



4, MMTC/STC MARKET, GEETANJALI, NEW DELHI- 110 017, PHONE : 26691132, 26691795, 26691830 FAX : 26691676 E-mail : genesis599@gmail.com

Email ID: genesis599@gmail.com / cs.gfcl@gmail.com

Website: www.genesisfinance.net

Phone: 011-26691132

CIN-L65910DL1990PLC040705

CHAIRMAN'S MESSAGE

Dear Shareholders,

I am extremely delighted to inform you about the 26th Annual General Meeting of Genesis Finance Company Limited, which is scheduled for the Twenty Ninth Day of September Two Thousand Sixteen [29th September, 2016]. The Net Profit before tax for the Financial Year 2015-16 went up to Rs. 360.92 Lacs as compared to the Net Profit before tax of Rs. 313.28 Lacs for the Financial Year ending 2014-15.

The performance of the company is made all the more remarkable when you consider the prevailing economic scenario. Let me now take you through the key developments of the company in brief so that you may see how the growth of the Company may be termed as truly spectacular, keeping the overall environment in mind.

Income of the Company's NBFC business marginally increased to Rs. 1198.30 Lacs in FY 2015-16, marking a nominal jump of 0.84% over the FY 2014-15 revenues. You will be delighted to know that the Non-Performing Assets of the Company are NIL, reflecting strongly on its due-diligence processes and risk management systems.

On behalf of the entire Board, I also wish to thank all employees, bankers, regulatory bodies, governmental administration, business associates, customers and all other stakeholders for being firm partners in the Company's support. I am convinced that with your continued support, the Company can confidently look forward to another bright year ahead.

Thank You

Umang Sarkar
Non-Executive Independent Director
Chairman of the Company



4, MMTC/STC MARKET, GEETANJALI, NEW DELHI- 110 017, PHONE : 26691132, 26691795, 26691830 FAX : 26691676 E-mail : genesis599@gmail.com

Email ID: genesis599@gmail.com / cs.gfcl@gmail.com

Website: www.genesisfinance.net

Phone: 011-26691132

CIN-L65910DL1990PLC040705

CORPORATE INFORMATION

Mr. Umang Sarkar

- Chairman & Non-Executive
Independent Director

Mrs. Sangeeta Garg

- Whole Time Director

Mr. Naresh Garg

- Managing Director

Mr. Gopal Singh Bisht

- Whole Time Director & CFO

Mr. Kapil Berera

- Non-Executive Independent Director

Mr. Aashish Ghai

- Non Executive Independent Director

BANKERS

Syndicate Bank
Nehru Place Branch
New Delhi

SHARE TRANSFER AGENTS

Skyline Financial Services Private Limited
D-153A, Ist Floor, Okhla Industrial Area
Phase-I, New Delhi-110020

STATUTORY AUDITORS

Mr. Pawan Kumar Soni
P.K. Soni & Associates
Chartered Accountants

REGISTERED OFFICE

4, MMTC/STC Market,
Geetanjali Enclave
New Delhi-110017

SECRETARIAL AUDITORS

Mr. Abhimanyu Upadhyaya
A. UPADHYAYA & ASSOCIATES
Practicing Company Secretaries

INTERNAL AUDITORS

M/s Anuj Khanna & Co.
Chartered Accountant

ADVOCATES & SOLICITORS

Arora Law Office
A-5, Lajpat Nagar-III
New Delhi - 110024

CONTENTS

Notice to Shareholders

Route Map to the AGM Venue

Board's Report

Annexures I - IV to the Board's Report

- I. Extract Of Annual Return (MGT-9)
- II. Management Discussion and Analysis Report
- III. Corporate Governance Report
- IV. Secretarial Audit Report

Standalone Financial Statements

- Independent Auditors' Report to the Members
- Balance Sheet
- Statement of Profit and Loss
- Cash Flow Statement
- Notes to Standalone Financial Statements

Notice is hereby given that Twenty Sixth Annual General Meeting of Genesis Finance Company Limited will be held at B-24, Geetanjali Enclave, New Delhi – 110017 on Thursday, 29th September, 2016 at 12:30 P.M. to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statement of the Company for the financial year ending March 31st, 2016 and the reports of the Board of Directors and Auditors thereon; and in this regard, pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 134 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule III to the Act, as amended from time to time, the Audited Profit and Loss Account for the financial year ended 31st March, 2016, the Balance Sheet as on that date, the Auditor’s Report and the Board Report as circulated to the shareholders and laid before the meeting, be received, considered and adopted.

FURTHER RESOLVED THAT the Board be and is hereby authorised to file requisite forms, returns and documents with the authorities and to do all other things, deeds and acts as may be necessary to give effect to this resolution.”

2. Ratification of appointment of M/s P. K. Soni & Co. Chartered Accountants, as Statutory Auditors of the Company.

The Statutory Auditors of the Company – M/s. P.K. Soni & Co. who were appointed in the 24thAGM of the Company held on 27th September, 2014 being eligible have furnished their consent cum eligibility to the company for the ratification of their appointment at the 26th Annual General Meeting of the Company.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s. P.K. Soni & Co., Chartered Accountants (Firm Registration No.010248N), as Statutory Auditors of the Company to hold office from the conclusion of Twenty Sixth Annual General Meeting till the conclusion of Twenty Seventh Annual General Meeting at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

3. To re-appoint a Director in place of Mr. Gopal Singh Bisht (DIN 00597160), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution**:

As Ordinary Business (requiring an Ordinary Resolution)

“RESOLVED THAT pursuant to the provisions of sections 152 Mr. Gopal Singh Bisht (DIN 00597160), who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

FURTHER RESOLVED THAT the Board be and is hereby authorised to file requisite forms, returns and documents with the authorities and to do all other things, deeds and acts as may be necessary to give effect to this resolution.”

SPECIAL BUSINESS:

4. To consider and approve the re-appointment of Mrs. Sangeeta Garg, as Whole Time Director of the Company.

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

As Special Business (requiring an Ordinary Resolution)

“RESOLVED THAT pursuant to the provisions of sections 152, 196, 197 and section 198 read with schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force and such other approvals, permissions and sanctions as may be required and subject to such other approvals, permissions and sanctions) the consent of the members of the Company be and is hereby accorded for the re-appointment of Mrs. Sangeeta Garg as Whole time Director with effect from 29th September, 2016 up to 28th September, 2021 on the Board of the Company.

FURTHER RESOLVED THAT the Board be and is hereby authorised to file requisite forms, returns and documents with the authorities and to do all other things, deeds and acts as may be necessary to give effect to this resolution.”

Registered Office:
4, MMTC/STC Market, Geetanjali,
New Delhi - 110 017

Place: New Delhi
Date: 06/09/2016

By Order of the Board of Directors

Naresh Garg
(Managing Director)
DIN: 00916814

NOTES:

- a) The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item No. 4 of the Notice, is annexed hereto.
- b) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the registered office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting of the Company.
- c) The Notice is being sent to all the shareholders, whose name appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central depository Services Limited (CDSL) as on cutoff date i.e. 2nd September, 2016.
- d) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE AFORESAID MEETING.**
- e) Proxies, to be effective, must be received by the Company not less than 48 hours before the meeting.
- f) Member / Proxy holder must bring attendance slip to the Meeting and Duplicate attendance slip will not be issued of the Annual General Meeting venue.

Pursuant to the provisions of the Companies Act, 2013 and the underlying rules viz. Companies (Management and Administration) Rules, 2014, a person can act as 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.

- g) 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 authorizing their representative to attend and vote on their behalf at the meeting.
- h) Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
- i) Members are requested to bring the Annual Report for their reference at the meeting. Admission Slip duly filled in shall be handed over at the entrance of the meeting hall.

In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

Members, who hold shares in dematerialised form, are requested to quote Depository Account Number (Client ID No.) for recording of attendance at the meeting.

- j) Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s Karvy Computershare Private Limited. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.
- k) Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company to be held on September 29, 2016.
- l) **Voting through electronic means:**
- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) the Company provides the Members the facility to exercise their right to vote at the AGM by electronic means and the businesses may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday, 26th September, 2016 at 10:00 A.M and ends on Wednesday, 28th September, 2016 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date /record date of 20th September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of Genesis Finance Company Limited
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **Note for Non - Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Registered Office:

4, MMTC/STC Market, Geetanjali,
New Delhi - 110 017

By Order of the Board of Directors

Naresh Garg
(Managing Director)
DIN: 00916814

Place: New Delhi
Date: 6st September, 2016

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 6: Mrs. Sangeeta Garg had been appointed as a Whole Time Director of the Company via meeting held on 14 August, 2014 under section 196,197 and 198 of the Companies Act, 2013 for a term of one year. Mrs. Sangeeta Garg was again re-appointed under section 152 of the Act in the AGM held on 30-09-2015 to hold office till the conclusion of next AGM. The Board has now recommended her re-appointment for a period of five years as the Whole-time Director of the company. Mrs. Sangeeta Garg shall be appointed as rotational Whole time director under Section 152, 196, 197 and 198 for a period of five year i.e. 29th September, 2016 up to 28th September, 2021.

Mrs. Garg gained specialization in Office Administration and Management. Her expertise and skills together led to a drastic change in the Management of the Company.

In compliance with the provisions of section 196 read with Schedule V of the Act, the re-appointment of Mrs. Sangeeta Garg as Whole Time Directors is now being placed before the Members for their approval.

ANNEXURE TO NOTICE

Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Name of Director	Gopal Bisht Whole Time Director	Sangeeta Garg Whole Time Director
Date of Birth	30 th June, 1971	6 th January 1968
Date of Appointment	30 th June, 2004	27 th November 1997
Expertise in specific Functional Area	Taxation & Auditing, Finance and Due Diligence.	Office Administration and Management
Qualifications	B.Com (Hons.)	B.Com (Hons.)
Directorships in other Public Companies excluding Foreign Companies	Genesis Holdings Private Limited	Genesis Dream Merchants Private Limited
Memberships/ Chairmanships of Committees of other Public Companies (includes only Audit and Shareholder/Investors Grievance Committee)	NIL	NIL
Shareholding in the Company	500 Equity Shares	5,60,070 equity shares



4, MMTC/STC MARKET, GEETANJALI, NEW DELHI- 110 017, PHONE : 26691132, 26691795, 26691830 FAX : 26691676 E-mail : genesis599@gmail.com

Email ID: genesis599@gmail.com / cs.gfcl@gmail.com

Website: www.genesisfinance.net

Phone: 011-26691132

CIN-L65910DL1990PLC040705

ATTENDANCE SLIP

DP ID.	
CLIENT ID	

FOLIO NO.	
NO. OF SHARES	

Name & Address of Shareholder / Proxy holder

I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company. I hereby record my presence at the 26th Annual General Meeting of the Company held on Thursday, 29th September, 2016, at the B-24, Geetanjali Enclave, New Delhi-110017.

