

Genus Power Infrastructures Limited

(Registered Office: G-123, Sector-63, Noida-201307, Uttar Pradesh) (India) (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 Regulating, Monitoring and Reporting of Trading by Designated Persons and their Immediate Relatives

(I) PREFACE:

Insider trading means buying or selling or dealing in securities of a company by the Insiders with the advantage of having asymmetrical access to unpublished information which when published would impact the price of securities in the market. It is detrimental to the interest of bona fide investors of a company and also threatens investor confidence in the capital market.

Pursuant to Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time and to prevent Insiders from procuring, communicating, providing or allowing access to unpublished price sensitive information (“UPSI”) except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal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 conduct for regulating, monitoring and reporting of trading by designated persons and their immediate relatives have been approved and adopted by the Board of Directors of the Company.

(II) TITLE, COMMENCEMENT AND APPLICABILITY

1. This code shall be called “GPIL Code of Conduct for regulating, monitoring and reporting of trading by designated persons and their immediate relatives” or “CoC-PIT” or “the Code”.
2. The CoC-PIT is made pursuant to the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time (hereinafter referred to as ‘PIT Regulations’ or ‘the Regulations’) and the Companies Act, 2013 (‘the Act’) and have been framed based on the Model Code specified in Schedule B to the Regulations without diluting the provisions of the Regulations in any manner.
3. The purpose of the CoC-PIT is to:
 - (i) prohibit the communication of UPSI except for legitimate purposes, performance of duties or discharge of legal obligations;
 - (ii) prohibit trading in the securities of the Company on the basis of UPSI;
 - (iii) enable disclosure of trading by Insiders; and
 - (iv) ensure appropriate, fair and timely disclosure of UPSI.
4. This revised CoC-PIT is effective from April 01, 2019.
5. The CoC-PIT is mainly applicable to Insiders (including Designated Persons) and their Immediate Relatives.

(III) DEFINITIONS:

For the purpose of this Code -

1. “**Act**” means the Securities and Exchange Board of India Act, 1992 (15 of 1992).
2. “**Regulations**” or “**PIT Regulations**” mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

3. **“Code” or “CoC-PIT”** shall mean the “Code of Conduct for regulating, monitoring and reporting of trading by designated persons and their immediate relatives” of Genus Power Infrastructures Limited as amended from time to time.
4. **“Stock Exchange”** means a stock exchange which is recognized by the Central Government or SEBI under Section 4 of Securities Contracts (Regulations) Act, 1956.
5. **“Company”** means ‘Genus Power Infrastructures Limited’.
6. **“Board”** means the Board of Directors of the Company.
7. **“Director”** means a Director on the Board of the Company.
8. **“Employee”** means every employee of the Company including the Directors in the employment of the Company.
9. **“Key Managerial Person”** means person as defined in Section 2(51) of the Companies Act, 2013
10. **“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.
11. **“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof.
12. **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.
13. **“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.
14. **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis.
15. **(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.

16. “Designated Persons” shall include –

- (i) All promoters, directors & key managerial personnel.
- (ii) All officers in the cadre of assistant general manager (‘AGM’) & above of the Company and its Material Subsidiary(ies).
- (iii) All employees irrespective of their cadre working in management secretariat, corporate secretarial, finance & accounts, information technology and legal department of the Company and its Material Subsidiary(ies).
- (iv) Any other key person, to be notified by the compliance officer from time to time, with the approval of the Board.
- (v) Immediate relatives of (i) to (iv) above.
- (vi) Insiders having possession of or having access to UPSI.

17. “Immediate Relative” means:

- (i) a spouse of a person; and
- (ii) parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

18. **“Takeover regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
19. **“Trading in Securities”** means and includes:
- (i) subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell or deal in any security of the Company and “trade” shall be construed accordingly; or
 - (ii) pledging of the securities of the Company including revocation/invocation of the pledge; or
 - (iii) a gratuitous transfer of any securities of the Company; or
 - (iv) trading in the securities of the Company through a portfolio management account whether discretionary or otherwise and on the basis of investment advice rendered by any other investment advisor.
- Note: the above sub-rule would not apply to dealing through Mutual Funds.
20. **“Trading day”** means a day on which the recognized stock exchanges are open for trading.
21. 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.
22. For any ambiguity or clarification on matters concerning meaning of words used hereinabove, shall be referred to which shall be followed under all circumstances.

