

NOTICE IS HEREBY GIVEN THAT EXTRA ORDINARY GENERAL MEETING NO. 1/2016-17 OF GENESIS FINANCE COMPANY LIMITED WILL BE HELD ON TUESDAY, 11th OCTOBER, 2016 AT 4MMTC/STC, MARKET GEETANJALI, NEW DELHI-110017 AT 11.00 A.M.

Resolution No. 1

ITEM NO. 1:

Issue of Compulsorily Convertible Debentures on Preferential basis

To consider and if thought fit, to accord ASSENT/DISSENT to the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 42, Section 62, Section 71 and other applicable provisions, if any, of the Companies Act, 2013, (**“the Act”**) read with all applicable Rules and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), provisions of Chapter VII and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as may be modified or re-enacted from time to time (**“ICDR Regulations”**), the applicable Rules, Notifications, Guidelines, Policies, Procedures issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (**“SEBI”**), the Reserve Bank of India (**“RBI”**) and other competent authorities and subject to necessary approvals, permissions, sanctions and consents as may be required from any regulatory or other appropriate authorities (including but not limited to the SEBI, RBI, the Government of India, etc.), if any and all such other approvals which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**), consent of the Members be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, such number of Unsecured Compulsorily Convertible Debentures (**“CCDs”**), at a price of INR 280/- (Rupees Two Hundred Eighty Only) per CCD having face value of INR 280/- (Rupees Two Hundred Eighty Only) each, carrying a Coupon Rate of 7% per annum and having a term of 12 months from the date of allotment, each fully paid up, for an amount not exceeding INR. 27,49,98,920 /- (Rupees Twenty Seven Crore Forty Nine Lakh Ninety Eight Thousand and Nine Hundred Twenty only) (**“CCDs Amount”**), pursuant to allotment of CCDs and conversion of the above said CCDs into equity shares (CCDs Amount and the interest accrued thereon shall

together be referred to as “**Conversion Amount**”), in accordance with the Applicable Laws and as detailed in the Statement annexed hereto, by way of preferential allotment, in such manner as the Board may, in its absolute discretion, think fit and on the following terms and conditions :

1. The CCDs shall be unsecured.
2. The CCDs shall be converted into equity shares of face value of INR 10/- each at a price which is higher of the following:
 - a. INR 280/- per equity share.
 - b. Price arrived at in accordance with the ICDR Regulations. (“**Conversion Price**”)
3. The CCDs do not give any right to vote to the holders of such securities, along with the equity shareholders of the Company.
4. The number of equity shares to be allotted, upon conversion will be determined by dividing the Conversion Amount by the Conversion Price.
5. The new equity shares issued on conversion of CCDs shall be in dematerialized form and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with the existing issued and subscribed equity shares of the Company. These equity shares shall be listed on the stock exchange where the existing equity shares of the Company are listed.

RESOLVED FURTHER THAT the CCDs shall be converted into equity shares at the end of 18 months from the date of such allotment.

RESOLVED FURTHER THAT in accordance with the provisions of ICDR Regulations, the ‘Relevant Date’ for determining the price for the allotment of equity shares on Conversion of the CCDs shall be the date 30 days prior to the date of approval of Members of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of ICDR Regulations, the CCDs shall be allotted by the Company in dematerialized form within a period of 15 days from the date of approval of the members provided that where the allotment of the said CCDs is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorized:

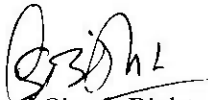


4 MMTC/STC MARKET GEETANJALI NEW DELHI- 110 017 PHONE 26691132, 26691795, 26691830 FAX 26691676
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- b) to modify, accept and give effect to any modifications in the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities and such other approvals and as may be agreed by the Board; and
- c) to settle all queries or doubts that may arise in the proposed issue, pricing of the issue, allotment of the equity shares arising there from; and
- d) to execute all such deeds, documents, writings, agreements, applications in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the members or otherwise with the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution."

By Order of the Board
For Genesis Finance Company Limited


Gopal Singh Bisht
Chief Financial Officer
PAN-ACSPB6246K



Date: 15/09/2016
Place: New Delhi

NOTES:

- (1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE VALID, MUST REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- (2) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (3) The relative Explanatory Statement, pursuant to section 102 of the Companies Act, 2013, for material facts related to Special Business is annexed herewith.
- (4) Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution/ duly attested Power of attorney/ Authorisation letter, authorizing their representative to attend and vote on their behalf at the meeting.
- (5) Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members of the Company at the Registered Office of the Company on all working days except Saturdays, during business hours up to the date of meeting.
- (6) As the conversion price cannot be determined as on the date of Notice to the Members, the number of equity shares on conversion of CCDs proposed to be issued, does not form part of the Post-allotment Shareholding.
- (7) The existing Promoters will continue to be in control of the Company. There will not be any change in the management or control of the Company on account of the proposed preferential allotment, except for change in shareholding pattern and voting rights.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

It is proposed to issue and allot CCDs, convertible into equity shares at such price as may be determined in accordance with the ICDR Regulations. The Board of Directors, at their meeting held on 11th October 2016 subject to the approval of the members, approved the proposal to issue the CCDs. Other terms relating to issue of CCDs are as follows:

1. The equity shares issued on Conversion shall rank pari-passu with the then existing equity shares of the Company.
2. The CCDs shall be converted into equity shares at the end of 18 months from the date of such allotment.
3. The disclosures required pursuant to Regulation 73 of the ICDR Regulations and the Companies Act, 2013 are as follows:

A. Objects of the Preferential Issue: The object of the preferential issue is to issue and allot the CCDs of the Company.

