

CIN No. L65910DL1990PLC040705

Regd. Office: 4, MMTC/STC Market, Geetanjali, New Delhi-110017Phone No: 011-42181244, Email ID: genesis599@gmail.com, Website: www.genesisfinance.net**23rd March, 2024**

To,
The Listing Executive
Metropolitan Stock Exchange of India Limited
Building A, Unit 205A, 2nd Floor,
Piramal Agastya Corporate Park,
L.B.S Road, Kurla West, Mumbai – 400070

Symbol: GENESISFIN**ISIN: INE421K01019**

Subject: Submission of voting passed through Postal Ballot and E-Voting held pursuant to Section 108 and 110 of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including statutory modification or re-enactment thereof)

Dear Sir/Ma'am,

In terms of Regulation 30 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), it is to inform that the following resolution as set out for approval by members of the Company vide Postal Ballot notice dated February 13th, 2024 have been passed with requisite majority:

S. No.	Particulars
1.	To Re-appoint Mr. Feroz Malik (DIN: 00262559) as an Independent Director
2.	To approve material related party transactions to be undertaken under Section 188 of the Companies, Act 2013 and Regulation 23 of SEBI (LODR) Regulation, 2015 with Saga Mountains Private Limited

In this regard, please find enclosed herewith the Voting Results, Scrutinizer's Report and proceedings of meeting for resolution set out in the Postal Ballot notice dated February 13th, 2024.

Above results are also available on the website of the Company i.e. www.genesisfinance.net and of the RTA www.skylinerta.com.

Thanking You,

For and on behalf of
Genesis Finance Company Limited

Naresh Garg**Managing Director and Chairperson****DIN:** 00916814**Office Address:** 4, MMTC/STC Market, Geetanjali, New Delhi-110017**Place:** New Delhi*Encl: Copy of Voting Result, Scrutinizer's Report and proceedings of meeting*

General information about company	
Scrip code	123456
NSE Symbol	
MSEI Symbol	GENESISFIN
ISIN	INE421K01019
Name of the company	GENESIS FINANCE COMPANY LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	21-03-2024
Start time of the meeting	
End time of the meeting	

Scrutinizer Details	
Name of the Scrutinizer	Abhimanyu Upadhyaya
Firms Name	A. Upadhyaya & Associates
Qualification	CS
Membership Number	F5921
Date of Board Meeting in which appointed	13-02-2024
Date of Issuance of Report to the company	23-03-2024

Voting results	
Record date	15-02-2024
Total number of shareholders on record date	219
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Re-appoint Mr. Feroz Malik (DIN: 00262559) as an Independent Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	30716824	14432792	46.9866	14432792	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		30716824	14432792	46.9866	14432792	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	15680296	2072350	13.2163	2072350	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		3771636	24.0533	3771636	0	100	0
	Total		15680296	5843986	37.2696	5843986	0	100
Total		46397120	20276778	43.7027	20276778	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To approve material related party transaction to be undertaken under Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulation, 2015 with Saga Mountains Private Limited				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	30716824	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		30716824	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	15680296	1742450	11.1124	1742450	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		3771636	24.0533	3771636	0	100	0
	Total		15680296	5514086	35.1657	5514086	0	100
Total		46397120	5514086	11.8845	5514086	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	Promoter and Promoter Group were interested in the resolution. Therefore, they have abstained from voting in this resolution

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



A. UPADHYAYA & ASSOCIATES

COMPANY SECRETARY

Mob.: 9312271115
011-45769176

Addr.: 6/41, 209, Sunder Kiran Building, W.E.A., Karol Bagh, New Delhi-110005
E-mail : updfcslegal@gmail.com, updacs@gmail.com
Peer Review Certificate No. 2070/2022

Ref. No.

SCRUTINIZER'S REPORT

Date :

To,
The Chairman,
Genesis Finance Company Limited
4, MMTC/STC Market Geetanjali, New Delhi - 110017

Subject: Passing of Resolution(s) through remote e-voting and postal ballot under the provisions of Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof).