Member's / Proxy's
Signature

(Shareholder attending the meeting in person or by proxy is requested to complete the attendance slip and handover at the entrance of the Meeting Hall)





4, MMTC/STC MARKET, GEETANJALI, NEW DELHI- 110 017, PHONE : 26691132, 26691795, 26691830 FAX : 26691676 E-mail : genesis599@gmail.com

Email ID: genesis599@gmail.com / cs.gfcl@gmail.com

Website: www.genesisfinance.net

Phone: 011-26691132

CIN-L65910DL1990PLC040705

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, Geetanjali Market, 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

3. Name:_____

Address:

E-mail Id:

Signature: _____, or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the _____Annual general meeting/ Extraordinary general meeting of the company, to be held on the ___day of___ at___ a.m /p.m at _____(place) and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.

1. _____

2. _____

3. _____

4. _____

Signed this ___ day of ____ 20 ____

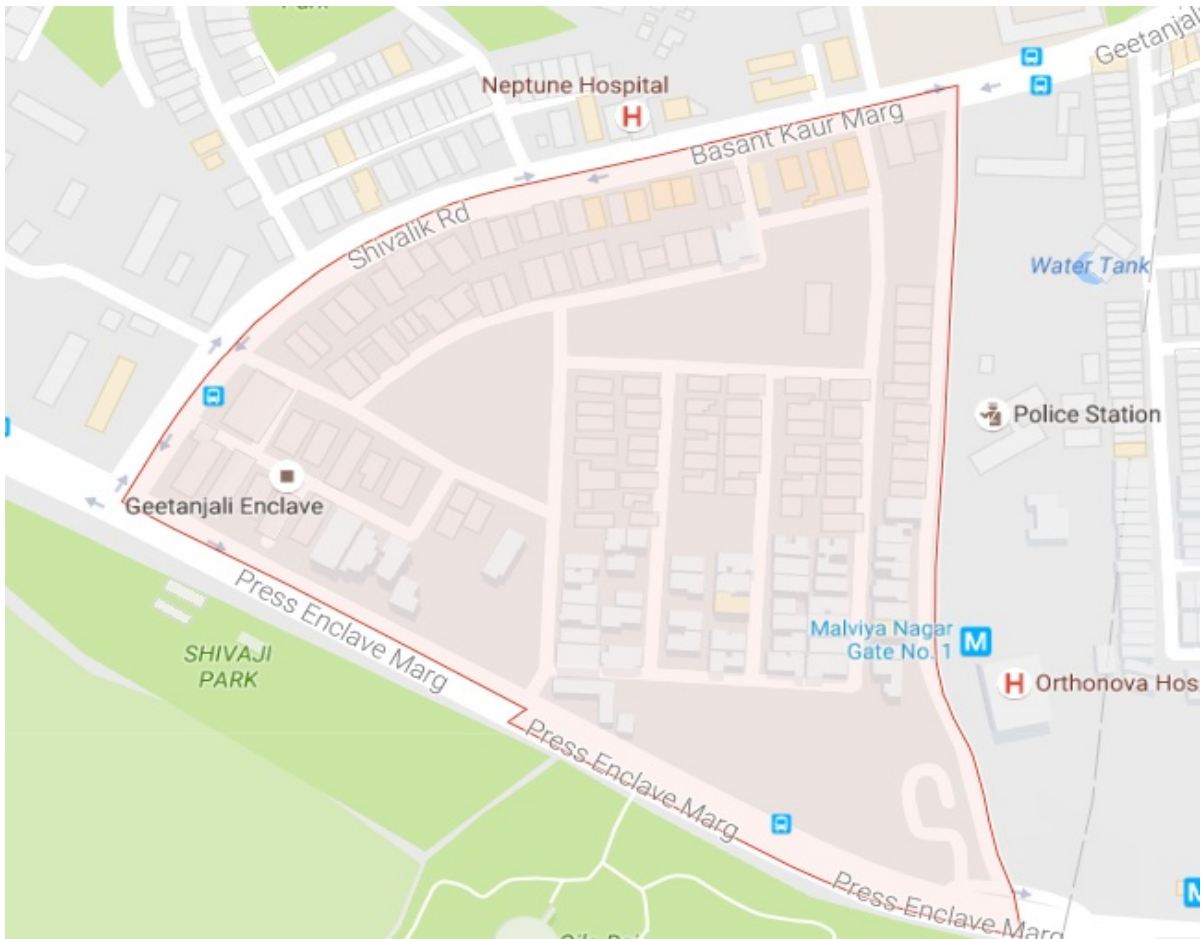
Signature of Shareholder

Signature of Proxy holder(s)

Note: 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

ROUTE MAP TO THE AGM VENUE

Address:-B-24, Geetanjali Enclave,
New Delhi-110017
Tel: 011-26691132



BOARD REPORT

Dear Shareholders,

Your Board of Directors take immense pleasure in presenting the Twenty Sixth Annual Report along with the Audited Financial Statements for the Financial Year ended on 31st March, 2016 of Genesis Finance Company Limited. Further, in compliance with the Companies Act, 2013 the Company has made all requisite disclosures in this Board Report with the objective of accountability and transparency in its operations to make you aware about its performance and future perspective of the Company.

1. FINANCIAL RESULTS [AOC-3]

Particulars	Year ended March 31st, 2016 (in lacs)	Year ended March 31st, 2015 (in lacs)
Total Income (including other income)	1,198.30	1,188.18
Expenditure	837.38	874.90
Cash Profit	379.05	349.33
Less :Depreciation and amortization expenses	18.13	36.05
Profit before Tax	360.92	313.28
Less :Tax Paid	128.45	105.61
Profit After Tax	232.47	207.67
Balance brought forward	---	---
Surplus carried forward	---	---
Transfer to reserves	232.47	207.67

2. EXTRACT OF ANNUAL RETURN IN FORM MGT-9 AS PER SECTION 92 (3), SECTION 134(3)(a) AND RULE 11 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

In compliance with the above said provisions the extract of the Annual Return has been annexed with this Board Report in Form MGT-9 as **Annexure - I**.

3. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The detailed Management Discussion and Analysis Report has been provided in the Annexure II.

4. MEETINGS OF THE BOARD

During the period under review, your Board of Directors met for six times as specified in detail below -

1st Board Meeting	15/04/2015
2nd Board Meeting	30/05/2015
3rd Board Meeting	21/08/2015
4th Board Meeting	14/11/2015
5th Board Meeting	22/01/2016

5. INFORMATION ON STATE OF THE COMPANY AFFAIRS

During the year under review, your Company earned a profit before tax of Rs. 360.92 Lacs as compared to Net Profit before tax of Rs 313.28 Lacs in the previous year. The total income from Finance and other activity of Company has been increased from Rs 1,188.18 Lacs to Rs 1,198.30 Lacs.

Depicting the growth parameter from the angle of financial aspect, the steady walk of the company continues. However, it is to be noticed that the year 2015-16 has been an important year remarked with amendments, circulars, notifications in law and SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 (LODR) was introduced from 1st December, 2015 . The environment wasn't very stable but the growth is commendable in the present situations. We have assurances and belief in our plans and strategies and so consider it to be the crop growing season that has been passed and coming forth is the harvesting year.

The Company also wants to inform its members that Mr. Naresh Garg & Mrs. Sangeeta Garg, members of the Board of Directors, have been restrained from accessing the securities market and buying, selling or dealing in securities, either directly or indirectly, in any manner by the Securities Exchange Board of India vide ex-parte ad-interim order WTM/RKA/ ISD/ 162 /2014 issued on December 29, 2014.

6. MATERIAL CHANGE IN THE NATURE OF THE BUSINESS AFFECTING FINANCIAL POSITION OF THE COMPANY

The Securities of the company has been placed in the Dissemination Board by the circular no. CIR/MRD/DSA/05/2015 of SEBI dated 17th April, 2015. The information was received by the Company vide a mail dated 12th July 2015 stating the list of the companies which have been shifted to the Dissemination Board of the Bombay Stock Exchange of India.

The Companies exclusively listed on de-recognized Stock Exchanges were given an opportunity vide letter dated 19th November, 2014 for either direct listing to Recognised Stock Exchange or for De-listing. The Company could not take any step on either of the legs and hence it was shifted to Dissemination Board by the Delhi Stock Exchange along with other 1000 plus companies. However, the Board of Directors of the company have taken step to list their securities on Metropolitan Stock Exchange of India Limited. However, the Company continues to operate its NBFC business.

7. DIVIDEND & RESERVES RATIO

In view with the decent growth prospects and probability for a boom in the industry the retaining of profits is advised by the Finance team of the company for having higher returns. Consequently, your Directors have decided to retain the profits for the operations

of the company. As such, the Board has not recommended any Dividend for the year under review. Henceforth, the company after paying off its expenses and taxes recommends retaining the entire profit.

8. FIXED DEPOSITS

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

9. CHANGE IN SHARE CAPITAL DURING THE FINANCIAL YEAR 2014-15

There is no change in share capital structure of the Company during the financial year 2015-16.

10. DIRECTORS

Mrs. Sangeeta Garg (DIN - 01117956) will be re-appointed as Whole Time Director of the Company for a term of five years with effect from 29th September, 2016 up to 28th September, 2021.

