

Genus Power Infrastructures Limited

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Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

(I) Preface

Pursuant to Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and to prevent Insiders from procuring, communicating, providing or allowing access to unpublished price sensitive information (“UPSI”) except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, the following code of practices and procedures for fair disclosure of unpublished price sensitive information (hereinafter referred to as the ‘Code’) have been adopted by the Board of Directors of the Company.

(II) Definitions

For the purpose of this Code:-

1. **“Regulations”** mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.
2. **“Code” or “Code of Conduct”** shall mean the code of practices and procedures for fair disclosure of unpublished price sensitive information of Genus Power Infrastructures Limited as amended from time to time.
3. **“Company”** means ‘Genus Power Infrastructures Limited’.
4. **“Compliance Officer”** means Company Secretary or such other senior officer designated so and reporting to the board of directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company. For the purpose of this regulation, “financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.
5. **“Unpublished price sensitive information” (“UPSI”)** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –
 - (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;

- (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel; and
- (vi) Any other matter as may be prescribed under the Listing Regulations and/or Corporate Law to be price sensitive, from time to time.

6. **(A) "Insider"** means any person who is

- i) a connected person; or
- ii) in possession of or having access to unpublished price sensitive information;

(B) "Connected Person" means:

- (i) any person who is or has during the six (6) months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including the following that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access:
 - (a) by reason of frequent communication with its officers; or
 - (b) by being in any contractual, fiduciary or employment relationship; or
 - (c) by being a director, officer or an employee of the company; or
 - (d) holds any position including a professional or business relationship between himself and the company whether temporary or permanent.

Deemed to be a Connected Person:

- (ii) the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established:
 - (a) an immediate relative of connected persons specified in clause (i); or
 - (b) a holding company or associate company or subsidiary company; or
 - (c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - (e) an official of a stock exchange or of clearing house or corporation; or
 - (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - (g) a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - (h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - (i) a banker of the Company; or
 - (j) a concern, firm, trust, hindu undivided family (HUF), company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

7. Words and expressions, used and not defined in these Code but defined in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder and as amended from time to time, shall have the meanings respectively assigned to them in those legislation.

(III) Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

No insider shall communicate, provide, or allow access to any UPSI, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. No person shall procure from or cause the communication by any insider of UPSI, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

This Code aims to formulate a framework and policy for fair disclosure of UPSI that could impact price of the Company's securities in the market. So as to ensure fair disclosure of UPSI that could impact price discovery in the market, the Board of Directors of the Company shall adhere to the following code of practices and procedures for fair disclosure of UPSI envisaged in Schedule A of SEBI (Prohibition of Insider Trading) Regulation, 2015:

1. It shall be ensured that prompt public disclosure of UPSI is made to make it generally available, once it is discovered that credible and concrete information having the potential of effecting the price of securities of the Company exists or comes into being.
2. It shall be ensured that uniform and universal dissemination of UPSI is promptly made to avoid selective disclosures.
3. The Company Secretary is designated as Chief Investor Relations Officer to deal with dissemination and disclosure of UPSI.
4. It shall be ensured that any UPSI, which gets disclosed selectively, inadvertently or otherwise, is promptly disseminated to make such information generally available.
5. The Company shall ensure that appropriate and fair responses and replies are promptly provided to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. It shall be ensured that no UPSI is shared with analysts and research personnel.
7. The Company shall develop and follow the best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences, if any, on the official website to ensure official confirmation and documentation of disclosures made.
8. It shall be ensured that the UPSI is handled on need-to-know basis.

(IV) Policy for determination of "Legitimate purpose" for sharing of UPSI

The UPSI can be shared by the Insider to any person including other insiders where such sharing is in furtherance of legitimate purposes. The UPSI shall be shared in ordinary course of business only. The UPSI shall be shared only by/with the person who is authorized to do so. Where there is any sharing of UPSI, non-disclosure agreements shall be executed. The person receiving such information shall be sensitized or informed about the confidentiality of the matter in order to avoid any leakage. Details of the person receiving such information shall be maintained by the Company, in order to track whether the information was exploited by the person or not.

"Legitimate purpose" shall mean sharing of the UPSI in the ordinary course of business by an insider with the following, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations:

- (1) Promoters
- (2) Auditors
- (3) Lenders
- (4) Customers
- (5) Suppliers
- (6) Merchant bankers
- (7) Legal advisors
- (8) Consultants
- (9) Partners or Collaborators
- (10) Insolvency professionals
- (11) Other advisors or consultants
- (12) Any other person with whom UPSI is shared in furtherance of legitimate purposes, performance of duties or discharge of legal obligations
- (13) Staff members of (1) to (12) above

Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with these regulations.

The board of directors of the Company shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom such UPSI is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

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- (Formulated on May 14, 2015 and Effective from May 15, 2015)
 - (Reviewed on March 30, 2019 and Effective from April 01, 2019)