

CIN No. L65910DL1990PLC040705

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

Corp. Office: 315, Square One Mall, Saket, District Centre, New Delhi-110017

Phone No: 011-42181244, Email ID: genesis599@gmail.com, Website: [www.genesisfinance.net](http://www.genesisfinance.net)

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### **NOTICE OF 32<sup>ND</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that thirty Second (32<sup>nd</sup>) Annual General Meeting of the members of Genesis Finance Company Limited (“**the Company**”) is scheduled to be held on **30<sup>th</sup> day of September, 2022** at 11:00 A.M. IST at the registered office of the Company situated at 4 MMTC/STC Market, Geetanjali, New Delhi-110017 to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2022 together with the Report of the Board of Directors’ and Auditors’ thereon;
2. To appoint a Director in place of Mr. Gopal Bisht (DIN: 00597160) who retires by rotation and, being eligible, offers himself for re-appointment.

#### **SPECIAL BUSINESS:**

3. **To regularize appointment of Mr. Mahesh Kumar (DIN: 08488905) as an Independent Non-executive Director of the Company for a first term of five consecutive years**

To consider and if thought fit, to pass the following resolution as Special Resolution with or without modifications:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act and any other applicable provisions, if any (*including any statutory modification(s) or re-enactment thereof for the time being in force*) 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”), the consent of members of the Company be and is hereby accorded to appoint Mr. Mahesh Kumar (DIN: **08488905**) who was appointed as an additional director of the Company w.e.f. 20<sup>th</sup> August, 2022 in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company 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 term of 5 (five) consecutive years w.e.f. 20<sup>th</sup> August, 2022 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 authorised to do all such 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.”

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

**Sd/-**  
**Richa Bhardwaj**  
**(Company Secretary and Compliance Officer)**  
**Membership No.:**32549  
**Registered Office Add:** 4 MMT/STC Market,  
Geetanjali, New Delhi-110017

**Date:** 02<sup>nd</sup> September, 2022  
**Place:** New Delhi

## NOTES:

- i. The Explanatory Statement pursuant to Section 102(1) 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.
- ii. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the AGM.** Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting right. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- iii. Corporate members are requested to send to Company/Scrutinizer, a duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative(s) to attend and vote on their behalf at the meeting.
- iv. All documents referred to in the notice and accompanying explanatory statement are open for inspection at the registered 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 meeting.
- v. Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act 2013, the details of Directors seeking appointment/re-appointment at the 32<sup>nd</sup> AGM are provided in **Annexure 1** of this notice which includes brief resume of his Directorships, nature of expertise in functional areas, disclosure of relationships between Directors, Directorships & Memberships of Committees of the Board. The Company has received the requisite consents/declarations for the appointment/re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
- vi. 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.
- vii. 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.
- viii. 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.
- ix. The Register of Member and Share Transfer Books of the Company will remain closed from 24<sup>th</sup> September, 2022 to 30<sup>th</sup> September, 2022, (both days inclusive) for the purpose of Annual General Meeting. Cut-off date for e-voting will be 23<sup>rd</sup> September, 2022.

- x. 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.
- xi. The Board has appointed Mr. Samrish Bhanja (FCS: 4742), Managing Partner of B Samrish & Co., Company Secretaries, as Scrutinizer for conducting the remote e-voting process and voting through physical ballot at the AGM, in a fair and transparent manner.
- xii. 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 at least two (2) witnesses not in the employment of the Company and make, not later than 48 hours of the conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favor 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.
- xiii. The results declared along with the Scrutinizer's Report shall be placed on Company's website [www.genesisfinance.net](http://www.genesisfinance.net) and on the website of CDSL at [www.cdslindia.com](http://www.cdslindia.com) after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be communicated to the Stock Exchanges where the shares of the Company are listed.
- xiv. Electronic copy of this notice along with Attendance Slip, Proxy Form and the Annual Report for financial year 2021-22 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 financial year 2021-22 is being sent as per the permitted mode.
- xv. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website [www.genesisfinance.net](http://www.genesisfinance.net) and website of the Stock Exchange i.e. Metropolitan Stock Exchange of India Limited at [www.msei.in](http://www.msei.in).
- xvi. 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/update their e-mail addresses and changes therein with the concerned Depositories through their Depository Participant for receiving all communications from the Company electronically.
- xvii. 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.
- xviii. 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.

xix. Route map of the AGM venue, pursuant to the Secretarial Standard on General Meetings, is also annexed at the end of this Notice.

