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## NOTICE

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NOTICE is hereby given that Thirtieth (30<sup>th</sup>) Annual General Meeting of the members of Genesis Finance Company Limited (“the Company”) is scheduled to be held on **Thursday, 24<sup>th</sup> September, 2020 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:

### **ORDINARY BUSINESS:**

1. To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020, together with the report of the Board of Directors’ and the Auditor’s thereon.
2. To appoint a Director in place of Mr. Gopal Bisht (DIN: 00597160), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offer himself for re-appointment.

### **SPECIAL BUSINESS:**

3. **To re-appoint Mr. Aashish Ghai (DIN: 07276636) as an Independent Non-Executive Director of the Company for a second term of five consecutive years:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149,152 read with Schedule IV of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of Regulation 16(1)(b) and 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of members of the Company be and is hereby accorded to appoint **Mr. Aashish Ghai (DIN: 07276636)**, whose appointment is recommended by the Nomination and Remuneration Committee based on performance evaluation report, as an Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence under section 149(6) of the Act and Listing Regulations, to hold office for a second term of 5 (five) consecutive years from the conclusion of this AGM and to hold office up to 24<sup>th</sup> September, 2025 and shall not be liable to retire by rotation and on such other terms and conditions and remuneration as may be decided by the Management and to perform the duties as an Independent Director as required under the Act and any other duties as assigned by the Board from time to time.

**RESOLVED FURTHER THAT** any director of the Company be and is hereby, severally or jointly authorized to do all such needful acts, deeds matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents for the purpose of giving effect to this resolution along with the filing of necessary forms with the Registrar of Companies, NCT of Delhi.”

**4. To approve material related party transactions to be undertaken under Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015:**

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 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof and the Company’s policy on Related Party transactions, approval of the Shareholders be and is hereby accorded to the Board of Directors of the Company, including any Committee of the Directors, to enter into new/ further contracts/ arrangements/ agreements/ transactions/ availing or rendering financial services, necessary for functioning of the Company (including any modifications, alterations, amendments or renewal thereto), in the ordinary course of business and on arm’s length basis with **Mr. Naresh Garg**, being ‘Related Party’ within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as the Board of Directors may deem fit, shall not exceed Rs. 20,00,00,000/- (Rupees Twenty Crores Only) at any point of time during the current and subsequent 2 consecutive financial years i.e. a maximum 'per-financial year' limit of Rs. 20,00,00,000/- is admissible for transactions to be entered in each of the financial years covering F.Y. 2020-21 to conclusion of F.Y. 2022-23.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred to it by or under this resolution to any Committee of Directors and to do all such acts, deeds and execute all such contracts, documents and writings, on an ongoing basis, as may be necessary, proper or expedient for the purpose of giving effect to the above resolution.”

**5. To approve material related party transactions to be undertaken under Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015:**

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 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof and the Company’s policy on Related Party transactions, approval of the Shareholders be and is hereby accorded to the Board of Directors of the Company , including any Committee of the Directors, to enter into new/ further contracts/ arrangements/ agreements/ transactions/ availing or rendering financial services, necessary for functioning of the Company (including any modifications, alterations, amendments or renewal thereto), in the ordinary course of business and on arm’s length basis with **M/s. Genesis Dream Merchants Private Limited**, being ‘Related Party’ within the meaning Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as the Board of Directors may deem fit, shall not exceed Rs. 20,00,00,000/- (Rupees Twenty Crores Only) at any point of time during

the current and subsequent 2 consecutive financial years i.e. a maximum 'per-financial year' limit of Rs. 20,00,00,000/- is admissible for transactions to be entered in each of the financial years covering F.Y. 2020-21 to conclusion of F.Y. 2022-23.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred to it by or under this resolution to any Committee of Directors and to do all such acts, deeds and execute all such contracts, documents and writings, on an ongoing basis, as may be necessary, proper or expedient for the purpose of giving effect to the above resolution.”

**6. To approve material related party transactions to be undertaken under Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015:**

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 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof and the Company’s policy on Related Party transactions, approval of the Shareholders be and is hereby accorded to the Board of Directors of the Company , including any Committee of the Directors, to enter into new/ further contracts/ arrangements/ agreements/ transactions/availing or rendering financial services, necessary for functioning of the Company (including any modifications, alterations, amendments or renewal thereto), in the ordinary course of business and on arm’s length basis with **Mrs. Sangeeta Garg**, being ‘Related Party’ of within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, shall not exceed Rs. 10,00,00,000/- (Rupees Ten Crores Only) at any point of time during the current and subsequent 2 consecutive financial years i.e. a maximum 'per-financial year' limit of Rs. 10,00,00,000/- is admissible for transactions to be entered in each of the financial years covering F.Y. 2020-21 to conclusion of F.Y. 2022-23.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred to it by or under this resolution to any Committee of Directors and to do all such acts, deeds and execute all such contracts, documents and writings, on an ongoing basis, as may be necessary, proper or expedient for the purpose of giving effect to the above resolution.”

