

**INITIAL PUBLIC ANNOUNCEMENT UNDER REGULATION 8 OF THE SECURITIES AND
EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES) REGULATIONS, 2021
FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF GENESIS FINANCE
COMPANY LIMITED**

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

Tel.: +91 11 4218 1244

Website: www.genesisfinance.net; **E-mail:** genesis599@gmail.com

Corporate Identification Number: L65910DL1990PLC040705

Stock Exchange listed on: Metropolitan Stock Exchange of India Limited ("MSEI")

Scrip Code: MSEI: GENESISFIN; ISIN: INE421K01019

This initial public announcement ("**Initial Public Announcement**") is being issued by Sundae Capital Advisors Private Limited ("**Manager**" or "**Manager to the Offer**") for and on behalf of Naresh Garg ("**Acquirer**") alongwith the Promoter Group (*as defined below*) of Genesis Finance Company Limited (the "**Company**") to the Public Shareholders (*as defined below*) with an intention to: (a) acquire all the Equity Shares (*as defined below*) that are held by Public Shareholders; and (b) consequently voluntarily delisting the Equity Shares from the Stock Exchange (*as defined below*), by making a delisting offer pursuant to and in compliance with the SEBI Delisting Regulations (*as defined below*) ("**Delisting Proposal**").

For the purpose of this Initial Public Announcement, the following terms have the meaning assigned to them below:

- a. "**Acquirer**" shall mean Naresh Garg;
- b. "**Company**" shall mean Genesis Finance Company Limited;
- c. "**Board**" shall mean the Board of Directors of the Company;
- d. "**Equity Shares**" shall mean fully paid-up equity shares of the Company, each having the face value of INR 10 comprising of 4,63,97,120 equity shares;
- e. "**Listed Equity Shares**" shall mean 3,85,40,000 fully paid up equity shares of the Company which are listed on the Stock Exchange;
- f. "**Promoter Group**" shall mean the promoter and promoter group of the Company, including Acquirer, namely Naresh Garg, Bhagwati Devi, Sangeeta Garg, Prateet Garg, Sahil Garg, Kapil Berera, Genesis Dream Merchants Private Limited and Sopan Real Estates Private Limited;
- g. "**Public Shareholders**" shall mean the public shareholders of the Company as defined under Regulation 2(1)(t) of the SEBI Delisting Regulations;
- h. "**SEBI**" shall mean the Securities and Exchange Board of India;
- i. "**Stock Exchange**" / "**MSEI**" shall mean the stock exchange where the Equity Shares of the Company are presently listed, i.e. the Metropolitan Stock Exchange of India Limited;
- j. "**SEBI Delisting Regulations**" shall mean the Securities and Exchange Board of India (Delisting of Equity Shares), Regulations, 2021;

- k. **“SEBI Takeover Regulations”** shall mean the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers), Regulations 2011;

1. Details of the Delisting Proposal:

- 1.1. Genesis Finance Company Limited is a public limited company incorporated as “Consolidated Photo Products Limited” on July 03, 1990 under the provisions of the Companies Act, 1956 and the Certificate for Commencement of Business was received on July 24, 1990. The Corporate Identification Number (CIN) of the Company is L65910DL1990PLC040705. The registered office of the Company is presently situated at 4 MMTC/STC Market Geetanjali New Delhi - 110 017. The registered office of the Company is presently situated at 4 MMTC/STC Market Geetanjali New Delhi - 110 017. The Equity Shares of the Company are listed on MSEI.
- 1.2. The Issued, subscribed and paid-up equity capital of the Company is Rs. 46,39,71,200 comprising of 4,63,97,120 Equity Shares of face value Rs. 10 each. However, out of the abovementioned paid-up capital, 78,57,120 Equity Shares allotted to the Promoter and Promoter Group are not listed. Therefore, the listed capital is Rs. 38,54,00,000 comprising of 3,85,40,000 Equity Shares. The present offer is being made to acquire the entire equity shares held by the Public Shareholders.
- 1.3. As on the date of this Initial Public Announcement, the Acquirer(s), along with the person / entities forming part of the Promoter Group of Genesis Finance Company Limited, holds 3,07,16,824 Equity Shares in the Company aggregating to 66.20% its paid-up share capital, the details of which are as under:

Name of person / entity	No. of Equity Shares held *	% age of holding
Bhagwati Devi	45,06,880	9.71
Sangeeta Garg	44,80,560	9.66
Prateet Garg	35,73,048	7.70
Naresh Garg	35,48,480	7.65
Sahil Garg	28,30,704	6.10
Kapil Berera	52,000	0.11
Genesis Dream Merchants Private Limited	1,09,25,152	23.55
Sopan Real Estates Private Limited	8,00,000	1.72
Total	3,07,16,824	66.20

* The above shareholding include 78,57,120 Equity Shares held by Promoter and Promoter Group, listing approval for which has not been received from the Stock Exchange.

- 1.4. Naresh Garg has decided to acquire the 1,56,80,296 Equity Shares aggregating 33.80% of the paid-up capital of the Company held by the Public Shareholders and expressed his intention to voluntarily delist the Equity Shares of the Company in accordance with the SEBI Delisting Regulations.
- 1.5. The Acquirer have appointed Sundae Capital Advisors Private Limited as the Manager to the Offer, in accordance with the provision of Regulation 9 of the SEBI Delisting Regulations.
- 1.6. In view of the above decision, as required under Regulation 8 of the SEBI Delisting Regulations, this Initial Public Announcement is being made by the Manager to the

Offer for and on behalf of the Acquirer to express the intention to undertake the Delisting Proposal, in accordance with applicable law.

