

Genus Power Infrastructures Limited

(Registered Office: G-123, Sector-63, Noida-201307, Uttar Pradesh) (Tel.: +91-120-2581999)
(Corporate Office: SPL-3, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022, Rajasthan) (Tel.: +91-141-7102400)
(E-mail: cs@genus.in; Website: www.genuspower.com; Corporate Identity Number: L51909UP1992PLC051997)

Code of Conduct for Directors and Senior Management Personnel

(I) PREFACE:

A code of conduct is guiding principles of behavior and activities. The code of conduct for board members and senior management personnel of a company helps to maintain public trust and to achieve business success through best corporate governance. It ensures highest standard of ethical conduct of every board members and senior management personnel and helps to achieve performance goals with sincerity. An effectual code of conduct needs that every board member and senior management personnel demonstrate the highest standards of Integrity, transparency, accountability and professionalism. The reputation of a company highly depends on behavior/conduct of its board members and senior management personnel.

Pursuant to the Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has adopted this “Code of Conduct for Directors and Senior Management Personnel” (the “Code of Conduct”) to maintain the highest standards of Corporate Governance. The board members and senior management personnel of the Company must study and comply with this code of conduct.

All board members and senior management personnel shall sign the affirmation of compliance with this Code of Conduct mentioned at the end of this code of conduct and return to the Company Secretary.

(II) APPLICABILITY:

All board members and senior management personnel as defined in this document shall comply with this Code of Conduct, which has come into force from 01.04.2016.

(III) DEFINITIONS:

For the purposes of this policy, the following definitions apply:

- (1) “Company” shall mean Genus Power Infrastructures Limited.
- (2) “Board Members” shall mean Directors on the Board of Directors of the Company.
- (3) “Senior Management Personnel” (hereinafter referred to ‘SMP’ or ‘Officer’) shall mean all members of management of the Company one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board), including company secretary, chief financial officer and all functional heads but excluding Board of Directors.
- (4) “Independent Director” shall mean a director referred to in sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
- (5) “Listing Regulations” shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(IV) CODE OF CONDUCT

(1) Conduct at Workplace

- All Board members and SMP shall always act in a bona fide manner and exercise power with great care and caution with due diligence to the best of their ability, individually and collectively, with respect to the work and activity relating to the Company.
- All Board members and SMP shall conduct at workplace in a professional manner and deal with co-members, employees, investors, customers, suppliers, competitors, auditors, lawyers, creditors, advisers or other business associates of the Company fairly and, irrespective of hierarchical level, with dignity and respect.
- All Board members and SMP shall maintain the highest standards of personal integrity, truthfulness, honesty and fortitude in discharge of their duties in order to inspire public confidence and shall not engage in acts discreditable to their responsibilities.
- No director or SMP shall compete with the Company and involve in unlawful business or activity.
- Every Board member shall participate and provide assistance in the formulation and execution of strategies in the best interest of the Company and give benefit of his experience and expertise to the Company.
- All Board members and SMP shall encourage the use of Company's whistle blower mechanism, which provides employees of the Company with a platform to communicate to the management, concerns about unethical behaviour, actual or suspected fraud or violation of the Code of Conduct applicable to all employees or this Code, in a secure and confidential manner.
- All Board members and SMP shall ensure that his/her conduct at the workplace is transparent. Such transparency shall be brought about through adherence to policies, systems and processes framed by the Company.

(2) Duties and Compliances under Laws and Regulations

- All Board members and SMP shall ensure compliance of legal/ regulatory requirements and be bound to perform duties and obligations as prescribed under the laws, rules or regulations such as the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Listing Regulations, Listing Agreement with concerned Stock Exchanges and any other Regulations prescribed there-under.
- Whilst carrying out duties, all Board members and SMP shall ensure that it is executed in terms of the authorizations granted and/ or within limits prescribed under the relevant policies, codes, guidelines and other directives issued by the Board of Directors or Committee of Directors or Management of the Company, from time to time.
- All Board members and SMP shall comply with the applicable statutory guidelines issued by the government from time to time.
- All Board members and SMP shall exercise powers to the extent provided for and in conformity with the provisions of the Companies Act, 2013, Listing Regulations, Memorandum and Articles of Association of the Company and other applicable laws, rules or regulations.

(3) Duties towards Shareholders

- The Board members being trustees and having fiduciary duties towards the Company shall serve the best interests of all stakeholders of the Company with utmost care and caution. The Board procedures as prescribed shall be followed. They shall attend board/committee meetings regularly and effectively, equip themselves for valuable contribution and provide constructive ideas and assistance possibly for an ideal management and in the best interest of the Company. They shall act in good faith and make full disclosure to the Company in question of all material transactions.

(4) Prevention of Insider Trading, and Restriction on Communication of Unpublished Price Sensitive Information

- No Board member and SMP shall, either on his own behalf or on behalf of any other person, deal in securities of the Company when in possession of any unpublished price sensitive information.
- No Board member and SMP shall communicate, counsel or procure, directly or indirectly any unpublished price sensitive information to/from any person, except where the communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. All information shall be handled within the Company on a need-to-know basis.

(5) Representation

- In all its public appearance with respect to disclosing information in relation to the Company's activities to public constituencies such as the media, the financial community, employees and shareholders, the Company or the Group shall be represented only by specifically authorized directors and employees. It will be the sole responsibility of these authorized representatives to disclose Company related information.
- No Board member and SMP shall in any manner or in any way take part in any communication or statement, which has the effect of adverse criticism of any policy or action taken or made by the Company pursuant to any law, regulation or public policy, or which is capable of embarrassing the relations between the Company and the Govt./Institutions.
- No Board member and SMP shall engage in any act involving moral turpitude, dishonesty, fraud, deceit or misrepresentation or any other act prejudicial to administration of the Company.

