

# GENESIS EXPORTS LIMITED

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

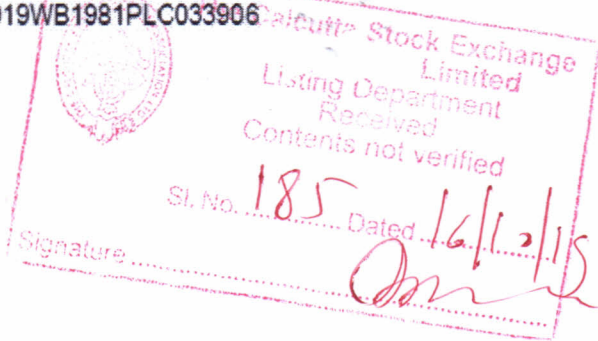
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CIN: L26919WB1981PLC033906

Date: October 15, 2019

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 and Half Year ended September 30, 2019**

**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 & Half Year ended Compliance Report on Corporate Governance, in the prescribed format for the 2<sup>nd</sup> quarter ended September 30, 2019.

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

Thanking you

Yours faithfully

For Genesis Exports Limited

(Nidhi Rath)

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 – September 30, 2019**

<b>Composition of Board of Directors</b>									
Title (Mr./Ms.)	Mr.	Mr.	Mrs.	Mrs.	Mr.	Mr.	Ms.	Mr.	Mr.
Name of the Director	Sushil Jhunjhunwala	Ajit Jhunjhunwala	Nidhi Jhunjhunwala	Ishita Jhunjhunwala	Gobind Ram Saraf	Rohit Maheswari	Suparna Chakrabortti	Shyam Sunder Maheswari	Santanu Ray
PAN	AFLPJ5326G	ACXPJ2482Q	ACQPJ4901R	AZCPJ0541L	BGDPS333IN	AZCPM8830F	AEGPC0361J	AYLPM4942Q	AFMPR5579N
DIN	00082461	00111872	01144803	08325065	00266771	07373012	07090308	08452233	00642736
Category (Chairperson/ Executive/Non-Executive /Independent/Nominee)&	Non-Executive Director	Non-Executive Director	Non-Executive Director	Whole-time Director	Independent Director (Chairman)	Independent Director	Independent Director	Independent Director	Independent Director
Initial Date of Appointment	15.01.1996	28.06.1997	12.03.2007	14.02.2019	21.01.2016	21.01.2016	18.05.2019	30.08.2019	30.08.2019
Date of Re-appointment	-	30.08.2019	-	-	-	-	-	-	-
Date of Cessation	-	-	30.08.2019	-	30.08.2019	30.08.2019	-	-	-
Tenure (in years)*	-	-	-	-	2.11 years	2.11 years	1 Month	1 Month	1 Month
Date of Birth	23.08.1950	29.12.1970	19.07.1973	19.01.1996	30.09.1946	10.08.1990	28.06.1966	24.11.1947	30.06.1949
No of Directorship in listed entities including this listed entity	3	2	1	1	0	0	3	0	7
No of Independent Director ship in listed entities including this listed entity	1	0	0	0	0	0	3	1	7
Number of membership in Audit/Stakeholder Committee(s) including this listed entity	3	2	0	0	0	0	2	2	2
No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity	1	0	0	0	0	0	2	0	2

II. Composition of Committees					
Name of Committee	Whether Regular Chairper-son appointed	Name of Committee Members	Category (Chairperson/Executive / Non-Executive/Independent/ Nominee)*	Date of Appoint-ment	Date of Cessation
1. Audit Committee	Yes	I. Suparna Chakrabortti	Chairman – Non Executive & Independent Director	30.08.2019	-
		II. Shyam Sunder Maheswari	Member - Non Executive & Independent Director	30.08.2019	-
		III. Sushil Jhunhunwala	Member - Non Executive Director	12.11.2016	-
		IV. Gobind Ram Saraf	Chairman – Non Executive & Independent Director	12.11.2016	30.08.2019
		V. Rohit Maheswari	Member - Non Executive & Independent Director	12.11.2016	30.08.2019
2. Nomination & Remuneration Committee	Yes	I. Suparna Chakrabortti	Chairman – Non Executive & Independent Director	30.08.2019	-
		II. Shyam Sunder Maheswari	Member - Non Executive & Independent Director	30.08.2019	-
		III. Sushil Jhunhunwala	Member - Non Executive Director	12.11.2016	-
		IV. Gobind Ram Saraf	Member - Non Executive & Independent Director	12.11.2016	30.08.2019
		V. Rohit Maheswari	Chairman – Non Executive & Independent Director	12.11.2016	30.08.2019
3. Stakeholders Relationship Committee	Yes	I. Sushil Jhunhunwala	Chairman – Non Executive Director	12.11.2016	-
		II. Ajit Jhunhunwala	Member - Non Executive Director	30.08.2019	-
		III. Shyam Sunder Maheswari	Member - Non Executive & Independent Director	30.08.2019	-
		IV. Gobind Ram Saraf	Member - Non Executive Independent Director	12.11.2016	30.08.2019
		V. Nidhi Jhunhunwala	Member - Non Executive Director	18.05.2019	30.08.2019
4. Corporate Social Responsibility Committee	Yes	I. Sushil Jhunhunwala	Chairman – Non Executive Director	12.11.2016	-
		II. Ajit Jhunhunwala	Member - Non Executive Director	30.08.2019	-
		III. Shyam Sunder Maheswari	Member - Non Executive & Independent Director	30.08.2019	-
		IV. Gobind Ram Saraf	Member - Non Executive & Independent Director	12.11.2016	30.08.2019
		V. Nidhi Jhunhunwala	Member - Non Executive & Independent Director	12.11.2016	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.					

III. Meeting of Board of Directors					
Date(s) of meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive meetings (in number of days)
18.05.2019	30.08.2019	Yes	7	2	103
* to be filled in only for the current quarter meetings					

III. Meeting of Committees					
Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)*
30.08.2019	Yes	3	2	18.05.2019	103
* 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					

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
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> <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>	
VI. Affirmations	
<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 500 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>	

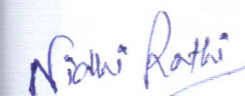
## Annexure-III

Affirmations		
Broad Heading	Regulation Number	Compliance Status
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)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	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.

For Genesis Exports Limited



(Nidhi Rath)

Company Secretary &amp; Compliance Officer