Dear Sir,

I, **Abhimanyu Upadhyaya**, Proprietor of M/s. A. Upadhyaya & Associates, Practicing Company Secretaries was appointed as a Scrutinizer by the Board of Directors of Genesis Finance Company Limited, vide letter dated February 5, 2024 for the purpose of scrutinizing the postal ballot process in fair and transparent manner in respect of resolutions mentioned in the Postal Ballot Notice dated 13th February, 2024 issued under the provisions of section 108 and 110 of the Companies Act, 2013 (including any statutory modifications or enactments thereof for the time being in force) read with Rule 20 & 22 of Companies (Management & Administration) Rules, 2014 (as amended from time to time) and in accordance with the terms of general circulars Nos. 14/2020 dated April 8, 2020, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively referred as "MCA Circulars") and pursuant to the Securities and Exchange Board of India (Listing and Disclosures Requirements) Regulations 2015 (Listing Regulations) and other applicable regulations (including other statutory modifications or re-enactments thereof, for the time being in force) and to submit the report thereon to the Company on the following resolutions forming part of the Notice:-

S.NO.	PARTICULARS
1.	RE-APPOINTMENT OF MR. FERAZ MALIK (DIN: 00262559) AS AN INDEPENDENT DIRECTOR
2.	APPROVE MATERIAL RELATED PARTY TRANSACTIONS TO BE UNDERTAKEN UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF SEBI (LODR) REGULATIONS, 2015 WITH SAGA MOUNTAINS PRIVATE LIMITED

In compliance with provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility (referred to as 'remote e-voting') arranged by NSDL and CDSL in addition to vote cast through postal ballot.



As per the information furnished to us by the Company and according to the scrutiny of Postal Ballot Forms received (through physical and electronic mode) from members of the Company, I submit my report as under:

1. The Company has completed the dispatch of notice of postal ballot along with self-addressed pre-paid business reply envelopes through speed post on February 19, 2024 to the shareholders of the Company, whose names appeared on the register of shareholders/list of beneficiaries and by email ID are registered either with depositories of the company as on February 15, 2024.

2. As prescribed in the said rules, the Company has also published an advertisement in Newspapers i.e. Financial Express (English) and Jansatta (Hindi) on February 14, 2024 and it carried the required information as specified in the said Rules.

3. As mentioned in the Postal Ballot Notice all the physical ballot forms received up to the closing hours (17:00) on March 21, 2024, being the last date and time fixed by the Company were considered and the e-voting module was disabled by Skyline Financial Services Private Limited.

4. We report that, we have considered and taken on record the sealed envelopes containing postal ballot forms including postal ballot forms received by hand delivery at M/s. A. Upadhyaya & Associates as well as voting through e-voting facility by shareholders of the company up to Thursday, March 21, 2024 (05:00 P.M). The Sealed postal ballot forms received from the shareholders were kept under safe custody.

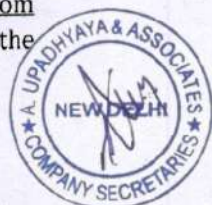
5. The postal ballot envelopes received up to 17:00 hours on March 21, 2024 were opened from time to time in my presence and the same were scrutinized and processed with the computer statement containing the shareholders name, Folio number / DP ID./Client ID, Postal Ballot no., Number of Shares held, Number of votes polled, Assented, Dissented and rejected, if any, were generated. The Shareholding and the signature of the shareholders who exercised their vote through postal ballot were verified with the records maintained by the Registrar & Transfer Agent i.e. Skyline Financial Services Private Limited. Particulars of physical postal ballot forms received from the shareholders have been entered in the Electronic Register separately maintained by me for this purpose.

6. Envelopes containing postal ballot forms received after 17:00 hours on March 21, 2024 were not considered for my scrutiny..

7. I have not found any defaced/mutilated postal ballot form.

8. I have also received a complete record of votes cast by electronic mode from Skyline Financial Services Private Limited, the RTA for providing and supervising electronic platform on February 21, 2024 at 9:00 A.M. which was closed by Skyline Financial Services Private Limited on March 21, 2024 at 17:00 hours.

9. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.genesisfinance.net and on the website of the NSDL at www.evoting.nsdl.com and CDSL at www.evoting.cdslindia.com immediately after the result is declared by the



Chairman or any other person authorized by him, and the same shall be communicated to Metropolitan Stock Exchange of India Limited at www.msei.in, where the Equity Shares of the Company are listed and on the website of Company's Registrar and Transfer Agent, Skyline Financial Services Private Limited ("Skyline") at www.skylinerta.com.

All postal ballot forms received up to the close of working hours (05:00 P.M. hours) on Thursday, March 21, 2024 were considered and all the envelopes containing postal ballot forms received after the working hours (05:00 hours) Thursday, March 21, 2024 were not considered for the purpose of this report.

The shareholders exercised their voting either by electronic or physical mode.

We further report that the signature verification in respect of these postal ballots have been done on the basis of authority letter of the shareholders of the Company (body corporate) authorising the person to sign the postal ballot forms on their behalf.

Brief summary containing details of postal ballot(s):

➤ Postal ballot forms dispatched and received:

1.	Total number of Postal Ballot Forms issued and dispatched (including e-voting)	219
2.	Total number of Postal Ballot Forms received	5
3.	Total number of Shareholders who have exercised e-voting facility	21
4.	Total number of Valid Postal Ballots including e-voting	26
5.	Total number of Postal Ballots marked invalid due to incomplete information/Mutilated/Opted both facilities	0

➤ Valid Postal ballot forms/e-voting for Resolution No. (1):

	Particulars	In terms of Number of Postal Ballot Form	In terms of Number of Shares voted
Physical Mode:			
1.	Total Postal Ballot Forms received:	5	3771636
2.	Less: Rejected ballots/ Remained neutral/ Opted both facilities of E-voting and Postal ballot	Nil	Nil
3.	Net Valid Postal Ballot Forms (A)	5	3771636
Electronic Mode:			
4.	Total e-voting:	21	16505142
5.	Less: Remained neutral/Rejected E-voting	Nil	Nil
6.	Net Valid e-voting (B)	21	16505142
	Total Net Valid Postal Ballot (Physical and voting through electronic mode) (A+B)	26	20276778



➤ Valid Postal ballot forms/e-voting for Resolution No.(2):

	Particulars	In terms of Number of Postal Ballot Form	In terms of Number of Shares voted
Physical Mode:			
1.	Total Postal Ballot Forms received:	5	3771636
2.	Less: Rejected ballots/ Remained neutral/ Opted both facilities of E-voting and Postal ballot	Nil	Nil
3.	Net Valid Postal Ballot Forms (A)	5	3771636
Electronic Mode:			
4.	Total e-voting:	18	4573154
5.	Less: Remained neutral/Rejected e-voting	1	2830704
6.	Net Valid e-voting (B)	17	1742450
	Total Net Valid Postal Ballot (Physical and voting through electronic mode) (A+B)	22	5514086

We further report that, following are the details of voting, in respect of the above-mentioned resolution(s):

Res. No.	Resolutions	Votes in		Votes in dissent		Remark
		Num ber	%	Number	%	
1.	RE-APPOINTMENT OF MR. FEROZ MALIK (DIN: 00262559) AS AN INDEPENDENT DIRECTOR (Special Resolution)	26	100%	Nil	Nil	Passed with requisite majority
2.	APPROVE MATERIAL-RELATED PARTY TRANSACTIONS TO BE UNDERTAKEN UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF SEBI (LODR) REGULATIONS, 2015 WITH SAGA MOUNTAINS PRIVATE LIMITED (Special Resolution)	22	100%	Nil	Nil	Passed with requisite majority



RESULT

We report that the Special resolution with regard to Resolution as set out in the Notice of Postal ballot is passed in favour of the resolution as Special Resolution with requisite majority as per provisions of the Companies Act, 2013 read with SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 based on the following parameters:

- A. That the number of votes casted in favour of the resolution are more than three times of the number of votes casted against; and

The register, all other papers and relevant records relating to postal ballot including voting by electronic means shall remain in our safe custody until the Chairman consider, approve and sign the Postal Ballot Minutes and thereafter, the same would be handed over to the Company.

