

CORPORATE GOVERNANCE REPORT

This report on corporate governance for the year ended March 31, 2021 is prepared in terms of regulation 34(3) read with schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and the applicable provisions of the Companies Act, 2013 (the "Act").

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The company's philosophy on corporate governance is based on transparency, accountability, integrity, values and ethics. It ensures transparency in all dealings of the company and in the functioning of the management with timely & appropriate disclosures. It focuses on conducting business with all integrity, ethics and fairness. Its main objective is to meet aspirations of all stakeholders within a legal and social framework.

The company is committed to follow the best practices and guidelines that fulfill its goals and objectives in a manner that adds to the value and is also beneficial for all stakeholders in the long term. The company not only adheres to the prescribed corporate governance practices as per the applicable laws, but also is committed to adopt best emerging practices that are being followed globally or compatible with international standards.

We at Genus are steadfast to constitute the strong foundation on which successful business organisation is built to last with following corporate governance practices.

Your company is in compliance with the requirements of corporate governance stipulated in the Listing Regulations and the Act.

2. BOARD OF DIRECTORS

(a) Composition and category of directors:

The board composition is in conformity with regulation 17 of Listing Regulations read with section 149 of the Act. During the FY 2020-21, the board had an appropriate mix of executive, non-executive and independent directors including one independent woman director. As on March 31, 2021, the company had ten directors. Of the ten directors, three (30%) were whole-time or executive directors, two (20%) were non-executive & non-independent and the remaining five (50%) were independent directors including one woman director. Since the chairman was executive, half of the board comprised independent directors.

The composition & categories of the directors, their attendance at the board meetings held in the FY 2020-21 & at the last annual general meeting, and the number of other directorships & committees positions held by them in other public limited companies as on March 31, 2021 were as follows:

| Name of the director / Director Identification Number (DIN) | Category | Promoter (P) / Non Promoter (NP) | Attendance at last AGM | Attendance at board meetings during 2020-21 | No. of membership / chairmanship in board of other companies* as on March 31, 2021 | No. of membership / chairmanship in board committees of other companies** as on March 31, 2021 |
|---|-------------------------|----------------------------------|------------------------|---|--|--|
| Mr. Ishwar Chand Agarwal (DIN: 00011152) | Executive Chairman (ED) | P | No | 5 | 6 | Nil |
| Mr. Kailash Chandra Agarwal (DIN: 00895365) | Vice-Chairman (NENI) | P | Yes | 6 | 6 | 2 |
| Mr. Rajendra Kumar Agarwal (DIN: 00011127) | MD & CEO | P | Yes | 10 | Nil | Nil |
| Mr. Jitendra Kumar Agarwal (DIN: 00011189) | JMD | P | Yes | 10 | 1 | Nil |
| Dr. Keith Mario Torpy* (DIN: 01451387) | NENID | NP | NA | 1 | 1 | Nil |
| Mr. Subhash Chandra Garg** (DIN: 01064347) | NEID | NP | NA | 2 | Nil | Nil |
| Mr. Rameshwar Pareek (DIN: 00014224) | NEID | NP | Yes | 8 | Nil | Nil |
| Mr. Dharam Chand Agarwal (DIN: 00014211) | NEID | NP | No | 7 | 2 | 4 (Including 2 as Chairman) |
| Mr. Udit Agarwal (DIN: 02820615) | NEID | NP | Yes | 1 | 2 | 3 (Including 2 as Chairman) |
| Mrs. Mansi Kothari (DIN: 08450396) | NEID (WD) | NP | Yes | 8 | Nil | Nil |

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

* In accordance with regulation 26(1)(a) of the Listing Regulations, the directorships/committee positions held by directors as mentioned above, do not include directorships/committee positions in private limited companies, foreign companies and companies under section 8 of the Act.

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

* Appointed a director w.e.f. December 12, 2020.

** Appointed a director w.e.f. November 11, 2020.

The directors have requisite skills, qualifications, professional experiences and knowledge of doing business with modern management techniques. The company has a diverse board, which enhances the quality of performance and decisions made by the board by utilizing the different skills, qualification, professional experience, gender, knowledge etc. of board members. A brief profile of the board members is given in the notice of 29th annual general meeting, attached to this report.

A chart or a matrix setting out the skills/expertise/competence of the board of directors:

The following skills matrix of the board provides a guide as to core skills/expertise/competencies identified by the board of directors as required in the context of its business and sector for it to function effectively and those actually available with the board. The board has identified this matrix as a useful tool to assist with professional development initiatives for directors and for the board's succession planning. The board as a whole also encompassed desirable diversity in aspects such as gender, age or different perspectives.

| Name of the director | Personal details | | | | Committees | | | | | | | Top areas of expertise | | | | | | |
|-----------------------------|------------------|----------------|----|----------|------------|-----|-----|-----|------|-----|-----|------------------------|------------|-------------------|-------------------|----|------------------|---------------|
| | DOB/YOB | Director since | ID | NED / ED | AC | NRC | SRC | RMC | CSRC | FC | SC | Strategy & Policy | Technology | Account & Finance | Risk & Compliance | IT | Commercial & Mkt | International |
| Mr. Ishwar Chand Agarwal | 1950 | 1994 | | ED | | | | | (C) | (C) | (C) | ✓ | | ✓ | | | ✓ | |
| Mr. Kailash Chandra Agarwal | 1971 | 2011 | | NED | | | | | | | | ✓ | | ✓ | ✓ | | | |
| Mr. Rajendra Kumar Agarwal | 1975 | 2001 | | ED | | | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ | ✓ |
| Mr. Jitendra Kumar Agarwal | 1977 | 2004 | | ED | | | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | | ✓ | | ✓ | |
| Dr. Keith Mario Torpy | 1960 | 2020 | | NED | | | | | | | | | ✓ | | | ✓ | ✓ | ✓ |
| Mr. Subhash Chandra Garg | 1960 | 2020 | ✓ | | | | | | | | | ✓ | | ✓ | ✓ | | | |
| Mr. Rameshwar Pareek | 1944 | 2003 | ✓ | | (C) | ✓ | ✓ | | | | | | | ✓ | ✓ | | ✓ | |
| Mr. Dharam Chand Agarwal | 1949 | 2005 | ✓ | | ✓ | (C) | (C) | (C) | ✓ | | | | | ✓ | ✓ | | ✓ | |
| Mr. Udit Agarwal | 1973 | 2009 | ✓ | | | | | | | | | | | | | | ✓ | ✓ |
| Mrs. Mansi Kothari | 1978 | 2019 | ✓ | | ✓ | ✓ | ✓ | | | | | | | ✓ | ✓ | | | |

(C) - Chairman; ED – Executive Director; NED - Non-Executive Director; Mkt – Marketing

AC: Audit Committee; NRC: Nomination and Remuneration Committee; RMC: Risk Management Committee;

SC: Sales Committee; SRC: Stakeholders' Relationship Committee; FC: Finance Committee;

CSRC: Corporate Social Responsibility Committee

Details of directors having directorship in the other listed entities:

| Name of the director | Name of other listed entity where having directorship | Category of directorship |
|-----------------------------|---|--|
| Mr. Ishwar Chand Agarwal | • Genus Paper & Boards Limited | • Non-Executive Chairman |
| Mr. Kailash Chandra Agarwal | • Genus Paper & Boards Limited | • Managing Director & CEO |
| Mr. Dharam Chand Agarwal | • Genus Paper & Boards Limited • Genus Prime Infra Limited | • Independent Director • Independent Director |
| Mr. Udit Agarwal | • Genus Paper & Boards Limited • Genus Prime Infra Limited | • Independent Director • Independent Director |

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

(b) Board process:

The meetings of the board are held at regular intervals with a time gap of not more than 120 days. The board meets at least once every quarter, inter alia, to consider and approve the quarterly financial results and additional meetings are convened as and when required to address specific needs. The chairman finalizes the agenda, prepared by the company secretary in consultation with other concerned members of the senior management. The agenda and notes on agenda are circulated to all directors in advance in accordance with the applicable provisions of the Act, secretarial standards and the Listing Regulations. All material information is incorporated in the agenda to facilitate informed discussions at the meeting. Where it is not practicable to attach any document to the agenda, it is tabled before the meeting with specific mention to this effect in the agenda. All directors are free to suggest inclusion of items on the agenda. The board members have complete access to all information and employees of the company. All requisite information including the information as specified in Part A of Schedule II of the Listing Regulations is placed before the board for its consideration/noting/approval. The board yearly reviews the compliance reports of all laws applicable to the company as well as steps taken by the company to rectify instances of non-compliances, if any. The same detailed procedures and practices are also followed in case of audit committee and other board committee meetings. The company secretary records minutes of proceedings of each board and committee meeting. Draft minutes are circulated to board/committee members for their comments and are entered in the minute's book within the time as stipulated in the Act and secretarial standards issued by the Institute of Company Secretaries of India and notified by the Ministry of Corporate Affairs. Important decisions taken at board/committee meetings are communicated promptly to the concerned departments/divisions/HOD. Action taken report on decisions/minutes of the previous meeting(s) is placed at the succeeding meeting of the board/committees for noting.