**7. To approve waiver of recovery of excess managerial remuneration paid in financial Year 2019-20 and payment of revised remuneration to Mr. Gopal Bisht (DIN:00597160), Whole Time Director and CFO of the Company**

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

“**RESOLVED THAT** in reference and partial modification to the resolution passed by the members at 29<sup>th</sup>AnnualGeneral Meeting of the Company held on 25<sup>th</sup>September, 2019,pursuant to the provisions of Section197, 198, 203 read with Schedule V and other

applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), or re-enactment thereof, for the time being in force) and pursuant to the recommendations of Nomination & Remuneration Committee, the consent of the Members of the Company be and is hereby accorded:

1. To ratify the increase in the remuneration of Mr. Gopal Bisht, Whole-time Director and CFO, from INR 4,50,000/- **to INR 5,75,000/-p.a.** during the financial year 2019- 2020**and** to confirm the waiver of recovery of the excess remuneration amounting to Rs. 35,000/- (Rupees Thirty-Five Thousand only) paid to **Mr. Gopal Bisht (DIN: 00597160)**, Whole Time Director and CFO, during the financial year 2019-20.
2. To confirm and approve the payment of an amount of **INR 6,00,000/-p.a.** as remuneration to Mr. Gopal Bisht, Whole Time Director and CFO, for the financial year 2020-21.

**RESOLVED FURTHER THAT** the tenure of Mr. Gopal Bisht as Whole Time Director of the Company for a period of 5 years w.e.f. August 1, 2019, as appointed by the members at the Annual General Meeting held on September 25, 2019, shall remain unchanged.

**“RESOLVED FURTHER THAT** the Board (which term shall be deemed to include any Committee of Directors) be and is hereby authorized to take all such steps as may be necessary, proper or expedient for the purpose of giving effect to the above resolution.”

By Order of the Board of Directors  
**Genesis Finance Company Limited**

Sd/-  
**Krishna Rajendra Dayma**  
**(Company Secretary and Compliance Officer)**  
**Membership Number: 54238**  
**Registered Office: 4 MMTC/STC Market**  
**Geetanjali, New Delhi -110017**

**Date: 26.08.2020**  
**Place: New Delhi**

## NOTES:

1. The Statement pursuant to Section 102(1) and other applicable provisions of the Companies Act, 2013 and rules made thereunder, with respect to Special Business set out in the Notice is annexed hereto and forms part of the notice.
2. Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of Directors seeking appointment/re-appointment at the AGM are provided in **Annexure 1** to this notice. The Company has received the requisite consents/declarations for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
3. **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 SUCH PROXY/PROXIES NEED NOT TO BE A MEMBER OF THE COMPANY.**

Pursuant to the provision of Section 105 of the Companies Act, 2013 and the Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy for not more than fifty (50) in number and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a Proxy and such person shall not act as Proxy for any other member. The Instrument appointing the Proxy, in order to be valid and effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (forty-eight) hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies etc. must be supported by an appropriate resolution/authority, as applicable. Every Member entitled to vote at the Meeting can inspect the proxies lodged at the Company, at any time during the business hours of the Company, during the period beginning 24 (twenty-four) hours before the time fixed for the commencement of the Meeting and ending on the conclusion of the Meeting. However, a prior notice of not less than 3 (three) days in writing of the intention to inspect the proxies lodged shall be required to be provided to the Company.

4. The proxy holder shall prove his identity at the time of attending the meeting.
5. When a member appoints a proxy and both the member and proxy attend the meeting, the proxy stands automatically revoked.
6. Only registered members of the Company or any proxy appointed by such registered member may attend and vote at the meeting as provided under the provisions of the Companies Act, 2013. In case any shareholder has voted electronically, then he/she can participate in the meeting but not vote.
7. Corporate members are requested to send a duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013/Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the meeting.
8. Members holding shares in physical form are requested to intimate change in their registered address or bank particulars, mentioning full address in block letters with Pin code of the Post Office, mandate, bank particulars and Permanent Account Number (PAN) to the Company's RTA

and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.

9. Pursuant to SEBI Circular dated 28 March 2018, all the shareholders who hold Equity Shares in physical mode and whose ledger folios do not have/have incomplete details with regard to their PAN and Bank Account details to intimate complete bank particulars and PAN to the Company's RTA. Members are requested to kindly adhere to the same.