(IV) RESTRICTIONS ON COMMUNICATION & TRADING BY INSIDERS:

(1) PROHIBITION ON COMMUNICATION OR PROCUREMENT OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- (i) 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.
- (ii) 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.
- (iii) All information shall be handled within the Company on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Note: “Legitimate purpose” shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

Note: “Need to know” basis means that UPSI should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

Note: All non-public information directly received by any employee should immediately be reported to the head of the department and the compliance officer.

- (iv) 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 the PIT Regulations.
- (v) An UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:
 - an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company; or
 - not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine. However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the legitimate purpose and shall not otherwise trade in securities of the Company when in possession of UPSI.
- (vi) Limited access to confidential information: Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc.
- (vii) The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom the information 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.

(2) PROHIBITION ON TRADING WHILE IN POSSESSION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. No insider shall trade in securities that are listed or proposed to be listed on a stock exchange, when in possession of UPSI.

Note: When a person who has traded in securities has been in possession of UPSI, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

Provided that the insider may prove his innocence by demonstrating the circumstances including the following:

- (i) the transaction is an off-market inter-se transfer between insiders who were in possession of the same UPSI without being in breach of PIT Regulations and both parties had made a conscious and informed trade decision;

Provided further that such off-market trades shall be reported by the insiders to the company within two working days. Every company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information.

- (ii) the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of PIT Regulations and both parties had made a conscious and informed trade decision;
- (iii) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
- (iv) the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- (v) in the case of non-individual insiders: –
 - (a) the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and
 - (b) appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached.
- (vi) the trades were pursuant to a “Trading Plan” set up in accordance with PIT Regulation.

2. Trading Plan:

- (i) An insider shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.
- (ii) The provision intends to give an option to persons who may be perpetually in possession of UPSI and enabling them to trade in securities in a compliant manner.
- (i) Trading Plan shall:
 - (a) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan.
 - (b) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results.
 - (c) entail trading for a period of not less than twelve months.
 - (d) not entail overlap of any period for which another trading plan is already in existence.

- (e) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected.
- (f) not entail trading in securities for market abuse.
- (ii) The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.
- (iii) Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.
- (iv) The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information.

Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

- (v) Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

(3) PROHIBITION ON TRADING BY DESIGNATED PERSONS (INCLUDING THEIR IMMEDIATE RELATIVES) DURING RESTRICTED PERIOD

Designated Persons (including their immediate relatives) shall not deal in the securities of the Company when the trading window is closed (i.e. Restricted Period).

1. Trading Window:

- (i) The trading period, i.e. the trading days of the stock exchanges, called ‘trading window’, is available for trading in the Company’s securities.
- (ii) Unless otherwise specified by the Compliance Officer, the trading window shall be, *inter alia*, closed:
 - from the end of every quarter till 48 hours after the declaration of financial results.
 - from the date of announcement of Board Meeting for declaration of dividends.
 - from the date of announcement of Board Meeting held to approve change in capital structure or further issuance of securities by way of public/right/bonus, etc.
 - from the date of announcement of Board Meeting held to approve mergers, demergers, takeovers, acquisitions, buy-back, delisting, disposals and expansion of business and such other transactions.
 - from the date of announcement of Change(s) in KMP.

- for such other period and for any such other event as and when the Compliance officer determines after consultation with the MD & CEO or as may be directed by the Board or the Committee that designated persons or class of designated persons can reasonably be expected to have unpublished price sensitive information and as may be deemed fit by the Compliance Officer.
- (iii) The Compliance Officer shall notify the closure of trading window, when he determines that a designated person or class of designated persons can reasonably be expected to have possession of UPSI. Such closure shall be imposed in relation to such securities to which such UPSI relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.
- (iv) The Compliance Officer, after taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than 48 (forty-eight) hours after the UPSI becomes publicly/generally available.
- (v) When the trading window is open, trading by designated persons shall be subject to pre-clearance by the compliance officer, if the value of the proposed trades is above such thresholds as the board of directors may stipulate.
- (vi) In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading is closed.

2. Pre-clearance of Trades:

- (i) When the trading window is open, trading by designated persons (including their immediate relatives) shall be subject to pre-clearance by the authority for pre-clearance, if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10 Lakhs.

Every Designated Person (including his immediate relative) who intends to trade in the securities of the Company shall seek pre-clearance of transactions(s) before entering into such transaction(s) as per the pre-clearance procedure described hereinafter.