In the FY 2020-21, the board has accepted all recommendations of the committees.

(c) Board meetings:

In the FY 2020-21, the board met ten times on the following dates:

- | | | |
|-------------------------|--------------------------|------------------------|
| (i) June 10, 2020 | (ii) July 29, 2020 | (iii) August 31, 2020 |
| (iv) September 26, 2020 | (v) October 23, 2020 | (vi) November 02, 2020 |
| (vii) November 11, 2020 | (viii) December 05, 2020 | (ix) December 12, 2020 |
| (x) January 21, 2021 | | |

The maximum time gap between any two board meetings was less than 120 days. The requisite quorum was present in all board meetings.

(d) Disclosure of relationships between directors inter-se:

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

(e) The number of shares or convertible instruments held by non-executive directors:

The number of shares or convertible instruments held by non-executive directors as on March 31, 2021 is as follows:

| Name of the director | No. of equity shares | Convertible instruments |
|-----------------------------|----------------------|-------------------------|
| Mr. Kailash Chandra Agarwal | 12398356 | Nil |
| Dr. Keith Mario Torpy | Nil | Nil |
| Mr. Subhash Chandra Garg | Nil | Nil |
| Mr. Rameshwar Pareek | Nil | Nil |
| Mr. Dharam Chand Agarwal | Nil | Nil |
| Mr. Udit Agarwal | Nil | Nil |
| Mrs. Mansi Kothari | Nil | Nil |

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

The company has put in place a comprehensive code of conduct ('the code') applicable to the directors and senior management personnel in

line with the provisions of regulation 17(5) of the Listing Regulations. The code also contains the duties of independent directors as laid down in the Act. A copy of the code has also been posted on the website of the company. All board members and senior management personnel of the company are affirmed compliance with the code on annual basis.

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

(g) **Conflict of interests**

Each director informs the company on an annual basis about his board and committee positions including chairmanship in other companies and also notifies changes during the year. The board members avoid conflict of interest in the decision making process, while discharging their duties. The board members restrict themselves from any discussions and voting in transactions in which they have concern or interest.

(h) **Independent directors (IDs) and familiarisation programmes imparted to IDs:**

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

Separate meeting of independent directors

Independent directors of the company met separately on March 24, 2021 without the presence of non-independent directors and members of management. All the independent directors of the company (Except Mr. Dharam Chand Agarwal) were present at this meeting. In accordance with schedule IV of Act, the following matters were, inter-alia, reviewed and discussed in the meeting:

- Performance of non-independent directors and the board as a whole.
- Performance of the chairperson of the company.
- Assessment of the quality, quantity and timeliness of flow of information between the company's management and the board that is necessary for the board to effectively and reasonably perform their duties.
- Frequency of separate meetings of the independent directors in a year.

Performance evaluation

As per the provisions of the Act, the Listing Regulations and the criteria set by the nomination and remuneration committee ('NRC'), an annual performance evaluation of independent directors has been carried out. As per the provisions of the Act and the Listing Regulations, on the basis of performance evaluation report, the board was required to determine inter-alia whether to continue the term of appointment of the directors. In the FY 2020-21, the NRC and the board have approved the appointment of Mr. Subhash Chandra Garg as an independent director for a term of three consecutive years with effect from November 11, 2020 and Dr. Keith Mario Torpy as a Non Executive, Non Independent Director with effect from December 12, 2020 subject to the approval of the shareholders in the ensuing annual general meeting.

The following criteria were used to evaluate performance of an independent director:

- Participation at the board meetings and committee meetings.
- Commitment (including guidance provided to senior management outside the board / committee meetings).
- Effective deployment of knowledge and expertise.
- Effective management of relationship with stakeholders.
- Integrity and maintaining of confidentiality.
- Independence of behavior and judgment.
- Impact and influence.
- Exercise of objective independent judgment in the best interest of company.
- Ability to contribute to and monitor corporate governance practice.
- Adherence to the code of conduct for independent directors.
- Fulfillment of the independence criteria as specified in the Listing Regulations and their independence from the management.

Fees/compensation to independent directors

The company has not paid any fees or compensation to its independent directors including non-executive directors, other than as mentioned elsewhere in this report, in the FY 2020-21. Further, the payment of sitting fees/commission was within the limits as prescribed under the Act.

Familiarization programmes

At the time of appointing a director, a formal letter of appointment is given to him/her, which explains the roles, functions, duties and responsibilities expected from him/her as a director of the company.

In the FY 2020-21, the company has conducted familiarization programmes for independent directors to give them an opportunity to familiarize with the company, its management and its operations so that they get a clear understanding of their roles, rights and responsibilities and contribute towards the success of the company. They were provided all the information and documents required and sought by them and were given full opportunity to interact with senior management personnel to have a better understanding of the company, its business model and various operations and the industry. The details of such familiarization programmes conducted for the independent directors have been disclosed on the website of the company at www.genuspower.com and the web link thereto is "<https://genuspower.com/investor-category/corporate-governance/>".

(i) **CEO and CFO certification:**

Pursuant to the regulation 17(8) of the Listing Regulations, the managing director & chief executive officer and the chief financial officer of the company have provided the compliance certificate to the board. The said compliance certificate as specified in Part B of schedule II of the Listing Regulations is attached in this report and forms part of the annual report.

(j) **Plans for orderly succession for appointments to the board and to senior management:**

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

(k) **Performance evaluation:**

The company has put in place a mechanism for performance evaluation of the directors. The details of the same have been included in the directors' report.

(l) **Code of conduct for prevention of insider trading and disclosure of unpublished price sensitive information:**

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and amendments thereto, the board has adopted the 'Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons and their Immediate Relatives', 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' and 'Policy for Procedure of Inquiry in case of Leak of Unpublished Price Sensitive Information'. These codes and policies have already been posted on the website of the company.

3. COMMITTEES OF THE BOARD

The company has the following eight board-level committees to deal with specific areas and activities, which are important and require a faster response. These board committees normally function independently from each other and are provided with sufficient authority, resources, and assigned responsibilities in assisting the board. The board committees follow its respective charter describing its roles and responsibilities.

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

Details of these committees, including the composition, terms of references, number of meetings held in the FY 2020-21 and the related attendance, are given below. The composition of committees of the board is also available on the website of the company at www.genuspower.com and web link for the same is "<https://genuspower.com/investor-category/corporate-governance/>".

(a) **Audit Committee:**

The audit committee ("AC") consists of three directors and all of them (including chairman) are independent and non-executive directors. The composition of the audit committee and the number of meetings held and attended by its members in the FY 2020-21 were as follows:

| Name of the member | Position | Category | No. of meetings | |
|--------------------------|----------|----------------------|-----------------|----------|
| | | | Held | Attended |
| Mr. Rameshwar Pareek | Chairman | Independent Director | 5 | 5 |
| Mr. Dharam Chand Agarwal | Member | Independent Director | 5 | 5 |
| Mrs. Mansi Kothari | Member | Independent Director | 5 | 5 |

The composition of the audit committee is in line with the provisions of section 177 of the Act read with rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014 and the provisions of regulation 18 of the Listing Regulations.