No share transfer in physical form: SEBI vide its notification dated 8 June 2018 has amended regulation 40 of SEBI (Listing Regulations & Disclosure Requirements) Regulation 2015 and accordingly as per the amended regulation transfer of shares or securities shall be mandatory in demat form. Therefore, any request for transfer of shares or securities in physical form (transfer deeds with share certificate) is not allowed to accept and process after 1 April 2019. In this Regard, Members are requested to dematerialize / demat their shares or securities held in physical form. The amendment does not impact the shareholders requests for transmission or transposition of securities held in physical mode.

10. Members holding shares in physical form and wishing to make / change a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 may submit the prescribed particulars in Form No. SH-13 (Nomination Form) or SH-14 (Cancellation or Variation of Nomination) to the Company.
11. The Company has entered into necessary arrangement with NSDL and CDSL to enable the shareholders to dematerialize their shareholding in the Company for which they may contact the Depository Participant of either of the above Depositories.
12. Members are requested to notify immediately changes of address, nominations, etc., if required:
  - (i) to their Depository Participants (DPs) in respect of their shares held in Demat form and
  - (ii) to the Company or to its Registrar & Transfer Agent in respect of the shares held in physical form, if any.
13. All documents referred to in the notice and accompanying explanatory statement are open for inspection at the Registered Office and Corporate Office of the Company on all working days, except Saturday, Sunday and public holidays between 10:00 A.M. to 3:00 P.M., up to the date of the AGM. The notice is also available on the Company's website: [www.genesisfinance.net](http://www.genesisfinance.net)
14. The Register of Member and Share Transfer Books of the Company will remain closed from Friday, 18<sup>th</sup> September, 2020 to Thursday, 24<sup>th</sup> September, 2020, both days inclusive.
15. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 shall be open for inspection during business hours at the Registered Office of the Company and shall be kept open for inspection at the Annual General Meeting. The Register of Contracts and Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the meeting.

16. The Board has appointed Mr. Samrish Bhanja (FCS: 4742), Managing Partner of B Samrish & Co., Company Secretaries, as Scrutinizer for conducting the voting and remote e-voting process, in a fair and transparent manner.
17. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two (2) witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the results of the voting forthwith.
18. Electronic copy of this notice along with Attendance Slip, Proxy Form and the Annual Report for FY 2019-20 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of this notice along with Attendance Slip, Proxy Form and the Annual Report for FY 2019-20 is being sent as per the permitted mode.
19. In view of Go Green initiative being undertaken by the Company, members who have not yet registered their e-mail address so far are requested to register/update their e-mail addresses with the Company's RTA or with the Company. Shareholders holding shares in dematerialized form are requested to register their e-mail addresses and changes therein with the concerned Depositories through their Depository Participant.
20. Members are requested to bring their copy of Annual Report to the meeting. A member desirous of getting any information with regard to Accounts of the Company is requested to send the queries to the Company at least 10 days before the meeting to the Company Secretary at the Registered Office of the Company.
21. Members are requested to produce the enclosed attendance slip duly signed as per the specimen signature recorded with the Company/Depository Participant along with a valid identity proof for admission at the entrance to the place of the meeting.
22. In case of joint holders attending the meeting, 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.
23. Route map of the AGM venue, pursuant to the Secretarial Standard on General Meetings, is also annexed at the end of this Notice.
24. **Voting Through Electronic Means:**
  - i) In compliance with provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2016 and as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulations'), the Company is pleased to provide members with the facility of voting through electronic means in respect of business to be transacted at the meeting and the business may be transacted through e-voting services provided by CDSL.

- ii) The facility of voting through e-Tablet voting /electronic means shall also be made available for the members at the meeting who have not been able to vote electronically and who are attending the meeting. The members who have cast their vote electronically would be entitled to attend the meeting but would not be permitted to cast their vote again at the meeting.
- iii) The remote e-voting period commences on Sunday, 20 September, 2020 (9:00 A.M. IST) and ends on Wednesday, 23 September 2020 (5:00 P.M. IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the close of working hours on Friday, 18 September 2020 ('Cut-off date') may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting on Wednesday, 23 September 2020 after 5:00 P.M. IST. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently.
- iv) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- v) 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.

### **Process and Manner for member opting for remote e-voting**

The instructions for remote e-voting are as follows:

- i) The voting period begins on 20<sup>th</sup> September, 2020 from 09:00 A.M. and ends on 23<sup>rd</sup> September, 2020 at 05:00 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 18<sup>th</sup> September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iii) Click on Shareholders / Members
- iv) 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.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.



vii) **If you are a first time user follow the steps given below:**

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>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.</li> <li>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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>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 (iv).</li> </ul>

viii) After entering these details appropriately, click on "SUBMIT" tab.

ix) 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.

x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xi) Click on the EVSN (200827053) for the "Genesis Finance Company Limited" on which you choose to vote.

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 Resolution details.
- xiv) 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.
- xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) **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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- xix) **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](http://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](mailto: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](mailto: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.