11. DIRECTORS' RESPONSIBILITY STATEMENT

The Company has taken the utmost care in its operations, compliance, transparency, financial disclosures and the financial statements have been made to give a true and fair view of the state of affairs of the Company. As required under Section 134(5) and 134(3)(c), and based upon the detailed representation, due diligence and inquiry thereof your Board of Directors assures and confirms as under -

- (a) In the preparation of the annual accounts for the financial year ended on 31st March, 2016, the applicable Accounting Standards have been followed and there are no material departures from the same;
- (b) The selected accounting policies were applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2016 and of the profit of the Company for that period.
- (c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The annual accounts have been prepared on 'going concern' basis;
- (e) The Internal financial controls have been laid down by the Company and such financial controls were adequate and operating effectively and;

- (f) Proper systems had been devised in compliance with the provision of all the applicable laws and such systems were adequate and operating effectively.

12. CORPORATE GOVERNANCE REPORT

Pursuant to Regulation 72 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the report on Corporate Governance together with the Auditors' Certificate on compliance in this regard and Managing Director's declaration regarding compliance of Code of Conduct by Board Members and Senior Management Personnel is attached and forms part of this Report as **Annexure-III**.

13. STATUTORY AUDITOR'S REPORT

The observations of the Auditors' report read together with the relevant notes to the accounts are self-explanatory and therefore, do not call any further comments.

However, according to information and explanations given to auditors, the following dues of income-tax have not been deposited on account of pending litigation before the Income Tax Authorities :-

Name of the statute	Nature of Dues	Amount (Rs)	Reason for Non -deposit
Income Tax Act, 1961	Demand for A.Y. 2006-07	Rs. 94,770	Appeal effect for relief granted by CIT (A) is pending at assessing officer.
Income Tax Act, 1961	Demand for A.Y. 2012-13	Rs 3,55,030	Appeal effect for relief granted by CIT (A) is pending at assessing officer.
Income Tax Act, 1961	Demand for A.Y. 2013-14	10,42,230	Appeal against the demand is pending before CIT (Appeal)
Income Tax Act, 1961	Demand for A.Y. 2014-15	1,43,670	Adjustment against refund due to the Company is to be done by assessing officer.

14. DETAILS OF THE STOCK EXCHANGES WHERE THE SHARES ARE LISTED

The Securities of the company has been placed in the Dissemination Board by the circular no. CIR/MRD/DSA/05/2015 of SEBI dated 17th April, 2015. The information was received by the Company vide a mail dated 12th July 2015 stating the list of the companies which have been shifted to the Dissemination Board of the Bombay Stock Exchange of India.

The Companies exclusively listed on de-recognized Stock Exchanges were given an opportunity vide letter dated 19th November, 2014 for either direct listing to Recognized Stock Exchange or for De-listing. However, the Board of Directors of the Company has taken step to list their securities on Metropolitan Stock Exchange of India Limited.

15. DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS UNDER SECTION 149(6) OF COMPANIES ACT, 2013

Presently, the Company has two Independent Directors namely:

- a. Umang Sarkar
- b. Aashish Ghai

who have given declaration as required in sub-section (6) of Section 149 and Regulation 16 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 of the Companies Act, 2013.

16. DISCLOSURE RELATING TO RISK MANAGEMENT POLICY

The Board of Directors of your Company constituted a Risk Management Committee and framed a Risk Management Policy in terms of Companies Act, 2013 and rules framed there under.

17. DISCLOSURE IN RELATION TO THE VIGIL MECHANISM

The Board of Directors of your Company in its meeting considered the adoption of Vigil Mechanism Policy in compliance of Section 177 (9) of Companies Act, 2013 in place of existing Whistle Blower Policy.

18. DISCLOSURE ON THE NOMINATION AND REMUNERATION POLICY OF THE COMPANY PURSUANT TO SECTION 134(3) (e) AND SECTION 178 (3)

The Board of Directors of your Company has constituted The Nomination and Remuneration Committee with the requisite terms of reference as required under Section 178 of the Companies Act, 2013 and other applicable provisions thereof. The Details of the Nomination and Remuneration Committee has been provided under Corporate Governance Report, which forms part of this Annual Report.

19. COMPOSITION OF AUDIT COMMITTEE

The Composition of Audit Committee as on 31stMarch, 2016 is as under:-

Name of the Directors	Kapil Berera	Umang Sarkar	Aashish Ghai
Designation	Member	Member & Chairman	Member
Category	Non-Executive Director	Independent Director	Independent Director

The composition of the Audit Committee, its meetings, powers, roles, terms of references etc. have been provided under Corporate Governance Report, which forms part of this Annual Report.

20. EVALUATION BY BOARD OF ITS OWN PERFORMANCE, ITS COMMITTEES AND INDIVIDUAL DIRECTORS WITH REFERENCE TO SECTION 134(3)(p) OF COMPANIES ACT 2013 AND RULE 8(4) OF COMPANIES (ACCOUNTS) RULES, 2014 AND Regulation 4 (2) (F) of SEBI (LODR),

Pursuant to the above said provisions of the Companies Act, 2013, Rules thereof and Regulation 4 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of its Committees as per the criteria laid down in the Nomination, Remuneration and Evaluation policy. Further the Independent directors have also reviewed the performance of Non-Independent Directors and Board as a whole including reviewing the performance of the Chairperson of the Company taken into account the views of Executive Directors and Non-Executive Directors vide their separate meeting which was held on 30th March, 2016 at the registered office of the company at New Delhi.

21. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS - SECTION 186

The Company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013. The details of the investments made by company are given in the notes to the financial statements. Such investments made are exempt under the *Proviso* to sub-section 11(a) of Section 186.

22. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SUB SECTION 1 OF SECTION 188

As there are no such transactions that has been entered by the company so no AOC-2 is required to be given in this report.

23. THE DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR

APPOINTMENTS		CESSATIONS	
Name	Date	Name	Date
Aashish Ghai, Independent Director	21 st August 2015	Nil	Nil

24. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant or material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

25. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an independent Internal Control System, commensurate with the size, scale and Complexity of its operations. The Audit Committee of the Company has been delegated power to review the internal control systems and its adequacy.

The Audit Committee monitors and evaluates the efficiency and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its branches.

26. AUDITORS

i. STATUTORY AUDITORS

In the Twenty Fourth (24th) Annual General Meeting of the Company M/s. P.K. Soni & Co. - Chartered Accountants were appointed as the statutory auditors of the Company for a term of 3 years i.e. to hold the office as Statutory Auditors upto the conclusion of the Twenty Seventh (27th) Annual General Meeting to be held in the year 2017. The said appointment was in terms of Section 139 of the Companies Act and rules made pursuant to it.

ii. SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Abhimanyu Upadhyaya bearing COP No - 4729 and Membership Number - FCS 5921 of M/s. A. UPADHYAYA & ASSOCIATES, Practicing Company Secretaries having office at 209, 2nd Floor, 6/41, Sunder Kiran Building WEA, Karol Bagh, New Delhi-110005 to undertake the Secretarial Audit of the Company, for the financial year 2015-16.

The Report of the Secretarial Audit is annexed herewith as **Annexure-IV**. There are no qualifications in the Report of Secretarial Auditor and hence commands no clarifications.

iii. INTERNAL AUDITORS

The company has appointed Mr. Anuj Khanna, Chartered Accountant, as Internal Auditor of the Company in its meeting held on 23rd June, 2016, for the Financial Year 2016-17.

27. DISCLOSURES PURSUANT TO SECTION 197 (12) AND RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Required disclosures are as under -

- a) THE RATIO OF REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEES REMUNERATION OF THE COMPANY FOR THE FY 2015-2016**

S.No	Name	Designation	CTC	Median Employee Salary	Ratio
1.	Naresh Garg	Managing Director	42,00,000	2,40,000	17.5:1
2.	Sangeeta Garg	Whole Time Director	30,00,000	2,40,000	12.5:1
3.	Gopal Singh Bisht	Whole Time Director	3,00,000	2,40,000	1.25:1

Note:-

- i. Ratio of remuneration of each director to the median remuneration of the employees of the Company for the Financial Year: The information required pursuant to Section 197 read with Rule 5(1)(i) of The Companies (Appointment and Remuneration) Rules, 2014 in respect of ratio of remuneration of each director to the median remuneration of the employees of the Company for the Financial Year, will be made available for inspection at its registered office of the Company during the working hours for a period of twenty one days before the date of annual general meeting of the company pursuant to Section 136 of the Companies Act, 2013 and members, if any interested in obtaining the details thereof, shall make specific request to the Compliance officer of the Company in this regard.
 - ii. Required median has been calculated by considering the annual cost to the Company (CTC) for the Directors and Employees.
- b) THE PERCENTAGE INCREASE IN REMUNERATION OF EACH DIRECTOR, CHIEF FINANCIAL OFFICER, CHIEF EXECUTIVE OFFICER, COMPANY SECRETARY OR MANAGER, IN THE FINANCIAL YEAR 2015-2016**

There has been no change in the remuneration of the Managing Director, Whole time Director and the Chief Financial Officer in the Financial Year 2015-2016.

- c) THE PERCENTAGE INCREASE IN THE MEDIAN REMUNERATION OF EMPLOYEES IN THE FINANCIAL YEAR**

The details of percentage increase in the median remuneration of employees in the Financial Year are as follows:-

Median of Common employees from April 2015 to March 2016 -

Remuneration of Apr-15 (Total earning + Employer PF)	Remuneration of Mar-16 (Total earning + Employer PF)	Increase	Percentage
20,000	25,000	5,000	25%

- d) THE NUMBER OF PERMANENT EMPLOYEES ON THE ROLLS OF COMPANY**

The number of permanent employees on the rolls of the Company as on 31st March, 2016 is Sixteen (16).

Name of the Company	As on 31st March 2015 (No. of Employees on Payrolls)	As on 31st March 2016 (No. of Employees on Payrolls)	% Change During The Year
Genesis Finance Company Limited	12	16	33.33%

- e) **AVERAGE PERCENTILE INCREASE ALREADY MADE IN THE SALARIES OF EMPLOYEES OTHER THAN THE MANAGERIAL PERSONNEL IN THE LAST FINANCIAL YEAR AND ITS COMPARISON WITH THE PERCENTILE INCREASE IN THE MANAGERIAL REMUNERATION AND JUSTIFICATION THEREOF AND POINT OUT IF THERE ARE ANY EXCEPTIONAL CIRCUMSTANCES FOR INCREASE IN THE MANAGERIAL REMUNERATION**

The details relating to the average percentile increase in the salary from last financial year is as follows:

(in lacs)					
Remuneration paid to employees excluding managerial personnel for the FY 2014-2015	Remuneration paid to employees excluding managerial personnel for the FY 2015-2016	% Change in remuneration paid to employees excluding managerial personnel	Remuneration paid to managerial personnel for the FY 2013-2014	Remuneration paid to managerial personnel for the FY 2014-2015	% Change in remuneration paid to managerial personnel
37.68	44.66	18.52	62.98	75	19.08

The salaries of the employees other than managerial personnel in comparison to last financial year has increased by 18.52%. Similarly, the managerial remuneration has increased 19.08% in the Financial Year 2015-16. Further, remuneration of the other KMP's has been reviewed as recommended by Nomination and remuneration Committee of the company and approved by the Board. Further, the remuneration has been paid in accordance with the remuneration policy of the company.

