

# GENESIS EXPORTS LIMITED

"Chitrakoot" 10th Fl., 230A, A.J.C. Bose Road, Kolkata - 700 020, INDIA

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CIN: L28919WB1981PLC033906

Date: May 13, 2020

To  
The Listing Department  
The Calcutta Stock Exchange Limited  
7 Lyons Range  
Kolkata - 700001

**Sub: Compliance with Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Compliance Report on Corporate Governance for the Quarter ended March 31, 2020**

**Ref: CSE – Scrip Code – 017135**

Dear Sir/Madam,

Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Quarterly Compliance Report on Corporate Governance, in the prescribed format for the 4<sup>th</sup> quarter ended March 31, 2020.

Kindly take the same on your record and acknowledge the receipt of the same.

Thanking you

Yours faithfully

For **Genesis Exports Limited**

**Sd/-**  
**(Nidhi Rathi)**  
**Company Secretary & Compliance Officer**

**Encl: As above**

**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 –March 31, 2020**

Title (Mr./Ms.)	Mr.	Mr.	Mrs.	Ms.	Mr.	Mr.
Name of the Director	Sushil Jhunjhunwala	Ajit Jhunjhunwala	Ishita Jhunjhunwala	Suparna Chakrabortti	Shyam Sunder Maheswari	Santanu Ray
PAN	AFLPJ5326G	ACXPJ2482Q	AZCPJ0541L	AEGPC0361J	AYLPM4942Q	AFMPR5579N
DIN	00082461	00111872	08325065	07090308	08452233	00642736
Category (Chairperson/Executive/Non-Executive /Independent/Nominee)&	Non-Executive Director	Non-Executive Director	Whole-time Director	Non-Executive Director	Independent Director	Independent Director
Initial Date of Appointment	15.01.1996	28.06.1997	14.02.2019	18.05.2019	30.08.2019	30.08.2019
Date of Re-appointment	-	30.08.2019	-	-	-	-
Date of Cessation	-	-	-	-	-	-
Tenure (in years)*	-	-	-	-	7 Months	7 Months
Date of Birth	23.08.1950	29.12.1970	19.01.1996	28.06.1966	24.11.1947	30.06.1949
No of Directorship in listed entities including this listed entity	3	2	1	3	1	7
No of Independent Director ship in listed entities including this listed entity	1	0	0	3	1	7
Number of membership in Audit/Stakeholder Committee(s) including this listed entity	3	2	0	1	2	4
No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity	1	0	0	1	0	5

<b>II. Composition of Committees</b>					
<b>Name of Committee</b>	<b>Whether Regular Chairperson appointed</b>	<b>Name of Committee Members</b>	<b>Category (Chairperson/Executive / Non-Executive/Independent/ Nominee)*</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1. Audit Committee	Yes	I. Santanu Ray	Chairman – Non Executive & Independent Director	14.02.2020	-
		II. Shyam Sunder Maheswari	Member - Non Executive & Independent Director	30.08.2019	-
		III. Sushil Jhunjunwala	Member – Non Executive Director	12.11.2016	-
2. Nomination & Remuneration Committee	Yes	I. Santanu Ray	Chairman – Non Executive & Independent Director	14.02.2020	-
		II. Shyam Sunder Maheswari	Member - Non Executive & Independent Director	30.08.2019	-
		III. Sushil Jhunjunwala	Member - Non Executive Director	12.11.2016	-
3. Stakeholders Relationship Committee	Yes	I. Sushil Jhunjunwala	Chairman – Non Executive Director	12.11.2016	-
		II. Ajit Jhunjunwala	Member - Non Executive Director	30.08.2019	-
		III. Shyam Sunder Maheswari	Member - Non Executive & Independent Director	30.08.2019	-
4. Corporate Social Responsibility Committee	Yes	I. Sushil Jhunjunwala	Chairman – Non Executive Director	12.11.2016	-
		II. Ajit Jhunjunwala	Member - Non Executive Director	30.08.2019	-
		III. Shyam Sunder Maheswari	Member - Non Executive & Independent Director	30.08.2019	-

*\*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>Whether requirement of Quorum met*</b>	<b>Number of Directors present*</b>	<b>Number of independent directors present*</b>	<b>Maximum gap between any two consecutive meetings (in number of days)</b>
19.10.2019	22.01.2020	Yes	6	3	38
09.11.2019	14.02.2020	Yes	6	2	22
14.12.2019					

*\* to be filled in only for the current quarter meetings*

<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*</b>	<b>Number of Directors present*</b>	<b>Number of independent directors present*</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>
14.02.2020	Yes	3	2	14.12.2019	61
				09.11.2019	-
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional					
**to be filled in only for the current quarter meetings					

<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
<b>Note:</b>	
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.	