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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). The contact details of official responsible to address grievances connected with remote e-voting are Shri Rakesh Dalvi,

Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex,  
Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai – 400013.; Phone No.  
1800225533 or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

By Order of the Board of Directors  
**Genesis Finance Company Limited**

**Sd/-**

**Krishna Rajendra Dayma**  
**(Company Secretary)**

**Membership Number: 54238**

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

**Date: 26.08.2020**  
**Place: New Delhi**

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

### **Item No. 3:**

#### **Re-appointment of Mr. Aashish Ghai(DIN: 07276636) as an Independent Director for a second term of five consecutive years.**

Pursuant to the provisions of Section 149 of the Companies Act, 2013 (“the Act”) read with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 every listed Company, having an executive chairman, is required to have one-half of the total number of directors as Independent Directors. Accordingly, Mr. Aashish Ghai (DIN: 07276636) was appointed as an Independent Non-Executive Director of the Company in the Annual General Meeting held on 30<sup>th</sup> September, 2015 to hold office for a term of five consecutive financial years.

As per Section 149(10) and 149(11) of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for second term of five consecutive years on the Board of a Company.

Since the first term of Mr. Aashish Ghai is due for expiry, based on the recommendation of Nomination and Remuneration Committee and considering the skill, experience, knowledge he possess and the report of performance evaluation of the independent director for the financial year 2019-20, the consent of the members of the Company is hereby seek for re-appointment of Mr. Aashish Ghai for a second term of five consecutive financial years w.e.f. 24<sup>th</sup> September, 2020 in terms of section 149 read with Schedule IV to the Act, SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) or any amendment thereto or modification thereof.

The Company has received a declaration of independence from Mr. Aashish Ghai as specified under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for appointment as Independent Director of the Company. Further, Mr. Ashish Ghai is not disqualified from being a director as per Section 164 of the Companies Act, 2013 and the Company has received his consent to act as a director.

Mr. Aashish Ghai is a Commerce Graduate having expertise in the field in Taxation, Auditing, Finance and Due Diligence services. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Aashish Ghai as an Independent Director. The terms and conditions of his appointment shall be open for inspection at the registered office of the Company by any member during the normal business hours except Saturdays and Sundays and the same shall also be available on the website of the company.

Mr. Aashish Ghai does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Mr. Aashish Ghai is interested in the resolution with regard to his re-appointment Save an except him, none of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be concerned or interested, in the resolution set out at Item no. 3 of the notice.

**ANNEXURE 1:****DETAILS OF DIRECTORS RETIRING BY ROTATION, SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 30<sup>TH</sup> ANNUAL GENERAL MEETING**

*Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

Name of the Director	<b>Mr. Gopal Bisht</b>	<b>Mr. Aashish Ghai</b>
DIN	00597160	07276636
Date of Birth & Age	30.06.1971 (48 years)	08.06.1991
Date of first appointment on the Board	30.06.2004	21.08.2015
Qualifications	Bachelors of Commerce (B. Com)	Bachelors of Commerce (Hons.), University of Delhi  Chartered Accountant, ICAI
Expertise in Specific Functional Area	Finance and Office Administration	Audit
Number of Meetings of the Board attended during the Financial Year 2019-20	9	5
List of Directorship in other Listed Entities	Nil	Nil
List of Membership / Chairmanship of Committees of Board on other Listed entities	Nil	Nil
Shareholding in Genesis Finance Company Limited	4,000 equity shares	Nil
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Not related	Not Related
Terms and Conditions of appointment/re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	As per Nomination and Remuneration Policy  Remuneration last drawn is Rs.5,75,000/- in Financial Year 2019-20.	As per Nomination and Remuneration Policy

**Item No. 4:**

**To approve material related party transactions to be undertaken under Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015**

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of ordinary resolution, in case certain transactions with related parties exceeds such sum as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

However, pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall also require approval of the members of public listed Company through ordinary resolution, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a Financial Year exceed 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

All the Related Party Transactions entered into by the Company are on arm's length basis and in the ordinary course of business and approval of the Audit Committee / Board is obtained, wherever required.

Mr. Naresh Garg is the promoter and is a 'Related Party' as per definition under Section 2(76) of the Companies Act, 2013. Further the company has entered into arrangement with him which outline the nature of transactions and the terms on which the Company may enter with him, in line with the Company's Policy on materiality and in ordinary course of its business and at arm's length basis. However, the estimated value of transaction (existing and proposed) is likely to exceed 10% of the annual turnover of the Company for the financial year ended on March 31, 2020 and may exceed the materiality threshold as prescribed under Regulation 23 of the Listing Regulations.

