

Genus Power Infrastructures Limited

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

Code of Conduct for Directors and Senior Management Personnel

I. Preface:

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

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

All board members and senior management personnel shall sign the affirmation of compliance with this Code of Conduct, as provided in **Annexure 1**, and submit the same to the Compliance Officer.

II. Applicability:

All board members and senior management personnel as defined in this document shall comply with this Code of Conduct.

III. Code of Conduct:

a) Conduct at Workplace

- i. All Board members and SMP shall always act in a bona fide manner and exercise power with great care and caution with due diligence to the best of their ability, individually and collectively, with respect to the work and activity relating to GPIL.
- ii. All Board members and SMP shall conduct at workplace in a professional manner and deal with co-members, employees, investors, customers, suppliers, competitors, auditors, lawyers, creditors, advisers or other business associates of GPIL fairly and, irrespective of hierarchical level, with dignity and respect.
- iii. All Board members and SMP shall maintain the highest standards of personal integrity, truthfulness, honesty and fortitude in discharge of their duties in order to inspire public confidence and shall not engage in acts discreditable to their responsibilities.

- iv. Every Board member shall participate and provide assistance in the formulation and execution of strategies in the best interest of GPIL and give benefit of his experience and expertise to GPIL.
- v. All Board members and SMP shall encourage the use of Company's whistle blower mechanism, which provides employees of GPIL with a platform to communicate to the management, concerns about unethical behaviour, actual or suspected fraud or violation of the Code of Conduct applicable to all employees or this Code, in a secure and confidential manner.
- vi. All Board members and SMP shall ensure that his/her conduct at the workplace is transparent. Such transparency shall be brought about through adherence to policies, systems and processes framed by GPIL.

b) Duties and Compliances under Laws and Regulations

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

c) Duties towards Shareholders

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

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

- i. Insider Trading refers to the trading of Company's Unpublished Price Sensitive Information (UPSI) which, if published, is likely to materially affect the price of securities of the company. The Board members and SMP are prohibited, to utilize such information for the purpose of trading, communicating, recommending, tipping, or suggesting unauthorized personnel for obtaining personal benefits.
- ii. No Board member and SMP shall, either on his own behalf or on behalf of any other person, deal in securities of GPIL when in possession of any unpublished price sensitive information .

- iii. No Board member and SMP shall communicate, counsel or procure, directly or indirectly any unpublished price sensitive information to/from any person, except where the communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. All information shall be handled within GPIL on a need-to-know basis.
- iv. In addition, the Board member or SMP of GPIL are prohibited from recommending, tipping, or suggesting that anyone else buy or sell shares or other securities of the Company based on material, nonpublic information.

e) Representation

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

f) Use and Protection of Company's Assets

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

g) Health, Safety and Environment

- i. All Board members and SMP shall be committed to prevent the wasteful use of natural resources and minimize any hazardous impact of the development, production, use and disposal of any of its products and services on the ecological environment. They should exercise high standards of safety, hygiene and housekeeping in the workplace.
- ii. Board members and SMP should encourage employees to bring to their attention any workplace safety or health hazard.
- iii. The Board members and SMP are strictly prohibit use, sale, possession, or being under the influence, of illegal drugs or alcohol or controlled substances while at work, whether or not consumed during working hours or in the Company premises.

h) Prevention of Sexual Harassment

Harassment means a course of comments or actions that are known, or ought reasonably to be known, to be unwelcome. It can involve words or actions that are known or should be known to be offensive, embarrassing, humiliating, demeaning or unwelcome, based on a ground of discrimination identified by

this policy. GPIL prohibits all such acts of sexual harassment at workplace and is regulated by Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013 (“PoSH”).

All Board members and SMP should provide adequate training to the employees and ensure that the workplace is free any form of harassment.

i) Conflict of Interest

- i. A Conflict of Interest exists when the individual has interests in the outcome of the business that may lead to personal or professional advantage by compromising the integrity of the organization. Such a conflict occurs when a company or person has a vested interest—such as money, status, knowledge, relationships, or reputation—which puts into question whether their actions, judgment, or decision-making can be unbiased.
- ii. All Board members and SMP shall ensure that their personal interest shall not have conflict with their duties.

For details, kindly refer the *Conflict-of-Interest Policy*.

j) Anti-Bribery and Anti-Corruption

All Board members and SMPs must maintain and promote the highest ethical and legal standards in the business, especially in relation to Bribery and Corruption. Any activity that involves bribery, corruption, inducements and facilitation payments by or from GPIL’ employees should be prohibited.

For details, kindly refer the *Anti-Bribery and Anti-Corruption Policy*.

k) Anti-Discrimination

Board members and SMP shall ensure that any kind of discrimination based on gender, race, color, creed, caste, religion, nationality, disability, marital status, pregnancy, sexual orientation, culture, socio-economic status or any other characteristic protected under applicable laws is completely prohibited

l) Disqualification

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

m) Other Directorship/Partnership

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

n) Duties of Independent Director

An independent director shall

- i. act objectively and constructively while exercising his/her duties;
- ii. exercise his/her responsibilities in a bona fide manner in the interest of the company;
- iii. devote sufficient time and attention to his/her professional obligations for informed and balanced decision making;
- iv. not allow any extraneous considerations that will vitiate his/her exercise of objective independent judgment in the paramount interest of GPIL as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- v. not abuse his/her position to the detriment of GPIL or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- vi. refrain from any action that would lead to loss of his/her independence;
- vii. where circumstances arise which make an independent director lose his/her independence, the independent director must immediately inform the Board accordingly; and
- viii. assist GPIL in implementing the best corporate governance practices.
- ix. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with GPIL;
- x. seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of GPIL;
- xi. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- xii. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- xiii. strive to attend the general meetings of GPIL;
- xiv. where he/she has concerns about the running of GPIL or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- xv. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- xvi. pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of GPIL;
- xvii. ensure that the interests of a person who uses Whistle blower policy of GPIL are not prejudicially affected on account of such use;
- xviii. report concerns about unethical behaviour, actual or suspected fraud or violation of GPIL's code of conduct or ethics policy;
- xix. act within his/her authority, assist in protecting the legitimate interests of GPIL, shareholders and its employees; and
- xx. not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

o) Confidentiality of Information

- i. Every Board member/SMP shall maintain secrecy about all papers/information of GPIL being in his/her possession. An act or action by a director/SMP should not result against the overall interest of GPIL and any directions/guidelines issued by the Statutory/Legal Authorities.

