the provisions of the Companies Act and the SEBI Listing Regulations, the company has in place a policy on materiality of related party transactions and dealing with related party transactions. The policy has been disclosed on the website of the company and its web link is [http://beta.genuspower.com/wp-content/uploads/2017/04/Related-Party-Transaction-Policy\\_0.pdf](http://beta.genuspower.com/wp-content/uploads/2017/04/Related-Party-Transaction-Policy_0.pdf)

All related party transactions are approved by the audit committee prior to the transaction entered into. Related party transactions of repetitive nature are approved by the audit committee on omnibus basis for one financial year at a time. The audit committee satisfies itself regarding the need for omnibus approval and ensures compliance with the requirements of the SEBI Listing Regulations and the Companies Act. All omnibus approvals are reviewed by the Audit Committee on a quarterly basis.

During the year under review, there were no materially significant related party transactions that may have potential conflict with the interests of company at large. A confirmation with regard to compliance of related party transactions as per the SEBI Listing Regulations is also sent to the stock exchanges along with the quarterly compliance report on corporate governance. The disclosure of related party transactions is also set out in notes to the financial statements.

**(b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by the stock exchanges or the securities and exchange board of India or any statutory authority, on any matter related to capital markets, during the last three years:**

The company has complied with the requirements of the listing agreement with the stock exchanges as well as the applicable regulations and guidelines of SEBI, during the last three years. All information / returns / reports were submitted with stock exchanges / other authorities within stipulated time. No penalties or strictures were imposed on the company by Stock Exchanges or SEBI or any other statutory authorities on matters relating to capital market during the last three years.

**(c) Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel has been denied access to the audit committee:**

In compliance with the provisions of the Companies Act and the SEBI Listing Regulations, the company has developed the effective whistleblower policy and vigil mechanism for its directors and employees to enable them to approach the vigilance officer / chairperson of the audit committee of the company. This mechanism empowers the directors and employees to report unethical behavior, malpractices, wrongful conduct, fraud, violation of company's code of conduct without fear of reprisal. Under this mechanism all reporting are seriously responded and also investigated, as and when required. Investigations/inquiries are done by the vigilance officer either by himself/herself or by involving any other officer / committee constituted for the same / an outside agency before referring the matter to the audit committee. If an investigation leads to a conclusion that an improper or unethical act has been committed, the chairperson of the audit committee recommends to the management to take such disciplinary or corrective action as it may deem fit. The company takes appropriate action against such employee whose action is found to violate the code or any other policy of the company, after giving him a reasonable opportunity of being heard. The vigil mechanism also provides for adequate safeguards against victimization of whistleblower, who avail the mechanism. The whistleblower and vigilance policy has been disclosed on the website of the company and its web link is [http://beta.genuspower.com/wp-content/uploads/2017/04/Whistle-Blower-Policy-and-Vigil-Mechanism\\_0.pdf](http://beta.genuspower.com/wp-content/uploads/2017/04/Whistle-Blower-Policy-and-Vigil-Mechanism_0.pdf).

It is affirmed that no personnel has been denied access to the audit committee.

**(d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:**

The company has complied with all the mandatory requirements of corporate governance as specified in the SEBI Listing Regulations and the Companies Act. The company has also adopted the following discretionary requirements as specified in Part E of Schedule II to the SEBI Listing Regulations:

- (i) The company has appointed separate persons to the posts of chairman and managing director.
- (ii) The internal auditor may report directly to the audit committee.
- (iii) The company has constituted the risk management committee.

**(e) Web link where policy for determining material subsidiaries is disclosed:**

[http://beta.genuspower.com/wp-content/uploads/2017/04/Material-Subsidiaries-Policy\\_1.pdf](http://beta.genuspower.com/wp-content/uploads/2017/04/Material-Subsidiaries-Policy_1.pdf)

**(f) Web link where policy on dealing with related party transactions is disclosed:**

[http://beta.genuspower.com/wp-content/uploads/2017/04/Related-Party-Transaction-Policy\\_0.pdf](http://beta.genuspower.com/wp-content/uploads/2017/04/Related-Party-Transaction-Policy_0.pdf)

**(g) Disclosure with respect to share in the demat suspense account / unclaimed suspense account:**

The company does not have any unclaimed share in demat suspense account or unclaimed suspense account.