xx. **Voting Through Electronic Means:**

- a. 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 its members with the facility of voting through electronic means in respect of business to be transacted at the 32<sup>nd</sup> Annual General Meeting and the business may be transacted through e-voting services provided by CDSL.
- b. The facility of voting through ballot paper/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.
- c. Pursuant to SEBI (LODR) Regulations, 2015 and such other provisions as may be applicable, the Board of Directors had fixed 23<sup>rd</sup> September, 2022 as cut-off date for determining the Members who shall be entitled to vote through remote e-voting or physical ballot/e-voting at the AGM. A member who is not a member as on the cut-off date shall treat this notice for information purpose only.
- d. The remote e-voting period commences on 27<sup>th</sup> September, 2022 (10:00 A.M. IST) and ends on 29<sup>th</sup> September, 2022 (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 day, 23<sup>rd</sup> September 2022 ('Cut-off date') may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting on 29<sup>th</sup> September 2022 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.
- e. 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.
- f. 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 INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:**

- i. The voting period begins on <10:00 a.m. of 27<sup>th</sup> September, 2022> and ends on <05:00 p.m. of 29<sup>th</sup> September, 2022>. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <23<sup>rd</sup> Septmeber 2022> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period and voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on</li> </ol>

	<p><a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p><b>Individual Shareholders holding securities in demat mode with NSDL</b></p>	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
<p><b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30 .

**(v) Login method for e-Voting for shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- a) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- b) Click on “Shareholders/Members” module.
- c) Now Enter your User ID
  - i. For CDSL: 16 digits beneficiary ID,
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - iii. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- d) Next enter the Image Verification as displayed and Click on Login.
- e) 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 e-voting of any company, then your existing password is to be used.
- f) **If you are a first time user follow the steps given below:**

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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.  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.



- i. After entering these details appropriately, click on “SUBMIT” tab.
- ii. 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.
- iii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- iv. Click on the EVSN for the “Genesis Finance Company Limited” on which you choose to vote.
- v. 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.
- vi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- vii. 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.
- viii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- ix. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- x. 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.
- xi. Facility for Non-Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; **genesis599@gmail.com**, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

- a. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- b. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
- c. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

- d. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

- e. In case of any queries regarding the Annual Report or other matters if any, the Members may write to genesis599@gmail.com to receive an email response.

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

**Sd/-**  
**Richa Bhardwaj**  
**(Company Secretary and Compliance Officer)**  
**Membership No.:**32549  
**Registered Office Add:** 4 MMTC/STC Market,  
Geetanjali, New Delhi-110017

**Date:** 02<sup>nd</sup> September, 2022  
**Place:** New Delhi

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

### **ITEM NO. 3**

#### **Regularisation of appointment of Mr. Mahesh Kumar as an Independent Non-Executive Director**

The Board of Directors of the Company ("the Board"), based on the recommendation of Nomination and Remuneration Committee, appointed Mr. Mahesh Kumar (DIN: 08488905) as an Additional in the category of Independent Director of the Company to hold office till this Annual General Meeting of the Company, Since, his tenure expires at this meeting, the board of directors recommends his appointment as Independent Director to hold office for one term of five consecutive years with effect from 20<sup>th</sup> August, 2022.

Mr. Mahesh Kumar has accorded his consent to act as a Director of the Company and has submitted the declaration of independence, pursuant to Section 149(7) of the Companies Act, 2013 stating that he meets the criteria of independence as provided in section 149(6) and Regulation 16 of SEBI (Listing Regulation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Further, he has submitted a declaration that he is not disqualified from being appointed as a Director pursuant to the terms of Section 164 of the Companies Act, 2013.

In respect of his appointment, a notice in the prescribed manner, as required under Section 160 of the Companies Act, 2013 and rules made thereunder, has been received by the company, regarding the candidature for the office of Director.

In terms of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Mahesh Kumar is proposed to be appointed as an Independent Director of the Company to serve one term of five consecutive years with immediate effect and in the opinion of the Board the said appointment is independent of the management, in all respects.

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 on Saturdays and Sundays and the same shall also be available on the website of the company.

#### **Brief Resume of Mahesh Kumar**

Mr. Mahesh Kumar has completed his Bachelors in English from the University of Delhi in the year 2014. He has hands-on experience in handling administrative and marketing aspects of service-oriented businesses.

The board believes his expertise in the said area shall greatly contribute to the business of the company.

He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, in the resolution set out at item no. 3 of the notice.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Mahesh Kumar as an Independent Director.

**Annexure 1:****DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 32<sup>ND</sup> ANNUAL GENERAL MEETING**

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

<b>Name of the Director</b>	<b>Mr. Mahesh Kumar*</b>	<b>Mr. Gopal Bisht</b>
<b>DIN</b>	08488905	00597160
<b>Date of Birth &amp; Age</b>	13 <sup>th</sup> June, 1986 (36 years)	30.06.1971 (51 years)
<b>Date of appointment on the Board</b>	20.08.2022	30.06.2004
<b>Qualifications</b>	B.A (English)	B.Com
<b>Expertise in Specific Functional Area</b>	Management and marketing	Finance and Office Management
<b>Number of Meetings of the Board attended during the Financial Year 2021-22</b>	0	12
<b>List of Directorship in other Listed Entities</b>	Nil	Nil
<b>List of Membership / Chairmanship of Committees of Board on other Listed entities</b>	Nil	Nil
<b>Shareholding in Genesis Finance Company Limited</b>	Nil	4,000 equity shares
<b>Relationship with other directors, manager and other Key Managerial Personnel of the Company</b>	Not related	Not related
<b>Terms and Conditions of appointment/re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person</b>	As per Nomination and Remuneration Policy	As per Nomination and Remuneration Policy  Remuneration last drawn is Rs 6,00,000 in Financial Year 2021-22.

