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**GENESIS DEVELOPERS AND HOLDINGS LIMITED**

(Formerly : GENESIS DEVELOPERS & RESORTS LTD.)

Regd. Off. : 209, Bhanot Plaza-II, 3, D. B. Gupta Road, New Delhi-110055  
E-mail : genesislimited1995@gmail.com CIN L67190DL1995PLC069768

Date: 11<sup>th</sup> August, 2015

To,  
The Head-Listing & Compliances  
**Metropolitan Stock Exchange of India Limited**  
Exchange Square,  
Suren Road, Chakala,  
Andheri (East), Mumbai-400093

Sub- Submission of six copies of Annual Reports (Including Notice of AGM) alongwith Form-A as per clause 31 of the Listing agreement for the financial year 2014-15.

Dear Sir,

With reference to the above mentioned subject, please find enclosed herewith the following as per Clause 31 of the Listing Agreement for the financial year 2014-15.

1. Six copies of Annual Reports (including Notice of AGM).
2. Form-A

You are requested to take the above on your records and acknowledge the same.

Thanking You.

Regards,

Genesis Developers & Holdings Limited


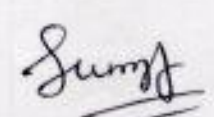
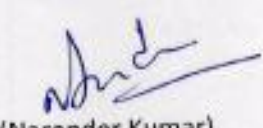
  
Bharati Yadav  
(Company Secretary)  
M. No. A37416

Encl: a/a

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FORM 'A'

(Pursuant to Clause 31(a) of Listing Agreement)

1.	Name of the Company	Genesis Developers And Holdings Limited
2.	Annual Financial Statement for the year ended	31 <sup>st</sup> March, 2015
3.	Type of Audit Observation	Un-qualified
4.	Frequency of Observation	Not Applicable
5.	To be Compulsory signed by- <ul style="list-style-type: none"><li>• CEO/Managing Director</li><li>• CFO</li><li>• Auditor of the company and</li><li>• Audit Committee Chairman</li></ul>	 (Deepak Tyagi)  N/A  (Sumit Arora)   (Narender Kumar)

**GENESIS DEVELOPERS AND**  
**HOLDINGS LIMITED**

**20<sup>TH</sup> ANNUAL REPORT**  
**(2014-2015)**

# **CONTENTS**

Corporate Information
Notice
Director's Report
Management Discussion and Analysis Report
Report On Corporate Governance
Certificate on Corporate Governance
Director's Certificate
Declaration Of Independence
Auditor's Report
Balance Sheet
Profit & Loss Account
Cash Flow Statements
Accounting Policies and Notes On Accounts
Secretarial Audit Report
Extract Of Annual Return
Attendance Slip
Proxy Form

# **GENESIS DEVELOPERS AND HOLDINGS LIMITED**

## **CORPORATE INFORMATION**

<b>CIN</b>	:	L67190DL1995PLC069768
<b>BOARD OF DIRECTORS</b>	:	Deepak Tyagi                      Managing Director Lovely Kumari                      Director Narender Kumar                      Director Daya Shankar Mandal                      Director
<b>COMPANY SECRETARY</b>	:	Bharati Yadav
<b>STATUTORY AUDITORS</b>	:	Sumit Arora (Chartered Accountant) 42-D, Pocket-K, Phase-II Shaikh Sarai, Saket Delhi- 110017
<b>REGISTRAR AND TRANSFER AGENT</b>	:	Bigshare Services Pvt. Ltd. 4E/8, First Floor, Jhandewalan Extension, New Delhi-110055
<b>BANKERS</b>	:	IDBI Bank Punjabi Bagh, New Delhi
<b>REGISTERED OFFICE</b>	:	2127-28, 3 <sup>rd</sup> Floor, Block- K, Gali No.- 58, Naiwala, Gurdwara Road, Karol Bagh, Delhi- 110005
<b>EMAIL</b>	:	<a href="mailto:genesislimited1995@gmail.com">genesislimited1995@gmail.com</a>
<b>INVESTORS HELPDESK &amp; EMAIL</b>	:	Bharati Yadav <a href="mailto:genesislimited1995@gmail.com">genesislimited1995@gmail.com</a>
<b>WEBSITE</b>	:	<a href="http://www.gensisdevelopersholding.com">www.gensisdevelopersholding.com</a>
<b>CONTACT NO.</b>	:	011-28753857