Approval of the Members, by way of Ordinary Resolution is sought to enable the Company to enter into new/further contracts/arrangements/ agreements/ transactions (including any modifications, alterations, amendments or renewal to previous contracts/ agreements thereto) with the aforesaid related party, shall not exceed Rs. 20,00,00,000/- (Rupees Twenty Crores Only), at any point of time during the current and subsequent 2 consecutive financial years i.e a maximum 'per-financial year' limit of Rs. 20,00,00,000/- is admissible for transactions to be entered in each of the financial years covering a period from F.Y. 2020-21 till F.Y. 2022-23.

Pursuant to the provision of Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with Related party are as follows:

<b>S. No</b>	<b>Particulars</b>	<b>Remarks</b>
1.	Name of the Related party	Naresh Garg
2.	Name of the Director and KMP who is related	Not Applicable
3.	Nature of Relationship	Mr. Naresh Garg is the Managing Director of Genesis Finance Company Limited. He is also the promoter of the Company and holds 35,48,480 equity shares of the Company.
4.	Nature, Material terms, monetary value and particulars of the contract or arrangement	Contract for availing or rendering financial services on a continuous basis.  The Monetary value of proposed aggregate transaction shall not exceed Rs. 20,00,00,000/- (Rupees Twenty Crores Only), at any point of time during the current and subsequent 2 consecutive financial years i.e a maximum 'per-financial year' limit of Rs. 20,00,00,000/- is admissible for transactions to be entered in each of the financial years covering a period from F.Y. 2020-21 till F.Y. 2022-23.
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	Nil

Regulation 23 (7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that the related parties shall not vote on such resolutions, therefore, none of the related parties as defined under the provisions of Regulation 2 (1) (zb) of SEBI (LODR) Regulations, 2015 holding share(s) will vote on the above Resolution.

The Board considers that the above transaction with Naresh Garg will be in the ordinary course of business and at arm's length basis.

Except for Mrs. Sangeeta Garg (Spouse of Mr. Naresh Garg), none of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution set out at Item No. 4.

## **Item No. 5**

### **To approve material related party transactions to be undertaken under Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015**

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of ordinary resolution, in case certain transactions with related parties exceeds such sum as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

However, pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall also require approval of the members of public listed Company through ordinary resolution, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a Financial Year exceed 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

All the Related Party Transactions entered into by the Company are on arm's length basis and in the ordinary course of business and approval of the Audit Committee / Board is obtained, wherever required.

The Company has agreement with M/s. Genesis Dream Merchants Private Limited ('Related Party' as per definition under Section 2(76) of the Companies Act, 2013), which outline the nature of transactions and the terms on which the Company may enter with the above mentioned related party, in line with the Company's Policy on materiality and in ordinary course of its business and at arm's length basis. However, the estimated value of transaction (existing and proposed) is likely to exceed 10% of the annual turnover of the Company for the financial year ended on March 31, 2020 and may exceed the materiality threshold as prescribed under Regulation 23 of the Listing Regulations

Approval of the Members, by way of Ordinary Resolution is sought to enable the Company to enter into new/further contracts/arrangements/ agreements/ transactions (including any modifications, alterations, amendments or renewal to previous contracts/ agreements thereto) with the aforesaid related party, shall not exceed Rs. 20,00,00,000/- (Rupees Twenty Crores Only), at any point of time during the current and subsequent 2 consecutive financial years i.e a maximum 'per-financial year' limit of Rs. 20,00,00,000/- is admissible for transactions to be entered in each of the financial years covering a period from F.Y. 2020-21 till F.Y. 2022-23.

Pursuant to the provision of Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with Related party are as follows:



<b>S. No</b>	<b>Particulars</b>	<b>Remarks</b>
	Name of the Related party	M/s. Dream Merchants Private Limited
2.	Name of the Director and KMP who is related	Mr. Naresh Garg and Mrs. Sangeeta Garg
3.	Nature of Relationship	Mr. Naresh Garg is the Managing Director of Genesis Finance Company Limited.  Mrs. Sangeeta Garg is the Whole Time Director of Genesis Finance Company Limited.
4.	Nature, Material terms, monetary value and particulars of the contract or arrangement	Contract for availing or rendering financial services on a continuous basis.  The Monetary value of proposed aggregate transaction shall not exceed Rs. 20,00,00,000/- (Rupees Twenty Crores Only), at any point of time during the current and subsequent 2 consecutive financial years i.e. a maximum 'per-financial year' limit of Rs. 20,00,00,000/- is admissible for transactions to be entered in each of the financial years covering a period from F.Y. 2020-21 till F.Y. 2022-23.
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	Nil

Regulation 23 (7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that the related parties shall not vote on such resolutions, therefore, none of the related parties as defined under the provisions of Regulation 2 (1) (zb) of SEBI (LODR) Regulations, 2015 holding share(s) will vote on the above Resolution.