Illustration:

Mr. X (Designated Person) holds 25,000 equity shares of the Company as at March 31, 2019. Mr. X intends to sell 5,000 equity shares in three lots as under:

<i>Lot 1 comprising 10,000 equity shares</i>	<i>During quarter ended June, 2019</i>	<i>Assuming Genus's Share Price was Rs. 38</i>	<i>Traded value of shares would be Rs. 3,80,000</i>
<i>Lot 2 comprising 20,000 equity shares</i>	<i>During quarter ended June, 2019</i>	<i>Assuming Genus's Share Price was Rs. 38.5</i>	<i>Traded value of shares would be Rs. 7,70,000</i>
<i>Lot 3 comprising balance 20,000 equity shares</i>	<i>During quarter ended September, 2019</i>	<i>Assuming Genus's Share Price was Rs. 39</i>	<i>Traded value of shares would be Rs. 7,80,000</i>

Mr. X need not obtain pre-clearance for selling the first lot (as the traded value does not exceed Rs. 10 Lakhs during a calendar quarter). However, before the sale of the second lot of 20,000 shares Mr. X shall pre-clear the transaction as the aggregate traded value of his dealings exceeds the threshold of Rs. 10 Lakhs during a calendar quarter.

During the calendar quarter ended September, 2019, Mr. X may execute sale of 20,000 shares in lot 3 without requiring pre-clearance i.e. he can enter into fresh sale transaction(s) provided the traded value of such fresh transaction is upto Rs. 10 Lakhs during that quarter, without seeking pre-clearance.

- (ii) Designated person shall not be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of UPSI, even if the trading window is open and hence he shall not be allowed to trade.
- (iii) All Designated Persons, required to obtain pre-clearance of the transactions, shall make a preclearance application to the Compliance Officer in **Form-I**. The application should be complete and correct in all respects and should be accompanied by such undertakings, declarations, indemnity bonds and other documents/ papers as may be prescribed by the Compliance Officer from time-to-time.
- (iv) The approval shall be granted within 5 trading days or such further time from the date of acknowledgement in **Form-II** as annexed to this Code. In exceptional circumstances approval may not be given if there are reasons to believe that the proposed transaction is on the basis of possession of any unpublished price sensitive information. There shall be no obligation to give reasons for any withholding of approval. If the transaction is not executed within the time specified in the pre-clearance approval, the person shall pre-clear the transaction again.
- (v) Designated person shall execute their order in respect of securities of the Company within seven (7) trading days after the approval of pre-clearance is given. Designated Persons who have dealt in securities of the Company after obtaining pre-clearance as aforesaid, shall within 2 (two) trading days of such trading, inform the actual details of their transaction(s) to the Compliance Officer in **Form-III** as annexed to this Code.

3. Minimum Holding Period:

- (i) Designated Persons (including their immediate relatives) who buy or sell securities shall not enter into an opposite transaction during the next 6 (six) months following the prior transaction ("Opposite Transaction"). However, the restriction on Opposite Transaction shall not apply to:
 - a) the exercise of options granted under ESOP Scheme announced by the Company from time to time;
 - b) the sale of shares acquired under ESOP Scheme, provided that the Designated Person is not in possession of UPSI at the time of such sale. However, once the shares acquired under the ESOP Plan are sold by the person, any subsequent purchase (other than exercise of ESOPs) will be subject to the aforesaid restriction of Opposite Transaction.
- (ii) In case the sale of securities is necessitated due to any emergency, the minimum holding period of 6 (six) months may be waived off by the Compliance Officer or MD & CEO or the Committee, as the case may be, after recording in writing the reasons in this regard by making an application in **Form-V** as annexed to this Code, provided such waiver does not violate PIT Regulations.
- (iii) In case an Opposite Transaction is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the applicable law.

- (iv) Designated Persons (including their immediate relatives) shall not take positions in derivative transactions in the securities of the Company at any time.
- (v) Designated Persons (including their immediate relatives) are strictly prohibited from entering into speculative transactions in the securities of the Company.

(V) DISCLOSURE & REPORTING OF TRADING:

1. Initial Disclosure:

- (i) Any person who becomes a Designated Person shall disclose to the Compliance Officer in **Form-IV** as annexed to this Code, details of himself (including their immediate relative and other person for whom such person takes trading decisions), the number of securities of the Company held as on the date of becoming a Designated Person, within 7 (seven) days of his becoming a Designated Person.

2. Continual Disclosure:

- (i) Every Designated Person shall affirm the details of immediate relatives or persons with whom such Designated Person shares a material financial relationship in **Form-IV** on an annual basis within 7 (seven) days after the close of the financial year.

