

Genus/STX/2015/
May 14, 2015

The Manager, (Listing & Corporate Communications), National Stock Exchange of India Ltd., (NSE) Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051. Fax No: (022) 26598237 / 38 (NSE Code: GENUSPOWER)	The Manager, (Corporate Relationship Department), Bombay Stock Exchange Limited, (BSE) 1st Floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400001 Fax No.: 022-22723719 / 22723121 (BSE Code: 530343)
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Sub: Adoption of 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' and 'Code of Conduct for regulating, monitoring and reporting of trading by insiders' with effect from 15.05.2015.

Dear Sir/Madam,

This is to confirm you that the Board of Directors at its meeting held on today i.e. May 14, 2015, inter alia, has approved and adopted the 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' and 'Code of Conduct for regulating, monitoring and reporting of trading by insiders' as per the requirements of the regulation 8 (Code of Fair Disclosure) and regulation 9 (Code of Conduct) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and SEBI Circular No.CIR/ISD/01/2015 dated May 11, 2015, with effect from 15.05.2015.

Further, we are attaching herewith the 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' adopted in terms of the regulation 8 (Code of Fair Disclosure) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

This is for your information and record.

Thanking you.

Yours faithfully,

For Genus Power Infrastructures Limited

Director/Company Secretary



Encl. as above

Genus Power Infrastructures Limited

(Registered Office: G-14, Sector-63, Noida-201307 (U.P.)) (Tele-fax: +91-120-4227116)

(Corporate Office: SPL-3, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022 (Raj.))

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CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015]

(Effective from 15th May, 2015)

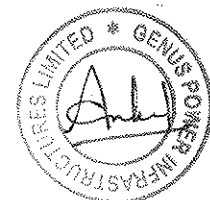
I. INTRODUCTION:

In order to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework thereof, the Securities and Exchange Board of India ("SEBI"), has come out with the new regulation namely the Securities and Exchange Board of India (Insider Trading) Regulations, 2015 (herein after may be referred as "SEBI (PIT) Regulation, 2015"). In line with the SEBI (PIT) Regulations, 2015, the following code of practices and procedures for fair disclosure of unpublished price sensitive information (hereinafter referred to as the 'Code') have been adopted by the Board of Directors of the Company in its meeting held on May 14, 2015 and this Code is applicable with effect from May 15, 2015.

II. DEFINITIONS:

For the purpose of this Code:-

1. **"Regulations"** mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.
2. **"Code" or "Code of Conduct"** shall mean the code of practices and procedures for fair disclosure of unpublished price sensitive information of Genus Power Infrastructures Limited as amended from time to time.
3. **"Company"** means 'Genus Power Infrastructures Limited'.
4. **"Compliance Officer"** means Company Secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.
5. **"Unpublished price sensitive information" ("UPSI")** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –



- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel; and
- (vi) material events in accordance with the listing agreement.

6. Words and expressions used and not defined in these Code but defined in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

III. Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

This Code aims to formulate a framework and policy for fair disclosure of UPSI that could impact price of the Company's securities in the market. So as to ensure fair disclosure of UPSI that could impact price discovery in the market, the Board of Directors of the Company shall adhere to the following code of practices and procedures for fair disclosure of unpublished price sensitive information envisaged in Schedule A of SEBI (Prohibition of Insider Trading) Regulation, 2015:

1. It shall be ensured that prompt public disclosure of unpublished price sensitive information is made to make it generally available, once it is discovered that credible and concrete information having the potential of effecting the price of securities of the Company exists or comes into being.
2. It shall be ensured that uniform and universal dissemination of unpublished price sensitive information is promptly made to avoid selective disclosures.
3. The Company Secretary is designated as Chief Investor Relations Officer to deal with dissemination and disclosure of unpublished price sensitive information.
4. It shall be ensured that any unpublished price sensitive information, which gets disclosed selectively, inadvertently or otherwise, is promptly disseminated to make such information generally available.
5. The Company shall ensure that appropriate and fair responses and replies are promptly provided to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. It shall be ensured that no unpublished price sensitive information is shared with analysts and research personnel.
7. The Company shall develop and follow the best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences, if any, on the official website to ensure official confirmation and documentation of disclosures made.
8. It shall be ensured that the unpublished price sensitive information is handled on need-to-know basis.