**(h) Disclosure with respect to transfer/transmission of share IEPF Authority:**

During the year under review, the company has transferred/transmitted 8,80,277 equity shares in the name of the Investor Education and Protection Fund (IEPF) Authority, pursuant to provision of section 124(6) of the Companies Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, in respect of which dividend has not been paid or claimed for seven consecutive years or more.

**(i) Reconciliation of share capital audit:**

As stipulated by SEBI, a qualified practicing company secretary carries out a share capital audit to reconcile the total admitted equity share capital of the company with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The Audit confirms that the total Listed and Paid-up capital is in agreement with the aggregate of the total number of shares in dematerialized form and in physical form. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges. The said report is also placed before the board of the company.

**(j) Accounting treatment in preparation of the financial statements:**

In the preparation of financial statements for FY2018, there is no treatment of any transaction which is different from that prescribed in the Indian Accounting Standards (Ind AS) notified by the Government of India under section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time, the guidelines issued by SEBI and other accounting principles generally accepted in India.

**(k) Dividend policy:**

The company has in place a dividend distribution policy which has been displayed on the website of the company at [www.genuspower.com](http://www.genuspower.com) and its web link is <http://beta.genuspower.com/wp-content/uploads/2017/04/DividendDistributionPolicy.pdf>.

For and on behalf of the Board of Directors

**Ishwar Chand Agarwal**

Chairman

DIN: 00011152

Jaipur, August 10, 2018

## **Independent Auditor's Report on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

The Members of

**Genus Power Infrastructures Limited**

G-14, Sector 63, Noida, Uttar Pradesh - 201307

1. The Corporate Governance Report prepared by Genus Power Infrastructures Limited (hereinafter the "Company"), contains details as required by the provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') with respect to Corporate Governance for the year ended March 31, 2018. This report is required by the Company for annual submission to the Stock exchange and to be sent to the Shareholders of the Company.

### **Management's Responsibility**

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

### **Auditor's Responsibility**

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion whether the Company has complied with the specific requirements of the Listing Regulations referred to in paragraph 1 above.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. Summary of key procedures performed include:
  - i. Reading and understanding of the information prepared by the Company and included in its Corporate Governance Report;
  - ii. Obtained and verified that the composition of the Board of Directors w.r.t executive and non-executive directors has been met throughout the reporting period;
  - iii. Obtained and read the Directors Register as on March 31, 2018 and verified that atleast one women director was on the Board during the year;
  - iv. Obtained and read the minutes of the following committee meetings held April 01, 2017 to March 31, 2018:
    - (a) Board of Directors meeting;
    - (b) Audit committee;
    - (c) Annual General Meeting;
    - (d) Nomination and remuneration committee;
    - (e) Stakeholders Relationship Committee;
    - (f) Risk management committee;
    - (g) Corporate Social Responsibility Committee;
    - (h) Finance Committee; and
    - (i) Sales Committee.
  - v. Obtained necessary representations and declarations from directors of the Company including the independent directors; and

- vi. Performed necessary inquiries with the management and also obtained necessary specific representations from management.

The above-mentioned procedures include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

#### Opinion

8. Based on the procedures performed by us as referred in paragraph 7 above, and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended March 31, 2018, referred to in paragraph 1 above.

#### Other matters and Restriction on Use

9. This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
10. This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

#### For S.R. BATLIBOI & ASSOCIATES LLP

ICAI Firm registration number: 101049W/E300004  
Chartered Accountants

#### per Shankar Srinivasan

Partner  
Membership No.: 213271

Place of signature : Jaipur  
Date : August 10, 2018

#### For D. KHANNA & ASSOCIATES

Firm registration number: 012917N  
Chartered Accountants

#### per Deepak Khanna

Partner  
Membership No.: 092140

Place of signature : Jaipur  
Date: August 10, 2018

## Declaration from Chief Executive Officer as stipulated in Clause D of Schedule V (Annual Report) to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,  
The Board of Directors,  
Genus Power Infrastructures Limited,

Dear Sirs,

I hereby confirm that the members of board of directors and senior management personnel of the company have affirmed compliance with the company's code of conduct of board of directors and senior management.

Yours sincerely,

**(Rajendra Kumar Agarwal)**

Managing Director & CEO  
DIN:00011127

Jaipur, May 11, 2018