The company secretary of the company acts as secretary to the audit committee. The representatives of statutory auditors are permanent invitees to the audit committee meetings. The audit committee at its discretion invites the director or head of the finance function, head of internal audit and a representative of the cost auditors and any other such executives as it deems fit. All members of the audit committee including its chairperson are financially literate and possess requisite qualifications. The chairman has expertise in accounting and financial management.

The terms of reference of the audit committee inter alia include the following:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Receive any concern with the management such as non-availability of information / non-cooperation by the management which may hamper the audit process, directly and immediately without specifically waiting for the quarterly Audit Committee meetings.
- On receipt of such information from the auditor relating to the proposal to resign due to non-receipt of information / explanation from the company, the Audit Committee shall deliberate on the matter and communicate its views to the management and the auditor.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Review, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:
 - (i) Matters required to be included in the director's responsibility statement to be included in the board's report in terms of Clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - (ii) Changes, if any, in accounting policies and practices and reasons for the same;
 - (iii) Major accounting entries involving estimates based on the exercise of judgment by management;
 - (iv) Significant adjustments made in the financial statements arising out of audit findings;
 - (v) Compliance with listing and other legal requirements relating to financial statements;
 - (vi) Disclosure of any related party transactions; and
 - (vii) Modified opinion(s) in the draft audit report.
- Review, with the management, the quarterly financial statements before submission to the board for approval;
- Review, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- Review and monitor the auditors' independence and performance, and effectiveness of audit process;
- Review, on quarterly basis, of the details of related party transactions entered into by the company pursuant to each of the omnibus approvals given;
- Approval of any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Review, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
- Review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors for any significant findings and follow up there on;
- Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- Look into the reasons for substantial defaults, if any in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- Review the functioning of the whistle blower mechanism;
- Approval of appointment of chief financial officer (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
- Review and oversee the vigil mechanism of the Company in-line with the requirement of provisions of section 177(9) of the

Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014;

- Review the following information, mandatorily:
 - (i) Management discussion and analysis of financial condition and results of operations;
 - (ii) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
 - (iii) Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - (iv) Internal audit reports relating to internal control weaknesses;
 - (v) The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee; and
 - (vi) Statement of deviations:
 - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of regulation 32(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.
 - annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of regulation 32(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.
- Review the financial statements, in particular, the investments made by the unlisted subsidiary company, if any;
- Review the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
- Review compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year and shall verify that the systems for internal control to ensure compliance with the requirements given in these regulations to prevent insider trading are adequate and are operating effectively;
- Take on record the disclosure received from the Promoter, Promoter Group and PAC under regulation(s) 31(4) and/or 31(5) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011.
- Review/oversees/carryout any other function as per requirement or stipulation set forth in any of the Company's codes of conduct, policies, articles of association, by-laws, rules and regulations;
- Review/oversees/carryout any other function as per requirement or stipulation set forth in any statute or regulation or law; and
- Carrying out any other function as assigned by the Board of Directors.

The audit committee shall meet at least four (4) times in a year and not more than 120 days shall elapse between two meetings. The quorum for the audit committee meeting shall either be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.

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

In the FY 2020-21, the audit committee met five times on the following dates with a time gap of not more than 120 days between two meetings:

- (i) June 10, 2020
- (ii) July 29, 2020
- (iii) October 23, 2020
- (iv) December 05, 2020
- (v) January 21, 2021

The necessary quorum was present for all the meetings.

Mr. Rameshwar Pareek, chairman of the audit committee was present at the previous annual general meeting of the company held on September 25, 2020 to answer the shareholders' queries.

The board at its meeting held on May 28, 2021, has restructured the audit committee. The composition of the audit committee after restructuring is as under:

| Name of the member | Position | Category |
|--------------------------|----------|----------------------|
| Mr. Subhash Chandra Garg | Chairman | Independent Director |
| Mr. Rameshwar Pareek | Member | Independent Director |
| Mrs. Mansi Kothari | Member | Independent Director |

(b) Nomination and Remuneration Committee:

The nomination and remuneration committee ('NRC') consists of three directors and all of them (including chairman) are independent and non-executive directors. The composition of the NRC and the number of meetings held and attended by its members in the FY 2020-21 were as follows:

| Name of the member | Position | Category | No. of meetings | |
|--------------------------|----------|----------------------|-----------------|----------|
| | | | Held | Attended |
| Mr. Dharam Chand Agarwal | Chairman | Independent Director | 3 | 3 |
| Mr. Rameshwar Pareek | Member | Independent Director | 3 | 1 |
| Mrs. Mansi Kothari | Member | Independent Director | 3 | 3 |

The company secretary of the company acts as secretary to the NRC. The constitution and terms of reference of the NRC are in line with provisions of the Act, regulation 19 of the Listing Regulations and the SEBI (Share Based Employee Benefits) Regulations, 2014.

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

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director;
- Recommend to the board of directors, a policy relating to the remuneration for the directors, key managerial personnel and other employees;
- Recommend to the board, all remuneration, in whatever form, payable to senior management;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of the board of directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and also recommend to the board of directors for their appointment and removal;
- Carrying out evaluation of every director's performance and determination/recommendation as to whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- Recommendation/review of remuneration of the Managing Directors and Whole-time Directors based on their performance and assessment criteria;
- Formulate, approve, implement, supervise and administer employee stock option schemes of the company;
- Review/oversees/carryout any function as per requirement or stipulation set forth in any of the company's codes of conduct, policies, articles of association, by-laws, rules and regulations;
- Carrying out any other function as is mandated by the board of directors from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable; and
- Perform such other functions as may be necessary or appropriate for the performance of its duties.

In the FY 2020-21, the NRC met three times on the following dates:

(i) June 10, 2020

(ii) November 11, 2020

(iii) December 12, 2020

The necessary quorum was present for all the meetings.

(c) Stakeholders' Relationship Committee:

The composition of the stakeholders' relationship committee ('SRC') and the number of meetings held and attended by its members in the FY 2020-21 were as follows:

| Name of the member | Position | Category | No. of meetings | |
|--------------------------|----------|----------------------|-----------------|----------|
| | | | Held | Attended |
| Mr. Dharam Chand Agarwal | Chairman | Independent Director | 4 | 4 |
| Mr. Rameshwar Pareek | Member | Independent Director | 4 | 4 |
| Mrs. Mansi Kothari | Member | Independent Director | 4 | 4 |

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

The terms of references of the SRC inter alia, include the followings:

- Oversee/review/redress/resolve the grievances of the security holders related to transfer, transmission, transposition, dematerialisation, rematerialisation, mutation of securities, and non-receipt of declared dividends, annual report, issue of new/duplicate certificates, general meetings etc.;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the company in respect of various services being rendered by the Registrar & Share Transfer Agent (RTA);
- Review of the various measures and initiatives taken by the company for reducing the quantum of unclaimed dividends and

ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company;

- Oversee and review all matters related with transfer, transmission, transposition, dematerialisation, rematerialisation and mutation of securities, if required;
- Approve issuance of share certificates including duplicate, splitted/sub-divided or consolidated certificates;
- Oversee the performance of the registrar and share transfer agents of the company;
- Oversee and redress grievances of other stakeholders under provisions of Act;
- Review/oversees/carryout any function as per requirement or stipulation set forth in any of the company's codes of conduct, policies, articles of association, by-laws, rules and regulations; and
- Review/oversees/carryout any other function as per requirement or stipulation set forth in any statute or regulation or law.

In the FY 2020-21, the SRC met four times on the following dates:

- (i) April 15, 2020 (ii) July 29, 2020 (iii) October 10, 2020
(iv) January 05, 2021

The necessary quorum was present for all the meetings.

The company has put in place an adequate system for redressal of the shareholders' grievances. The secretarial department of the company and/or the 'registrar & share transfer agent' ('RTA'), M/s. Niche Technologies Private Limited attend to all grievances of the shareholders, received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc. The designated email address for investors' grievance redressal division / compliance officer is "cs@genus.in".

