

CIN No. L65910DL1990PLC040705

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

Phone No: 011-42181244, Email ID: genesis599@gmail.com, Website: www.genesisfinance.net



08th May, 2024

To,

**The Listing and Compliance Head,
Metropolitan Stock Exchange of India Limited**

Building A, Unit 205A, 2nd Floor,
Piramal Agastya Corporate Park,
L.B.S Road, Kurla (West), Mumbai – 400070

Symbol: GENESISFIN

ISIN: INE421K01019

Subject: Submission of Annual Secretarial Compliance Report for the financial year 2023-24 pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Ma'am,

In accordance with the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, read with **SEBI Circular No. CIR/CFD/CMD1/27/2019** dated February 08, 2019 and in compliance with **MSE/LIST/CIR/2023/421** dated 12th April, 2023, please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended 31st March, 2024 issued by **Mr. Abhimanyu Upadhyaya**, Practicing Company Secretary, Proprietor of M/s. A. Upadhyaya & Associates, Company Secretaries.

Kindly take the above on your records.

Thank you

For **Genesis Finance Company Limited**

Gopal Bisht
(Whole Time Director and Chief Financial Officer)

DIN: 00597160

Regt. Office Add: 4 MMTC/STC Market,
Geetanjali, New Delhi-110017

Enclosed: Annual Secretarial Compliance Report for the financial year ended 31st March, 2024



A.UPADHYAYA & ASSOCIATES

6/41,209 Sunder Kiran Building, WEA Karol Bagh, New Delhi-110005

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Secretarial Compliance Report Genesis Finance Company Limited (Financial year ended as on 31st March, 2024)

I, **Abhimanyu Upadhyaya**, holding Certificate of practice No.: 4729 and Membership No.: F5921 having registered office at 6/41 Sunder Kiran Building, 209 WEA Karol Bagh, New Delhi- 110005, have conducted the review of the compliance of the applicable statutory provisions by **Genesis Finance Company Limited** (hereinafter referred to as 'the **listed entity** or "**the Company**"), having its Registered Office at 4 MMTC/STC Market Geetanjali New Delhi -110017.

Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon:

I have examined:

- i. All the documents and records made available to us and explanation provided by Genesis Finance Company Limited ("**the listed entity**" or "**the Company**"),
- ii. The filings/submissions made by the listed entity to the stock exchange,
- iii. Website of the listed entity,
- iv. Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended **31st March, 2024 ("Review Period")** in respect of compliance with the provisions of:

- A. The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- B. The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015 ("**Listing Regulations**");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,2018; **Not Applicable during the period under review.**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations,2011;
- (d) Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018; **Not Applicable during the period under review.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable during the period under review.**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations 2008; **Not Applicable during the period under review.**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: **Not Applicable during the period under review.**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015:



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and circulars/ guidelines issued thereunder

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status(Yes/No/NA)	Observations /Remarks by PCS*
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI),as notified by the Central Government under section118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	None
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.All the policies are inconformity with SEBI Regulations and have been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	Yes	None
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none">The Listed entity is maintaining a functional website;Timely dissemination of the documents/ information under a separate section on the website;Web-links provided in annual corporate governance reports under Regulation27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	None
4.	<u>Disqualification of Director:</u> None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013.	Yes	None



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5.	<u>To examine details related to Subsidiaries of Listed Entity</u> a) Identification of material subsidiary companies b) Requirement with respect to disclosure of material as well as other subsidiaries	NA	The Company has no subsidiary. Therefore, the provision of the listing regulation w.r.t. identification and requirement with respect to disclosure of material as well as other subsidiary companies, were not applicable to listed entity during the period under review.
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	None



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8.	<u>Related Party Transactions:</u> a) The listed entity has obtained prior approval of Audit Committee for all related party transactions, or b) In case no prior approval obtained, the listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.	Yes	None
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	No	In case of Re-appointment of Director reporting should be made within 12 hours. In case of Re-appointment of Mr. Feroz Malik the listed entity reported to stock exchange post 12 hours of re-appointment. The details thereof have been disclosed herein this report.
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None



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11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No actions has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars)under SEBI Regulations and circulars/guidelines issued thereunder</p>	No	<p>Stock exchange had levied penalty for delayed filing of prior intimation of Board Meeting for consideration of Financial Results on the Company. The details thereof have been disclosed herein this report.</p>
12.	<p><u>Additional Non-compliances, if any:</u></p> <p>No additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.</p>	No	<p>Non-compliances observed have been provided in the report.</p>

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/ CFD/ CMD1/114/ 2019 dated 18th October, 2019: **Not Applicable for the period under review.**

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder exception respect of matters specified below:



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Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation /Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
1	Regulation 29 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, The listed entity shall give prior intimation to stock exchange about the meeting of the board of directors in which financial results viz. quarterly, half yearly, annual are placed for consideration , at least five days before the board meeting (excluding date of intimation and date of board meeting).	Regulation 29 (2)	The Company has submitted to the Metropolitan Stock Exchange of India Limited 4 days prior to board meeting (excluding date of intimation and date of board meeting)	The Company has filed the prior intimation 4 days prior to the board meeting instead of 5 days	Fine	The Company was not able to file the prior intimation to the stock exchange about the board meeting in which financial results were placed for consideration on or before 8 th August, 2023.	A fine of INR 11,800/- (Rupees Eleven Thousand and Eight Hundred only) has been paid to the Entity to the Metropolitan Stock Exchange of India Limited on 07 th October, 2023.	The Metropolitan Stock Exchange of India Limited on which equity shares of the Company are listed had levied a fine of INR 10,000/- (Rupees Eleven Thousand and Eight Hundred only) plus applicable GST and directed the Company to pay the fine	The management acknowledges its default and paid the fine to the stock exchange.	-



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								within 15 days from the date of order letter dated 14 th September, 2023. The Company has paid the fine to the Stock Exchange within the provided time.		
2	Regulation 30(1)of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 th July, 2023, Any change in director of the Company from board of director including re-appointment of such director shall be reported to the stock exchange within 12 hours from such	Regulation 30(1) read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123	Reporting of change in director on the board of the Company shall be made within 12 hours from such change	The Company has reported such change in Board of Directors post 12 hours of such change.	-	Mr. Feroz Malik, Independent Director of the Company was appointed as Independent Director on 04 th January, 2019. The tenure of Mr. Feroz Malik expired on 03 rd January, 2024. The Company in its Board Meeting	-	The Company has made delayed reporting of the re-appointment of Mr. Feroz Malik as an Independent Director.	The Management had reported the change in Board of Directors at the earliest convenience.	-



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For A. Upadhyaya & Associates
Company Secretaries

Abhimanyu Upadhyaya
(Practicing Company Secretaries)

M. No.: F5921

C. P. No.: 4729

UDIN: F005921F000327979

Peer Review Certificate no.: 2070/2022



Date: 07/05/2024

Place: Delhi