



GENESIS
FINANCE
COMPANY
LIMITED

4, MMTC/STC MARKET, GEETANJALI, NEW DELHI- 110 017, PHONE : 26691132, 26691795, 26691830 FAX : 26691076 E-mail : genesis599@gmail.com

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

Phone: 011-26691132

Website: www.genesisfinance.net

CIN-L65910DL1990PLC040705

NOTICE

Notice of the Extra Ordinary General Meeting (1/2019-20)

Notice is hereby given that an Extra Ordinary General Meeting (1/2019-2020) of the members of Genesis Finance Company Limited will be held on Tuesday, 30th April, 2019 at 11.00 a.m. at the registered office of the Company at 4 MMTC/STC Market Geetanjali, New Delhi -110017 to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1

To Appoint M/S. M.C. Jain & Co., Chartered Accountants, as the Statutory Auditors of the Company

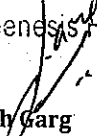
To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modifications or amendment thereto or re-enactment thereof for the time being in force) and on the basis of recommendation of the Audit Committee, **M/s. M.C. Jain & Co., Chartered Accountants (ICAI Registration No.: 304012E), New Delhi** be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. G. Singh & Co, Chartered Accountants (FRN No. 512589C).

RESOLVED FURTHER THAT M/s. M.C. Jain & Co., shall hold office as the Statutory Auditors of the Company for a period commencing from the conclusion of this extra-ordinary general meeting and until the conclusion of the ensuing Annual General Meeting of the Company to examine and audit the accounts of the Company for the financial year ended 31st March, 2019 at such remuneration as may be fixed by the Board of Directors in consultation with them".

For and on behalf of
M/S GENESIS FINANCE COMPANY LIMITED

For Genesis Finance Company Ltd.


Naresh Garg
(Managing Director) **Authorised Signatory**
DIN: 00916814

Date: 01/04/2019

Place: New Delhi

NOTES:

1. **A member entitled to attend and vote at the meeting, is entitled to appoint a proxy to attend and vote, instead of himself/herself and the proxy need not be a member.** 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. Further, a member holding more than ten percent of the total share capital of the company may appoint a single person as proxy and such person shall not act as proxy for any other person or member. The instrument appointing proxy must be deposited at the registered office of the company at 4 MMTC/STC Market, Geetanjali Enclave, New Delhi-110017 not less than 48 hours before the time of holding the meeting. A blank proxy form is attached herewith.
2. The notice of EGM is being sent to those members/beneficial owners whose name will appear in the register of members/list of beneficiaries received from the depositories as on Friday, 29th March, 2019.
3. The explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
4. The notice of First EGM of 2019-2020 is being sent to the members through e-mail who have registered their e-mail ids with the Company/ Depository Participant (DPs)/Company's Registrar and Transfer Agent (RTA). Members are requested to update their preferred e-mail ids with the Company/ Depository Participant (DPs)/ Company's Registrar and Transfer Agent (RTA), which will be used for the purpose of future communications. Members whose e-mail id is not registered with the Company are being sent physical copies of the Notice at their registered address through permitted mode.
5. Members whose e-mail ids are registered with the Company and who wish to receive printed copy of the Notice may send their request to the Company at its registered office.
6. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
7. All the documents referred in the Notice and the Explanatory Statement are open for inspection, during the business hours except on Saturdays, at the Registered Office of the Company upto and including the date of Extra Ordinary General Meeting.
8. The register of Members and Share Transfer books of the Company shall remain closed during the **Book Closure period i.e., Friday, 26th April 2019 to Tuesday, 30th April, 2019**, both days inclusive.
9. Shareholder seeking any information with regard to the accounts is requested to write to the Company at an early date but not later than 10 days before the scheduled date of holding of Extra Ordinary General Meeting.
10. Additional information, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of Auditors seeking appointment at the EGM, is furnished as annexure to the Notice. The Auditors have furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
11. Members, who still hold shares in physical form are advised to dematerialize their shareholding to avail the numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
12. Members/proxies are requested to bring the attendance slip/proxy form duly filled and signed for attending the meeting. Proxies are requested to bring their ID proof at the meeting for the purpose of identification.
13. The notice of the Extra Ordinary General Meeting of the Company is also been uploaded on the website of the Company i.e., genesisfinance.net.
14. **E-voting**
In compliance with the provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be passed in the meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting").
15. In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the EGM. The facility for ballot / polling paper shall be made available at the Meeting and the members attending the

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Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot / polling paper.

16. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through physical ballot will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting.

a. The instructions for members for voting electronically: -

- i. Log on to e-voting website; www.evotingindia.com
- ii. Click on the "Shareholders" tab to cast your votes.
- iii. Now, select "Genesis Finance Company Limited" from the drop-down menu and click on "SUBMIT".
- iv. Now enter your User ID
 - 1) For CDSL:16 digits beneficiary ID
 - 2) For NSDL:8 Character DPID followed by 8 Digits Client ID,
 - 3) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Captcha Code as displayed and Click on Login.
- vi. If you are holding shares in Demat form and had logged onto www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below and fill up the following details in the appropriate boxes:

Details	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 folio 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 folio number 100 then enter RA00000100 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).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then reach directly to 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 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 please take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on their solutions contained in this Notice.
- xi. Click on the EVSN for **Genesis Finance Company Limited**.
- xii. 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.

- xiii. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- xiv. After selecting there solution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm our vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the solution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code, then click on "Forgot Password" & enter the details as prompted by the system.
- xviii. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- xix. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- xx. After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- xxi. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- xxii. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the Scrutinizer to verify the same.
- xxiii. The voting period begins on Friday, April 26, 2019 (9.00 a.m.) and ends on Monday, April 29, 2019 (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 of April 24, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- xxiv. 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- b. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of April 24, 2019.
- c. A copy of this notice has been placed on the website of the Company and the website of CDSL.
- d. Mr. Samrish Bhanja, Company Secretary in Practice (CoP No. - 4835) of M/s B. Samrish & Co. has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- e. The Scrutinizer shall unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- f. The Voting Results shall be declared on or after the Extra Ordinary General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website genesisfinance.net and on the website of CDSL within two (2) days of passing of the resolutions at the Extra Ordinary General Meeting and will be communicated to Metropolitan Stock Exchange of India Limited within the prescribed period.

17. THE COMPANY WHOLE HEARTEDLY WELCOMES MEMBERS/PROXIES AT THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY. THE MEMBERS / PROXIES MAY PLEASE NOTE THAT NO GIFTS / GIFT COUPONS WILL BE DISTRIBUTED AT THE EXTRA ORDINARY GENERAL MEETING.

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

ITEM No. 1

M/s. G. Singh & Co., Chartered Accountants (FRN.: 512589C) have tendered their resignation from the position of Statutory Auditors due prior occupancy in other assignments, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged under Section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended that M/s. M.C. Jain & Co., Chartered Accountants (ICAI Registration No. 304012E), New Delhi be appointed as the Statutory Auditors of the Company to fill casual vacancy caused by the resignation of M/s. G. Singh & Co., Chartered Accountants.

M/s. M.C. Jain & Co., Chartered Accountants (ICAI Registration No. 304012E) have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Disclosures in pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

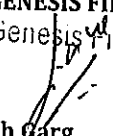
Regulation	Particulars	Disclosure
36(5)(a)	Proposed Fee payable to the Statutory Auditor M.C. Jain & Co.	Statutory Audit Fee: Rs.1,00,000/- Tax Audit Fee: Rs. 25,000/- Certification Fee: Rs. 25,000/- Total Rs.1,50,000/- The above proposed fee is excluding GST and out of pocket expenses.
36(5)(a)	Terms of Appointment	To conduct <ul style="list-style-type: none"> • the Statutory Audit under Companies Act, 2013; • the Tax Audit under Income Tax Act, 1961; • Certification(s) as may be required under various laws.
36(5)(a)	Material Change in the fee payable to M.C. Jain & Co from that paid to the outgoing auditor i.e. G. Singh & Co., with the reason for such change	The fees has been increased from Rs.1,00,000/- to Rs.1,50,000/- on account of increased scope of work.
36(5)(b)	Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor M.C. Jain & Co.	M.C. Jain & Co has been recommended on account of their experience in the field. The firm is in existence for more than 35 years with more than 10 partners. They have been central statutory auditor of Allahabad Bank and many other public sector undertakings. They are having Peer Review Certificate from ICAI.

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Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

By order of the Board of Directors
M/S GENESIS FINANCE COMPANY LIMITED
For Genesis Finance Company Ltd.