Explanation – The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

- (ii) Every Designated Person shall inform the Compliance Officer of any change in the details given by him in **Form-IV** stated above within 2 (two) trading days of such change.
- (iii) Every Designated Person of the Company shall disclose to the Company, in the format prescribed under the SEBI (PIT) Regulations, 2015, the number of such securities acquired or disposed of within two (2) trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rupees 10 Lacs.

The Company shall notify the particulars of such trading to the stock exchange on which the securities are listed, within two (2) trading days of receipt of the disclosure or from becoming aware of such information.

For avoidance of doubt, it is clarified that the disclosure obligation is in addition to the pre-clearance obligation set out in this Code.

For avoidance of doubt, it is clarified that the disclosure of the incremental transactions after any disclosure under this sub-regulation, shall be made when the transactions effected after the prior disclosure cross the threshold specified above.

3. Disclosure by other connected persons:

The Compliance Officer may at his discretion require any other Connected Person or Deemed to be Connected Person to make disclosures of holdings and trading in securities of the Company in such

form and at such frequency as he deems fit in order to monitor compliance with this Code and PIT Regulations.

4. Other provisions:

- The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- The disclosures of trading in securities shall also include trading in derivatives of securities, if any and the traded value of the derivatives shall be taken into account for purposes of this Code.
- The disclosures made under this Code shall be maintained for a period of five years.

(VI) ROLE OF COMPLIANCE OFFICER:

1. The Compliance Officer shall be responsible for administrating and implement the Code and other requirements under the PIT Regulations under the overall supervision of the Board of the Company.
2. The Compliance Officer shall report to the Board and in particular to the Chairman of the Committee, annually.
3. The Compliance Officer shall promptly bring to the notice of the Audit Committee any instances of violation under the Rules.
4. The Compliance Officer shall promptly inform SEBI of any instances of violation of SEBI Insider Regulations after consultation with the Committee.
5. The Compliance Officer shall maintain a record of disclosures made under this Code shall be maintained for a period of five years.
6. The Compliance Officer shall assist all the employees in addressing any clarifications regarding the Regulations and this Code.
7. During the temporary absence of the Compliance Officer, the Committee or the MD & CEO may appoint/designate any other person to be an 'Alternate Compliance Officer' who shall act as the Compliance Officer for the purpose of the Code and the PIT Regulations, during such temporary absence of the Compliance Officer.

(VII) CHINESE WALL PROCEDURES

1. All Designated Persons must maintain the confidentiality of UPSI coming into their possession or control. To comply with this confidentiality obligation, the Designated Persons shall not:
 - (i) pass on any UPSI to any person directly or indirectly by way of making a recommendation for the purchase or sale of the securities of the Company; or
 - (ii) disclose UPSI to their family members, friends, business associates or any other individual, or
 - (iii) discuss UPSI in public places, or
 - (iv) disclose UPSI to any Employee who does not need to know the information for discharging his or her duties, or
 - (v) recommend to anyone that they may undertake trading in the securities of the Company while being in possession, control or knowledge of UPSI, or
 - (vi) be seen or perceived to be trading in the securities of the Company on the basis of UPSI.
2. Files containing UPSI shall be kept secure under lock and key. Computer files must have adequate security of login and password etc. All Designated Persons must follow the guidelines for maintenance of electronic records and systems as may be prescribed by the Compliance Officer from time-to-time in consultation with the person in charge of the information technology function.

Each department shall nominate a member of the department who shall be responsible to ensure compliance with this clause.

(VIII) PENALTY FOR CONTRAVENTION OF THE CODE:

1. Every designated person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).
2. Any designated person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company.
3. Designated person who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, clawback, ineligibility for future participation in employee stock option plans, termination, etc.
4. The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.
5. In case of contravention of said Regulations by designated person, as may be observed by the Company, SEBI shall be informed by the Company thereof in the manner required for taking action.

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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)
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Form-I
APPLICATION FOR PRE-CLEARANCE OF TRADE IN SECURITIES OF THE COMPANY

Date:

To,
 The Compliance Officer,
 Genus Power Infrastructures Limited

Dear Sir/Madam,

I hereby give a notice pursuant to “Code of Conduct for Regulating, Monitoring and Reporting of trading by designated persons and their immediate relatives” (the “Code”) of the Company that I wish to trade in Securities of the Company as under: -

1. Nature of Trade *(please tick box)*

- Acquisition of Securities
- Disposal of Securities
- Pledge of Securities (Creation/Invocation/Revocation)

2. Person executing the trade *(please tick box)*

- Self
- HUF
- Immediate Relative (specify name and relationship)
 - Name:
 - Relationship:
- Transaction done as Joint Holder
 - (specify First, Second or Third)

3. Details of Intended Trade(s)

- (a) Date(s) of trade(s) : _____
- (b) Number of Securities : _____
- (c) Estimate Consideration Value (Rs.) : _____
- (d) Class of Securities (Equity/Preference/Other) : _____
- (e) DP-ID&Client-ID / Folio Number : _____
- (f) PAN Number : _____
- (g) Type of Transaction : _____

(Open Market-Purchase/Sale / Off Market-Purchase/Sale / ESOP Sale / Pledge)

Contd....