### **Annexure - I**

<b>VI. Affirmations</b>
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - <b>Yes</b>
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - <b>Yes</b>
<b>a.</b> Audit Committee - <b>Yes</b>
<b>b.</b> Nomination & Remuneration Committee - <b>Yes</b>
<b>c.</b> Stakeholders Relationship Committee - <b>Yes</b>
<b>d.</b> Risk management committee (applicable to the top 500 listed entities) - <b>Not Applicable</b>
3. 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>
4. 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>
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - <b>Yes</b>

**For Genesis Exports Limited**

**Sd/-  
(Nidhi Rathi)**

**Company Secretary & Compliance Officer**

**Date: 13.05.2020**

**ANNEXURE - II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA) refer note below</b>	<b>If Yes provide link to website. If No / NA provide reasons</b>
<b>As per regulation 46(2) of the LODR:</b>		
a) Details of business	Yes	www.genesisexp.com
b) Terms and conditions of appointment of independent directors	Yes	www.genesisexp.com
c) Composition of various committees of board of directors	Yes	www.genesisexp.com
d) Code of conduct of board of directors and senior management personnel	Yes	www.genesisexp.com
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.genesisexp.com
f) Criteria of making payments to non-executive directors	Yes	www.genesisexp.com
g) Policy on dealing with related party transactions	Yes	www.genesisexp.com
h) Policy for determining 'material' subsidiaries	N.A	
i) Details of familiarization programmes imparted to independent directors	Yes	www.genesisexp.com
j) Email address for grievance redressal and other relevant details	Yes	www.genesisexp.com
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.genesisexp.com
l) Financial results	Yes	www.genesisexp.com
m) Shareholding pattern	Yes	www.genesisexp.com
n) Details of agreements entered into with the media companies and/or their associates	N.A.	
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	N.A	
p) New name and the old name of the listed entity	N.A.	
q) Advertisements as per regulation 47 (1)	Yes	www.genesisexp.com
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	N.A	
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	N.A.	
<b>As per other regulations of the LODR:</b>		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.genesisexp.com
b) Materiality Policy as per Regulation 30	Yes	www.genesisexp.com

c) Dividend Distribution policy as per Regulation 43A (as applicable)

N.A

<b>II. Annual Affirmations</b>			
<b>Sr. No.</b>	<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance Status</b>
1.	<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
2.	<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes
3.	<i>Meeting of Board of directors</i>	17(2)	Yes
4.	<i>Quorum of Board Meeting</i>	17(2A)	Yes
5.	<i>Review of Compliance Reports</i>	17(3)	Yes
6.	<i>Plans for orderly succession for appointments</i>	17(4)	Yes
7.	<i>Code of Conduct</i>	17(5)	Yes
8.	<i>Fees/compensation</i>	17(6)	N.A
9.	<i>Minimum Information</i>	17(7)	Yes
10.	<i>Compliance Certificate</i>	17(8)	Yes
11.	<i>Risk Assessment &amp; Management</i>	17(9)	Yes
12.	<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
13.	<i>Recommendation of Board</i>	17(11)	Yes
14.	<i>Maximum number of Directorships</i>	17A	Yes
15.	<i>Composition of Audit Committee</i>	18(1)	Yes
16.	<i>Meeting of Audit Committee</i>	18(2)	Yes
17.	<i>Composition of Nomination &amp; Remuneration Committee</i>	19(1) & (2)	Yes
18.	<i>Quorum of Nomination &amp; Remuneration Committee meeting</i>	19(2A)	Yes
19.	<i>Meeting of Nomination &amp; Remuneration Committee</i>	19(3A)	Yes
20.	<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) & 20(2A)	Yes
21.	<i>Meeting of Stakeholders Relationship Committee</i>	20(3A)	Yes
22.	<i>Composition and role of Risk Management Committee</i>	21(1),(2),(3),(4)	N.A
23.	<i>Meeting of Risk Management Committee</i>	21(3A)	N.A.
24.	<i>Vigil Mechanism</i>	22	Yes
25.	<i>Policy for Related Party Transaction</i>	23(1),1A,(5),(6),(7) & (8)	Yes
26.	<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
27.	<i>Approval for material related party transactions</i>	23(4)	N.A.
28.	<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes
29.	<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	N.A
30.	<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	N.A.
31.	<i>Annual Secretarial Compliance Report</i>	24(A)	No*
32.	<i>Alternate Director to Independent Director</i>	25(1)	N.A
33.	<i>Maximum Tenure</i>	25(2)	Yes
34.	<i>Meeting of independent directors</i>	25(3) & (4)	Yes
35.	<i>Familiarization of independent directors</i>	25(7)	Yes
36.	<i>Declaration from Independent Director</i>	25(8) & (9)	Yes
37.	<i>D &amp; O insurance for Independent Directors</i>	25(10)	N.A
38.	<i>Memberships in Committees</i>	26(1)	Yes
39.	<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
40.	<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
41.	<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

**\*Annual Secretarial Compliance Report for the year 2019-20 to be placed in the upcoming Board Meeting.**

**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.

### **III. Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied: N.A.

**For Genesis Exports Limited**

**Sd/-  
(Nidhi Rathi)**

**Company Secretary & Compliance Officer**

**Date: 13.05.2020**