2. Rationale for the Delisting Proposal:

- 2.1. In terms of Regulation 8(3)(a) of the SEBI Delisting Regulations, the Delisting of Equity Shares of the Company shall enable the Acquirer to:
- a. obtain full ownership of the Company, which will in turn provide enhanced operational flexibility to support the Company's business;
 - b. save compliance costs and reduction in dedicating management time to comply with the requirements associated with the continued listing, which can be refocused on the Company's Business; and
 - c. provide an exit opportunity to the public shareholders of the Company.

3. Undertaking / Confirmations:

- 3.1. In terms of Regulation 8(3)(b) of the SEBI Delisting Regulations, the Acquirer(s), undertakes and confirms that it:
- a. Has not sold any Equity Shares during the period of 6 months prior to the date of this Initial Public Announcement; and
 - b. Shall not, directly or indirectly:
 - i. employ any device, scheme or artifice to defraud any shareholder of the Company or other person; or
 - ii. engage in any transaction or practice that operates as a fraud or deceit upon any shareholder of the Company or other person; or
 - iii. engage in any act or practice that is fraudulent, deceptive or manipulative

in connection with the Delisting Proposal of the equity shares sought or permitted or exit opportunity given or other acquisition of equity shares made SEBI Delisting Regulations.

4. Price / Consideration:

- 4.1. The 'discovered price' will be determined through the reverse book building process specified in Schedule II of the SEBI Delisting Regulations, after fixation of the 'floor price' which will be determined in terms of Regulation 20(2) and (3) of the SEBI Delisting Regulations read with Regulation 8 of the SEBI Takeover Regulations.
- 4.2. In terms of the SEBI Delisting Regulations, the 'discovered price' will be determined as the price at which Equity Shares are accepted through eligible bids, and takes the shareholding of the Acquirer to 90% of the total issued Equity Shares as required under Regulation 21 of the SEBI Delisting Regulations.
- 4.3. The Acquirer shall have the sole discretion to accept or reject the 'discovered price' or make a counter-offer in accordance with the SEBI Delisting Regulations.

5. Conditions:

- 5.1. The acquisition of the Equity Shares by the Acquirer from the Public Shareholders will be conditional upon the following:
- a. Due Diligence by a Peer Reviewed Practising Company Secretary as required under Regulation 10(2) of the SEBI Delisting Regulations;
 - b. The Board approving the Delisting Proposal in accordance with Regulation 10 of the SEBI Delisting Regulations;
 - c. the approval of the shareholders of the Company by way of a special resolution in accordance with the Regulation 11 of the SEBI Delisting Regulations and other applicable law wherein the number of votes cast by the Public Shareholders in favour of the Delisting Proposal is at least two times the number of votes cast by the Public Shareholders against it, the resolution being passed through postal ballot and e-voting in accordance with the applicable laws and regulations;
 - d. receipt of the approval of the Stock Exchanges in accordance with the SEBI Delisting Regulations and/or any other statutory / regulatory approvals and third-party consents, as may be required, in relation to the Delisting Proposal;
 - e. the acceptance by the Acquirer of the 'discovered price' determined by the reverse book building process or the counter-offer price, in accordance with the SEBI Delisting Regulations including other rights and obligations in terms of the SEBI Delisting Regulations;
 - f. the number of the Equity Shares being validly tendered in the delisting offer is sufficient enough to result in the delisting offer being successful in accordance with the SEBI Delisting Regulations; and
 - g. such other terms and conditions, inter alia, as may be set out in the 'detailed public announcement' or the 'letter of offer' to be made / dispatched to the Public Shareholders, or any addendum or corrigendum thereto, that are proposed to be issued in accordance with the SEBI Delisting Regulations.

6. Other Details:

- 6.1. The Acquirer hereby confirms that they have firm financial arrangements for fulfilling the payment obligations under the delisting offer and they are able to implement the delisting offer, subject to any statutory approvals for the Delisting Proposal that may be necessary;
- 6.2. The Acquirer accepts full responsibility for the information contained in this Initial Public Announcement and confirms that such information is true, fair and adequate in all material aspects. The Acquirer is aware of and will comply with the obligations under the SEBI Delisting Regulations.

6.3. All the information pertaining to the Company contained in this Initial Public Announcement has been obtained from the publicly available sources.

· Issued by the Manager to the Offer of behalf of the Acquirer

SUNDAE

Sundae Capital Advisors Private Limited

404, 4th floor, Vaibhav Chambers

Opp. Income Tax Office, Bandra Kurla Complex

Bandra (East), Mumbai - 400 051, Maharashtra, India

Tel. No. +91 96 6785 9191

E-mail: genesis.delisting@sundaecapital.com

Investor Grievance e-mail id: grievances.mb@sundaecapital.com

Website: www.sundaecapital.com

SEBI Regn. No.: INM000012494

Validity Period: Permanent

Contact Person: Ridima Gulati / Rajiv Sharma

for and on behalf of the Promoter and Promoter Group

Naresh Garg

Promoter and Director

DIN: 00916814

Address: B-24,

Geetanjali Enclave,

New Delhi- 110017

· Place: New Delhi

Date: September 16, 2023