



Genus Power Infrastructures Limited
(Formerly: Genus Overseas Electronics Limited)

CODE OF CONDUCT

(Pursuant to *Revised clause 49 (I)(D) of Listing Agreement)

01. All Board members and senior management personnel as defined herein shall comply with this code of conduct, which shall come into force from 31.12.2005.
02. Unless the context otherwise requires-
 - (a). “Company” means Genus Power Infrastructures Limited.
 - (b). “Board Members” means the directors of the Company, including chairman & managing director (CMD)/ chief executive officer (CEO), executive director/whole-time director, if any.
 - (c). “Senior Management Personnel” (SMP) means personnel of the Company one level below the executive directors (including functional director), which shall include General Manager, Dy. General Manger and Asstt. General Manager.
 - (d). “Independent Director” (ID) means a non-executive director of the Company, as defined in sub-clause I (A)(iii) of Revised clause 49 of Listing Agreement.
03. (a). All Board members and SMP shall always act in a bona fide manner and exercise power with great care and caution with due diligence to the best of their ability individually and collectively with respect to the work and activity relating to the Company.
 - (b). All Board members and SMP shall maintain the highest standards of personal integrity, truthfulness, honesty and fortitude in discharge of their duties in order to inspire public confidence and shall not engage in acts discreditable to their responsibilities.
 - (c). No Board member of the Company shall be eligible for such appointment or hold such post unless he/she is not disqualified under provisions of section 274 of Companies Act, 1956 and other provisions thereunder.
04. The Board members/SMP shall exercise powers to the extent provided for and in conformity with the provisions of the Companies Act, 1956, clause 49 of Listing Agreement and Memorandum and Articles of Association of the Company and as per the power delegated to and vested in them.
05. The board procedures as prescribed shall be followed. The board members being trustees and fiduciary duties towards the Company shall serve the best interests of all stakeholders of the Company with utmost care and caution. They shall attend board/committee meetings regularly and effectively, equip themselves for valuable contribution and provide constructive ideas and assistance possibly for an ideal management and in the best interest of the Company. They shall act in good faith and make full disclosure to the Company in question of all material transactions.



06. Every Board member shall participate and provide assistance in the formulation and execution of strategies in the best interest of the Company and give benefit of his experience and expertise to the Company when the board is in the throes of a raging controversy.
07. No board member/SMP shall in any manner or in any way take part in any communication or statement, which has the effect of adverse criticism of any policy or action taken or made by the Company pursuant to any law, regulation or public policy, or which is capable of embarrassing the relations between the Company and the Govt./Institutions.
08. No board member/SMP shall, either on his own behalf or on behalf of any other person, deal in securities of the Company when in possession of any unpublished price sensitive information, and communicate, counsel or procure, directly or indirectly any unpublished price sensitive information to any person, except where the communication required is in the ordinary course of business or profession or employment or under any law.
09. Every executive director (including functional director) / SMP, shall, beginning 1st January, submit to the Company a return of immovable property inherited /owned/acquired once in every two years.
10. No executive director (including functional director)/SMP shall enter into a contract of marriage with a person having a spouse living; and no such aforementioned officer having a spouse living shall enter into a contract of marriage with any person.
11. No Board member/SMP shall engage in any act involving moral turpitude, dishonesty, fraud, deceit or misrepresentation or any other act prejudicial to administration of the Company.
12. All board members/SMP shall be bound to perform duties and obligation as prescribed under the Companies Act, 1956, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, Listing Agreement with concerned Stock Exchanges and any other Regulations prescribed thereunder, shall ensure that their personal interest shall not have conflict with their duties and, in particular, shall comply with the following (where applicable):
 - (a). statutory duties under provisions of sections 63, 68, 165, 166, 173, 192, 205, 205A, 205C, 207, 209, 209A, 210, 211(3C), 217, 220, 224, 228, 240, 285, 295, 297, 299, 300, 305, 308, 398, 73, 58A, 488(3), 628 of Companies Act, 1956, and provisions of Foreign Exchange Management Act, 1999;
 - (b). furnish declaration/representation under provisions of section 274(1)(g) of Companies Act, 1956 on annual basis;