The Board considers that the above transaction with Genesis Dream Merchants Private Limited will be in the ordinary course of business and at arm's length basis.

Except for Mr. Naresh Garg and Mrs. Sangeeta Garg, none of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution set out at Item No. 5

## **Item No.6**

### **To approve material related party transactions to be undertaken under Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015**

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of ordinary resolution, in case certain transactions with related parties exceeds such sum as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

However, pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall also require approval of the members of public listed Company through ordinary resolution, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a Financial Year exceed 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

All the Related Party Transactions entered into by the Company are on arm's length basis and in the ordinary course of business and approval of the Audit Committee / Board is obtained, wherever required.

The Company has agreement with Mrs. Sangeeta Garg ('Related Party' as per definition under Section 2(76) of the Companies Act, 2013), which outline the nature of transactions and the terms on which the Company may enter with the above mentioned related party, in line with the Company's Policy on materiality and in ordinary course of its business and at arm's length basis. However, the estimated value of transaction (existing and proposed) is likely to exceed 10% of the annual turnover of the Company for the financial year ended on March 31, 2020 and may exceed the materiality threshold as prescribed under Regulation 23 of the Listing Regulations

Approval of the Members, by way of Ordinary Resolution is sought to enable the Company to enter into new/further contracts/arrangements/ agreements/ transactions (including any modifications, alterations, amendments or renewal to previous contracts/ agreements thereto) with the aforesaid related party, shall not exceed Rs. 10,00,00,000/- (Rupees Ten Crores Only), at any point of time during the current and subsequent 2 consecutive financial years i.e. a maximum 'per-financial year' limit of Rs. 10,00,00,000/- is admissible for transactions to be entered in each of the financial years covering a period from F.Y. 2020-21 till F.Y. 2022-23.

Pursuant to the provision of Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with Related party are as follows:

<b>S. No</b>	<b>Particulars</b>	<b>Remarks</b>
	Name of the Related party	Mrs. Sangeeta Garg
2.	Name of the Director and KMP who is related	Not Applicable
3.	Nature of Relationship	Mrs. Sangeeta Garg is the Whole Time Director of Genesis Finance Company Limited. She is also the promoter of both the Companies.
4.	Nature, Material terms, monetary value and particulars of the contract or arrangement	Contract for availing or rendering financial services on a continuous basis.  The Monetary value of proposed aggregate transaction shall not exceed Rs. 10,00,00,000/-(Rupees Ten Crores Only), at any point of time during the current and subsequent 2 consecutive financial years i.e a maximum 'per-financial year' limit of Rs. 10,00,00,000/- is admissible for transactions to be entered in each of the financial years covering a period from F.Y. 2020-21 till F.Y. 2022-23.
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	Nil

Regulation 23 (7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that the related parties shall not vote on such resolutions, therefore, none of the related parties as defined under the provisions of Regulation 2 (1) (zb) of SEBI (LODR) Regulations, 2015 holding share(s) will vote on the above Resolution.

The Board considers that the above transaction with Sangeeta Garg will be in the ordinary course of business and at arm's length basis.

Except for Mr. Naresh Garg, none of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution set out at Item No. 6

### **Item No.7**

#### **To approve waiver of recovery of excess managerial remuneration paid in financial Year 2019-20 and payment of revised remuneration to Mr. Gopal Bisht (DIN:00597160), Whole Time Director and CFO of the Company**

The Members are requested to note that at 29<sup>th</sup> Annual General Meeting (AGM) held on September 25, 2019, the Members had approved the re-appointment of Mr. Gopal Bisht as Whole Time Director of the Company for a further period of 5 consecutive years with effect from 1<sup>st</sup> August, 2019 to 31<sup>st</sup> July, 2024.

As per the terms and conditions of the appointment, Mr. Bisht was entitled to receive the aggregate remuneration of Rs. 5,40,000/- (Rupees Five Lakh and Forty Thousand only). However, considering his valuable contribution, the Board declared higher remuneration terms. Based on his performance evaluation, he was paid a total remuneration of Rs. 5,75,000/- (Rupees Five Lakh and Seventy Five Thousand only) which resulted in payment of Rs. 35,000 over and above the ceiling specified in resolution passed in AGM held on September 25<sup>th</sup>, 2019.

The Members are requested to note that, remuneration paid to Mr. Gopal Bisht for the financial year 2019-20 has not exceeded the limits specified under Section 197 of the Companies Act, 2013 (the Act) read with Schedule V thereto. Pursuant to Section 197(10) of the Act, the members of the Company can waive the recovery of excess remuneration paid, bypassing a special resolution.

