

| General information about company | |
|--|-------------------------------------|
| Scrip code | 530343 |
| NSE Symbol | GENUSPOWER |
| MSEI Symbol | NOTLISTED |
| ISIN | INE955D01029 |
| Name of the entity | GENUS POWER INFRASTRUCTURES LIMITED |
| Date of start of financial year | 01-04-2019 |
| Date of end of financial year | 31-03-2020 |
| Reporting Quarter | Yearly |
| Date of Report | 31-03-2020 |
| Risk management committee | Not Applicable |
| Market Capitalisation as per immediate previous Financial Year | Top 1000 listed entities |

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

Yes

| PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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) |
|------------|----------|--|---------------------------------|-------------------------|---------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|
| AJCPA9438P | 00011152 | Executive Director | Chairperson related to Promoter | | 19-04-1950 | NA | | 25-05-1994 | 24-01-2019 | | 2 | 0 | 0 | 0 | |
| ADNPA7732P | 00895365 | Non-Executive - Non Independent Director | Not Applicable | | 20-10-1971 | NA | | 24-01-2011 | 29-05-2013 | | 2 | 0 | 2 | 0 | |
| ADSPA6452D | 00011127 | Executive Director | Not Applicable | CEO-MD | 06-10-1975 | NA | | 01-01-2001 | 24-05-2019 | | 1 | 0 | 0 | 0 | |
| ADNPA7731Q | 00011189 | Executive Director | Not Applicable | MD | 16-07-1977 | NA | | 06-05-2004 | 20-09-2019 | | 1 | 0 | 0 | 0 | |

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations) | N m S C inc li R R |
|----|-----------------|----------------------|------------|----------|--------------------------------------|-------------------------|-------------------------|---------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|
| 5 | Mr | Rameshwar Pareek | ABPPP0939D | 00014224 | Non-Executive - Independent Director | Not Applicable | | 01-11-1944 | Yes | 21-09-2018 | 29-01-2003 | 01-04-2019 | | 60 | 3 | 3 | 5 |
| 6 | Mr | Dharam Chand Agarwal | ADAPA0518L | 00014211 | Non-Executive - Independent Director | Not Applicable | | 10-07-1949 | NA | | 14-12-2005 | 01-04-2019 | | 60 | 2 | 2 | 4 |
| 7 | Mr | Udit Agarwal | AFQPA7335D | 02820615 | Non-Executive - Independent Director | Not Applicable | | 13-05-1973 | NA | | 24-10-2009 | 01-04-2019 | | 60 | 2 | 2 | 2 |
| 8 | Mrs | Mansi Kothari | ABHPM3515G | 08450396 | Non-Executive - Independent Director | Not Applicable | | 21-06-1978 | NA | | 11-05-2019 | 11-05-2019 | | 60 | 1 | 1 | 2 |

| Audit Committee Details | | | | | | | |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Audit Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00014224 | Rameshwar Pareek | Non-Executive - Independent Director | Chairperson | 01-04-2014 | | |
| 2 | 00014211 | Dharam Chand Agarwal | Non-Executive - Independent Director | Member | 01-04-2014 | | |
| 3 | 08450396 | Mansi Kothari | Non-Executive - Independent Director | Member | 07-09-2019 | | |

| Nomination and remuneration committee | | | | | | | |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Nomination and remuneration committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00014211 | Dharam Chand Agarwal | Non-Executive - Independent Director | Chairperson | 30-05-2014 | | |
| 2 | 00014224 | Rameshwar Pareek | Non-Executive - Independent Director | Member | 30-05-2014 | | |
| 3 | 08450396 | Mansi Kothari | Non-Executive - Independent Director | Member | 07-09-2019 | | |

| Stakeholders Relationship Committee | | | | | | | |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Stakeholders Relationship Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00014211 | Dharam Chand Agarwal | Non-Executive - Independent Director | Chairperson | 30-05-2014 | | |
| 2 | 00014224 | Rameshwar Pareek | Non-Executive - Independent Director | Member | 30-05-2014 | | |
| 3 | 08450396 | Mansi Kothari | Non-Executive - Independent Director | Member | 07-09-2019 | | |

| Risk Management Committee | | | | | | | |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Risk Management Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00014211 | Dharam Chand Agarwal | Non-Executive - Independent Director | Chairperson | 30-05-2014 | | |
| 2 | 00011127 | Rajendra Kumar Agarwal | Executive Director | Member | 30-05-2014 | | |
| 3 | 00011189 | Jitendra Kumar Agarwal | Executive Director | Member | 01-04-2019 | | |

| Corporate Social Responsibility Committee | | | | | | | |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Corporate Social Responsibility Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00011152 | Ishwar Chand Agarwal | Executive Director | Chairperson | 30-05-2014 | | |
| 2 | 00011127 | Rajendra Kumar Agarwal | Executive Director | Member | 30-05-2014 | | |
| 3 | 00011189 | Jitendra Kumar Agarwal | Executive Director | Member | 30-05-2014 | | |
| 4 | 00014211 | Dharam Chand Agarwal | Non-Executive - Independent Director | Member | 30-05-2014 | | |