**GENESIS DEVELOPERS AND HOLDINGS LIMITED**

**Regd. Office:** 2127-28, 3rd Floor, Block- K, Gali No.- 58, Naiwala,

Gurdwara Road, Karol Bagh, Delhi- 110005

**CIN:** L67190DL1995PLC069768

**E-mail Id:** [genesislimited1995@gmail.com](mailto:genesislimited1995@gmail.com)

**Website:** [www.genesisdevelopersholdings.com](http://www.genesisdevelopersholdings.com)

**Ph. No.:** 011-28753857

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**NOTICE**

Notice is hereby given that the 20<sup>th</sup> Annual General Meeting of the Company will be held on Tuesday, the 8<sup>th</sup> Day of September, 2015 at 02.00 p.m. at 16/121-122, Jain Bhawan, First Floor, Faiz Road, Karol Bagh, Delhi-110005 to transact the following businesses:

**ORDINARY BUSINESS:**

1. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

**“RESOLVED THAT** the Audited Balance Sheet as at 31<sup>st</sup> March, 2015 and Statement of Profit and Loss for the year ended on that date, together with the Directors’ Report and Auditors’ Report thereon as presented to the meeting, be and the same are hereby, approved and adopted.”

2. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

**“RESOLVED THAT** Mr. Deepak Tyagi (DIN 02760361), Director of the Company, retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

3. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of sections 139 to 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as may be applicable, M/s Vinod Vishal & Co., Chartered Accountants (FRN - 09112N), be and are hereby appointed as statutory auditors of the company, in place of Mr. Sumit Arora, Chartered Accountant (M. No.- 513784) to hold office from the conclusion of this meeting until the conclusion of 25<sup>th</sup> Annual General Meeting (AGM) of the company, subject to ratification at every Annual General Meeting on such remuneration as may be fixed in this behalf by the Board of Directors of the Company.”

## **SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

**“RESOLVED THAT**, pursuant to the provisions of Section 149, 152 and other applicable provisions, if any of the Companies Act, 2013 (‘the Act’) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (‘the Rules’), including any statutory modification(s) or any amendment or any substitution or any re-enactment thereof for the time being in force and Clause 49 of the Listing Agreement, Mr. Daya Shankar Mandal (DIN 06977830), who was appointed as an Additional Director by the Board with effect from 1<sup>st</sup> December, 2014, who is eligible for appointment as an Independent Director pursuant to the Companies Act, 2013 and the Listing Agreement and in respect of whom the Company has received a notice in writing u/s 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years.”

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to do all the acts, things and e-filing which are necessary to give effect to the aforesaid resolution.”

5. 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 Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, be and is hereby accorded to the appointment of Mr. Deepak Tyagi (DIN 02760361) as Managing Director of the Company for a period of 5 years from 1<sup>st</sup> December, 2014 to 30<sup>th</sup> November, 2019, on the terms and conditions of appointment and remuneration as contained in the draft agreement, a copy whereof initialed by the Chairman for the purpose of identification is placed before the meeting, and the Board of Directors be and is hereby authorized to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 as may be agreed to by the Board of Directors.

**RESOLVED FURTHER THAT** any one Director of the Company be and is hereby authorized to do all the acts, things and e-filing which are necessary to give effect to the above said resolution.”

6. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to provisions of Section 5, 14 and all other applicable provisions of Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** any one Directors of the Company be and is hereby authorized to do all such acts, deeds and action as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors  
For **Genesis Developers and Holdings Limited**

**Place: New Delhi**  
**Date: 08.08.2015**

**Bharati Yadav**  
**Company Secretary**  
**M. No.: A37416**

**Notes:**

- (i) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed herewith.
- (ii) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE AT A POLL INSTEAD OF HIMSELF/HERSELF AND THAT A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETE AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN (10) % OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
- (iii) Corporate Members intending to send their respective authorized representative are requested to send a duly certified copy of the Board/ Governing Body resolution authorizing such representative to attend and vote at the Annual General Meeting.
- (iv) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- (v) Pursuant to the provisions of Section 91 of the Companies Act, 2013 and listing agreement, the Register of Members and Share Transfer Books of the Company will remain closed from 2<sup>nd</sup> September, 2015 to 8<sup>th</sup> September, 2015 (both days inclusive).



- (vi) Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment at the Annual General Meeting, forms integral part of the Notice. The Directors have furnished the requisite declarations for their appointment.
- (vii) 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 who are holding shares in physical forms are requested to notify changes in their respective address/ Bank Mandate/ National Electronic Clearing Service (NECS) details, if any, to Company's Registrar i.e. Bigshare Services Pvt. Ltd., 4E/8, First Floor, Jhandewalan Extension, New Delhi-110055. Beneficial owners holding shares in electronic form are requested to intimate change in address/ Bank Mandate/ National Electronic Clearing Service (NECS) details, if any, to their respective Depository Participants (DP). Members are requested to register/ update their e-mail addresses with the Registrar in case of shares held in physical form and with their respective Depository Participants in case shares are held in electronic form.
- (viii) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.
- (ix) Electronic copy of the Annual Report for financial year 2014-15 along with the Notice of the Annual General Meeting of the Company (including Attendance Slip and Proxy Form) is being sent to all the members whose email IDs are registered with the Registrar/Depository Participants(s) unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the financial year 2014-15 along with Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent by other permissible modes.
- (x) Members may also note that the Notice of the Annual General Meeting and the Annual Report for the financial year 2014-15 will also be available on the Company's website [www.genesisdevelopersholdings.com](http://www.genesisdevelopersholdings.com) and on the website of the Registrar [www.bigshareonline.com](http://www.bigshareonline.com) for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on all working day. Even after registering for e-communication, members are entitled to receive such communication in physical form,