- (c). give notice of disclosure of interest to the Company under section 299 of Companies Act, 1956 for renewal (alongwith list of relatives with their directorships and shareholdings, etc.), in the last month of the financial year in which it would other wise expire;
 - (d). disclose the requisite shareholding to the Company pursuant to Regulation 13 of SEBI (Prohibition of Insider Trading) Regulations, 1992 within prescribed period;
 - (e). disclose the requisite shareholding to the Company and the concerned stock exchange (where required) under Regulations 7 and 8, and comply with other Regulations of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 1997 within prescribed period;
 - (f). secure and protect the properties (including intellectual properties) of the Company but not use them for a personal gain;
 - (g). comply with all Govt. guidelines issued from time to time applicable to Company.
13. A person, who is disqualified for being appointed as director under Companies Act, 1956 or under any other law for the time being force, shall not be appointed as director of the Company.
14. The constitution of the board of directors of Company shall always be in conformity with requirements of the independent directors on its board. The proceedings of various committees of directors, viz. Sales Committee of Directors, Audit Committee, Shareholders/Investors Grievance Committee, Committee for Monitoring of Frauds, Remuneration Committee, or any other Committee constituted in compliance with provisions of Companies Act, 1956, and Clause 49 of Listing Agreement, shall be placed before the Board of Company for review and advice, if any. The independent directors shall make periodical review of legal compliance reports prepared by the Company as well as steps taken by the Company to cure any taint. All directors/SMP of the Company shall individually and collectively ensure compliances with provisions of Listing Agreement and in particular with clause 49 of Listing Agreement.
15. The directors/SMP of the Company, their relatives (within the meaning of section 6 of Companies Act, 1956) and firms/companies in which they (including their relatives) hold substantial interest, shall not be granted loans and advances (including guarantees) by the Company. However, such loans and advances (except guarantees) to directors/SMP being employees for the purpose of purchase of fully paid up shares in the company shall be governed by the provisions of section 11(2) Provisos and (3) of Companies Act, 1956 and Employees Stock Option Scheme under SEBI Guidelines.



- 16. No director/SMP, except the managing director/chief executive who is responsible for overall day-to-day functions of the Company, shall interfere in day-to-day functioning of the Company, or exercise any influence of any kind on any employee/office/branch of the Company. A director, except the managing director and functional directors, of the Company shall not use logo or design of the Company on visiting card/letter head and every Board member/SMP shall maintain secrecy about all papers/information of the Company being in his/her possession. An act or action by a director/SMP should not result against the overall interest of the Company and any directions/guidelines issued by the Govt./SEBI.
- 17. Any director/SMP shall not accept gift or reward from another company or person related to his/her services(s) to the Company. Similarly, no director/SMP shall compete with the Company and involve in unlawful harassment.
- 18. All Board member/SMP shall affirm compliance with this Code on annual basis. The annual report of the Company shall contain a declaration to this effect signed by the CMD/CEO.
- 19. Every officer, before entering upon his duties, shall make a declaration of fidelity and secrecy in the form set out in Schedule-I.
- 20. Any waiver of any provision of this Code of conduct for any Board member/SMP should be approved the Board of Company in writing.

Note: * Issued vide SEBI Circular No.SEBI/CFD/DIL/CG/1/2004/12/10 dated 29th October, 2004 (made effective from 31.12.2005).

I,, do hereby affirm compliance with this code of conduct.

Signature.....

Name.....

Designation.....

Date.....



SCHEDULE-I

Genus Power Infrastructures Limited
(Formerly: Genus Overseas Electronics Limited)

DECLARATION OF FIDELITY AND SECRECY

I,, do hereby declare that I will faithfully, truly and to the best of my skill and ability execute and perform the duties required of me as Director/Officer* (as the case may be) of Genus Power Infrastructures Limited (Formerly: Genus Overseas Electronics Limited) and which properly relate to the office or position in the said Genus Power Infrastructures Limited held by me.

I further declare that I will not communicate or allow to be communicated to any person not legally entitled thereto any information relating to the affairs of Genus Power Infrastructures Limited or to the affairs of any person having any dealing with the said company; nor will I allow any such person to inspect or have access to any books or documents belonging to or in the possession of the said company and relating to the business of Genus Power Infrastructures Limited or to the business of any person having any dealing with the said Company.

Signature.....

Name.....

Position held.....

Date.....

* Indicate the position held