

Corporate Governance Report for the Quarter ended 31.03.2023

1. Name of Listed Entity : **Genus Prime Infra Limited (Formerly Gulshan Chemfill Limited)**
 2. Quarter ending : **31st March, 2023**

I. Composition of Board of Directors								
Title (Mr. / Mrs.)	Name of the Director	PAN [§] & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ^{&}	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number 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.	Amit Agarwal	PAN (AAEPA0295K), DIN: 00016133	Whole Time Director & Chief Executive Officer	15.08.2011	NA	1	1	NIL
Mrs.	Simple Agarwal	PAN (AAEPA0293R), DIN : 03072646	Non Executive Non Independent Director	25.03.2015	NA	1	NIL	NIL
Mr.	Dharam Chand Agarwal	PAN (ADAPA0518L), DIN: 00014211	Non Executive Independent Director	01.04.2019	48 Months	3	2	3
Mr.	Kamal Kant Agarwal	PAN (ABPPA4935Q), DIN: 01641506	Non Executive Independent Director	01.04.2019	48 Months	1	2	NIL
Mr.	Udit Agarwal	PAN (AFQPA7335D), DIN: 02820615	Chairperson Non Executive Independent Director	12.08.2020	31 Months	3	1	2

[§]PAN number of any director would not be displayed on the website of Stock Exchange

[&]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

* 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	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)[§]
1. Audit Committee	Sh. Dharam Chand Agarwal, Sh. Kamal Kant Agarwal, Sh. Amit Agarwal	Chairman (Non-Executive, Independent Director) Member (Non-Executive, Independent Director) Member (Executive Director)
2. Nomination & Remuneration Committee	Sh. Kamal Kant Agarwal, Sh. Dharam Chand Agarwal, Sh. Udit Agarwal	Chairman (Non-Executive, Independent Director) Member (Non-Executive, Independent Director) Member (Non-Executive, Independent Director)
3. Stakeholders Relationship Committee	Sh. Dharam Chand Agarwal, Sh. Kamal Kant Agarwal Sh. Udit Agarwal	Chairman (Non-Executive, Independent Director) Member (Non-Executive, Independent Director) Member (Non-Executive, Independent Director)
4. Committee of Independent Directors	Sh. Udit Agarwal, Sh. Kamal Kant Agarwal	Chairman (Non-Executive, Independent Director) Member (Non-Executive, Independent Director)
5. Risk Management Committee (if applicable)	Not Applicable	NA
<i>[§]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</i>		

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	Maximum gap between any two consecutive (in number of days)
12.11.2022		
	28.01.2023	76 days

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee:- 28.01.2023	Yes	Audit Committee:- 12.11.2022	76 days
Nomination and Remuneration Committee:- 28.01.2023	Yes	Nomination and Remuneration Committee:- 12.11.2022	76 days
Stakeholders Relationship Committee:- 30.03.2023	Yes	Stakeholders Relationship Committee:- 30.12.2022	89 days
<i>* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional</i>			

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)refer note below
Whether prior approval of audit committee obtained	NA, During the quarter ended on 31.03.2023, the Company had not entered into any contracts, arrangements and transactions with Related Party.
Whether shareholder approval obtained for material RPT	NA

Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA, During the quarter ended on 31.03.2023, the Company had not entered into any contracts, arrangements and transactions with Related Party.
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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	
<ol style="list-style-type: none"> 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"> a. Audit Committee: YES b. Nomination & Remuneration Committee: YES c. Stakeholders Relationship Committee: YES d. Risk Management Committee (applicable to the top 100 listed entities): NA 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. Any comments/observations/advice of Board of Directors may be mentioned here: 	
<p>Kunal Nayar Company Secretary & Compliance Officer Place: Moradabad Date: 06.04.2023</p>	

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.