upon making a request for the same, by any permissible mode free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [genesislimited1995@gmail.com](mailto:genesislimited1995@gmail.com).

- (xi) Pursuant to the provisions of Section 72 of the Companies Act 2013, the member(s) holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Member(s) holding shares in demat form may contact their respective Depository Participant for availing this facility.
- (xii) All documents referred to in the Notice and explanatory statement are open for inspection at the registered office of the Company during normal business hours on all working day.
- (xiii) The Register of Director and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and Register of Contracts or Arrangements in which directors are interested under section 189 will be made available for inspection by members of the Company at the meeting.

**Voting through electronics means:**

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the **business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).**

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or [www.genesisdevelopersholdings.com](http://www.genesisdevelopersholdings.com).

The facility for voting through Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

**The procedure to login to e-Voting website is given below:**

1. Open the attached PDF file “**e-Voting.pdf**” giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your “User ID” and “Password for e-voting”. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
2. Launch internet browser by typing the URL <https://www.evoting.nsd.com/>
3. Click on “Shareholder - Login”.
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsd.com](http://www.evoting.nsd.com)
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of remote “e-Voting” opens. Click on **e-Voting: Active Voting Cycles**.
7. Select **EVEN (E-Voting Event Number)** of Genesis Developers and Holdings Limited. Members can cast their vote online from **September 4, 2015 (9:00 am)** till **September 7, 2015 (5:00 pm)**.
8. Now you are ready for “e-Voting” as “Cast Vote” page opens.
9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail ([tripathiastik@gmail.com](mailto:tripathiastik@gmail.com)) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**General instructions:**

- a. **The e-voting period commences on September 4, 2015 (9:00 am) till September 7, 2015 (5:00 pm)**. During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- b. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 1<sup>st</sup> September, 2015 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- c. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- d. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- e. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date** of 1<sup>st</sup> September, 2015.
- f. M/s Astik Tripathi & Associates, Practising Company Secretary (COP No. 10384) has been appointed by the Company to act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- g. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- h. The Scrutinizer shall after the conclusion of voting at the general meeting, will 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 witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- i. The results declared along with the Scrutinizer's Report shall be placed on the Company's website viz., [www.genesisdevelopersholdings.com](http://www.genesisdevelopersholdings.com) and on the website of NSDL on or before Friday, 11<sup>th</sup> September, 2015.

All the documents referred to in the accompanying Notice and the Statement pursuant to Section 102 (1) of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during business hours on all working days up to date of declaration of the result of the 20<sup>th</sup> Annual General Meeting of the Company.

### **Other information:**

- Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; [www.icicidirect.com](http://www.icicidirect.com) for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website [www.icicidirect.com](http://www.icicidirect.com). Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the e-voting system of NSDL.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

**MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.**

### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

#### **ITEM No: 3**

Although not required, the Explanatory Statement is being given in respect of Item No. 3, of the Notice Mr. Sumit Arora, Chartered accountant, was appointed as Statutory auditor by the members at their Extra-Ordinary general Meeting held on 30<sup>th</sup> December, 2014, Mr. Sumit Arora showing his unwillingness to act as auditor of the company for financial year ended on 31.03.2016. The Board of Directors placed on record their appreciation of the professional services rendered by Mr. Sumit Arora, Chartered Accountant, during his association with company as auditors.

As per requirement of Companies Act, 2013, M/s Vinod Vishal & Co., Chartered accountants, have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to section 139(1), section 141(2) and section 141(3) of the Companies Act, 2013, and the provisions of Companies (Audit and Auditors) Rules, 2014. Their appointment has been proposed for a period of 5 years from the conclusion of this meeting until the conclusion of 25<sup>th</sup> Annual General Meeting (AGM) of the company, subject to ratification at every Annual General Meeting on such remuneration as may be fixed in this behalf by the Board of Directors of the Company.

The Directors recommend the resolution for approval at Item No. 3 of the notice.

No Director and their relatives are in any way concerned or interested in the Resolution at Item No. 3 of the notice.