| Other Committee | | | | | | |
|------------------------|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |
| 1 | 00011152 | Ishwar Chand Agarwal | Finance Committee | Executive Director | Chairperson | |
| 2 | 00011127 | Rajendra Kumar Agarwal | Finance Committee | Executive Director | Member | |
| 3 | 00011189 | Jitendra Kumar Agarwal | Finance Committee | Executive Director | Member | |
| 4 | 00011152 | Ishwar Chand Agarwal | Sales Committee | Executive Director | Chairperson | |
| 5 | 00011127 | Rajendra Kumar Agarwal | Sales Committee | Executive Director | Member | |
| 6 | 00011189 | Jitendra Kumar Agarwal | Sales Committee | Executive Director | Member | |

| Annexure 1 | | | | | | | |
|--|---|--|---|------------------------------|--|------------------------------|---|
| Annexure 1 | | | | | | | |
| III. Meeting of Board of Directors | | | | | | | |
| Disclosure of notes on meeting of board of directors explanatory | | | | | | | |
| Sr | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Number of Directors present* | No. of Independent Directors attending the meeting* |
| 1 | 23-10-2019 | | | | Yes | 8 | 4 |
| 2 | | 22-01-2020 | 90 | | Yes | 5 | 3 |
| 3 | | 17-03-2020 | 54 | | Yes | 8 | 4 |

| Annexure 1 | | | | | | | | |
|--|-------------------|---|---|-------------------------|-------------------------------|--|------------------------------|---|
| IV. Meeting of Committees | | | | | | | | |
| Disclosure of notes on meeting of committees explanatory | | | | | | | | |
| Sr | Name of Committee | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Name of other committee | Reason for not providing date | Whether requirement of Quorum met (Yes/No) | Number of Directors present* | No. of Independent Directors attending the meeting* |
| 1 | Audit Committee | 23-10-2019 | | | | Yes | 3 | 3 |
| 2 | Audit Committee | 22-01-2020 | 90 | | | Yes | 3 | 3 |
| 3 | Audit Committee | 17-03-2020 | 54 | | | Yes | 3 | 3 |

| Annexure 1 | | | |
|--------------------------------------|--|-------------------------------|--|
| V. Related Party Transactions | | | |
| Sr | Subject | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 1 | Whether prior approval of audit committee obtained | Yes | |
| 2 | Whether shareholder approval obtained for material RPT | NA | |
| 3 | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes | |

| Annexure 1 | | |
|-------------------------|--|----------------------------|
| VI. Affirmations | | |
| Sr | Subject | Compliance status (Yes/No) |
| 1 | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| 2 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee | Yes |
| 3 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee | Yes |
| 4 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee | Yes |
| 5 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities) | NA |
| 6 | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 7 | 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. | Yes |
| 8 | This report and/or the report submitted in the previous quarter has been placed before Board of Directors. | Yes |

| Annexure 1 | | |
|-------------------|-------------------|--|
| Sr | Subject | Compliance status |
| 1 | Name of signatory | Ankit Jhanjhari |
| 2 | Designation | Company Secretary and Compliance Officer |

| Annexure II | | | | |
|--|---|-------------------------------|--|--------------------|
| Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year) | | | | |
| I. Disclosure on website in terms of Listing Regulations | | | | |
| Sr | Item | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address |
| 1 | Details of business | Yes | | www.genuspower.com |
| 2 | Terms and conditions of appointment of independent directors | Yes | | www.genuspower.com |
| 3 | Composition of various committees of board of directors | Yes | | www.genuspower.com |
| 4 | Code of conduct of board of directors and senior management personnel | Yes | | www.genuspower.com |
| 5 | Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | | www.genuspower.com |
| 6 | Criteria of making payments to non-executive directors | Yes | | www.genuspower.com |
| 7 | Policy on dealing with related party transactions | Yes | | www.genuspower.com |
| 8 | Policy for determining 'material' subsidiaries | Yes | | www.genuspower.com |
| 9 | Details of familiarization programmes imparted to independent directors | Yes | | www.genuspower.com |

| Annexure II | | | | |
|--|--|-------------------------------|--|--------------------|
| Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year) | | | | |
| I. Disclosure on website in terms of Listing Regulations | | | | |
| Sr | Item | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address |
| 10 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | | www.genuspower.com |
| 11 | email address for grievance redressal and other relevant details | Yes | | www.genuspower.com |
| 12 | Financial results | Yes | | www.genuspower.com |
| 13 | Shareholding pattern | Yes | | www.genuspower.com |
| 14 | Details of agreements entered into with the media companies and/or their associates | NA | | |
| 15 | Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | Yes | | www.genuspower.com |
| 16 | New name and the old name of the listed entity | NA | | |
| 17 | Advertisements as per regulation 47 (1) | Yes | | www.genuspower.com |
| 18 | Credit rating or revision in credit rating obtained | Yes | | www.genuspower.com |
| 19 | Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | Yes | | www.genuspower.com |
| 20 | Whether company has provided information under separate section on its website as per Regulation 46(2) | Yes | | www.genuspower.com |
| 21 | Materiality Policy as per Regulation 30 | Yes | | www.genuspower.com |
| 22 | Dividend Distribution policy as per Regulation 43A (as applicable) | Yes | | www.genuspower.com |
| 23 | It is certified that these contents on the website of the listed entity are correct | Yes | | www.genuspower.com |