In the FY 2020-21, the company received one complaint from the shareholders and it was resolved timely and satisfactorily. There was no pending complaint as on March 31, 2021.

In order to provide effective & prompt services to shareholders and for speedy disposal of the matters, the board has delegated various powers to the RTA such as share transfer, share transmission and other shares related matters which includes issue of new certificates on re-materialization, sub-division, consolidation, exchange, etc. The RTA attends the share transfer/transmission formalities at least once in a fortnight. Mr. Ankit Jhanjhari, company secretary of the company is the compliance officer of the company for complying with provisions of the securities law, listing regulations, company law and SEBI rules & regulations.

(d) Risk Management Committee:

The composition of the risk management committee ('RMC') and the number of meetings held and attended by its members in the FY 2020-21 were as follows:

| Name of the member | Position | Category | No. of meetings | |
|----------------------------|----------|---------------------------|-----------------|----------|
| | | | Held | Attended |
| Mr. Dharam Chand Agarwal | Chairman | Independent Director | 3 | 3 |
| Mr. Rajendra Kumar Agarwal | Member | Managing Director and CEO | 3 | 3 |
| Mr. Jitendra Kumar Agarwal | Member | Joint Managing Director | 3 | 3 |
| Mr. Nathulal Nama | Member | Chief Financial Officer | 3 | 3 |

The company secretary of the company acts as secretary to the RMC. The composition and terms of references of the RMC meet the requirement of the provisions of the Act and regulation 21 of the Listing Regulations.

The terms of references and responsibilities of the RMC, inter alia, include the followings:

- Review and monitor the risk management policy/plans, on annual basis;
- Review and monitor the company's risk management practices and activities on a quarterly basis;
- Review and evaluate significant risk exposures of the company and also assess management's plans or actions taken to mitigate the risks in a timely manner;
- Review the risks to the achievement of key business objectives covering growth, profitability, talent aspects, operational excellence and also assess management's plans/actions taken to mitigate these risks;
- Review the key operational risks;
- Review the potential risk in the areas of competitive position in key market segments, information security, high-risk projects, contracts management and financial risks;
- Review and approve risk disclosure statements in any public documents or disclosures;
- Lay down reasonable, sufficient and effective procedures to inform Board members about the risk assessment and minimization procedures;
- Share with the Board updates regarding all aspects of risk management, on regular basis;
- Ensure the risk framework along with risk assessment, monitoring, mitigation and reporting practices are adequate to effectively

manage the foreseeable material risks;

- Assess and review of cyber security risk including identification of various information assets that could be affected by a cyber attack (such as hardware, systems, server, laptops, customer data and intellectual property);
- Review/oversees/carryout any function as per requirement or stipulation set forth in any of the company's codes of conduct, policies, articles of association, by-laws, rules and regulations;
- Review/oversees/carryout any other function as per requirement or stipulation set forth in any statute or regulation or law; and
- Carry out any other function(s) as assigned by the Board.

In the FY 2020-21, the RMC met three times on the following dates:

- (i) July 29, 2020 (ii) October 22, 2020 (iii) January 22, 2021

The necessary quorum was present for all the meetings.

The board at its meeting held on May 28, 2021, has restructured the RMC in order to remain compliant and to be in-line with provisions of the Listing Regulations and Act and other SEBI regulations and amendments thereto. The composition of the RMC after restructuring is as under:

| Name of the member | Position | Category |
|----------------------------|----------|---------------------------|
| Mr. Subhash Chandra Garg | Chairman | Independent Director |
| Mr. Rajendra Kumar Agarwal | Member | Managing Director and CEO |
| Mr. Jitendra Kumar Agarwal | Member | Joint Managing Director |
| Mr. Nathulal Nama | Member | Chief Financial Officer |

The revised terms of references and responsibilities of the RMC, inter alia, include the followings:

- To formulate a detailed risk management policy, which shall include:
 - (a) A framework for identification of internal and external risks specifically faced by the company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - (b) Measures for risk mitigation including systems and processes for internal control of identified risks.
 - (c) Business continuity plan.
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the company;
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.
- To formulate and recommend the Board, a Debts Collection Policy (DCP) which shall indicate the activities to be undertaken by the company for recovering money owed on delinquent accounts and recovering past due debts owed to creditors.
- To monitor the implementation of the DCP.
- To review with the management, the quarterly statements of recovery / collection.
- To review/oversees/carryout any function as per requirement or stipulation set forth in the DCP.
- To review/oversees/carryout any function as per requirement or stipulation set forth in any of the company's codes of conduct, policies, articles of association, by-laws, rules and regulations;
- To review/oversees/carryout any other function as per requirement or stipulation set forth in any statute or regulation or law; and
- To carry out any other function(s) as assigned by the Board.

(e) Corporate Social Responsibility Committee:

The composition of the corporate social responsibility ('CSR') committee and the number of meetings held and attended by its members in the FY 2020-21 were as follows:

| Name of the member | Position | Category | No. of meetings | |
|----------------------------|----------|-------------------------|-----------------|----------|
| | | | Held | Attended |
| Mr. Ishwar Chand Agarwal | Chairman | Executive Chairman | 4 | 4 |
| Mr. Rajendra Kumar Agarwal | Member | Managing Director & CEO | 4 | 4 |
| Mr. Jitendra Kumar Agarwal | Member | Joint Managing Director | 4 | 4 |
| Mr. Dharam Chand Agarwal | Member | Independent Director | 4 | 4 |

The company secretary of the company acts as secretary to the CSR committee. The composition and terms of reference of the CSR committee of the company meet with the requirements of the Act.

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

- Formulation and recommendation to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Act;
- Recommendation of the amount of expenditure to be incurred on the CSR activities;
- Monitor the implementation of the CSR Policy;
- Review/oversees/carryout any function as per requirement or stipulation set forth in any of the company's codes of conduct, policies, articles of association, by-laws, rules and regulations; and
- Review/oversees/carryout any other function as per requirement or stipulation set forth in any statute or regulation or law.

In the FY 2020-21, the CSR committee met four times on the following dates:

(i) April 10, 2020 (ii) July 28, 2020 (iii) December 14, 2020 (iv) March 24, 2021

The necessary quorum was present for all the meetings.

(f) Finance Committee:

The composition of the finance committee ('FC') and the number of meetings held and attended by its members in the FY 2020-21 were as follows:

| Name of the member | Position | Category | No. of meetings | |
|----------------------------|----------|-------------------------|-----------------|----------|
| | | | Held | Attended |
| Mr. Ishwar Chand Agarwal | Chairman | Executive Chairman | 5 | 5 |
| Mr. Rajendra Kumar Agarwal | Member | Managing Director & CEO | 5 | 5 |
| Mr. Jitendra Kumar Agarwal | Member | Joint Managing Director | 5 | 5 |

The company secretary of the company acts as secretary to the FC. The FC meets as and when requirement arises.

The terms of reference of the FC inter alia, include the followings:

- Borrow moneys and exercise all powers to borrow moneys (otherwise than by issue of debentures) not exceeding Rs.2,000 crore in aggregate at any time and taking all necessary actions connected therewith within the limit prescribed pursuant to provisions of section 180 of Act;
- Provide guarantee including performance guarantee, issue letter of comfort and providing securities and taking all necessary actions connected therewith (subject to compliances under sections 185 and 186 of Act);
- Review of banking arrangement and taking all necessary actions connected therewith including refinancing for optimization of borrowing costs (subject to overall limit of borrowing);
- Investment of the funds of the company (subject to compliance of all applicable provisions of Act);
- Review of the company's financial policies, strategies and capital structure;
- Review of working capital and cash flow management; and
- Consider viability for issuance of new modes of securities including foreign funds subject to laws applicable.

