

Tel. : +91-11-28742357

Mob. : +91-9891095232

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: 09.04.2022

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

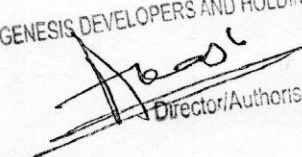
Subject: Compliance Report on Corporate Governance under Regulation 27(2) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for quarter ended on 31st March, 2022 (SYMBOL:GDHL).

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, 2022.

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

For Genesis Developers and Holdings Limited

For GENESIS DEVELOPERS AND HOLDINGS LIMITED

Director/Authorised Signatory

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: **31.03.2022**

| 1. Composition of Board of Directors | | | | | | | | | | | | |
|--------------------------------------|----------------------|-----------------------|--|---------------------|-----------------------|-------------------|----------|---------------|---|--|--|---|
| Title (Mr./Ms.) | Name of the Director | PAN& DIN | Category (Chairperson/Executive/Non-Executive/Independent/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 memberships 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 | 51 M | 16-05-1982 | 3 | 2 | 0 | 4 |
| Mr. | Ramsunder | EZCPS0818H & 06977834 | Non-Executive-Independent | 19/09/2018 | NA | NA | 39 M | 15-03-1981 | 7 | 7 | 9 | 5 |
| Mr. | Parmanand Chaubey | AYJPC1587D&06793843 | Non-Executive-Independent | 17/06/2020 | - | NA | - | 16/04/1976 | 4 | 2 | 3 | 1 |

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

III. Meeting of Board of Directors

| Date(s) of Meeting (if any) in the Relevant quarter | Date(s) of Meeting (if any) in the previous 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) |
|---|---|------------------------------------|------------------------------|---|--|
| | | | | | |

| | | | | | |
|------------|------------|-----|---|---|----|
| 08/02/2022 | 10/11/2021 | YES | 4 | 2 | 89 |
| | | | | | |
| | | | | | |

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: • 08.02.2022 | YES | 3 | 2 | 10/11/2021 | 89 |
| Nomination & Remuneration Committee: • 07.02.2022 | YES | 3 | 2 | 30/12/2021 | 38 |
| Risk Management Committee : | YES | 3 | 2 | 10/11/2021 | - |
| Stakeholders Relationship Committee : | YES | 3 | 2 | 10/11/2021 | - |

* 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:

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.
 - a. Audit Committee **YES**
 - b. Nomination & Remuneration Committee **YES**
 - c. Stakeholders Relationship Committee- **YES**
 - d. Risk Management Committee **NA**
3. 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**

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 | Item | 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 |
| Review of Compliance Reports | 17(3) | Yes |
| Plans for orderly succession for appointments | 17(4) | Yes |
| Code of Conduct | 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 |
| <i>Meeting of Risk Management Committee</i> | 21(3A) | NA |
| <i>Vigil Mechanism</i> | 22 | Yes |
| <i>Policy for related party Transaction</i> | 23(1),(1A),(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) | Yes |

| | | |
|--|-------------------------|-----|
| <i>Disclosure of related party transactions on consolidated basis</i> | 23(9) | Yes |
| <i>Composition of Board of Directors of unlisted material Subsidiary</i> | 24(1) | NA |
| <i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i> | 24(2),(3),(4),(5) & (6) | NA |
| <i>Annual Secretarial Compliance Report</i> | 24(A) | Yes |
| <i>Alternate Director to Independent Director</i> | 25(1) | Yes |
| <i>Maximum Tenure</i> | 25(2) | Yes |
| <i>Meeting of independent directors</i> | 25(3) & (4) | Yes |
| <i>Familiarization of independent directors</i> | 25(7) | Yes |
| <i>Declaration from Independent Director</i> | 25(8) & (9) | Yes |
| <i>Directors and Officers insurance</i> | 25(10) | NA |
| <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 |

| | |
|------------------------|---|
| MSEI LTD | |
| ACKNOWLEDGEMENT | |
| Acknowledgement No : | 0904202205195727 |
| Date & Time : | 09/04/2022 05:19:57 PM |
| Symbol | : GDHL |
| Entity Name | : Genesis Developers and Holdings Limited |
| Compliance Type | : Regulation 27(2)- Corporate Governance |
| Quarter / Period | : 31/03/2022 |
| Mode | : E-Filing |

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year Half year ending 31.03.2021

1. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

| Entity | Aggregate amount advanced during six months | Balance outstanding at the end of six Months |
|--|---|--|
| Promoter or any other entity controlled by them | NIL | NIL |
| Promoter Group or any other entity controlled by them | NIL | NIL |
| Directors (including relatives) or any other entity controlled by them | NIL | NIL |
| KMPs or any other entity controlled by them | NIL | NIL |

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

| Entity | Type (guarantee, comfort letter etc.) | Aggregate amount of issuance during six months | Balance outstanding at the end of six months (taking into account any invocation) |
|--------|---------------------------------------|--|---|
| | | | |

| | | | |
|--|----|-----|-----|
| Promoter or any other entity controlled by them | NA | NIL | NIL |
| Promoter Group or any other entity controlled by them | NA | NIL | NIL |
| Directors (including relatives) or any other entity controlled by them | NA | NIL | NIL |
| KMPs or any other entity controlled by them | | | |

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

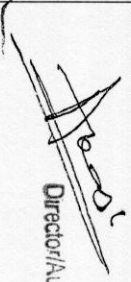
| Entity | Type of security (cash, shares etc.) | Aggregate value of security provided during six months | Balance outstanding at the end of six months |
|--|--------------------------------------|--|--|
| Promoter or any other entity controlled by them | NA | NIL | NIL |
| Promoter Group or any other entity controlled by them | NA | NIL | NIL |
| Directors (including relatives) or any other entity controlled by them | NA | NIL | NIL |
| KMPs or any other entity controlled by them | NA | NIL | NIL |

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

For Genesis Developers and Holdings Limited

For GENESIS DEVELOPERS AND HOLDINGS LIMITED



Director/Authorised Signatory

Akash Chopra

(Company Secretary)

Date : 09.04.2022

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.