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GENESIS DEVELOPERS AND HOLDINGS LIMITED

Regd. Off. : R-815, (B-11), New Rajinder Nagar, New Delhi - 110060
E-mail : genesislimited1995@gmail.com, CIN : L67190DL1995PLC069768
Web-site : www.genesisdevelopersholdings.com

Date: 07.04.2021

To,

The Head- Listing & Compliances
Metropolitan Stock Exchange of India Limited
Vibgyor Towers, 4th floor, Plot No C 62, G - Block,
Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E),
Mumbai - 400098

Subject: Compliance Report on Corporate Governance under Regulation 27(2) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for quarter ended on 31st March, 2021 (SYMBOL:GDHL).

Dear Sir,

With reference to the above captioned subject, we are submitting herewith Corporate Governance Report in the prescribed format as per Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended on 31st March, 2021.

You are requested to take the above on your records and acknowledge the same.

For Genesis Developers and Holdings Limited



Akash Chopra
Company Secretary
Encl: a/a

Format of Report on Corporate Governance to be submitted by a listed entity on quarterly basis

1. Name of Listed Entity: Genesis Developers and Holdings Limited
2. Quarter ending: 31-03-2021

1. Composition of Board of Directors												
Title (Mr./Ms.)	Name of the Director	PAN& DIN	Category (Chairperson /Executive/ Non-Executive/In dependent/ Nominee)	Date of Appointment	Date of Reappointment	Date of Cessation	Tenure *	Date of Birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to proviso to Regulation 17A(1)]	No. of members in Audit/Stakeholder Committee(s) including this listed entity [Refer Regulation 26(1) of Listing Regulations]	No. of post of Chairperson in Audit /Stakeholder Committee held in listed entities including this listed entity [Refer Regulation 26(1) of Listing Regulations]
Mr.	Deepak Tyagi	AIDPT4948F & 02760361	Managing Director, Executive	01/12 /2014	29/11 /2019	NA	-	04-03-1983	2	0	4	0
Ms.	Moni	AZHPM8164H & 07827689	Non-Executive-Independent	21/09 /2017	NA	NA	39 M	16-05-1982	3	2	0	4
Mr.	Ram sundar	EZCPS0818H & 06977834	Non-Executive-Independent	19/09 /2018	NA	NA	27 M	15-03-1981	7	7	9	5



Mr. Parmanan d Chaubey	AYJPC158 7D&06793 843	Non-Executive-Independent	17/06/2020	-	NA	-	16/04/1976	4	2	3	1
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⁵PAN number of any director would not be displayed on the website of Stock Exchange

⁶Category of directors means executive/non-executive/Independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

*to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

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
Audit Committee	YES	Deepak Tyagi	Executive-Managing Director	01/12/2014	NA
		Moni	Chairperson-Non-Executive-Independent Director	21/09/2017	NA
		Ram Sunder	Non-Executive-Independent Director	17/06/2020	NA
Nomination & Remuneration Committee	YES	Ram Sunder	Non-Executive, Independent Director	19/09/2018	NA
		Moni	Chairperson-Non-Executive-Independent Director	21/09/2017	NA
		Parmannand Chaubey	Non-Executive-Non-Independent Director	17/06/2020	NA
Risk Management Committee	YES	Deepak Tyagi	Executive -Managing Director	01/12/2014	NA
		Moni	Chairperson-Non-Executive-Independent Director	21/09/2017	NA
		Ram Sunder	Non-Executive-Independent Director	17/06/2020	NA
Stakeholders Relationship Committee	YES	Deepak Tyagi	Executive Managing Director	01/12/2014	NA
		Moni	Chairperson- Non-Executive-Independent Director	21/09/2017	NA



⁵Category of directors means executive/non-executive/independent/Nominee, if a director fits into more than one category write all categories separating them with ^p^p^p

	Ram Sunder	Non-Executive-Independent Director	17/06/2020	NA	
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)
11/11/2020	02/01/2021	YES	4	2	38
24/11/2020	21/01/2021	YES	4	2	18

IV. Meeting of Committees					
Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	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*
Audit Committee: • 21/01/2021	YES	3	2	11/11/2020	70
Nomination & Remuneration Committee: • 02/01/2021	YES	3	2	24/11/2020	39
Risk Management Committee • 04/01/2021	YES	3	2	-	-
Stakeholders Relationship Committee • 04/01/2021	YES	3	2	-	-

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.
**to be filled for the current quarter meetings



V. Related Party Transactions	
Subject	Compliance Status (Yes/No/NA)
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	NA

Note:

- 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
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. <ol style="list-style-type: none"> Audit Committee YES Nomination & Remuneration Committee YES Stakeholders Relationship Committee- YES Risk Management Committee NA
x The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and the disclosure requirements), 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 may be mentioned here: YES

For Genesis Developers and Holdings Limited



Akash Chopra
Company Secretary
Date: 07-04-2021
Place: New Delhi

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

Format 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 <i>Item</i>	Compliance status (Yes/No/NA)	If Yes provide link to website. If No provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	www.genesisdevelopersholdings.com
b) Terms and conditions of appointment of independent directors	Yes	www.genesisdevelopersholdings.com
c) Composition of various committees of board of directors	Yes	www.genesisdevelopersholdings.com
d) Code of conduct of board of directors and senior management personnel	Yes	www.genesisdevelopersholdings.com
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.genesisdevelopersholdings.com
f) Criteria of making payments to non-executive directors	Yes	www.genesisdevelopersholdings.com
g) Policy on dealing with related party transactions	Yes	www.genesisdevelopersholdings.com
h) Policy for determining 'material' subsidiaries	N/A	
i) Details of familiarization programmes imparted to independent directors	Yes	www.genesisdevelopersholdings.com
j) Email address for grievance redressal and other relevant details	Yes	www.genesisdevelopersholdings.com
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.genesisdevelopersholdings.com
l) Financial results	Yes	www.genesisdevelopersholdings.com
m) Shareholding pattern	Yes	www.genesisdevelopersholdings.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	Yes	www.genesisdevelopersholdings.com
p) New name and the old name of the listed entity	N/A	
q) Advertisements as per regulation 47 (1)	Yes	www.genesisdevelopersholdings.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	
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.genesisdevelopersholdings.com
b) Materiality Policy as per Regulation 30	N/A	
c) 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**

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'Independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	NA



<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)	Yes
<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>Recommendation of board</i>	17(11)	Yes
<i>Maximum number of directorship</i>	17A	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>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes
<i>Meeting of Nomination & Remuneration Committee</i>	19(3A)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes

<i>Meeting of Stakeholder Relationship Committee</i>	20 (3A)	Yes
<i>Composition and role of Risk Management Committee</i>	21(1),(2),(3),(4)	NA



Meeting of Risk Management Committee	21(3A)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1) (1A), (5), (6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	NA
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	NA
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes



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 the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied: NA

For Genesis Developers and Holdings Limited


Akash Chopra

Company Secretary

Date: 07-04-2021

Place: New Delhi