

GENESIS EXPORTS LIMITED

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

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CIN: L26919WB1981PLC033906

Website: www.genesisexp.com

Date: April 13, 2021

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 / Year ended March 31, 2021

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 4th quarter / year ended March 31, 2021.

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

Thanking you

Yours faithfully

For Genesis Exports Limited

Nidhi Rathi



(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, 2021**
- 3. Scrip Code – 017135**

I. Composition of Board of Directors

Title (Mr./Ms.)	Mr.	Mr.	Ms.	Ms.	Mr.	Mr.
Name of the Director	Sushil Jhunjhunwala	Ajit Jhunjhunwala	Ishita Jhunjhunwala	Suparna Chakraborti	Santanu Ray	Anand Daga
PAN	AFLPJ5326G	ACXPJ2482Q	AZCPJ0541L	AEGPC0361J	AFMPR5579N	ADVPD7248K
DIN	00082461	00111872	08325065	07090308	00642736	00897988
Category (Chairperson/Executive/Non-Executive /Independent/Nominee)*	Non-Executive Director	Non-Executive Director	Whole-time Director	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
Initial Date of Appointment	15.01.1996	28.06.1997	14.02.2019	18.05.2019	30.08.2019	12.09.2020
Date of Re-appointment	-	30.08.2019	-	12.09.2020 (Appointed as an Independent Director)	-	-
Date of Cessation	-	-	-	-	-	-
Tenure (in years)*	-	-	-	7 months	1 year 7 Months	7 Months
Date of Birth	23.08.1950	29.12.1970	19.01.1996	28.06.1966	30.06.1949	12.08.1972
Whether Special Resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	NA	NA	NA	NA	NA	NA
No of Directorship in listed entities including this listed entity	3	2	1	3	7	2
No of Independent Director ship in listed entities including this listed entity	1	0	0	3	7	2
Number of membership in Audit/Stakeholder Committee(s) including this listed entity	3	2	0	2	6	3
No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity	1	0	0	1	4	0



II. Composition of Committees					
Name of Committee	Whether Regular Chairperson appointed	Name of Committee Members	Category (Chairperson/Executive / Non-Executive/Independent/ Nominee)*	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	I. Santanu Ray	Chairman – Non Executive & Independent Director	14.02.2020	-
		I. Sushil Jhunjunwala	Member - Non Executive Director	12.11.2016	-
		II. Suparna Chakrabortti	Member – Non Executive & Independent Director	12.09.2020	-
2. Nomination & Remuneration Committee	Yes	I. Santanu Ray	Chairman – Non Executive & Independent Director	14.02.2020	-
		II. Suparna Chakrabortti	Member - Non Executive & Independent Director	12.09.2020	-
		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. Anand Daga	Member - Non Executive & Independent Director	12.09.2020	-
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. Suparna Chakrabortti	Member - Non Executive & Independent Director	12.09.2020	-
*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)
12.11.2020	13.02.2021	Yes	6	3	92
* to be filled in only for the current quarter meetings					

IV. Meeting of Committees					
Name of Committee: Audit Committee					
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)*
13.02.2021	Yes	3	2	12.11.2020	92
					-
* 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
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.	
VI. Affirmations	
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. -Yes 2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. -Yes a. Audit Committee -Yes b. Nomination & Remuneration Committee -Yes c. Stakeholders Relationship Committee -Yes d. Risk management committee (applicable to the top 500 listed entities) -Not Applicable 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. -Yes 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. -Yes 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. -Yes	

For Genesis Exports Limited

Nidhi Rath

(Nidhi Rath)

Company Secretary & Compliance Officer

Date: 13.04.2021



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

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
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.	
t) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.genesisexp.com
u) Materiality Policy as per Regulation 30	Yes	www.genesisexp.com
v) Dividend Distribution policy as per Regulation 43A (as applicable)	N.A	
It is certified that these contents on the website of the listed entity are correct	Yes	www.genesisexp.com

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

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

Nidhi Rath
(Nidhi Rath)



Company Secretary & Compliance Officer

Date: 13.04.2021