In the FY 2020-21, the FC met five times on the following dates:

(i) May 01, 2020 (ii) June 29, 2020 (iii) July 22, 2020 (iv) October 30, 2020

(v) February 22, 2021

(g) Sales Committee:

The composition of the sales committee ('SC') and the number of meetings held and attended by its members in the FY 2020-21 were as follows:

| Name of the member | Position | Category | No. of meetings | |
|----------------------------|----------|-------------------------|-----------------|----------|
| | | | Held | Attended |
| Mr. Ishwar Chand Agarwal | Chairman | Executive Chairman | 24 | 24 |
| Mr. Rajendra Kumar Agarwal | Member | Managing Director & CEO | 24 | 24 |
| Mr. Jitendra Kumar Agarwal | Member | Joint Managing Director | 24 | 24 |

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

The terms of reference of the SC, inter alia, include the followings:

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

In the FY 2020-21, the SC met twenty four times on the following dates:

| | | | |
|--------------------------|--------------------------|------------------------|---------------------------|
| (i) May 08, 2020 | (ii) June 03, 2020 | (iii) June 17, 2020 | (iv) July 01, 2020 |
| (v) July 20, 2020 | (vi) July 29, 2020 | (vii) August 17, 2020 | (viii) September 03, 2020 |
| (ix) September 17, 2020 | (x) October 05, 2020 | (xi) October 22, 2020 | (xii) October 30, 2020 |
| (xiii) November 09, 2020 | (xiv) November 24, 2020 | (xv) December 07, 2020 | (xvi) December 14, 2020 |
| (xvii) December 30, 2020 | (xviii) January 05, 2021 | (xix) January 13, 2021 | (xx) January 29, 2021 |
| (xxi) February 09, 2021 | (xxii) February 18, 2021 | (xxiii) March 11, 2021 | (xxiv) March 26, 2021 |

(h) Committee of Independent Directors:

The board at its meeting held on November 02, 2020, has formed a committee of independent directors ('CID') to comply with the requirements as specified by the SEBI vide its circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017. In terms of the para I(A)(2)(i) of said circular, the company was required to place the draft scheme of arrangement before a committee of independent directors and obtain a report from it on whether the scheme is detrimental to the interest of the shareholders of the company or not. Accordingly, the board formed the CID to comply with the requirements of the said circular.

The composition of the CID and the number of meetings held and attended by its members in the FY 2020-21 were as follows:

| Name of the member | Position | Category | No. of meetings | |
|--------------------------|----------|---------------------------------|-----------------|----------|
| | | | Held | Attended |
| Mr. Rameshwar Pareek | Chairman | Chairman (Independent Director) | 1 | 1 |
| Mr. Dharam Chand Agarwal | Member | Member (Independent Director) | 1 | 1 |
| Mrs. Mansi Kothari | Member | Member (Independent Director) | 1 | 1 |

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

The terms of reference of the CID, inter alia, include the followings:

- To review the draft scheme of arrangement;
- To call for further information from the management on the draft scheme of arrangement, as may be required from time to time;
- To suggest modification in the draft scheme of arrangement, if required to comply with the regulatory requirements; and
- To give its recommendation on the draft scheme of arrangement in accordance with the requirements of SEBI Circular No. CFD/ DIL3/CIR/2017/21 dated March 10, 2017, as amended from time to time.

In the FY 2020-21, the CID met on December 05, 2020.

4. REMUNERATION OF DIRECTORS
(a) Pecuniary relationship or transactions of the non-executive directors vis-à-vis the company:

The details of remuneration/fees/commission, paid/payable for the FY 2020-21 to the non-executive directors are as follows:

(Rs. in lakhs)

| Name of the non-executive directors | Sitting fee | Commission | Consultancy fees |
|-------------------------------------|-------------|------------|------------------|
| Mr. Subhash Chandra Garg* | 0.60 | -# | - |
| Mr. Rameshwar Pareek | 1.89 | - | - |
| Mr. Dharam Chand Agarwal | 2.17 | - | - |
| Mr. Udit Agarwal | 0.05 | - | - |
| Mrs. Mansi Kothari | 2.09 | - | - |
| Mr. Kailash Chandra Agarwal | - | - | - |
| Dr. Keith Mario Torpy** | - | - | 9.03 |

*Appointed as independent director w.e.f. November 11, 2020.

**Appointed as non-executive, non-independent director w.e.f. December 12, 2020.

The board at its meeting held on May 28, 2021 has approved the payment of the profit-related commission of Rs.2.5 lakhs per fiscal quarter to Mr. Subhash Chandra Garg, with effect from January 01, 2021 till the expiry of his tenure within the overall maximum limit.

Apart from receiving the above remuneration/fee/commission, there was no pecuniary relationship or transaction by non-executive directors with the company. Further, the company has not granted any stock option to its non-executive directors including independent directors.

(b) Criteria of making payments to non-executive directors:

The criteria for payment of the sitting fee attending meetings of the board, audit committee and other committees are as follows:

| Meetings | Upto October 31, 2020 | Effective from November 01, 2020 |
|-------------------------------------|-------------------------|----------------------------------|
| For meeting of the board | Rs.5,000/- per meeting. | Rs.30,000/- per meeting. |
| For meeting of the audit committee | Rs.2,000/- per meeting. | Rs.20,000/- per meeting. |
| For meeting of the other committees | Rs.2,000/- per meeting. | Rs.10,000/- per meeting. |

No sitting fee is payable to the members for attending a separate meeting of independent directors.

The shareholders at the annual general meeting of the company held on September 8, 2016 had approved payment of a sum to the NEDs within the ceiling of 1% of the net profits of the company as computed under the applicable provisions of the Act. The said payment payable to the NEDs is decided each year by the board and distributed amongst them based on their attendance, role and responsibility as chairman / member of the committees / board and their overall contribution as well as time spent on operational matters otherwise than at the meetings. The company also reimburses the out of pocket expenses incurred by the NEDs, if any for attending meetings.

(c) Details of remuneration paid to directors other than non-executive directors:

The details of remuneration paid to the managing director (MD) and executive director/whole-time director (WTD) for the FY 2020-21 are as follows:

(Rs. in lakhs)

| Name of the director | Salary | Others |
|--|--------|--------|
| Mr. Ishwar Chand Agarwal, Executive Chairman/WTD | 300.00 | - |
| Mr. Rajendra Kumar Agarwal, MD & CEO | 123.60 | - |
| Mr. Jitendra Kumar Agarwal, Joint MD | 123.60 | - |

Pursuant to the special resolution passed in the annual general meeting held on September 6, 2019, the company has paid Rs.79.50 lakhs to Mr. Ishwar Chand Agarwal, Rs.72.50 lakhs to Mr. Rajendra Kumar Agarwal, MD and Rs.78.00 lakhs to Mr. Jitendra Kumar Agarwal, Joint MD, as commission (in addition to their fixed remuneration) for the FY 2020-21. Except the said commission, the company has not paid any bonus, commission, pension, performance linked incentive and sitting fees to above managerial personnel. The above figures do not include provision for gratuity & leave encashment and premium paid for group health insurance, which is determined for the company as a whole. Further, no stock option has been offered to any of them by the company. Services of the managing director and executive director may be terminated by either party by giving the usual notice period applicable. There is no separate provision for payment of severance fees.

Pursuant to the provisions of section 134(3)(e) read with sub-section (1) of section 178 of the Act, the following policies of the company relating to directors' appointment and their remuneration are available on the website of the company www.genuspower.com and also attached to the directors' report:

- Policy for selection of directors and determining directors' independence.
- Policy on remuneration of director, key managerial personnel and senior management personnel.