- f) **AFFIRMATION THAT THE REMUNERATION IS AS PER THE REMUNERATION POLICY OF THE COMPANY**

The Company is in compliant with the remuneration as specified in its remuneration policy. There is no director/KMP who receives remuneration which is not in terms with the policy laid down by the Board.

- g) List of Top 10 employees on the basis on remuneration drawn in the FY 2015-16 in terms of Section 197 of the Act read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

S. No	Name of employees with Designation	Remuneration/salary	Nature of employment	Qualification/ Experience	Date of commencement of employment	Age
1	Naresh Garg (Managing Director)	42,00,000	Permanent	Bachelor of Commerce, Master of Commerce and Experienced in Leasing and Hire-Purchase Business	10.07.1994	56
2	Sangeeta Garg (Whole Time Director)	30,00,000	Permanent	Bachelor of Commerce and Finance and Office Administration	27.11.1997	47
3	Gopal Singh Bisht (Whole Time Director/ CFO)	3,00,000	Permanent	Bachelor of Commerce and Master in Computer Application	30.06.2004	45
4	Vinod Tayal	7,20,000	Permanent	Graduate	01.08.2011	46
5	Rahul Aggarwal	7,20,000	Permanent	Graduate	01.04.2014	37
6	Naman Soni	4,50,000	Permanent	Graduate	01.07.2015	26
7	Priyanka Aggarwal	4,80,000	Permanent	Graduate	01.04.2014	36
8	Sharan Tayal	4,80,000	Permanent	Graduate	01.11.1996	45
9	Vinod Kumar	2,04,000	Permanent	Graduate	01-05-2005	42
10	Akash Jain	2,40,000	Permanent	Graduate	06-01-2012	22

28. DISCLOSURE OF RELATION SHIPS BETWEEN DIRECTORS INTER-SE

Two Directors of the Company are related to each other in accordance with section 2 (77) of the Companies Act, 2013 and Rule 4 of the Companies (Specification of Definitions Details) Rules, 2014.

- a) SangeetaGarg
- b) NareshGarg

Both the Directors having relation of husband-wife.

29. DISCLOSURE ON NO. OF SHARES AND CONVERTIBLE DEBENTURES HELD BY NON-EXECUTIVE DIRECTORS

6,500 Equity shares are held by Kapil Berera (Non- Executive Director) of the Company as on 31st March, 2016. No Convertible Debentures has been issued by the Company as on 31st March, 2016.

30. DETAILS AND INFORMATION AS REQUIRED UNDER SECTION 134 (3)(1) OF THE COMPANIES ACT, 2013

No material changes and commitments, have taken place between the end of the financial year of the company to which the balance sheet relates and the date of report, which affects the financial position of the Company.

31. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION

The Company's (Disclosure of Particulars in the Report of the Board of Directors') Rules, 1998, require the disclosure of particulars regarding Conservation of Energy in Form-A and Technology Absorption in Form-B prescribed by the Rules. The Company not being a Manufacturing Company is advised that the requirements of Forms-A & B are not applicable.

32. FOREIGN EXCHANGE EARNINGS AND OUTGO

Earning:	Nil
Outgo:	Nil

33. CORPORATE SOCIAL RESPONSIBILITY

The Company does not have a Corporate Social Responsibility Committee as the Company does not fall in any criteria listed under Section 135(1) of the Companies Act, 2013 which specifies that every company having

- Net Worth of Rs. 500 Crores or more; or
- Turnover of Rs. 1000 Crores or more; or
- Net Profit of Rs. 5 Crores or more

Shall constitute a Corporate Social Responsibility Committee of the Board.

34. ACKNOWLEDGEMENT

Your Directors wish to express their grateful appreciation for the valuable support and co-operation received from sub-brokers, business associates, vendors, bankers, financial

institutions, investors, stakeholders, registrar and share transfer agent, other business affiliates and media.

The Board places on record its sincere appreciation towards the Company's valued customers for the support and confidence reposed by them in the organization and the stakeholders for their continued co-operation and support to the company and looks forward to the continuance of this supportive relationship in future.

Your Directors also place on record their deep sense of appreciation for the devoted services of the employees during the year under review.

For and on Behalf of the Board
GENESIS FINANCE COMPANY LIMITED

NARESH GARG
Managing Director
DIN: - 00916814

SANGEETA GARG
Whole-Time Director & Chairman
DIN: - 01117956

Encl -

- 1. Annexure - I : MGT-9**
- 2. Annexure- II : Management Discussion And Analysis Report**
- 3. Annexure - III : Corporate Governance Report**
- 4. Annexure - IV: Secretarial Audit Report**

EXTRACT OF ANNUAL RETURN (ANNEXURES- I)

MGT-9

Extract of Annual Return

As on the Financial Year ended on March 31, 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. Registration And Other Details

CIN	L65910DL1990PLC040705
Registration Date	03/07/1990
Name of the Company	Genesis Finance Company Limited
Category/Sub-Category Of the Company	Listed Public Company Limited by Shares/Indian Non-Government Company
Address of the Registered office and contact details	4 MMTC/STC Market, Geetanjali, New Delhi - 110017 E-Mail ID - gopalbishtgfcl@gmail.com Tel: -No:011-26691132 Fax: N/A
Name, Address and Contact details of Registrar and Transfer Agent, if any	Skyline Financial Services Pvt. Ltd. D-153A, 1st Floor Okhla Industrial Area, Skyline Financial Services Pvt. Ltd. D-153A, 1st Floor Okhla Industrial Area,

I. Principal Business Activities of the Company:

All the business activities contributing 10% or more of the total turnover of the Company shall be stated

Name and Description of main products/ services	NIC Code of the Product/ Service	% of Total Turnover to the Company
This class includes financial service activities primarily concerned with making loans by institutions not involved in monetary intermediation (such as venture capital companies, industrial banks, investment clubs), where the granting of credit can take a variety of forms, such as loans, mortgages, credit cards etc. This class excludes: - credit granting for house purchase by specialized institutions that also take deposits, see 6419 - operational leasing, see division 77, according to type of goods leased.	64920	100.00%

	Category of Shareholders	No of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of total Share	Demat	Physical	Total	% of total Shares	
e)	Any Other	-	-	-	-	-	-	-	-	-
Sub Total(A)(2)		-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter and Promoter Group (A)=		1243630	1656552	2900182	60.20	1243630	1656452	2900082	60.20	.004
B.	Public sharehold									
1	Institutions									
a)	Mutual Funds/ UTI	-	-	-	-	-	-	-	-	-
b)	Banks/FI	-	-	-	-	-	-	-	-	-
c)	Central Govt.	-	-	-	-	-	-	-	-	-
d)	State Govt.	-	-	-	-	-	-	-	-	-
e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
f)	Insurance Companies	-	-	-	-	-	-	-	-	-
g)	FII	-	-	-	-	-	-	-	-	-
h)	Foreign Venture Capital	-	-	-	-	-	-	-	-	-
i)	Any Other	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1)		-	-	-	-	-	-	-	-	-
2	Non-institution									
a)	Bodies Corporate	-	530000	530000	11.00	-	530000	530000	11.00	NIL
i	Indian	-	130000	130000	2.70	-	130000	130000	2.70	NIL
ii	Overseas	-	400000	400000	8.30	-	400000	400000	8.30	NIL

	Category of Shareholders	No of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of total Share	Demat	Physical	Total	% of total Shares	
b)	Individuals									NIL
i	Individual shareholders holding nominal	19610	26750	46360	0.96	19610	26850	46460	0.96	NIL
ii	Individual shareholders holding nominal share	175400	1032598	1207998	25.08	175400	1032598	1207998	25.08	NIL
c)	Other (N.R.I. (Repat. & Non-Rept.)	-	132960	132960	2.76	-	132960	132960	2.76	NIL
Sub-Total (B)(2)		195010	1722308	1917318	39.80	195010	1722408	1917418	39.80	NIL
Total Public Shareholding		195010	1722308	1917318	39.80	195010	1722408	1917418	39.80	NIL
(B)=										
C.	Shares held by Custodians for	-	-	-	-	-	-	-	-	-
GRAND TOTAL (A)+(B)+(C)		1438640	3378860	4817500	100%	1438640	3378860	4817500	100%	NIL

II. Shareholding of Promoters-

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year	Shareholding at the end of the year	% change in
---------	--------------------	---	-------------------------------------	-------------

		No. of Shares	% of total shares of the Company	% of pledged/encumbered	No. of Shares	% of total shares of the Company	% of pledged/encumbered to total shares	shareholding during the year
1	Mrs. Bhagwati Devi	558460	11.59	0	558360	11.59	-	.004
2	Mr. Prateet Garg	393060	8.16	0	393060	8.16	-	0
3	Mr. Sahil Garg	321100	6.67	0	321100	6.67	-	0
4	Mr. Naresh Garg	443560	9.21	0	443560	9.21	-	0
5	Mrs. Sangeeta Garg	560070	11.63	0	560070	11.63	-	0
6	Mr. Kapil Berera	6500	0.13	0	6500	0.13	-	0
7	M/s. Genesis Dream Merchants Pvt. Ltd	392432	8.15	0	392432	8.15	-	0
8	M/s. Genesis Holdings Private Limited	125000	2.59	0	125000	2.59	-	0
9	M/s. Sopan Estate Private Limited	100000	2.08	0	100000	2.08	-	0