Thanking you.

**For A. Upadhyaya & Associates
Company Secretaries**

**Abhimanyu Upadhyaya
(Practicing Company Secretaries)**



M. No.:F5921

C.P. No.:4729

UDIN: F005921E003622666

Date: 22nd March 2024

Place: New Delhi

CIN No. L65910DL1990PLC040705

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



MINUTES OF POSTAL BALLOT PROCEEDINGS HELD THROUGH REMOTE E-VOTING CONCLUDED ON MARCH 21, 2024

The Board of Directors vide their resolution dated February 13, 2024, approved the postal ballot notice entailing the following resolutions to be considered and approved by shareholders through remote e-voting pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

S. No.	Particulars
1.	To Re-appoint Mr. Feroz Malik (DIN: 00262559) as an Independent Director
2.	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 with Saga Mountains Private Limited

- a) The Company had engaged the services of CDSL for the purpose of providing e-voting facility and technical services relating to the Postal Ballot to all its members.
- b) The Board had appointed Mr. Abhimanyu Upadhyaya, proprietor of M/s. A. Upadhyaya & Associates, Practicing Company Secretaries, bearing Membership Number 'F5921' and Certificate of Practice Number No. 4729 as a Scrutinizer for conducting the evoting process in a fair and transparent manner.
- c) In accordance with applicable MCA and SEBI circulars, the postal ballot notice was sent through electronic mode to those members whose e-mail addresses were registered with the Company/ Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date February 15, 2024, seeking approval as set out in the postal ballot notice. Further, the facility of physical voting option through Postal Ballot papers will be provided to the Members who have not registered their email ids considering the relaxations given in this regard. However, the Members have an option to cast their vote either by sending postal ballot form to the Company or through remote e-voting facility provided
- d) The total number of shareholders as on the cut-off date was 219.
- e) The Company has on February 19, 2024 completed the dispatch of the Postal Ballot Notice
- f) A Public advertisement was published on January 20, 2024, in Financial Express in English and Jansatta in Hindi.
- g) The e-voting commenced on February 21, 2024 (9.00 AM IST) and closed on March 21, 2024 (5.00 PM IST).
- h) The Scrutinizer unblocked the votes casted under e-voting and downloaded the details at 5.10 PM IST on March 21, 2024 from CDSL portal in the presence of two witnesses.
- i) The Scrutinizer then rendered his report to the Chairman.
- j) The Chairman took the report on record and declared that the resolutions set out in the postal ballot notice dated February 13, 2024 were passed with requisite majority. The details of voting are as below;

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Resolutions	Total shares as on the cut off date	No. of votes polled	No. of Votes – in favor	% of Votes in favor	No. of Votes – against	% of Votes against
To Reappoint Mr. Feroz Malik (DIN: 00262559) as an Independent Director	46397120	20276778	20276778	100	-	-
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 with Saga Mountains Private Limited	46397120	5514086	5514086	100	-	-

- k) The text of resolutions as set out in the postal ballot notice dated February 13, 2024, that were passed by the shareholders were as follows:

Resolution No. 1 - To Re-Appoint Mr. Feroz Malik (DIN: 00262559) as an Independent Director

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the rules framed thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended and Articles of Association of the Company and on the basis of approval and recommendation of the Nomination and Remuneration committee and the Board of Directors, Mr. Feroz Malik (DIN: 00262559), who holds the office of an Non Executive Independent Director up to Wednesday, 03rd January 2024 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act

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and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for re-appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of an Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years with effect from Thursday 4th January, 2024 upto 3rd January 2029.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

Resolution No. 2 - 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 with Saga Mountains Private Limited

“RESOLVED THAT pursuant to the provisions of Sections 188 of the Companies Act, 2013 (“Act”) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company’s Policy on “Materiality of Related Party Transactions and also on dealing with Related Party Transactions” and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter transaction with Saga Mountains Private Limited a related party of the Company, an amount not exceeding in the aggregate 50,00,00,000 (Rupees Fifty crores only), provided that the said transactions are entered into/carried out on arm’s length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof);

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.”