Naresh Garg
(Managing Director) Authorised Signatory
DIN: 00916814

Date: 01/04/2019
Place: New Delhi

GENESIS FINANCE COMPANY LIMITED

(CIN: L65910DL1990PLC040705)

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

Email: gopalbishtgfcl@gmail.com Website: www.genesisfinance.net

Phone.: 011 - 26691132

ATTENDANCE SLIP

EXTRA ORDINARY GENERAL MEETING (1/2019-2020): 30/04/2019

PLEASE FILL SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint shareholders may obtain additional slip at the venue of the meeting.

Regd. Folio No.	
DP ID	
CLIENT ID	
No. of Shares	

I/We hereby record my presence at the EXTRA ORDINARY GENERAL MEETING of the Company at 4 MMTC/STC market Geetanjali, New Delhi - 110017, on Tuesday, 30th April, 2019 at 11:00 A.M.

Name of the Shareholder	
Signature of the Shareholder/ Proxy present	

----- TEAR HERE -----

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Event Number)	PASSWORD	USER ID	NO. OF SHARES

The e-voting facility will be available during the following voting period:

Commencement of e-voting	26 th April, 2019, 9:00 A.M.
End of e-voting	29 th April, 2019, 5:00 P.M.

Notes:

1. The cut-off date for the purpose of E-voting is Wednesday, 24th April, 2019.
2. Where bank account number is not registered with the Depository or Company please enter your User ID as mentioned in column two (2) above.
3. Please read the instructions printed in the notice dated 1st April, 2019, of the Extra Ordinary General Meeting.

Shareholders/Proxy who come to attend the meeting are requested to bring their copies of Notice with them.

GENESIS FINANCE COMPANY LIMITED
 (CIN: L65910DL1990PLC040705)
 Registered Office: 4 MMTC/STC Market Geetanjali, New Delhi -110017
 Email: gopalbishrfgcl@gmail.com Website: www.genesisfinance.net
 Phone.: 011 - 26691132

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

EXTRA ORDINARY GENERAL MEETING (1/2019-2020): 30/04/2019

Name of the Member(s)	
Registered Address	
E-mail Id	
Folio No./Client ID	
DP ID	
No. of Shares	

I/We, being the member(s) of _____ shares of Genesis Finance Company Limited, hereby appoint.

- 1) Name: _____ Address: _____
 Email id: _____ Signature _____ or failing him;
- 2) Name: _____ Address: _____
 Email id: _____ Signature _____ or failing him;
- 3) Name: _____ Address: _____
 Email id: _____ Signature _____ or failing him;

As my/our proxy to attend and vote for me/us at the Extra Ordinary General Meeting of the Company to be held on Tuesday, 30th April, 2019 at 11:00 A.M. or any adjournment at the registered office of the Company thereof in respect of such resolutions as are indicated below:

Resolutions	For	Against
Ordinary Business:		
1. To Appoint M/S. M.C. Jain & Co., Chartered Accountants, as the Statutory Auditors of the Company		

Signed this _____ day of _____ 2019.

Signature of the Shareholder _____

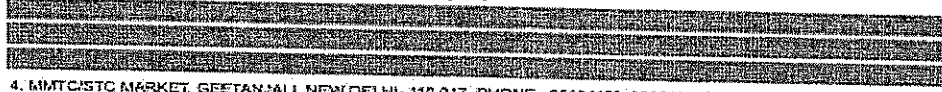
Signature of Proxy Holder(s) _____

Affix Rs.1
 Revenue
 Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the Commencement of the meeting.
2. In the case of a body corporate, the proxy form should be signed by the authorised person duly enclosing thereto, a certified copy of the resolution of the Board under Section 113 of the Companies Act, 2013.
3. It is Optional to put a 'X' in the appropriate column against the Resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

4. A proxy need not be a member of the Company.



**GENESIS
FINANCE
COMPANY
LIMITED**

4. MMTC/STC MARKET, GEETANJALI, NEW DELHI- 110 017, PHONE : 2669 1132, 2669 1795, 2669 1830 FAX : 2669 1676 E-mail : genesis599@gmail.com

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

Website: www.genesisfinance.net

Phone: 011-26691132

CIN-L65910DL1990PLC040705

ROUTE MAP TO THE EGM VENUE

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

New Delhi-110017

Tel: 011-26691132