Further, based on the performance evaluation results, the Nomination & Remuneration Committee at their meeting held on August 26, 2020 accorded its consent for payment of revised remuneration i.e INR 6,00,000/- p.a. for the financial year 2020-21 and waiver of the recovery of excess managerial remuneration paid by the Company to Mr. Gopal Bisht during financial year 2019-20, subject to the approval of the members of the Company, and, in the interest of the Company has also recommended the aforesaid resolution as set out in this Notice for approval of the Members.

Accordingly, the approval of the members of the Company by way of a Special Resolution be obtained for the waiver of recovery of excess remuneration paid during the F.Y. 2019-20 and Increase in Remuneration for the F.Y. 2020-21 of Mr. Gopal Bisht.

Mr. Gopal Bisht is interested in the aforesaid resolution. Save and except him, none of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be concerned or interested, in the resolution set out at Item no. 7 of the notice.

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**Proxy Form**

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

**GENESIS FINANCE COMPANY LIMITED**

**CIN: L65910DL1990PLC040705**

**Registered Office: 4 MMTC/STC Market Geetanjali, New Delhi-110017  
Corp. Office:315, Third Floor, Square One Mall, Saket New Delhi 110017**

<b>Name of the Member(s):</b>	
<b>Registered address:</b>	
<b>Folio No./Client Id:</b>	<b>DP ID:</b>
<b>E-mail Id:</b>	

I/We, being the member(s) of..... Shares of the above-named Company, hereby appoint:

<b>Name:</b>	<b>Address:</b>
<b>E-mail Id:</b>	<b>Signature:</b>
<b>or failing him/her</b>	
<b>Name:</b>	<b>Address:</b>
<b>E-mail Id:</b>	<b>Signature:</b>

as my/our proxy to attend and vote for me/us and on my/our behalf at the 30<sup>th</sup>Annual General Meeting of Company to be held on Thursday, September 24, 2020 at 11:00 a.m. at the registered office at 4 MMTC/STC Market Geetanjali, New Delhi-110017 and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Resolution No. and Brief Description of Item</b>	<b>Type of Resolution</b>	<b>(For)</b>	<b>(Against)</b>
1. To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2020, together with the report of the Board of Directors' and the Auditor's thereon.	Ordinary		
2. To appoint a Director in place of Mr. Gopal Bisht (DIN: 00597160), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offer himself for re-appointment.	Ordinary		
3. To re-appoint Mr. Aashish Ghai (DIN: 07276636) as an Independent Non-Executive Director of the Company for a Second Term of five consecutive years	Special		
4. To approve material related party transactions to be undertaken under Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015	Ordinary		

5. To approve material related party transactions to be undertaken under Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015	Ordinary		
6. To approve material related party transactions to be undertaken under Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015	Ordinary		
7. To approve waiver of recovery of excess managerial remuneration paid in financial Year 2019-20 and payment of revised remuneration to Mr. Gopal Bisht (DIN:00597160), Whole Time Director and CFO of the Company	Special		

Signed this \_\_\_\_ day of \_\_\_\_\_, 2020

**Signature of Shareholder**

**Signature of Proxy holder(s)**

Affix Revenue Stamp
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**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.

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**Attendance Slip**

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**GENESIS FINANCE COMPANY LIMITED**

**CIN: L65910DL1990PLC040705**

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

**Corp. Office:315, Third Floor, Square One Mall, Saket New Delhi 110017**

<b>Regd. Folio/DP ID &amp; Client ID</b>	
<b>Name and Address of the Shareholder(s)</b>	
<b>Joint Holder 1</b>	
<b>Joint Holder 2</b>	

✚ I hereby record my presence at the 30<sup>th</sup>Annual General Meeting of the Company being held on Thursday, September 24, 2020 at 11:00 a.m. at the registered office at *4 MMTC/STC Market Geetanjali, New Delhi-110017*.

✚ Signature of the Shareholder/Proxy Present.

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✚ Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.

✚ Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of the Annual Report for reference at the meeting.

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**Ballot Form**

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**GENESIS FINANCE COMPANY LIMITED**

**CIN: L65910DL1990PLC040705**

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

**Corp. Office:315, Third Floor, Square One Mall, Saket New Delhi 110017**

**FORM - MGT -12  
BALLOT PAPER/POLLING PAPER**

<b>Name(s) of Member(s) :</b> (In BLOCK/CAPITAL LETTERS)	
<b>Registered Address :</b>	
<b>DP ID / Client ID* or Registered Folio No :</b>	
<b>No. of equity shares held :</b>	

**\*Applicable in case of Share held in electronic form**

I/We hereby exercise my/our vote in respect of the following resolution(s) as set out in the Notice of 30<sup>th</sup> Annual General Meeting of Company scheduled to be held on Thursday, 24<sup>th</sup> September, 2020 at 11:00 A.M. at the registered office at 4 MMTC/STC Market, Geetanjali, New Delhi-110017, which is proposed to be placed for consideration of members at the aforesaid Annual General Meeting of the Company, by conveying my/our assent and/or dissent to the said Resolution(s) in the relevant box as stated herein below:

<b>Resolution No.</b>	<b>Resolution</b>	<b>No. of Equity Share(s) Held</b>	<b>I/We assent to the resolution (For)*</b>	<b>I/We dissent to the resolution (Against)*</b>
<b>Ordinary Businesses</b>				
<b>1.</b>	To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2020, together with the report of the Board of Directors' and Auditor's thereon.			
<b>2.</b>	To appoint a Director in place of Mr. Gopal Bisht (DIN: 00597160), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offer himself for re-appointment.			