(6) Use and Protection of Company's Assets

- All Board members and SMP shall secure and protect the properties (including intellectual properties) of the Company and not use them for a personal gain;
- No Board member and SMP shall misuse Company facilities and assets including company's software and licenses. In the use of Company facilities and assets, care shall be exercised to ensure that costs are reasonable and there is no wastage.

(7) Health, Safety and Environment

- All Board members and SMP shall be committed to prevent the wasteful use of natural resources and minimize any hazardous impact of the development, production, use and disposal of any of its products and services on the ecological environment.

(8) Conflict of Interest

- All Board members and SMP shall ensure that their personal interest shall not have conflict with their duties.

(9) Disqualification

- A person, who is disqualified for being appointed as director under Companies Act, 2013 or under any other law for the time being in force, shall not be appointed as director of the Company and shall not hold such post.

(10) Other Directorship/Partnership

- Unless specifically permitted by the Board, the Board Members shall not serve as Director of any other Company or as Partner of a Firm that is engaged in a competing business with the Company. This clause is not applicable to Nominee Directors.
- Key Managerial Personnel and Senior Management Personnel shall obtain prior approval of the Chairman/Managing Director/Competent Authority for accepting Directorship of any other company or partnership of a firm.

(11) Duties of Independent Director

- An independent director shall-
 - a. uphold ethical standards of integrity and probity;
 - b. act objectively and constructively while exercising his duties;
 - c. exercise his responsibilities in a bona fide manner in the interest of the company;
 - d. devote sufficient time and attention to his professional obligations for informed and balanced decision making;
 - e. not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
 - f. not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
 - g. refrain from any action that would lead to loss of his independence;
 - h. where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly; and
 - i. assist the company in implementing the best corporate governance practices.
- The Independent Directors shall—
 - j. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
 - k. seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
 - l. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
 - m. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
 - n. strive to attend the general meetings of the Company;

- o. where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- p. keep themselves well informed about the company and the external environment in which it operates;
- q. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- r. pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- s. ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- t. report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- u. act within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees; and
- v. not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

(12) Confidentiality of Information

- Every Board member/SMP shall maintain secrecy about all papers/information of the Company being in his/her possession. An act or action by a director/SMP should not result against the overall interest of the Company and any directions/guidelines issued by the Statutory/Legal Authorities.
- No director/SMP, except the managing director/chief executive officer who is responsible for overall day-to-day functions of the Company, shall interfere in day-to-day functioning of the Company, or exercise any influence of any kind on any employee/office/branch of the Company.
- Every Board member/SMP, before entering upon his duties, shall make a declaration of fidelity and secrecy in the form set out in this document.

(13) Gifts and Donations

- Board member/SMP shall not accept gift or reward from another company or person related to his/her services(s) to the Company.

(14) Consequences of non-compliance of this Code of Conduct

- The Company will take appropriate action against any Officer whose actions are found to violate the code of conduct or any other policy of the Company, after giving him a reasonable opportunity of being heard. Where laws have been violated, the Company will cooperate fully with the appropriate authorities and regulators. Any waiver of any provision of this code of conduct for any Board member/SMP should be approved by the Board of Company in writing.

(15) Affirmation of compliance with this Code of Conduct

- All Board member/SMP shall affirm compliance with this code of conduct on annual basis. The affirmation regarding compliance of the Code of Conduct is to be given within 30 days of the conclusion of the financial year to the Company Secretary. The annual report of the Company shall contain a declaration to this effect signed by the Chairman/MD/CEO.

(16) Review and Disclosure

- This Code of Conduct shall be reviewed from time to time and any amendments or modifications thereto, shall be subject to the review and approval of the Board of Directors of the Company.
- This Code of Conduct shall be uploaded on the website of the Company in compliance of the applicable laws and regulations.

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- (Formulated on December 24, 2005 and Effective from December 31, 2005)
 - (Reviewed on March 31, 2016 and Effective from April 01, 2016)
 - (Reviewed on March 30, 2019 and Effective from April 01, 2019)
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Affirmation of compliance with this Code of Conduct

I have received and read the Company’s Code of Conduct for the Directors and Senior Management Personnel. I understand the standards and policies contained in this Code of Conduct and agree to adhere to the standards described in this Code of Conduct and comply with this Code of Conduct at all times.

Further I do hereby solemnly affirm to the best of my knowledge and belief that I have, in letter and in spirit, complied with the provisions of this Code of Conduct during the preceding financial year, if applicable.

Signature.....
Name.....
Designation.....
Date.....
Place.....

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Declaration of Fidelity and Secrecy

I, do hereby declare that I will faithfully, truly and to the best of my skill and ability execute and perform the duties required of me as Director/Officer* (as the case may be) of Genus Power Infrastructures Limited and which properly relate to the office or position in the said Genus Power Infrastructures Limited held by me.

I further declare that I will not communicate or allow to be communicated to any person not legally entitled thereto any information relating to the affairs of Genus Power Infrastructures Limited or to the affairs of any person having any dealing with the said company; nor will I allow any such person to inspect or have access to any books or documents belonging to or in the possession of the said company and relating to the business of Genus Power Infrastructures Limited or to the business of any person having any dealing with the said Company.

Signature.....

Name.....

Designation.....

Date.....

Place.....

**Indicate the position held*