(h) Details of Securities held before execution of proposed trade(s) (including Joint Shareholding, if any)

- DP-ID & Client-ID / Folio Number : _____
- Number of Securities (Pre Trade) : _____

UNDERTAKING

To,
Genus Power Infrastructures Limited

In relation to above trade, I do hereby solemnly undertake and affirm that:-

- (a) The securities in respect of which the approval is sought, will be held/have been held by the above named for a minimum period of six months (except for sale of shares acquired pursuant to ESOP Plan).
- (b) I am not and do not expect to be in possession of any Unpublished Price Sensitive Information at the time of the Trading.
- (c) In case, I receive any Unpublished Price Sensitive Information after signing this Form but before the execution of the trade, I shall inform the Compliance Officer of the change in the position and refrain from Trading in the securities till such information is made generally available.
- (d) I have not contravened the Rules or the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended.
- (e) I have made a full and true disclosure in the matter.
- (f) If approval is granted, I shall execute the trade within 7 (seven) trading days of the receipt of approval or such shorter period permitted in the approval, failing which I shall again seek pre-clearance.

You are requested to provide the pre-clearance for the above securities early.

Yours faithfully,

Signature: (_____)

Name & Address:

Employee Code:

Designation:

Department:

Location:

Place:

Date:

Form-II
PRE-CLEARANCE APPROVAL

Date:

From:

The Compliance Officer
Genus Power Infrastructures Limited

To:

Dear Sir/Madam,

Your application dated _____, seeking approval to deal in _____ securities of the Company is hereby acknowledged. Having regard to the information furnished, consent is as under: *(see ticked box)*

REFUSED

GIVEN ON THE FOLLOWING CONDITIONS

- (a) You are not and do not expect to be in possession of any Unpublished Price Sensitive Information at the time of the Trading.
- (b) You have not contravened the Rules or the SEBI (Prohibition of Insider Trading), Regulations, 2015 (SEBI Insider Regulations) as amended.
- (c) You have made full and true disclosure in the matter.
- (d) You shall submit the details of the executed transactions / trades in the attached format (Form III) and/or other applicable forms (e.g. Form C & Form IV) within 2 days from the date of transaction / trade.
- (e) In case, you have decided not to trade after securing of pre-clearance, a 'Nil Transaction Report' shall be necessary.

Note:

- (1) Designated Persons who trade in manner (i.e. buy/ sell or otherwise deal) in the securities of the Company shall not enter into an opposite transaction i.e. buy / sell/ or otherwise deal in securities of the Company during the next six months following the prior transaction.

Exception:

An employee can exercise his ESOPs even if he has transacted in shares of the Company during the previous six months. However, once the shares acquired under the ESOP Plan are sold in the market, the restriction on buying would become applicable for next six months. Thus, after the current sale transaction, you may continue to sell shares in the market, but will not be allowed to buy for the next six months from the date of your last sale & vice versa.

- (2) In case you have received any "Unpublished Price Sensitive Information" after submission of your application for sale of securities, please inform the Compliance Officer of the change in the position and refrain from trading in the securities till such information is made generally available.
- (3) This approval has been granted for trading in securities within ____ trading days w.e.f. _____ failing which please seek pre-clearance again.