5. GENERAL BODY MEETINGS**(a) The location, date and time of last three annual general meetings ('AGMs') are as under:**

| Year | Location | Date | Time |
|-----------|--|------------|------------|
| 2019-2020 | G-123, Sector-63, Noida- 201307 (U.P.) | 25.09.2020 | 03.30 p.m. |
| 2018-2019 | A-32A, Sector-62, Noida- 201309 (U.P.) | 06.09.2019 | 11.00 a.m. |
| 2017-2018 | A-32A, Sector-62, Noida- 201309 (U.P.) | 21.09.2018 | 11.00 a.m. |

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

| AGM | Subject of special resolution |
|-------------------------------|---|
| 28 th (25.09.2020) | None |
| 27 th (06.09.2019) | <ul style="list-style-type: none"> • Reappointment of Mr. Ishwar Chand Agarwal as executive chairman of the company. • Reappointment of Mr. Rajendra Kumar Agarwal as managing director and chief executive officer of the company. • Reappointment of Mr. Jitendra Kumar Agarwal as joint managing director of the company. • Payment of commission to the executive directors. • Loan, guarantee or security under section 185 of Companies Act, 2013. • Amendment to the total number of options and shares under the Employee Stock Option Scheme 2012. • Approval of 'Employees Stock Appreciation Rights Plan 2019'. • Grant of employee stock appreciation rights to the employees/directors of the subsidiary company(ies) of the company under 'Employees Stock Appreciation Rights Plan 2019'. • Approval of 'Employee Stock Option Plan 2019' through trust route. • Grant of stock options to the employees/director of Subsidiary Companies under ESOP 2019. • Authorization to the ESOP Trust for secondary market acquisition of equity shares. |
| 26 th (21.09.2018) | <ul style="list-style-type: none"> • Reappointment of Mr. Bhairon Singh Solanki as Independent Director • Reappointment of Mr. Rameshwar Pareek as Independent Director • Reappointment of Mr. Dharam Chand Agarwal as Independent Director • Reappointment of Mr. Indraj Mal Bhutoria as Independent Director • Reappointment of Mr. Udit Agarwal as Independent Director |

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

In the FY 2020-21, no resolution was passed through postal ballot.

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

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

6. MEANS OF COMMUNICATION

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

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

Presentations to institutional investors / analysts: Detailed presentations are made to institutional investors and/or financial analysts on the company's financial results. These presentations are sent to stock exchanges and also displayed on the company's website 'www.genuspower.com'. No unpublished price sensitive information is discussed in meeting / presentation with institutional investors and financial analysts.

Annual report: The annual report, containing inter alia audited financial statement, audited consolidated financial statement, directors' report, auditors' report and other important information, is circulated to the shareholders and others entitled thereto. The 'management discussion and analysis report' also forms part of the annual report. Annual reports, notices and all other documents that are needed to be sent to the shareholders are sent via email to all those shareholders, who have registered their email addresses to the depository participants as per directions of SEBI and MCA on account of prevailing conditions due to Covid-19. The annual report is also made available in downloadable form on the website of the company.

Disclosure of material information: Material developments relating to the company that are potentially price sensitive in nature or which could impact continuity of publicly available information regarding the company are disclosed to the stock exchanges in terms of the company's policy for disclosure of material information and is also made available on the website of the company.

Website: Company maintains a functional website 'www.genuspower.com' containing all basic information about the company. It contains a

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

Letters to Investors: Letters were sent to the shareholders as per records, for claiming unclaimed / unpaid dividend / dematerialization of shares / updating PAN and bank account details. The company has also sent intimations to the shareholders holding shares in physical form, informing them about SEBI's mandate to permit transfer of shares only in dematerialized form w.e.f. April 1, 2019.

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

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

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

7. GENERAL SHAREHOLDERS INFORMATION

(a) 29th annual general meeting

Date : Thursday, September 16, 2021

Time : 03:30 p.m.

Venue : The company is conducting meeting through VC/OAVM pursuant to the MCA circular dated January 13, 2021 (General Circular No. 02/21) read with circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as "MCA Circulars") and as such there is no requirement to have a venue for the AGM. For details please refer to the notice of this AGM.

(b) Financial year: April 01 to March 31

Tentative calendar for financial reporting in the FY 2021-22:

- First quarter ending June 30, 2021 : Before August 14, 2021
- Second Quarter ending September 30, 2021 : Before November 14, 2021
- Third Quarter ending December 31, 2021 : Before February 14, 2022
- Year ending March 31, 2022 : In April/May, 2022

(c) **Dates of book closure / record date:** As mentioned in the notice of this AGM.

(d) **Proposed dividend for the FY 2020-21:** As mentioned in the notice of this AGM.

(e) **Dividend payment date:** As mentioned in the notice of this AGM.

(f) **Listing on stock exchanges and stock codes:** The equity shares of the company are listed and traded at the following stock exchanges:

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

The company has already paid the annual listing fee to BSE and NSE and the annual custody fee to National Securities Depository (India) Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'), for the FY 2020-21.

(g) **International Securities Identification Number (ISIN) of equity shares:** INE955D01029

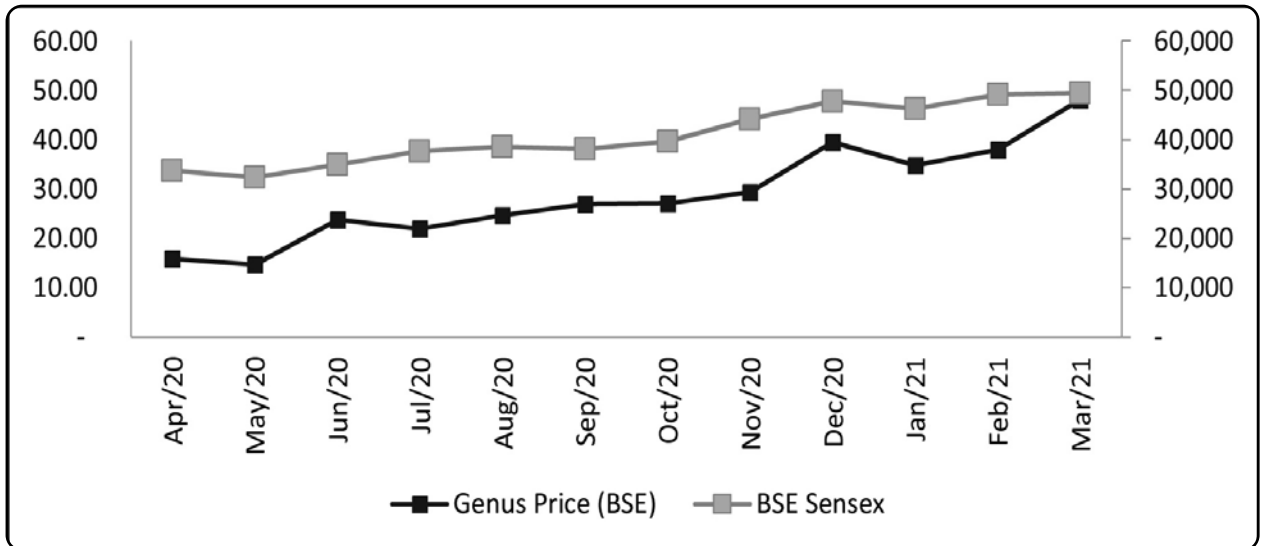
(h) **Corporate Identity Number (CIN):** L51909UP1992PLC051997