- ii. No written document containing confidential information must be left visible where it can be read by anyone. This includes telephone messages, computer prints, letters and other documents. All hardware containing confidential information must be housed in a secure environment. All media containing confidential information must be disposed off in a manner that ensures that information is not disclosed to an unauthorized person.
- iii. Board members or SMPs must never discuss such information within the hearing of outsiders and should take special care in public places such as restaurants, elevators, reception rooms and public transportation.
- iv. Every Board member/SMP, before entering upon his duties, shall make a declaration of fidelity and secrecy, as provided in **Annexure 2**.

p) Charitable and Political contributions

- i. Board members and SMP will not participate directly or indirectly in any political activities or support candidates of any political party for any political office. Company can make political contribution to electoral bonds only.
- ii. Board members and SMP shall ensure that charitable contributions, if any, are made to incorporated and registered charitable organization or entity, and not to individuals. Further, adequate due diligence and requisite approvals need to be in place before making such contributions.

For details, kindly refer the *Charitable and Political Contributions Policy*.

q) Gifts and hospitality

- i. Board members and SMP recognize that building relationships with third parties is an integral part of doing business. It is important to consider the intent with which a gift and hospitality is being given/ received along with the monetary value for taking a decision regarding accepting/ rejecting a gift and hospitality.
- ii. Board members and SMP shall not accept any gift or hospitality from anyone having direct or indirect interest with the business of GPIL beyond the prescribed limit and/ or without prior necessary approval of the Compliance Officer.

For details, kindly refer the *Gift Policy and Hospitality Policy*.

r) Data Privacy

- i. Data shall interalia include proprietary information or any information whether written or oral or represented in any other form whether tangible or intangible electronic or otherwise, that pertains to the business of the company, planning, projections including business and other projections, trade secrets, third-party information, codes developed or outsourced or insourced, scripts, whether specifically defined as data or otherwise also, service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports.
- ii. Unintended purposes would include actions taken against Genus policies, against the spirit of the Company, against the local laws, detrimental to Genus in any way including harm to its reputation, unauthorized use of data and harm in the nature of money or against the shareholders so as to cause them unnecessary loss, or to any third party.
- iii. Expectation in regard to handling of Data: The employee understands that in practice of his job, he would come across data which may be owned by Genus or otherwise, and may include sensitive data. However every data must be treated as confidential in nature in regard to its sharing, usage

or processing. The employee must condemn any activity himself or otherwise which may expose the data to any unintended purposes. Data can be processed, unveiled, exposed to usage and sharing only in accordance with the orders from the Head of the Department. All employees should endeavor to protect the data and to ensure their efficient use. You understand that any theft, unintended use, carelessness or misuse of data has a direct impact on profitability of Genus. Any suspected incident of fraud or theft should be immediately reported for investigation. Data should not be used for purposes that do not relate to Company business.

- iv. The employee must ensure protection of data and prevent the data from slipping into unintended hands so as to maintain the integrity of the confidentiality above mentioned. The employee must understand that he shall be liable in an event of usage of data in any way other than that intended by the company.

IV. Consequences of non-compliance of this Code of Conduct

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

V. Affirmation of compliance with this Code of Conduct

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

VI. Review and Disclosure

This Code of Conduct shall be reviewed from time to time and any amendments or modifications thereto, shall be subject to the review and approval of the Board of Directors of GPIL.

This Code of Conduct shall be uploaded on the website of GPIL in compliance of the applicable laws and regulations.

VII. Important Definitions:

Sr No.	Term	Meaning
1	Code	GPIL Code of Conduct
2	“Company” or “GPIL”	Company or GPIL shall mean Genus Power Infrastructures Limited
3	Board Members	Board Members shall mean Directors on the Board of Directors of GPIL.
4	“Senior Management Personnel” or “SMP”	Senior Management Personnel or SMP shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically

		include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.
5	Independent Director	Independent Director shall mean a director referred to in sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
6	Listing Regulations	Listing Regulations shall mean means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

VIII. Conflict between Laws and Policy/Code

In case of any conflict between the prevailing laws/rules/regulations and this policy, the prevailing laws/rules/regulations shall prevail. Further, any subsequent amendment / modification in the Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this code.

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- (Formulated on December 24, 2005 and Effective from December 31, 2005)
 - (Reviewed on March 31, 2016 and Effective from April 01, 2016)
 - (Reviewed on March 30, 2019 and Effective from April 01, 2019)
 - (Reviewed on May 28, 2021 and Effective from May 28, 2021)
 - (Reviewed on May 12, 2022 and Effective from May 12, 2022)
 - (Reviewed on May 01, 2023 and Effective from May 01, 2023)
 - (Reviewed on May 29, 2024)

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Affirmation of compliance with this Code of Conduct

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

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

Signature.....

Name.....

Designation.....

Date.....

Place.....

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Declaration of Fidelity and Secrecy

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

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

Signature.....

Name.....

Designation.....

Date.....

Place.....

*Indicate/select the position in the Company