*\*Mr. Mahesh Kumar was appointed as an Additional Director (Independent) on 20.08.2022.*

**Form 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]**

**GENESIS FINANCE COMPANY LIMITED**

**CIN: L65910DL1990PLC040705**

**Phone No: 011-42181244, Email ID: genesis599@gmail.com,**

**Website: [www.genesisfinance.net](http://www.genesisfinance.net) Registered Office: 4 MMTC/STC Market, Geetanjali,  
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 32<sup>nd</sup> Annual General Meeting of the Company to be held on 30<sup>th</sup> September, 2022 at 11:00 A.M. at the registered office of the Company situated at 4 MMTC/STC Market, Geetanjali, New Delhi-110017 and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Sl No.</b>	<b>Resolution No. and Brief Description of Item</b>	<b>Type of Resolution</b>	<b>(For)</b>	<b>(Against)</b>
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2022 together with the Report of the Board of Directors' and Auditors' thereon	Ordinary		
2.	To appoint a Director in place of Mr. Gopal Bisht (DIN:00597160) who retires by rotation and, being eligible, offers himself for re-appointment	Ordinary		
3.	To regularize the appointment of Mr. Mahesh Kumar (DIN: 08488905) as an Independent Non-executive Director of the Company for a first term of five consecutive years	Ordinary		

Signed this \_\_\_\_ day of \_\_\_\_\_, 2022

**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, not less than 48 hours before the commencement of the Meeting.**

**GENESIS FINANCE COMPANY LIMITED**  
**CIN: L65910DL1990PLC040705**  
**Phone No: 011-42181244, Email ID: genesis599@gmail.com,**  
**Website: [www.genesisfinance.net](http://www.genesisfinance.net) Registered Office: 4 MMTC/STC Market, Geetanjali,**  
**New Delhi-110017**

**ATTENDANCE SLIP**  
32<sup>nd</sup> Annual General Meeting

Reg. Folio/DP & Client No.:\_\_\_\_  
Held:\_\_\_\_\_

No. of Shares

I certify that I am a Registered Shareholder/Proxy for the Registered Shareholder of the Company. I hereby record my presence at the 32<sup>nd</sup> Annual General Meeting of the Company being held on **30<sup>th</sup> September, 2022 at 11:00 A.M** at 4 MMTC/STC Market, Geetanjali, New Delhi-110017, and at any adjournment thereof.

Member's Name: \_\_\_\_\_

Proxy's Name: \_\_\_\_\_  
Signature

Member's/ Proxy's

**NOTE:**

1. Please fill this attendance slip and hand it over at the entrance of the Hall.
2. Members/Proxy Holders/Authorised Representatives are requested to show their Photo ID Proof for attending the Meeting.
3. Authorized Representatives of Corporate Member(s) shall produce proper authorization issued in their favor.



**GENESIS FINANCE COMPANY LIMITED**  
**CIN: L65910DL1990PLC040705**  
**Phone No: 011-42181244, Email ID: genesis599@gmail.com,**  
**Website: [www.genesisfinance.net](http://www.genesisfinance.net) Registered Office: 4 MMTC/STC Market, Geetanjali,**  
**New Delhi-110017**

**Form No. MGT-12**

**Polling Paper**

*[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]*

Name of the Company: Genesis Finance Company Limited

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

**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 32<sup>nd</sup> Annual General Meeting of Company scheduled to be held on 30<sup>th</sup> September, 2022 at 11:00 A.M. at the registered office of the Company situated 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 Business</b>				
<b>1.</b>	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2022 together with the Report of the Board of Directors' and Auditors' thereon			

2.	To appoint a Director in place of Mr. Gopal Bisht (DIN:00597160) who retires by rotation and, being eligible, offers himself for re-appointment			
<b>Special Business</b>				
3.	To regularize appointment of Mr. Mahesh Kumar (DIN: 08488905) as an Independent Non-executive Director of the Company for a first term of five consecutive years			

**\*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'.**

Place:

Date:

Signature of the Member

Notes: Please read the instructions printed below carefully before exercising your vote.

## **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 for each of the resolutions forming part of 32<sup>nd</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 30<sup>th</sup> September, 2022.
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 favor 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 23<sup>rd</sup> September, 2022 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 favor 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.

**ROUTE MAP TO THE AGM VENUE**