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

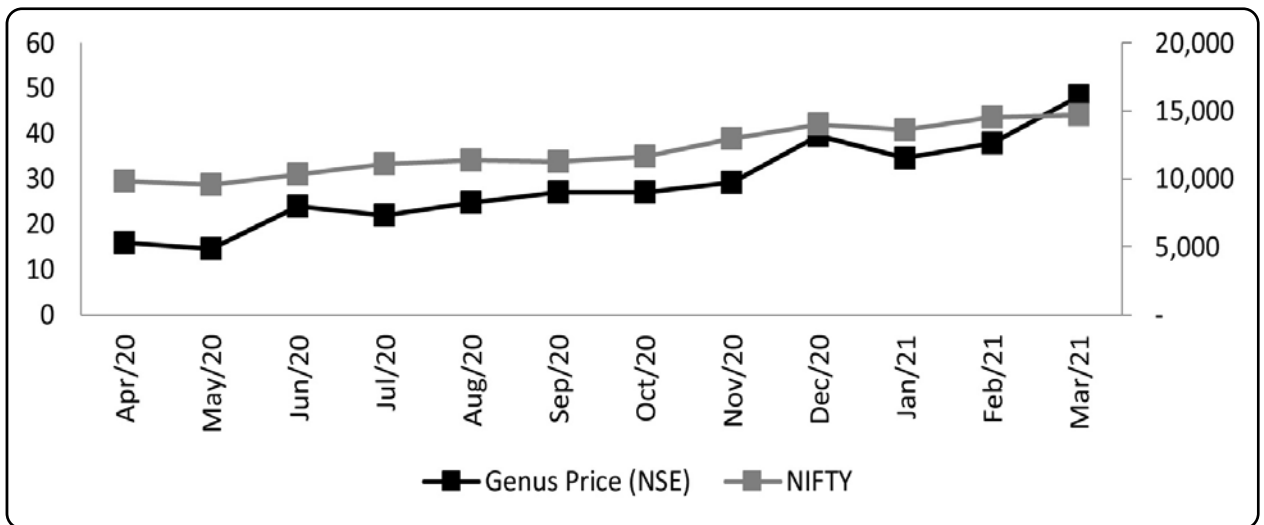
| Month | BSE | | | NSE | | |
|-----------------|------------|-----------|---------------|------------|-----------|---------------|
| | High (Rs.) | Low (Rs.) | Volume (Nos.) | High (Rs.) | Low (Rs.) | Volume (Nos.) |
| April, 2020 | 17.65 | 13.64 | 151997 | 17.70 | 13.20 | 2287090 |
| May, 2020 | 15.80 | 14.00 | 110380 | 15.85 | 13.95 | 2173563 |
| June, 2020 | 25.50 | 14.95 | 1063825 | 24.80 | 14.60 | 11559440 |
| July, 2020 | 27.50 | 21.65 | 1464771 | 27.90 | 21.70 | 8178259 |
| August, 2020 | 27.90 | 20.55 | 1560661 | 27.40 | 21.10 | 5898653 |
| September, 2020 | 30.15 | 24.15 | 554181 | 30.30 | 24.15 | 8229611 |
| October, 2020 | 31.00 | 26.30 | 937061 | 30.40 | 26.30 | 3779676 |

| | | | | | | |
|----------------|-------|-------|---------|-------|-------|----------|
| November, 2020 | 29.95 | 25.20 | 309833 | 29.95 | 25.30 | 2896987 |
| December, 2020 | 42.50 | 29.35 | 1295938 | 42.50 | 29.05 | 12610178 |
| January, 2021 | 41.00 | 32.20 | 777915 | 41.05 | 32.30 | 7565033 |
| February, 2021 | 40.05 | 33.85 | 1023559 | 40.35 | 33.80 | 9045421 |
| March, 2021 | 59.70 | 37.25 | 2737611 | 58.95 | 37.20 | 21459533 |

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



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



(j) Registrar and Share Transfer Agent ('RTA'):

M/s. Niche Technologies Pvt. Ltd.
 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata – 700017
 Tel.: (033) 22806616/6617/6618; Fax: (033) 22806619
 Email: nichetechpl@nichetechpl.com
 Website: www.nichetechpl.com

(k) Share transfer system:

As per directives issued by the SEBI, it is compulsory to trade in equity shares of the company in dematerialized form. Effective April 1, 2019, transfer of shares in physical form has ceased. Shareholders who had lodged their request for transfer prior to March 31, 2019 and, have received the same under objection can re-lodge the transfer request after rectification of the documents. Request for transmission or transposition of

shares and dematerialization of shares will continue to be accepted.

Shareholders holding shares in physical form are requested to consider converting their holdings to dematerialized form. The company has sent reminders to shareholders holding shares in physical form to dematerialize their shares promptly to avoid inconvenience. The procedure for dematerialization has been published on the company's website at "<https://genuspower.com/investor-category/investor-information/>".

In the FY 2020-21, the RTA has processed and completed/returned transfer of shares lodged in physical form, within the stipulated time, subject to the documents being valid and complete in all respects. The RTA has fully computerized system for the share related activities and also to attend to all the delegated matters, timely and appropriately. In compliance of regulation 40(9) of the Listing Regulations, a certificate, received from a practicing company secretary confirming that share certificates relating to the share transfer form or for exchange of duplicate and split certificates have been issued within one month of the date of lodgment, has been submitted to stock exchanges within stipulated time.

The RTA periodically receives details of the beneficiary from the depositories to update their records and to send all corporate communications or entitlements to the respective shareholder.

The details of transmission/replacement/rematerialisation/split/dematerialisation of shares, if any in the FY 2020-21 are as follows:

| Particulars | No. of requests | No. of shares |
|-----------------------------------|-----------------|---------------|
| Transmission of shares | 14 | 116010 |
| Dematerialisation of shares | 4 | 31000 |
| Replacement of share certificates | 13 | 113010 |

As per SEBI norms, the company has also sent letters to shareholders, whose ledger folios do not have/have incomplete details with respect to 'permanent account number' (PAN) and bank account, to furnish their PAN and bank account details to update the same in the members' register. Shareholders are requested to update these details at the earliest.

(l) **Distribution of shareholdings:** The distribution of shareholdings as on March 31, 2021 is as follows:

| Shareholding | Shareholders | | Shareholding | |
|------------------|--------------|------------|------------------|------------|
| | Number | % to total | Number of shares | % to total |
| 1 – 500 | 20,625 | 72.38 | 30,86,783 | 1.20 |
| 501 – 1000 | 3,083 | 10.82 | 26,55,291 | 1.03 |
| 1001 – 5000 | 3,441 | 12.07 | 85,58,365 | 3.33 |
| 5001 – 10000 | 632 | 2.22 | 49,59,190 | 1.93 |
| 10001 – 50000 | 533 | 1.87 | 1,12,55,238 | 4.37 |
| 50001 – 100000 | 79 | 0.28 | 54,84,139 | 2.13 |
| 100001 and above | 102 | 0.36 | 22,13,59,959 | 86.01 |
| TOTAL | 28,495 | 100.00 | 25,73,58,965 | 100.00 |

The shareholding pattern of equity shares as on March 31, 2021 is as follows:

| S. No. | Category of shareholder | Number of shareholders | Total number of shares | As a percentage of (A+B+C) |
|--------|--|------------------------|------------------------|----------------------------|
| (A) | Promoter and Promoter Group | | | |
| 1 | Indian | 33 | 129897311 | 50.47 |
| 2 | Foreign | NIL | NIL | NIL |
| | Total Promoter and Promoter Group (A) | 33 | 129897311 | 50.47 |
| (B) | Public | | | |
| 1 | Institutions | 06 | 16963277 | 6.60 |
| 2 | Non-institutions | 28,456 | 110498377 | 42.93 |
| | Total Public (B) | 28,462 | 127461654 | 49.53 |
| (C) | Shares held by Custodians and against which Depository Receipts have been issued (C) | NIL | NIL | NIL |
| | Total (A) + (B) + (C) | 28,495 | 257358965 | 100.00 |

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

(m) **Dematerialization of shares and liquidity:**

For dematerializing the shares, the shareholder needs to open a demat account with a depository participant (DP). Shareholder is required to fill-in a demat request form and submit the same along with the share certificate(s) to the DP. After allocation of a demat request number, the DP will forward the request, through NSDL or CDSL to the RTA. On receipt of the demat request and after verification, the shares are dematerialized and an electronic credit of shares is given in the account of the shareholder.

The details of mode of shareholding as on March 31, 2021 are as under:

| S. No. | Mode of shareholding | Shareholding (Nos.) | Holding (%) |
|--------|--|---------------------|-------------|
| 1. | Shares held in dematerialized form in NSDL | 234811602 | 91.24 |
| 2. | Shares held in dematerialized form in CDSL | 20571087 | 7.99 |
| 3. | Shares held in physical form | 1976276 | 0.77 |
| | Total | 257358965 | 100.00 |

The equity shares of the company are compulsorily traded in dematerialized form. The equity shares of the company are actively and regularly traded in BSE and NSE.

(n) Outstanding GDR/ADRs/warrants or any convertible instruments, conversion date and likely impact on equity:

As on March 31, 2021, the company has no outstanding GDRs / ADRs / warrants or any convertible instruments, except ESOPs and ESARs. The company has 17,33,487 ESOPs and 16,50,000 ESARs in force as on March 31, 2021, which would vest over a maximum period of 6 years or such other period as may be decided by the nomination and remuneration committee from the date of grant based on specified criteria and as per the ESOS-2012 and ESARP-2019 of the company. Assuming, all the ESOPs and ESARs are converted into equity shares, the number of equity shares available for trading in the stock exchanges would go up by further 33,83,487 equity shares of face value of Re.1 each.