The total number of shares or other Securities to be issued, the price or price band at/within which the allotment is proposed, basis on which the price has been arrived: Such number of CCDs having face value of INR.280/- (Rupees Two Hundred Eighty Only) at par carrying a Coupon Rate of 7% per annum and having a term of 18 months from the date of allotment, each fully paid-up, for an amount not exceeding INR. 27,49,98,920 /- (Rupees Twenty Seven Crore Forty Nine Lakh Ninety Eight Thousand and Nine Hundred Twenty only).

B. Proposal of the Promoters, Directors or key management personnel of the Company to subscribe to the offer:

Yes, details given in the table below

Name of Promoters	Total Amount Received
Genesis Dream Merchants Pvt. Ltd.	16,49,99,520
Sahil Garg	2,74,99,920
Prateet Garg	4,49,99,640

C. Shareholding Pattern before and after the preferential issue:

Equity shareholdings

S.no	Category	Pre- issue	Post Conversion
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		No. of Equity Shares held	% of share holding	No. of Equity Shares held	% of share holding
A	Promoters' Holding				
1	Indian	0	0	0	0
	Individual	22,82,750	47.38	25,41,677	43.82
	Bodies Corporate	617,432	12.82	12,06,716	20.81
	Sub Total	29,00,182	60.20	37,48,393	64.63
2	Foreign Promoters	-	-	-	
	Sub Total (A)	29,00,182	60.20	37,48,393	64.63
B	Non Promoters holding				
1	Institutional Investors	0	0	0	0
2	Non- Institution				
	Private Corporate Bodies	530,000	11.00	6,63,928	11.45
	Directors and relatives	0	0	0	0
	Indian Public	12,54,358	26.04	12,54,358	21.63
	Others (including NRI's)	132,960	2.76	1,32,960	2.29
	Sub-Total (B)	19,17,318	39.80	20,51,246	35.37
	Grand Total	48,17,500	100	57,99,639	100

- D. **Time within which the preferential issue shall be completed:** The allotment of CCDs will be completed within the time limit prescribed under ICDR Regulations.
- E. **Identity of the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Company, consequent to the preferential issue:**

Name of allottees	% of capital already held
Kaizen Realtors Pvt. Ltd.	2.59
Genesis Dream Merchants Pvt. Ltd.	8.15
Sahil Garg	6.67
Prateet Garg	8.16

There is no change in control of the company.


- F. **Undertaking to re-compute the price of the specified securities in terms of the ICDR Regulations wherever required:** Not applicable.

- H. **Certificate from Statutory Auditors:** M/s. P.K. Soni & Co., Statutory Auditors of the Company have issued a certificate, certifying that the preferential issue is being made pursuant to ICDR Regulations as per this Extra Ordinary General Meeting Notice. The copy of the said certificate is available for inspection during office hours at the Registered Office of the Company on all working days during the voting period.
- I. **Relevant Date:**
In accordance with provisions of Chapter VII of ICDR Regulations, the 'Relevant Date' for determining the price for the allotment of equity shares on conversion of CCDs shall be the date 30 days prior to the date of approval of Members.
- J. **Lock-in Period:**
The CCDs and equity shares issued on conversion shall be locked in as per the provisions of ICDR Regulations.

The resolution at Item No.1 requires approval of the Members by way of a Special Resolution for the Company to issue the said CCDs to IDFC as stated above on a preferential basis. Your Directors commend passing of the resolution at Item No. 1 of the Notice as Special Resolution.

None of the Directors, key managerial personnel and their relatives are deemed to be concerned or interested in the above resolution.

By Order of the Board
For Genesis Finance Company Limited


Gopal Singh Bisht
Chief Financial Officer
PAN-ACSPB6246K

Date: 15/09/2016
Place: New Delhi



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CIN-L65910DL1990PLC040705

ATTENDANCE SLIP
EXTRA ORDINARY GENERAL MEETING NO. 1/2016-17

CIN: L65910DL1990PLC040705

Name of the Company: Genesis Finance Company Limited

Registered Office: 4MMTC/STC, Market Geetanjali, New Delhi-110017

ATTENDANCE SLIP

Registered Folio/DP ID & Client ID	
Name	
Address of Shareholder	

I/We hereby record my/our presence at the Extra Ordinary General Meeting No. 1/2016-17 of the Company on Tuesday, 11th October, 2016 at 11:00 a.m. at registered office of the Company situated 4MMTC/STC, Market Geetanjali, New Delhi-110017

Signature of Shareholder/Proxy

I record my presence at Extra Ordinary General Meeting No. 1/2016-17

(Signature of Member/Proxy)

Name of Proxy in block letters
(If proxy attends instead of the member)



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Form No. MGT-11
Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L65910DL1990PLC040705

Name of the Company: Genesis Finance Company Limited

Registered Office: 4MMTC/STC, Market Geetanjali, New Delhi-110017

Name of the Member(s):

Registered address:

E-mail Id:

Folio No. / Client Id & DP. Id:

I/We, being the Member(s) of _____ shares of the above named Company, hereby appoint

1. Name:.....

Address:

E-mail Id:

Signature: , or failing him

2. Name:.....

Address:

E-mail Id:

Signature: , or failing him



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3. Name:.....
.....
Address:

E-mail Id:
Signature:.....

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting No. 1/2016-17 of the Company, to be held on Tuesday, 11thOctober, 2016 at 11:00 a.m. at registered office of the Company situated 4MMTC/STC, Market Geetanjali, New Delhi-110017 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No. 1

Issue of Compulsory Convertible Debentures

Signed this _____ day of _____ 2016

Signature of Shareholder(s):

Affix
Revenue
Stamp

Signature of Proxy holder(s):

Notes:

- 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. A proxy need not be a member of the Company.



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2. For the resolutions, Explanatory Statement and Notes please refer to the Notice of Extra Ordinary General Meeting No. 1/2016-17.
3. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.