III. Change in Promoters Shareholding (Please specify, if there is no change)-

S. No	Name of the shareholder	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during
		No of shares	% of total no of shares of the Company	% of pledged encumbered	No of shares	% of total no of shares of the Company	% of pledged encumbered	
1	Mrs. Bhagwati Devi	558460	11.59	0	558360	11.59	-	.004

V. Shareholding Pattern of Top Ten Shareholders: (Other than Directors,

Promoters and Holders of ADR's and GDR')

Sr. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the Year		Cumulative Shareholding During the Year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the
1.	M/s. Amla Securities Limited	400000	8.30	400000	8.30
	At the beginning of the year	400000	8.30	400000	8.30
	During the year shares Acquired/allotted/Transferred	-	-	-	-
	At the end of the year	400000	8.30	400000	8.30
2.	Mr. Vinod Kumar	190400	3.95	190400	3.95
	At the beginning of the year	190400	3.95	190400	3.95
	During the year shares Acquired/allotted/Transferred	-	-	-	-
	At the end of the year	190400	3.95	190400	3.95
3.	Mr. Vinod Tayal	175598	3.65	175598	3.65
	At the beginning of the year	175598	3.65	175598	3.65
	During the year shares Acquired/allotted/Transferred	-	-	-	-
	At the end of the year	175598	3.65	175598	3.65
4.	Mrs. Manju & Mr. Ashish Kapoor	145000	3.01	145000	3.01
	At the beginning of the year	145000	3.01	145000	3.01
	During the year shares Acquired/allotted/Transferred	-	-	-	-
	At the end of the year	145000	3.01	145000	3.01
5.	M/s. Kaizen Realtors Private Ltd.	125000	2.59	125000	2.59
	At the beginning of the year	125000	2.59	125000	2.59
	During the year shares Acquired/allotted/Transferred	-	-	-	-
	At the end of the year	125000	2.59	125000	2.59
6.	Mr. Sharan Tayal	121600	2.52	121600	2.52

	At the beginning of the year	121600	2.52	121600	2.52
	During the year shares Acquired/allotted/Transferred	-	-	-	-
	At the end of the year	121600	2.52	121600	2.52
7.	Mr. Ravi Virmani	110000	2.28	110000	2.28
	At the beginning of the year	110000	2.28	110000	2.28
	During the year shares Acquired/allotted/Transferred	-	-	-	-
	At the end of the year	110000	2.28	110000	2.28
8.	Mr. Sumer Datta	96000	1.99	96000	1.99
	At the beginning of the year	96000	1.99	96000	1.99
	During the year shares Acquired/allotted/Transferred	-	-	-	-
	At the end of the year	96000	1.99	96000	1.99
9.	Mr. Abhinav Dhawan	72500	1.50	72500	1.50
	At the beginning of the year	72500	1.50	72500	1.50
	During the year shares Acquired/allotted/Transferred	-	-	-	-
	At the end of the year	72500	1.50	72500	1.50
10.	Mr. Banwari Lal	71500	1.48	71500	1.48
	At the beginning of the year	71500	1.48	71500	1.48
	During the year shares Acquired/allotted/Transferred	-	-	-	-
	At the end of the year	71500	1.48	71500	1.48
11.	Mr. Tript Singh	-	-	62500	1.30
	At the beginning of the year	-	-	62500	1.30
	During the year shares Acquired/allotted/Transferred	-	-	62500	1.30
	At the end of the year	-	-	62500	1.30

12.	Mr. K.J. Turabjee	-	-	62460	1.30
	At the beginning of the year	-	-	62460	1.30
	During the year shares Acquired/allotted/Transferred	-	-	62460	1.30
	At the end of the year	-	-	62460	1.30

VI. Shareholding of Directors and Key Managerial Personnel

Sr. No.	Particulars	Shareholding at the beginning of the Year		Cumulative Shareholding During the Year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the
1.	Mr. Naresh Garg	443560	9.21	443560	9.21
	At the beginning of the year	443560	9.21	443560	9.21
	During the year shares Acquired/allotted/Transferred	-	-	-	-
	At the end of the year	443560	9.21	443560	9.21
2.	Mr. Sangeeta Garg	560070	11.63	560070	11.63
	At the beginning of the year	560070	11.63	560070	11.63
	During the year shares Acquired/allotted/Transferred	-	-	-	-
	At the end of the year	560070	11.63	560070	11.63
3.	Mr. Kapil Berera	6500	0.13	6500	0.13
	At the beginning of the year	6500	0.13	6500	0.13
	During the year shares Acquired/allotted/Transferred	-	-	-	-
	At the end of the year	6500	0.13	6500	0.13

4.	Mr. Gopal Singh Bisht	500	0.01	500	0.01
	At the beginning of the year	500	0.01	500	0.01
	During the year shares Acquired/allotted/Transferred	-	-	-	-

	At the end of the year	500	0.01	500	0.01
--	------------------------	-----	------	-----	------

VII. Indebtness - Indebtedness of the Company including interest outstanding/accrued but not due for payment

(
Rs. In Lacs)

	Secured Loans excluding	Unsecur	Deposits	Total
Indebtedness at the beginning of the financial year				
i. Principal Amount	3405.28	NIL	NIL	3405.28
ii. Interest due but not paid	NIL	NIL	NIL	NIL
iii. Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	3405.28	-	-	3405.28
Change in Indebtedness during the financial year	1123.1	986.35	-	2109.45
Net Change	1123.1	986.35	-	2109.45
Indebtedness at the end of the financial year				
i. Principal Amount	4528.38	986.35	-	5514.73
ii. Interest due but not paid	NIL	NIL	-	-
iii. Interest accrued but not due	NIL	NIL	-	-
Total (i+ii+iii)	4528.38	986.35	-	5514.73

VIII. Remuneration of Directors and Key Managerial Personnel

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Managing Director NARESH GARG	

1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		Rs. 42,00,000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary		
2	Stock Option	-	NIL
3	Sweat Equity	-	NIL
4	Commission - as % of profit - others, specify...	-	NIL
5	Others, please specify	-	NIL
	Total (A)		42,00,000
	Ceiling as per Act	-	As per Act

(Rs. In Lacs)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Whole-Time Director	
		-	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961		Rs. 30,00,000/-
2	Stock Option	-	NIL
3	Sweat Equity	-	NIL
4	Commission - as % of profit - others, specify...	-	NIL
5	Others, please specify	-	NIL
	Total (A)		Rs. 30,00,000/-

	Ceiling as per Act	-	As per Act
--	--------------------	---	------------

(Rs. In Lacs)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Whole-Time Director Gopal Singh Bisht	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax		Rs. 3,60,000/-

	Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
2	Stock Option	-	NIL
3	Sweat Equity	-	NIL
4	Commission - as % of profit - others, specify...	-	NIL
5	Others, please specify	-	NIL
	Total (A)		Rs. 3,60,000/-
	Ceiling as per Act	-	As per Act

A. Remuneration to Other Directors:

The company did not pay any remuneration to the Non-Executive Director(s) or Independent Directors as the same has been prohibited by the Act.

The Company did also not pay any sitting pay, commission or share out of profit to the Non- Executive/Independent Directors.

B. Remuneration to Key Managerial Personnel other than MD/ WTD/ Manager:

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		Managing Director	Company Secretary	CFO	Total

1.	Gross salary a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 b) Value of perquisites u/s 17(2) Income-tax Act, 1961 c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Rs. 42,00,000/-	NIL	NIL	Rs. 42,00,000/-
2.	Stock Option	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL
4.	Commission - As % of profit - Others, specify	NIL	NIL	NIL	NIL

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

(ANNEXURE -II)

INDUSTRY STRUCTURE AND DEVELOPMENTS

During the year under review, your Company earned a profit before tax of Rs. 360.92 Lacs as compared to Net Profit before tax of Rs 313.28 Lacs in the previous year. The total income from Finance and other activity of Company has been increased from Rs 1,188.18 Lacs to Rs 1,198.30 Lacs.

Depicting the growth parameter from the angle of financial aspect, the steady walk of the company continues. However, it is to be noticed that the year 2015-16 has been an important year remarked with amendments, circulars, notifications in law and SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 (LODR) was introduced from 1st December, 2015 .

The environment wasn't very stable but the growth is commendable in the present situations. We have assurances and belief in our plans and strategies and so consider it to be the crop growing season that has been passed and coming forth is the harvesting year.

OPPORTUNITY & THREATS

The economy is growing at slow pace during the year under review, believing that such a strategy will provide just reasonable investment opportunity in the future. Moreover high inflation can adversely affect the investment decision.

SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE OF THE COMPANY

The Company is a Non-Banking Finance Company (NBFC). It is engaged in the business of financing which is the only segment in the Company. Hence, the results for the year under review pertain to only financing activity.

OUTLOOK

The markets will continue to grow and mature leading to differentiation of services. Each financial intermediary will have to find its niche in order to add value to consumers. The Company is cautiously optimistic in its outlook for the year 2016-17.

RISK AND CONCERNS

GFCL is exposed to specific risks that are particular to its businesses and the environment within which it operates, including interest rate volatility, economic cycle, market risk, and credit risk, GFCL manages these risks by maintaining a conservative financial profile and by following prudent business and risk management practices.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an independent Internal Control System, commensurate with the size, scale and Complexity of its operations. The Audit Committee of the Company has been delegated power to review the internal control systems and its adequacy.

The Audit Committee monitors and evaluates the efficiency and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its branches.

BUSINESS OVERVIEW FINANCIAL PERFORMANCE

Your Company earned a profit before tax of Rs. 360.92 Lacs as compared to Net Profit before tax of Rs 313.28 Lacs in the previous year. The total income from Finance and other activity of Company has been increased from Rs 1,188.18 Lacs to Rs 1,198.30 Lacs.

HUMAN RESOURCES

The Company always considers its human resources as a valuable asset and is committed towards their development for continuous growth. Focus on training to enhance the skill-sets of employees in line with the business and market requirements continued throughout the year and it confers rewards and recognition based on merit. The employee relations have continued to be harmonious throughout the year. The Company has Sixteen employees as on 31st March 2016.

CORPORATE GOVERNANCE REPORT (ANNEXURE -III)

The Company has complied with the mandatory requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The aim of “**Good Corporate Governance**” is to manage affairs of the company in a transparent manner in order to maximize long-term value of the company for the benefit of its shareholders and all other stakeholders.

1. COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is a set of systems, processes and principles which ensure that a Company is governed in the best interest of all stakeholders. It is about promoting fairness, equity, transparency, accountability and respect for laws. It provides a structure that works for the benefit of everyone concerned, by ensuring that the Company adheres to ethical standards, laws and accepts best practices. The Company believes that good Corporate Governance practices enable a Company to attract financial and human capital and leverage these resources to maximize long-term shareholder value, while preserving the interests of multiple stakeholders, including society at large.

To achieve excellence in Corporate Governance, the Company follows the principles of transparency, accountability and integrity in functioning, so as to constantly enhance value for all stakeholders and fulfill the social obligation entrusted upon the corporate sector. The Company always strives towards articulating good code of ethics and governance principles thereby perpetuating it into generating long term economic value.

Your Company has complied with the requirements of the Corporate Governance Code, the disclosures of which are given below:

2. BOARD OF DIRECTORS

The Board of Directors of the Company consists of a Managing Director, Two Executive Directors and Three Non-Executive Directors out of which two are Independent Directors.

The day to day management of the affairs of the Company is entrusted with the senior management personnel, headed by the Managing Director, who functions under the overall supervision, direction and control of the Board of Directors of the Company. Board meets regularly to discuss, review and decide upon the matters such as policy formulation, setting up of goals, appraisal of performances with the goals and control functions, etc.

The Board has appointed to Mr. AashishGhai as Independent director to comply the provision of SEBI (LODR) i.e. not less than fifty percent of the board of directors shall comprise of non-executive directors however Delhi Stock Exchange has been derecognized by the SEBI and Company is under process to list its securities on Nationwide Stock exchange i.e. Metropolitan

Stock Exchange of India Limited (MSEI). The chairperson of the Board is Mr. Umang Sarkar Independent Director , for the period under review. The composition and membership of other Board/ Committees of Directors is given hereunder:

Name of the Director	Category	Other Directorships	Committee Membership	Committee Chairmanship
Mr. Naresh Garg	Managing Director	<ul style="list-style-type: none"> • Genesis Merchants Limited • Genesis Holdings Private Limited 	2	1
Mr. Kapil Berera	Non-Executive Director	<ul style="list-style-type: none"> • Astral Travel Private Limited • Luxury Couch Hotel Bookings Private Limited 	3	Nil
Mrs. Sangeeta Garg	Executive Director	<ul style="list-style-type: none"> • Genesis Merchants Limited 	2	Nil
Mr. Gopal Singh Bisht	Executive Director	<ul style="list-style-type: none"> • Genesis Holdings Private Limited 	2	Nil
Mr. Umang Sarkar	Non-Executive Independent Director	<ul style="list-style-type: none"> • Visual Impact Security System Private Limited • Randhawa Construction Private Limited • Zeus Worldcast Private Limited • Zeus Cloud Marketing Private Limited • Taf Wellness Private Limited 	3	3
Mr. Aashish Ghai	Non-Executive Independent Director	Nil	2	Nil

3. MEETING OF THE BOARD AND ATTENDANCE THEREAT

The Board holds its meetings at regular intervals to review and discuss the performance of the Company, its future plans, strategies and other pertinent issues relating to the Company.

The Board of Directors of your company met six times on, 15/04/2015, 30/05/2015, 21/08/2015, 14/11/2015, 22/01/2016 during the year under review. The attendance of various directors thereat is as under:

Serial No	Name of the director	No of board Meetings attended	Whether attended the last AGM
1.	Mr. Naresh Garg	6	Yes
2.	Mr. Kapil Berera	6	Yes
3.	Mrs. SangeetaGarg	6	Yes
4.	Mr. Gopal Singh Bisht	6	Yes
5.	Mr. Umang Sarkar	6	Yes
6.	Mr. Aashish Ghai	2	Yes

The Board met once in every quarter to review the quarterly financial results and other items of the agenda and if necessary, additional meetings were held as and when required. The gap between two meetings did not exceed One Hundred Twenty Days.

A. INDEPENDENT DIRECTORS' SEPARATE MEETING

As per the requirement of Regulation 25 of SEBI (LODR) 2015 and Clause VII (1) of Schedule IV of the Companies Act, 2013, the Independent Directors of the Company met on 30th March, 2016, inter alia to discuss:

1. Review the performance of non - Independent Directors and the Board of Directors as a whole;
2. Review the performance of the Chairperson of the Company, taking into account the views of the Executive and Non - Executive Directors;
3. Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Attendance of Directors at Independent Directors Meeting

Name of the Directors	30 th March, 2016
Mr.UmangSarkar	✓
Mr.AashishGhai	✓

B. DETAILS OF BOARD OF DIRECTORS

The information or details pertaining to the Directors seeking appointment / re-appointment in the ensuing Annual General Meeting, and a brief overview of the other members on the Board to be provided in terms of Regulation 72 of SEBI (LODR) with Schedule V of SEBI (LODR) are furnished below:

a. Mrs. Sangeeta Garg -

Mrs. Sangeeta Garg re-appointed as Whole time Director of the Company under section 152, 196, 197 and 198 of the Companies Act 2013.

Age: 48 Years

Qualification: Bachelor of Commerce

Professional Expertise: Finance and Office Administration

Shareholding in the Company: 5,60,070 Equity Shares

Directorships: She was acting as the Whole Time Director and the Chairperson of the Company for the period under review. She was also as a member of the Stakeholder Relationship Committee of Board of Directors of the Company.

b. Mr. Gopal Singh Bisht

He is liable to retire by rotation in terms of provisions of Companies Act, 2013 read with the Articles of Association of the Company But he being eligible has offered himself for re-appointment at the 26th AGM.

Age: 45 Years

Qualification: Bachelor of Commerce

Professional Expertise: Master in Computer Application

Shareholding in the Company: 500 Equity Shares

Directorships: He was acting as the Whole Time Director and the Compliance Officer for the Stakeholder Relationship Committee and Secretary to Audit Committee of Board of Directors of the Company for some part of the year while the Company did not have a Company Secretary.

c. Mr. Naresh Garg

Age: 55 Years

Qualification: Bachelor of Commerce, Master of Commerce

Professional Expertise: Experienced in Leasing and Hire-Purchase Business

Shareholding in the Company: 4,43,560 Equity Shares

Directorships: He is the Managing Director of the Company for the period under the review. He is a member of the Stakeholder Relationship Committee of Board of Directors of the Company.

d. Mr. Kapil Berera

Age: 52 Years

Qualification: Bachelor of Commerce, Chartered Accountant, Master in Business Administration

Professional Expertise: Finance

Shareholding in the Company: 6,500 Equity Shares

Directorships: He is the Non-Executive Director in the Company. He had been the member of the Audit Committee and Remuneration Committee of Board of Directors of the Company for the period under review.

e. Mr. Umang Sarkar

Age: 36 Years

Qualification: Chartered Accountant

Professional Expertise: Finance & Audit

Shareholding in the Company: NIL

Directorships: He is the Non-Executive Independent Director and Chairman of the Audit Committee and Remuneration Committee of Board of Directors of the Company.

f. Mr. Aashish Ghai

Age: 25 Years

Qualification: B.Com (Hons.) and Chartered Accountant - Pursuing

Professional Expertise: Taxation & Auditing, Finance and Due Diligence.

Shareholding in the Company: NIL

Directorships: He is the Non-Executive Independent Director and he is also Member of Audit Committee

4. COMMITTEE OF THE BOARD

I. Audit Committee

In terms of Regulation 18 of SEBI (LODR), 2015 and Section 177 (1) of the Companies Act, 2013, an audit committee has been properly constituted.

A. Composition of Member, Meetings and attendance during the Financial year:-

Serial No	Name of the Director	Category	No of Committee Meetings held	No. of Committee meetings attended
1.	Mr. Kapil Berera	Non - Executive Director	4	4
2.	Mr. Umang Sarkar	Non - Executive Independent Director	4	4
3.	Mr. Aashish Ghai	Non - Executive Independent Director	4	2

The Chairman of the Audit Committee is Mr. Umang Sarkar, who is a Non - Executive Independent Director and is proficient in financial accounting knowledge as per Regulation 18 of SEBI (LODR). He is a Chartered Accountant and holds experience and knowledge of auditing and accounting.

Mr. Gopal Singh Bisht is the Secretary to the Audit Committee until the Company appoints a Company Secretary.

- B. **Term of reference:** The functioning and terms of reference of the Audit Committee are as prescribed under section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (LODR), 2015.

Objective - The primary objective of the Committee is to monitor and provide an effective supervision of the management's financial reporting process, to ensure accurate and timely disclosures, with the highest level of transparency, integrity and quality of financial reporting. The Committee oversees the work carried out in the financial reporting process by the management, by Internal Auditors and Statutory Auditors and notes the processes and safeguards employed by each of them. In particular, these include:

Financials

- Review of the quarterly/half-yearly/annual financial statements with reference to changes, if any, in accounting policies and reasons for the same.
- Major accounting entries involving estimates based on exercise of judgment by management, adjustments, if any, arising out of audit findings.
- Compliance with listing and legal requirements relating to financial statements, qualifications, if any, in the draft audit report.

Internal controls and risk management

- Review of internal audit function and discussion on internal audit reports.
- Review of vigil mechanism.
- Review of adequacy of internal control systems.
- Review of risk management policies especially enterprise level risk management.

Compliance and other related aspects

- Disclosure of related party transactions and subsequent modifications, if any.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company.
- Uses/application of funds raised through an issue.
- Review and recommendation of appointment, remuneration and terms of appointment of statutory auditors.
- Review of other services rendered by the statutory auditors.
- Review of the management discussion and analysis of the financial conditions and results of operations, significant related party transactions, management letters issued by statutory auditors, internal audit reports.

- C. The Audit Committee looks into the matters as are specifically referred to it by the Board of Directors besides looking into the mandatory requirements of the Listing Agreement/SEBI Listing Regulations and provisions of Section 177 of the Act.

II. Nomination & Remuneration and Evaluation Committee

A. Composition

The Chairman of the Nomination and Remuneration Committee is Mr. Umang Sarkar, who is a Non-Executive Independent Director.