| Annexure II | | | | |
|--------------------------------|---|------------------------|-------------------------------|--|
| II. Annual Affirmations | | | | |
| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 1 | Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) | Yes | |
| 2 | Board composition | 17(1), 17(1A) & 17(1B) | Yes | |
| 3 | Meeting of Board of directors | 17(2) | Yes | |
| 4 | Quorum of Board meeting | 17(2A) | Yes | |
| 5 | Review of Compliance Reports | 17(3) | Yes | |
| 6 | Plans for orderly succession for appointments | 17(4) | Yes | |
| 7 | Code of Conduct | 17(5) | Yes | |
| 8 | Fees/compensation | 17(6) | Yes | |
| 9 | Minimum Information | 17(7) | Yes | |
| 10 | Compliance Certificate | 17(8) | Yes | |

| Annexure II | | | | |
|--------------------------------|---|-----------------------|-------------------------------|--|
| II. Annual Affirmations | | | | |
| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 11 | Risk Assessment & Management | 17(9) | Yes | |
| 12 | Performance Evaluation of Independent Directors | 17(10) | Yes | |
| 13 | Recommendation of Board | 17(11) | Yes | |
| 14 | Maximum number of Directorships | 17A | Yes | |
| 15 | Composition of Audit Committee | 18(1) | Yes | |
| 16 | Meeting of Audit Committee | 18(2) | Yes | |
| 17 | Composition of nomination & remuneration committee | 19(1) & (2) | Yes | |
| 18 | Quorum of Nomination and Remuneration Committee meeting | 19(2A) | Yes | |
| 19 | Meeting of Nomination and Remuneration Committee | 19(3A) | Yes | |
| 20 | Composition of Stakeholder Relationship Committee | 20(1), 20(2) & 20(2A) | Yes | |

| Annexure II | | | | |
|--------------------------------|---|-------------------------------|-------------------------------|--|
| II. Annual Affirmations | | | | |
| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 21 | Meeting of Stakeholders Relationship Committee | 20(3A) | Yes | |
| 22 | Composition and role of risk management committee | 21(1),(2),(3),(4) | Yes | |
| 23 | Meeting of Risk Management Committee | 21(3A) | NA | |
| 24 | Vigil Mechanism | 22 | Yes | |
| 25 | Policy for related party Transaction | 23(1),(1A),(5), (6),(7) & (8) | Yes | |
| 26 | Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes | |
| 27 | Approval for material related party transactions | 23(4) | NA | |
| 28 | Disclosure of related party transactions on consolidated basis | 23(9) | Yes | |
| 29 | Composition of Board of Directors of unlisted material Subsidiary | 24(1) | NA | |
| 30 | Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | NA | |

| Annexure II | | | | |
|--------------------------------|---|-------------------|-------------------------------|--|
| II. Annual Affirmations | | | | |
| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 31 | Annual Secretarial Compliance Report | 24(A) | Yes | |
| 32 | Alternate Director to Independent Director | 25(1) | NA | |
| 33 | Maximum Tenure | 25(2) | Yes | |
| 34 | Meeting of independent directors | 25(3) & (4) | No | General Circular No. 11/2020 Dated March 24, 2020 |
| 35 | Familiarization of independent directors | 25(7) | Yes | |
| 36 | Declaration from Independent Director | 25(8) & (9) | Yes | |
| 37 | D & O Insurance for Independent Directors | 25(10) | NA | |
| 38 | Memberships in Committees | 26(1) | Yes | |
| 39 | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes | |
| 40 | Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes | |
| 41 | Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes | |
| | Any other information to be provided - Add Notes | | | |

| Annexure II | | |
|--------------------|-------------------|--|
| 1 | Name of signatory | Ankit Jhanjhari |
| 2 | Designation | Company Secretary and Compliance Officer |

| Annexure II | | |
|--------------------------|--|--|
| III. Affirmations | | |
| Sr | Particulars | Compliance status (Yes/No/NA) |
| 1 | The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied | NA |
| | Any other information to be provided | |

| Annexure II | | |
|--------------------|-------------------|--|
| 1 | Name of signatory | Ankit Jhanjhari |
| 2 | Designation | Company Secretary and Compliance Officer |

| Signatory Details | |
|--------------------------|--|
| Name of signatory | Ankit Jhanjhari |
| Designation of person | Company Secretary and Compliance Officer |
| Place | Jaipur |
| Date | 05-05-2020 |