(o) Transfer of unclaimed/unpaid amount to 'investor education and protection fund':

Pursuant to the provisions of section 124 of the Act, in the FY 2020-21, a sum of Rs.2,42,067/- (dividend declared for the FY 2012-13 and being unpaid for a period of seven years), has been transferred to the investor education and protection fund (IEPF), established under sub-section (1) of section 125 of the Act. The cumulative amount, transferred to IEPF up to March 31, 2021, is Rs.51,42,026/-. The company has uploaded the details of unpaid and unclaimed amounts lying with the company as on September 25, 2020 (date of the last AGM) on the company's website at "<https://genuspower.com/investor-category/investor-information/>".

(p) SEBI complaints redress system (SCORES):

SEBI provides a centralised web-based complaint redress system (SCORES) to enables investors to lodge and follow up complaints and track the status of redressal online at www.scores.gov.in. The company has registered itself on SCORES and endeavors to resolve all investor complaints received through SCORES. The company uploads the action taken on the complaint, which can be viewed by the shareholder. In the FY 2020-21, the company has not received any investor complaints through SCORES.

(q) Location of plants and R&D centre:

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

(r) List of all credit ratings obtained along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the company involving mobilization of funds, whether in India or abroad:

Details of credit ratings obtained by the company are given in the directors' report.

(s) Address for correspondence:

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

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

M/s. Niche Technologies Pvt. Ltd.
 (Registrar & Share Transfer Agent)
 Unit: Genus Power Infrastructures Limited
 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata – 700 017
 Tel.: (033) 22806616/6617/6618, Fax: (033) 22806619
 Email: nichetechpl@nichetechpl.com
 Website: www.nichetechpl.com

• **For securities held in demat form**

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

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

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

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

In the FY 2020-21, the company was exposed to currency risk on account of raw material purchases from overseas suppliers and on account of its sales & services in overseas markets. The company has managed the foreign exchange risk with appropriate hedging activities in accordance with the comprehensive forex risk management policy of the company. The company, when deem appropriate, used foreign exchange forward and option contracts to hedge such exposures with an aim to leave the company with the no material residual risk. As such, the company is not materially exposed to commodity price risk, and hence the disclosure in terms of SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2018/000000141 dated November 15, 2018, is not applicable.

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

As per the provisions of the Act and the Listing Regulations, the company has framed and adopted a policy on related party transactions to describe and deal with related party transactions including materially significant related party transactions. The policy has been disclosed on the website of the company and its web link is "<https://genuspower.com/investor-category/corporate-governance/>".

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

In the FY 2020-21, there were no materially significant related party transactions that may have potential conflict with the interests of company at large. A confirmation with regard to compliance of related party transactions as per the Listing Regulations is also sent to the stock exchanges along with the quarterly compliance report on corporate governance. The disclosure of related party transactions is also set out in notes to the financial statements in accordance with IND AS. Pursuant to regulation 23(9) of the Listing Regulations, the company has submitted disclosures of related party transactions on a consolidated basis, in the format specified in the relevant accounting standards for annual results, to the stock exchanges and published the same on its website.

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

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

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

In terms of the provisions of regulation 22 of the Listing Regulations and provisions of section 177(9) of the Act, the company has adopted a vigil mechanism and whistleblower policy for its directors and employees to report to the vigilance officer / chairperson of the audit committee about unethical behavior, malpractices, wrongful conduct, fraud, violation of company's code of conduct without fear of reprisal. Under this mechanism, all reporting are seriously responded and also investigated, if required. Investigations/inquiries are done by the vigilance officer either by himself/herself or by involving any other officer / committee constituted for the same / an outside agency before referring the matter to the audit committee. If an investigation leads to a conclusion that an improper or unethical act has been committed, the chairperson of the audit committee recommends to the management to take such disciplinary or corrective action as it may deem fit. The company takes appropriate action against such employee, whose action is found to violate the code or any other policy of the company, after giving him a reasonable opportunity of being heard. The vigil mechanism provides for adequate safeguards against victimization of whistleblower. The vigil mechanism also provides for direct access to the chairperson of the audit committee in appropriate or exceptional cases. The whistleblower and vigilance policy has been disclosed on the website of the company and its web link is "<https://genuspower.com/investor-category/corporate-governance/>".

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

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

The company has complied with all the mandatory requirements of corporate governance as stipulated under the Listing Regulations and the

Act. The company has also adopted the following discretionary requirements as specified in part E of schedule II to the Listing Regulations:

- (i) The internal auditor directly reports to the audit committee. Internal auditors of the company make quarterly presentations to the audit committee on their reports.
- (ii) The company is in the regime of unmodified opinions on financial statements. The auditors' report on financial statements of the company is unqualified.

The company has also constituted the risk management committee.

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

"<https://genuspower.com/investor-category/corporate-governance/>"

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

"<https://genuspower.com/investor-category/corporate-governance/>"

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

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

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

Pursuant to the provisions of section 124(6) of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, in the FY 2020-21, the company has transferred/transmitted 1,25,910 equity shares in the name of the Investor Education and Protection Fund (IEPF) Authority, in respect of which dividend has not been paid or claimed for seven consecutive years or more. The company has appointed a nodal officer under the provisions of IEPF, the details of which are available on the website of the company at "<https://genuspower.com/investor-category/investor-information/>".

(i) Reconciliation of share capital audit:

A qualified practicing chartered accountant has carried out a share capital audit of the company to reconcile the total admitted equity share capital of the company with the NSDL and the CDSL and the total issued and listed equity share capital. The said audit confirmed that the total Listed and Paid-up capital is in agreement with the aggregate of the total number of shares in dematerialized form and in physical form. The said audit is carried out every quarter and the report thereon is submitted to the stock exchanges. The said report is also placed before the board of the company.

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

In the preparation of financial statements for the FY 2020-21, the company has followed the Indian Accounting Standards (Ind AS), notified by the Government of India under section 133 of the Act read with rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015 as amended, the guidelines issued by SEBI and other accounting principles generally accepted in India. The significant accounting policies, which are consistently applied, are set out in the notes to the financial statements.

(k) Dividend policy:

The company has adopted a dividend distribution policy, which has also been displayed on the website of the company at www.genuspower.com and its web link is "<https://genuspower.com/investor-category/corporate-governance/>". The dividend distribution policy is attached to the directors' report.

(l) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under regulation 32 (7A):

Not Applicable

(m) A certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority:

Annexed herewith as a part of this report.

(n) Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part:

The details relating to fees paid to the statutory auditors are given in note number 37 to the standalone financial statements and note number 37 to the consolidated financial statements.

(o) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

- (a) number of complaints filed during the financial year: Nil
- (b) number of complaints disposed of during the financial year: Nil
- (c) number of complaints pending as on March 31, 2021: Nil

- (p) The disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of regulation 46:

| Sr. No. | Particulars | Regulation | Compliance Status |
|---------|--|------------|-------------------|
| 1 | Board of directors | 17 | Yes |
| 2 | Maximum number of directorships | 17A | Yes |
| 3 | Audit committee | 18 | Yes |
| 4 | Nomination and remuneration committee | 19 | Yes |
| 5 | Stakeholders relationship committee | 20 | Yes |
| 6 | Risk management committee | 21 | Yes |
| 7 | Vigil mechanism | 22 | Yes |
| 8 | Related party transactions | 23 | Yes |
| 9 | Subsidiaries of the company | 24 | N.A. |
| 10 | Secretarial audit | 24A | Yes |
| 11 | Obligations with respect to independent directors | 25 | Yes |
| 12 | Obligations with respect to employees including senior management, key managerial personnel, directors and promoters | 26 | Yes |
| 13 | Other corporate governance requirements | 27 | Yes |
| 14 | Website | 46(2)(b-i) | Yes |

For and on behalf of the Board of Directors

Ishwar Chand Agarwal

Chairman

DIN: 00011152

Jaipur, July 29, 2021