Composition of the Remuneration committee and details of the meetings attended are as follow:

S. No.	Name of the Director	Category	No of Committee Meetings held	No. of Committee Meetings Attended
1.	Mr. UmangSarkar	Non-Executive Independent Director	1	1
2.	Mr. KapilBerera	Non-Executive Director	1	1
3.	AashishGhai	Non-Executive Independent	1	1

		Director		
--	--	----------	--	--

B. Terms of Reference

The broad terms of reference of the Committee are as follows:

1. To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.
2. To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
3. The Nomination and Remuneration Committee shall, while formulating the policy ensure that:
 - a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
 - b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - c) remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:
4. The Chairperson of the said Committee or, in his absence, any other member of the committee authorized by him in this behalf shall attend the general meetings of the company.
5. To consider and fix the remuneration package of non-executive and executive Directors including pension rights and any compensation payment.
6. All elements of remuneration package of Directors such as benefits, bonus, stock options, pension etc.
7. Any other work and policy, related and incidental to the objectives of the committee as per provisions of the Act and rules made thereunder.

C. Remuneration to Whole-time / Executive / Managing Director

1. Remuneration

The Whole-time Director shall be eligible for remuneration as may be approved by the Shareholders of the Company on the recommendation of the Committee and the Board of Directors. The break-up of the pay scale, performance bonus and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and shall be within the overall remuneration approved by the shareholders and Central Government, wherever required.

2. Minimum Remuneration

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Directors in accordance with the provisions of the Companies Act, 2013 and if it is not able to comply with such provisions, then with the previous approval of the Central Government.

3. Provisions for excess remuneration

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he/ she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

D. Remuneration to Non-executive / Independent Director

1. Sitting Fees

The Non-executive / Independent Directors of the Company may receive remuneration by way of sitting fees for attending the meeting of the Board of Directors or Committees thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013 and rules framed or such amount as may be prescribed by the Central Government.

2. Profit-linked Commission

The profit-linked Commission may be paid within the monetary limit approved by the shareholders of the Company subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013 and rules framed thereunder.

3. Stock Options

An Independent Director shall not be entitled to any stock option of the Company.

E. Criteria for performance evaluation of Independent Directors and the Board

As per the Regulation 19 of SEBI (LODR), 2015, the Nomination and Remuneration Committee (the “Committee”) shall lay down the evaluation criteria for performance evaluation of Independent Directors and the Board.

Further, the Board is required to monitor and review Board Evaluation Framework. This Framework shall contain the details of Board’s self-evaluation.

The Board is committed to assess its own performance as a Board in order to identify its strengths and areas in which it may improve its functioning.

The Committee shall establish the following processes for evaluation of performance of Independent Director and the Board:

1. Once a year, the Board will conduct a self-evaluation. It is the responsibility of the Chairman of the Board, supported by the Company Secretary of the Company, to organize the evaluation process and act on its outcome;
2. The Committee shall formulate evaluation criteria for the Board and the Independent Directors which shall be broadly based on:
 - 2.1 Knowledge to perform the role;
 - 2.2 Time and level of participation;
 - 2.3 Performance of duties and level of oversight; and
 - 2.4 Professional conduct and independence.
3. The Board /Independent Directors shall be asked to complete the evaluation forms and submit the same to the Chairman.
4. The formats for Performance Evaluation of the Board of Directors, Non-independent Directors, Chairman and Independent Directors are the part of the Policy.

F. Remuneration to KMP, Senior Management Personnel and Other Employees

The KMP except Managing Director and Whole Time Director, Senior Management Personnel and other employees of the Company shall be paid monthly remuneration as per the Company’s HR policies and / or as maybe approved by the Board on the recommendation of the Committee. The break-up of the pay scale and quantum of

perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be as per the Company's HR policies.

The VP HR and / or the Chief Financial Officer of the Company will make annual presentation(s) before the Committee which would have requisite details setting out the proposed performance bonus payouts for the current financial year as well as the proposed increments for the next financial year. The Committee shall peruse and approve the same unless required under relevant regulations, to refer the same to the Board of Directors and / or Shareholders of the Company.

This Remuneration Policy shall apply to all future/ continuing employment / engagement(s) with the Company. In other respects, the Remuneration Policy shall be of guidance for the Board.

The remuneration for KMP and Senior Managerial Personnel and other employees of the Company shall be approved by the Committee based on the recommendation / presentation by the Principal - HR and / or the Chief Financial Officer of the Company. In case any of the relevant regulations require that remuneration of KMPs or any other officer is to be specifically approved by the Committee and / or the Board of Directors then such approval will be accordingly procured

Details of Remuneration, Sitting fees, etc. paid to all the Directors for the year ended 31stMarch, 2016 are given hereunder:

Executive Directors (Managing/Whole-Time Directors)

S. No	Name	Salary	Perquisite	Commission	Total
1.	Mr.NareshGarg	Rs. 42,00,000/-	Nil	Nil	Rs. 42,00,000/-
2.	Mrs.SangeetaGarg	Rs. 30,00,000/-	Nil	Nil	Rs. 30,00,000/-
3.	Mr.Gopal Singh Bisht	Rs. 3,00,000/-	Nil	Nil	Rs. 3,00,000/-

Non-Executive Directors

S No.	Name	Sitting Fee	Perquisite	Commission	Total
1.	Mr.UmangSarkar (Independent)	Nil	Nil	Nil	-
2.	Mr.KapilBerera	Nil	Nil	Nil	-
3.	Mr.AashishGhai(Independent)	Nil	Nil	Nil	

III. Stakeholders Relationship Committee

The Stakeholder Relationship Committee was constituted in August, 2002 with the name “Investor Grievances Committee and Share Transfer Committee” which has been renamed to – “Stakeholders Relationship Committee” in accordance with the provisions of Section 178 of The Companies Act, 2013 and Regulation 20 of SEBI (LODR), 2015. Mr. Umang Sarkar was appointed as Non-Executive Independent Director and he currently chairs the committee.

S No.	Name of the director	Category	No of Committee Meetings held	No. of Committee meetings attended
1.	Mr. Umang Sarkar	Non - Executive Independent Director	0	0
2.	Mr. Kapil Berera	Non - Executive Director	0	0
3.	Mrs. Sangeeta Garg	Whole Time Director	0	0
4.	Mr. Naresh Garg	Managing Director	0	0
5.	Mr. Gopal Singh Bisht	Secretary / Compliance Officer	0	0

The committee looks into redressing of investors complaints like non receipt of dividends, non-receipt of Annual Reports, Share Transfers, Issue of Share Certificates and Duplicate/Renewal of Share Certificates, etc.

It recommends measures for overall improvements in the quality and promptness in investor services.

Compliance officer -

Mr. Gopal Singh Bisht,
Whole-Time Director & CFO

Address of Compliance Officer -

Genesis Finance Company Limited
4, MMTC/STC Market, Geetanjali, Delhi - 110017

Pending Share Transfer-No request for transfer were pending for approval as on 31st March, 2016

Complaints received /resolved- During the year no complaint was received from investors.

Terms of reference: To look into various investors related issues including redressal of complaints of shareholders/investors relating to -

- a) Transfer of shares
- b) Non-receipt of balance sheet
- c) Non-receipt of dividend etc.

- d) Issue of duplicate share certificate
- e) Other queries

For the purpose of expediting the process of transfer and transmission of securities and other matters like consolidation of share certificates, issue of duplicate share certificates, de-materialization / re-materialization of share, the Board of the Company has delegated the power to the Registrar and Share Transfer Agent of the Company which is M/s. Skyline Financial Services Private Limited.

IV. Risk Management Committee

The Company follows well - established risk assessment and minimization procedures which are periodically reviewed by the Board.

For this the Company has constituted a Risk Management Committee and framed a sturdy Risk Management Policy for the company to detect any threats to the extinction of the business.

The composition of the Committee is as follows -

S. No	Name	Designation
1	Mr.NareshGarg	Chairman & Managing Director
2	Mrs.SangeetaGarg	Member & Whole-Time Director
3	Mr.Gopal Singh Bisht	Member and Whole-Time Director & CFO

Terms of reference:

- a. The committee shall inform the Board members about the risk assessment and minimization procedures.
- b. The Board shall be responsible for framing, implementing and monitoring the risk management plan for the company
- c. The Board may delegate monitoring and reviewing of the risk management plan to the committee and such other functions as it may deem fit.
- d. The majority of Committee shall consist of members of the Board of Directors.
Senior executives may be the members of the said Committee but the Chairman of the Committee shall be a member of the Board of Directors.

5. GENERAL BODY MEETINGS

The last three Annual General Meetings were held as per details below:

Year	Day	Date	Time	Location	No of special resolution passed
2013	Monday	30.09.2013	11.00 A.M.	B-24 Geetanjali Enclave- New Delhi	NIL

2014	Monday	27.09.2014	12.30A.M	B-24 Geetanjali Enclave- New Delhi	1
2015	Wednes day	30.09.2015	12.30 P.M.	B-24 Geetanjali Enclave- New Delhi	NIL

6. DISCLOSURES

The Company has complied with the requirements of the stock Exchange, SEBI and other Statutory Authorities on all matters related to capital markets prior to the Company being placed on Dissemination Board of the Bombay Stock Exchange vide a circular no. CIR/MRD/DSA/05/2015 dated 17th April, 2015. No penalties or structures have been imposed on the Company by the Stock Exchanges or SEBI prior to 17th April, 2015. Nonetheless, the Company files the respective quarterly compliances with the stock exchange.

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and as per requirement of Schedule V of SEBI(LODR), 2015, the Company has a Whistle Blower Policy for establishing a vigil mechanism for Directors and employees. The policy has been hosted on the website of the Company at - <http://www.genesisfinance.net>

The Company has fully complied with all the mandatory requirements prescribed under Schedule V of SEBI (LODR), 2015

Disclosure on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the Directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large.- None of the transactions with any of the related parties were in conflict with the interest of the Company.

7. DEMATERIALISATION OF SHARES

M/s Skyline Financial Services Pvt. Ltd is the common agency for undertaking physical transfers and act as Depository Registrar.

8. CEO/CFO CERTIFICATION

The CEO/CFO certificate for the year ended 31 March, 2016 has been annexed at the end of this report. Similarly, the CFO also gives quarterly certification on the financial results while placing the quarterly financial results before the board in terms of Regulation 33 of SEBI (LODR), 2015.

