

**Corporate Governance Report under Regulation 27(2) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)**

Annexure-I

**1. Name of Listed Entity – Genesis Exports Limited**

**2. Quarter Ending - September 30, 2017.**

<b>I. Composition of Board of Directors</b>					
Title (Mr./Ms.)	Mr.	Mr.	Mrs.	Mr.	Mr.
Name of the Director	Sushil Jhunhunwala	Ajit Jhunhunwala	Nidhi Jhunhunwala	Gobind Ram Saraf	Rohit Maheswari
PAN	AFLPJ5326G	ACXPJ2482Q	ACQPJ4901R	BGDPS333IN	AZCPM8830F
DIN	00082461	00111872	01144803	00266771	07373012
Category (Chairperson /Executive/Non-Executive/Independent/Nominee)*	Non-Executive Director	Non-Executive Director	Non-Executive Director	Independent Director (Chairman)	Independent Director
Date of Appointment in the current term /cessation	15.01.1996	28.06.1997	12.03.2007	21.01.2016	21.01.2016
Tenure (in years)*	-	-	-	1 year 8 months	1 year 8 months
No of Directorship in listed entities including this listed entity	3	2	2	1	1
Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	3	2	-	2	1
No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	1	-	-	1	-

<b>II. Composition of Committees</b>			
<b>Name of Committee</b>	<b>Name of Committee Members</b>	<b>Category (Chairperson/Executive/ Non Executive/independent/Nominee)*</b>	
1. Audit Committee	I. Gobind Ram Saraf II. Rohit Maheswari III. Sushil Jhunjhunwala	Chairman – Non Executive & Independent Director Member - Non Executive & Independent Director Member - Non Executive Director	
2. Nomination & Remuneration Committee	I. Gobind Ram Saraf II. Rohit Maheswari III. Sushil Jhunjhunwala	Chairman – Non Executive & Independent Director Member - Non Executive & Independent Director Member - Non Executive Director	
3. Stakeholders Relationship Committee	I. Sushil Jhunjhunwala II. Ajit Jhunjhunwala III. Mr. Gobind Ram Saraf	Chairman – Non Executive Director Member - Non Executive Director Member - Non Executive & Independent Director	
*Category of directors means executive/non-executive/independent/Nominee. if a Director fits into more than one category write all categories separating them with hyphen.			
<b>III. Meeting of Board of Directors</b>			
<b>Date(s) of meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive (in number of days)</b>	
April 29, 2017; May 30, 2017 & June 30, 2017	July 24, 2017	23 days	
	August 14, 2017	20 days	
	September 2, 2017	18 days	
<b>IV. Meeting of Committees</b>			
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>
August 14, 2017	Yes	May 30, 2017	71 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<p><b>Note:</b></p> <ol style="list-style-type: none"> <li>In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</li> <li>If status is "No" details of non-compliance may be given here.</li> </ol>	
<b>VI. Affirmations</b>	
<ol style="list-style-type: none"> <li>The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - <b>Yes</b></li> <li>The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - <b>Yes</b> <ol style="list-style-type: none"> <li>Audit Committee - <b>Yes</b></li> <li>Nomination &amp; remuneration committee - <b>Yes</b></li> <li>Stakeholders relationship committee - <b>Yes</b></li> <li>Risk management committee (applicable to the top 100 listed entities) - <b>Not Applicable</b></li> </ol> </li> <li>The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - <b>Yes</b></li> <li>The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - <b>Yes</b></li> <li>This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - <b>Yes</b></li> </ol>	
<p><b>For Genesis Exports Limited</b></p> <p>Sd/- <b>Authorized Signatory</b></p>	

**Annexure-III**

<b>Affirmations</b>		
<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Website under construction
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

**Note:**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.