<b>Special Businesses</b>				
3.	To Re-appoint Mr. Aashish Ghai(DIN: 07276636) as an Independent Non-Executive Director of the Company for a Second Term of five consecutive years			
4.	To approve material related party transactions to be undertaken under Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015			
5.	To approve material related party transactions to be undertaken under Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015			
6.	To approve material related party transactions to be undertaken under Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015			
7.	To approve waiver of recovery of excess managerial remuneration paid in financial Year 2019-20 and payment of revised remuneration to Mr. Gopal Bisht (DIN:00597160), Whole Time Director and CFO of the Company			

**\*Please put a tick mark (✓) in appropriate column against the resolution(s) indicated above. In case of member/proxy wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns 'For' and/or 'Against'.**

### **INSTRUCTIONS**

1. This Ballot Paper is provided, pursuant to Regulation 4(2) (a) (iii) read with rule 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 to enable the shareholder(s) or their proxy (ies) for voting by way of Ballot Paper(s), who does not have access to e-voting facility and /or who have not voted through e-voting, so that they can also participate in voting through this physical Ballot Paper.
2. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot paper if a Member casts votes by both modes, then voting done through remote e-voting shall prevail and voting by Ballot paper shall be treated as invalid.
3. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through physical ballot paper from member(s) at the venue of AGM for declaring the final result foreach of the resolutions forming part of 30<sup>th</sup>AGM notice of company.

**Process and manner for Members opting to vote by using the Ballot Paper:**

1. Please complete and sign the Ballot Paper and drop in the locked ballot box placed in the meeting hall for voting purpose with respect to Annual General Meeting (“AGM”) of the company as scheduled on Thursday, 24<sup>th</sup> September, 2020
2. This ballot Paper should be signed by the Member (s) as per the specimen signature (s) registered with Registrar and Share Transfer Agent of the Company viz. M/s Skyline Financial Services Private Limited or by their proxy(ies)duly authorized by the member. In case of joint holding, the ballot Paper should be completed and signed by the first Member as registered in Register of Members and in his/her absence, by the next joint holder or by their proxy(ies) duly authorized by any one of the joint holders. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing and duly attested copy of the POA registered with the company or enclosing therewith duly attested/notarized copy of the POA.
3. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Paper should be accompanied by a certified true copy of the relevant Board Resolution/Authorization document(s) consisting therein the attested signature(s) of authorized person(s).
4. Votes should be cast in case of each resolution either in favour or against by putting the tick (√) mark in the respective column(s) provided in the Ballot Paper.
5. The voting rights of shareholders shall be in proportion of the shares held by them in the Paid-up Equity Share Capital of the Company as on Friday, 18<sup>th</sup> September, 2020 and each fully paid up equity shares carries one voting right.
6. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Papers will be rejected. The Ballot Papers will also be rejected if it is received torn, defaced or mutilated to the extent which makes it difficult for the Scrutinizer to identify either the Member or when it is not ascertainable that vote(s) have been cast by member (s) in favour or against the resolution or when the signature(s) of member(s) cannot be verified with the available records of registrar & share transfer agent of company M/s. Skyline Financial Services Private Limited.
7. The decision of the Scrutinizer on the validity of the Ballot Paper(s) and any other allied matter(s) thereto shall be final and binding the on member(s) of company.
8. The consolidated result for voting done by the members of company through e-voting& ballot voting for all the resolution(s) placed in the AGM of company and as declared by Chairman/duly authorized person along with respective scrutinizer’s report shall be uploaded on the company’s website i.e. [www.genesisfinance.net](http://www.genesisfinance.net) within 48 hours of conclusion of AGM and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) whenever they upload, and will simultaneously be also forwarded to the stock exchange (viz. Metropolitan Stock Exchange of India Limited) where the company’s equity shares are listed, as per respective rules/regulations applicable thereto.

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## Route Map

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### ROUTE MAP TO THE 30<sup>TH</sup> AGM VENUE

Address:- 4 MMTC/STC Market, Geetanjali, New Delhi -110017  
New Delhi-110017  
Tel: 011-26691132

