

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, 2019

I. Composition of Board of Directors						
Title (Mr./Ms.)	Mr.	Mr.	Mrs.	Mrs.	Mr.	Mr.
Name of the Director	Sushil Jhunjhunwala	Ajit Jhunjhunwala	Nidhi Jhunjhunwala	Ishita Jhunjhunwala	Gobind Ram Saraf	Rohit Maheswari
PAN	AFLPJ5326G	ACXPJ2482Q	ACQPJ4901R	AZCPJ0541L	BGDPS333IN	AZCPM8830F
DIN	00082461	00111872	01144803	08325065	00266771	07373012
Category (Chairperson /Executive/Non-Executive/Independent/Nominee)&	Non-Executive Director	Non-Executive Director	Non-Executive Director	Whole-time Director	Independent Director (Chairman)	Independent Director
Date of Appointment in the current term /cessation	15.01.1996	28.06.1997	12.03.2007	14.02.2019	21.01.2016	21.01.2016
Tenure (in years)*	-	-	-	-	2.5 years	2.5 years
No of Directorship in listed entities including this listed entity	3	2	2	1	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	-

II. Composition of Committees			
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/ Non Executive/independent/Nominee)*	
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. Rohit Maheswari II. Gobind Ram Saraf 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.			
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	Maximum gap between any two consecutive (in number of days)	
November 14, 2018	February 14, 2019	91 days	
IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
February 14, 2019	Yes	November 14, 2018	91 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			

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
<p>Note:</p> <ol style="list-style-type: none"> 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. If status is "No" details of non-compliance may be given here. 	
VI. Affirmations	
<ol style="list-style-type: none"> The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes <ol style="list-style-type: none"> Audit Committee - Yes Nomination & Remuneration Committee - Yes Stakeholders Relationship Committee - Yes Risk management committee (applicable to the top 100 listed entities) - Not Applicable The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes 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. - Yes This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - Yes 	
<p>For Genesis Exports Limited Sd/- (Nidhi Rathi) Company Secretary</p>	

I. Annual Affirmations		
Particulars	Regulation Number	Compliance Status
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	N.A
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of Nomination & Remuneration Committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	N.A
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	N.A.
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	N.A
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	N.A.
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	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.

II 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