



Secretarial Compliance Report of M/s. Genesis IBRC India Limited  
For the Financial Year Ended on 31<sup>st</sup> March, 2019

To  
**Genesis IBRC India Limited**  
Survey No. 241/2 & 389/2, Dwaraka Tirumala Road,  
Denduluru, West Godavari-534432

We, P.S. Rao & Associates, Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by M/s. Genesis IBRC India Limited, having its registered office at Survey No. 241/2 & 389/2, Dwaraka Tirumala Road, Denduluru, West Godavari-534432, Andhra Pradesh, hereinafter referred to as **“the listed entity”**.
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31<sup>st</sup> March, 2019 in respect of compliance with the provisions of :
  - (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and
  - (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (“SEBI”)

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (b) Securities and Exchange Board of India (Issue of capital and disclosure requirements) Regulations, 2009/2018 (**Not applicable to the Company during the audit period**);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998/ 2018 (**Not applicable to the Company during the audit period**);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not applicable to the Company during the audit period**);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008/ 2018 (**Not applicable to the Company during the audit period**);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (**Not applicable to the Company during the audit period**);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



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- (i) The Depositories Act, 1996;
- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

and circulars/ guidelines issued there under and based on the above examination, we hereby report that, during the Review Period

- a. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:

Sr No	Compliance requirement (Regulations, Circulars, guidelines including specific clause)	Deviations	Observations, Remarks of the Practising Company Secretary
1	Regulation 17 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Non-Compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director.	As discussed and informed by the management, the referred non-compliance was due to non-availability of the competent directors in the respective field. The Company has appointed Woman Director on 01.01.2019

- b. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my/our examination of those records.
- c. The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under: Nil

Sr. No	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations, remarks of the Practising Company Secretary, if any
1	BSE Limited	Non-Compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director.	Notice of Non Compliance was served on the Company, requiring the Company to pay a fine of Rs. 2,77,300/- by the BSE Limited	The prescribed fine was not paid to BSE Limited



*Handwritten signature/initials in blue ink.*

- d. The reporting of actions by the listed entity to comply with the observations made in the previous reports does not arise during the review period.

**For P S Rao & Associates**  
Company Secretaries

Place: Hyderabad  
Date: 30.05.2019



*MB Suneel*

**M B Suneel**  
Company Secretary  
M No: 31197  
C P No: 14449