Yours faithfully,

(Compliance Officer)

Encl: Form C (Format for submission of details of transaction pursuant to pre-clearance of trade)

Form-III

FORM FOR INTIMATION OF ACTUAL TRADING AFTER OBTAINING PRE-CLEARANCE
(To be submitted within 2 (two) trading days of trading in Securities of the Company)

Date:

To,
The Compliance Officer,
Genus Power Infrastructures Limited

Dear Sir/Madam,

I hereby give intimation pursuant to “Code of Conduct for Regulating, Monitoring and Reporting of trading by designated persons and their immediate relatives” (the “Code”) of the Company that I have executed following trade after obtaining pre-clearance from the Compliance Officer: -

1. Nature of Trade *(please tick box)*

- Acquisition of Securities
- Disposal of Securities
- Pledge of Securities (Creation/Invocation/Revocation)

2. Person executed the trade *(please tick box)*

- Self
- HUF
- Immediate Relative (specify name and relationship)
 - Name: _____
 - Relationship: _____
- Transaction done as Joint Holder
 - (specify First, Second or Third) : _____

3. Date of Pre-clearance : _____

4. Details of Actual Trade(s)

- (a) Date(s) of trade(s) : _____
- (b) Number of Securities : _____
- (c) Consideration Value (Rs.) : _____
- (d) Class of Securities (Equity/Preference/Other) : _____
- (e) DP-ID&Client-ID / Folio Number : _____
- (f) PAN Number : _____
- (g) Type of Transaction : _____

(Open Market-Purchase/Sale / Off Market-Purchase/Sale / ESOP Sale / Pledge)

Contd....

(h) Details of Transaction (Including Transaction done as Joint Holder, if any)

- Number of Securities (Pre Trade) : _____

- Number of Securities (Post Trade) : _____

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 years and produce to the Compliance Officer / SEBI, any of the following documents, if required:

- Contract Note of Broker
- Proof of Payment made/received
- Copy of Delivery Instruction Slip (applicable in case of sale transaction)
- Bank Statement/Passbook having the said transaction

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the aforesaid period, I shall approach the Compliance Officer for necessary approval. (*applicable in case of purchase / subscription*).

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Yours faithfully,

Signature: (_____)

Name & Address:

Employee Code:

Designation:

Department:

Location:

Place:

Date:

Form-IV

STATEMENT OF IMMEDIATE RELATIVES & HOLDINGS IN THE SECURITIES OF THE COMPANY

- *Initial disclosure to be submitted within 7 (seven) days of his so becoming a Designated Person.*
- *Annual disclosure to be submitted within 7 (seven) days after the close of the financial year.*
- *Continual disclosure to be submitted within 2 (two) trading days of change in details furnished.*

Date:

To,
The Compliance Officer,
Genus Power Infrastructures Limited

Dear Sir/Madam,

I hereby furnish the following details in terms of the “Code of Conduct for Regulating, Monitoring and Reporting of trading by designated persons and their immediate relatives” (the “Code”) of the Company:

1. Details of Designated Person

- (a) Name : _____
- (b) Designation : _____
- (c) Function : _____
- (d) Employee Code : _____
- (e) PAN or Other Identifier authorised by law : _____
- (f) Date of assuming office of Designated Persons : _____
- (g) Name of Educational institutions from which graduation has been completed* : _____
- (h) Name of Past Employer(s)* : _____

*One time only

2. Details of immediate relatives (including persons with whom I shares a material financial relationship, if any):

S. No.	Name	Address	Relation	PAN	DP-ID/ Client-ID / Folio No.	Mobile Number & E-mail ID

3. Details of securities of the Company held by me and by my immediate relatives and persons with whom I shares a material financial relationship as on date (including Joint Shareholding, if any):

S. No.	Name (Self / HUF/ Immediate Relative)	DPID/Client ID / Folio No.	No. of Securities held	If held in Joint Name (Specify First/Second/Third)

Signature: (_____)

- Name & Address:
- Employee Code:
- Designation:
- Department:
- Location:

Date:
Place:

Form-V
WAIVER OF MINIMUM HOLDING PERIOD

Date:

To,
The Compliance Officer,
Genus Power Infrastructures Limited

Dear Sir/Madam,

I request you to grant me a waiver of the minimum holding period of six months as required under the “Code of Conduct for Regulating, Monitoring and Reporting of trading by designated persons and their immediate relatives” (the “Code”) of the Company with respect to _____ securities of the Company held by me/ my Immediate Relatives/ HUF _____ (Name) singly/ jointly acquired by me / my Immediate Relatives/ HUF on _____ (Date).

I desire to deal in the securities on account of following (give reasons and supporting documents):

.....
.....
.....
.....

I declare that:

- (a) The above details are true, correct and complete in all respect; and
- (b) I am not and do not expect to be in possession of any Unpublished Price Sensitive Information at the time of the Trading.
- (c) The trade if made shall not be in contravention of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Thank you.

Yours faithfully,

Signature: (_____)

Name & Address:

Employee Code:

Designation:

Department:

Location:

(for office use only)

APPROVED

REJECTED

(The Compliance Officer)