9. MEANS OF COMMUNICATION

Quarterly Financial Statements were regularly published in the leading newspapers for every quarter but as of now the Company is under the dilemma of complying with the provisions of SEBI (LODR), 2015 due to its transfer to the Dissemination Board and because of this dilemma

situation company not complying the provision regarding advertisement in the newspaper of quarterly results from some quarter. .

All important information relating to Company and its performance including the financial results and shareholding pattern are displayed on the Company's website www.genesisfinance.net.

10. SHAREHOLDER'S INFORMATION

(i) Annual General Meeting
Date and time of Annual General Meeting : Thursday 29th September, 2016 at 12.30 P.M.
Venue of Annual General Meeting : B-24, Geetanjali Enclave, New Delhi-110 017.

(ii) Financial Calendar : 1st April, 2015 to 31st March, 2016

(iii) Adoption of quarterly results for the quarter ending
June, 2015 : 21st August, 2015
September, 2015 : 14th November, 2015
December, 2015 : 22nd January 2016
March, 2016 : 10th May 2016

(v) Dividend Payment Date : Not Applicable

(vi) Listing on Stock Exchanges : Delhi Stock Exchange (Company was listed on DSE but as of now Company is under Dissemination Board of BSE and applied for listing at Metropolitan Stock Exchange)

Name of the Stock Exchanges : Delhi Stock Exchange (Company was listed on DSE but as of now Company is under Dissemination Board of BSE and applied for listing at Metropolitan Stock Exchange)

Where the Equity Shares of the Company are listed Stock Code : Company is under Dissemination Board of BSE and applied for listing at Metropolitan Stock Exchange)

(vii) Stock Price Performance / Market price data : Securities not traded during the year

(viii) Share Transfer system:

M/s Skyline Financial Services Pvt. Ltd are the common agency for undertaking physical transfers and act as depository Registrar. The Board of directors has delegated the power of

approving transfer and transmission of share and other matters like consolidation of certificates, issue of duplicate share certificates, dematerialization / dematerialization of shares, to registrar and share transfer agents of the company. All these matters are approved by the Common agency regularly.

Correspondence address : Skyline Financial Services Pvt. Ltd.
D-153 A, 1st Floor
Okhla Industrial Area, Phase-I
New Delhi- 110020

(ix) Liquidity of shares: The equity shares of the company are listed for trading at the Delhi Stock Exchanges. However, the Securities were not traded during the year.

(x) Shareholding pattern as on 31 March, 2016:

Category code	Category Shareholder	of Total number of shares	As a percentage of total number of shares
(A)	Shareholding of Promoter and Promoter Group		
1	Indian		
(a)	Individuals/ Hindu Undivided Family	2282650	47.38
(b)	Central Government/ State Government(s)	0	0.00
(c)	Bodies Corporate	617432	12.82
(d)	Financial Institutions/ Banks	0	0.00
(e)	Any Others(Specify)	0	0.00
	Sub Total(A)(1)	29000182	60.20
2	Foreign		
a	Individuals (Non-Residents Individuals/ Foreign Individuals)		0.00
b	Bodies Corporate	0	0.00
c	Institutions		0.00
d	Any Others(Specify)		0.00
	Sub Total(A)(2)	0	0.00

	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	2900082	60.20
(B)	Public shareholding		
1	Institutions		0.00
(a)	Mutual Funds/ UTI		0.00
(b)	Financial Institutions / Banks		0.00
(c)	Central Government/ State Government(s)		0.00
(d)	Venture Capital Funds		0.00
(e)	Insurance Companies		0.00
(f)	Foreign Institutional Investors		0.00
(g)	Foreign Venture Capital Investors		0.00
(h)	Any Other (specify)		0.00
	Sub-Total (B)(1)	0	0.00
B 2	Non-institutions		
(a)	Bodies Corporate	130000	2.70
(b)	Individuals	1254458	26.04
I	i. Individual shareholders holding nominal share capital up to Rs 1 lakh	46460	0.96
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	1207998	25.08
(c)	N.R.I. (Repat& Non-Rept).	132960	2.76
(c-i)	Public Trusts	0	0.00
(c-ii)	Corporate Bodies - OCB	400000	8.30
	Sub-Total (B)(2)	1917318	39.80
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	1917418	39.80
	TOTAL (A)+(B)	4817500	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued	0	0.00
	GRAND TOTAL (A)+(B)+(C)	4817500	100.00

(xi) Distribution of shareholders:

DISTRIBUTION OF HOLDINGS AS ON 31.03.2016

Share or debenture Holding of nominal Value of		Share / Debenture holders		Share / Debenture amount	
Rs. (1)	Rs. (2)	Number (3)	% to Total No.s (4)	(In Rs.) (5)	% to total Amount (6)
Up To 5,000		112	74.17	112600	0.23
5001 To 10,000		3	1.99	26000	0.05
10001 To 20,000		1	0.66	16000	0.03
20001 To 30,000		0	0	0	0
30001 To 40,000		0	0	0	0
40001 To 50,000		2	1.32	100000	0.21
50001 To 1,00,000		4	2.65	345000	0.72
1,00,000 and Above		29	19.21	47575400	98.76
Total		151	100.00	4,81,75,000/-	100.00

(xii) Address of Communication:

The Shareholders may address their Communication suggestion / grievances / queries to:-
Genesis Finance Company Limited
4,MMTC/STC MARKET, GEETANJALI,
NEW DELHI - 110 017

11. MANAGEMENT DISCUSSION AND ANALYSIS

To avoid duplication between the Directors' Report and the Management Discussion and Analysis, the Board has consolidated the matters of the report to present a composite summary of performance of the business and functions of the Company.

12. RECONCILIATION OF SHARE CAPITAL AUDIT

As stipulated by the Securities Exchange Board of India, Mr. Samrish Bhanja, Managing Partner at M/s. B. Samrish & Co., a qualified Practicing Company Secretary has carried out the reconciliation of Share Capital Audit to reconcile the total admitted capital with NSDL and CDSL, total issued and listed capital. The audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges. The audit confirms that the total issued/paid up capital is in agreement with the aggregate total number of shares in physical form, shares allotted & advised for demat credit but pending execution and the total number of dematerialized shares held with NSDL and CDSL.

13. AUDITORS' REPORT ON CORPORATE GOVERNANCE

As required by Schedule V of SEBI (LODR), 2015, the Auditors' certificate is enclosed at the end of this report.

14. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTOR

The company conducted the familiarization programme for Independent Director as required under Regulation 46 of SEBI (LODR), 2015. The Company's Board of Directors and the Senior management team gathered for a small get-together on the eve of Christmas and New Year where in during the day time sessions were taken by the Managing Director Mr. NareshGarg and the then Mrs. SangeetaGarg to enhance the leadership skills and motivation and in the evening few activities were conducted as to increase the interaction of the Independent Directors with the Executive directors of the Company.

15. CODE FOR THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

The Company has laid down a code of conduct for the members of the board and senior management personnel of the Company. The code of conduct has been posted on the Company's website i.e. <http://www.genesisfinance.net>

The code of conduct has been circulated to all the members of the Board and Senior Management personnel and they have affirmed their compliance with the said code of conduct for the financial year ended 31st March, 2016. A declaration to this effect signed by Mr. NareshGarg, Managing Director of the Company is appended at the end of this report.

16. CODE FOR THE INDEPENDENT DIRECTORS

The Company has laid down a code of conduct for the Independent Directors of the Company and the same is available on the Company's website i.e. <http://www.genesisfinance.net>

17. FORMAL LETTER OF APPOINTMENT OF INDEPENDENT DIRECTOR

The company had appointed Independent Director in the Financial Year 2015-2016 by a Formal Letter of appointment as required under Regulation 17 of SEBI (LODR), 2015 and the Companies Act, 2013 and the same has been posted on the Company's website i.e. <http://www.genesisfinance.net>

Declaration by Managing Director

Declaration by Managing Director

I, NareshGarg, Managing Director of Genesis Finance Company Limited (GFCL), hereby confirm pursuant to Schedule V of SEBI (LODR), 2015 :-

- The Board of Directors of GFCL has laid down a Code of Conduct for all Board Members and the Senior Management of the Company.
- All the Board Members and Senior Management Personnel have affirmed their compliance with the said conduct for year ended March 31st 2016.

Place: New Delhi
Date: 06/09/2016

NareshGarg
Managing Director
DIN: 00916814

Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification

I, Gopal Singh Bisht, WTD & CFO, responsible for the finance function certify that:

1. We have reviewed the financial statements and cash flow statement for the year ended 31 March, 2016 and to the best of our knowledge and belief:
 - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading
 - b. These statements together present a true and fair view of the company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations
2. To the best of our knowledge and belief, no transactions entered into by the company during the year ended 31st March 2016 are fraudulent, illegal or violative of the company's code of conduct
3. We accept the responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting. Deficiencies in design or operation of such internal controls, if any, of which we are aware, have been disclosed to the auditors and the audit committee and steps have been taken to rectify these deficiencies
4. We have indicated to the Company's Auditors and the Audit Committee of the Company's board of directors that during the year:
 - a. There has not been any significant change in internal control over financial reporting during the year under reference
 - b. There has not been any significant change in the accounting policies during the year except as laid down in AS-15, requiring disclosure in the notes to the financial statements and
 - c. We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Place: New Delhi
Date: 06/09/2016

NareshGarg
(Managing Director)
DIN: 00916814

Auditor's Certificate on Corporate Governance

To,

The Members of
Genesis Finance Company Limited
4, MMTC/STC Market
Geetanjali Enclave
New Delhi - 110 017

We have examined the compliance of conditions of corporate governance by Genesis Finance Company Limited (the company) for the year ended 31st March, 2016 as stipulated in Schedule V of SEBI (LODR) Regulation, 2015 the said company was Delhi Stock Exchange and as now Company under Dissemination Board of BSE.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion, and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of corporate governance as stipulated in the above mentioned listing agreement.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For **P.K.Soni & Co.**
Chartered Accountants
FRN: 010248N

Sd/-
Pawan Kumar Soni
Proprietor
MRN: 052849
Place: New Delhi
Dated: 05/09/2016