#### **ITEM NO. 4**

Mr. Daya Shankar Mandal (DIN 06977830) was appointed as an Additional Director of the Company by the Board of Director in accordance with the provisions of the section 161 of the Companies Act, 2013. Pursuant to section 161 of the Companies Act, 2013, the above Director holds office up to the date of ensuing Annual General Meeting. In this regard the Company has received request in writing from a member proposing his candidature for appointment as Director of the Company in accordance with provisions of and all other applicable provisions of the Companies Act, 2013.

The Board feels that presence of Mr. Daya Shankar Mandal on the Board would be beneficial to the Company and hence recommend passing the resolution as an Ordinary Resolution.

None of the Directors are concerned or interested, directly or indirectly, except Mr. Daya Shankar Mandal in the resolution.

Your Directors recommend the resolution for approval.

#### **ITEM NO. 5**

The Board of Directors has also appointed Mr. Deepak Tyagi as the Managing Director of the Company for a period of 5 years with effect from 1<sup>st</sup> December, 2014.

On the recommendation of the Remuneration Committee, the Board, at its meeting held on 1<sup>st</sup> December, 2014 approved the terms and conditions of Mr. Deepak Tyagi appointment, subject to the approval of the shareholders.

The main terms and conditions relating to the appointment of Mr. Deepak Tyagi are as follows:

1. **Period:** From 1<sup>st</sup> December, 2014 to 30<sup>th</sup> November, 2019

2. **Nature of Duties:**

The MD shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.

3. **Remuneration:**

The Mr. Deepak Tyagi has declared that he will not receive any remuneration from the Company.

4. **Other terms and Conditions:**

- i. The MD shall not become interested or otherwise concerned, directly or through his spouse and/or children.
- ii. The terms and conditions of his appointment may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, irrespective of the limits stipulated under Schedule to the Act, or any amendments made hereinafter in this regard in such manner as may be agreed to between the Board and him, subject to such approvals as may be required.
- iii. The appointment may be terminated by either party by giving to the other party one months' notice of such termination or the Company paying one months' remuneration in lieu thereof.
- iv. The employment of the MD may be terminated by the Company without notice or payment in lieu of notice:
  - a. If the MD is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company; or
  - b. In the event of any serious repeated or continuing breach (after prior warning) or non-observance by him of any of the stipulations contained in the agreement to be executed between the Company and him; or
  - c. In the event the Board expresses its loss of confidence in him.

- v. The MD is being appointed by virtue of his employment in the Company and his appointment is subject to the provisions of Section 167(1)(h) of the Act. He may be liable to retire by rotation.
- vi. If and when the agreement expires or is terminated for any reason whatsoever, Mr. Deepak Tyagi will cease to be the MD and also cease to be a Director. If at any time he ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the MD and the agreement shall forthwith terminate. If at any time, he ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and MD of the Company.
- vii. The terms and conditions of appointment of MD also include clauses pertaining to adherence to the Gensis Code of Conduct, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, the Board recommends the Ordinary Resolution set out at item no. 5 of the accompanying Notice for the approval of the Members.

Copy of the Draft Agreement referred to in the Resolution would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, upto and including the date of the Annual General Meeting.

#### **ITEM NO. 6**

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company need to be re-aligned as per the provisions of the new Act.

The Board of Directors decided to incorporate/substitute/alter certain provisions as per the Companies Act, 2013. As this would result in a number of changes in the existing Articles of Association of the Company, it was desirable to adopt a new set of Articles of Association in place of and in exclusion to the existing Articles of Association of the Company. The new Articles of Association to be substituted in place of the existing Articles of Association is based on Table "F" of Schedule I of the Companies Act, 2013 which sets out the model Articles of Association for a company limited by shares.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company.

The proposed new draft Articles of Association is being uploaded on the Company's website for perusal by the shareholders.



None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special resolution as set out at Item No. 6 of the Notice.

By Order of the Board of Directors

**Place: New Delhi**  
**Date: 08.08.2015**

**Bharati Yadav**  
**Company Secretary**  
**M. No.: A 37416**

**Details of Directors Seeking Appointment and Re-Appointment at the Annual  
General Meeting  
(In Pursuance of Clause 49 of the Listing Agreement)**

Particulars	Date of Appointment	Qualifications	Expertise in specific Functional areas	Director of other Companies (excluding foreign Companies)
Mr. Deepak Tyagi	23.05.2014	Graduate	Financial Sector	<ol style="list-style-type: none"> <li>1. Solomon Holdings Private Limited</li> <li>2. Pelicon Finance And Leasing Ltd</li> <li>3. Finage Leasing And Finance (India) Limited</li> <li>4. Greenline Builders Limited</li> <li>5. Worldlink Telecom Limited</li> <li>6. Blue Bell Finance Ltd</li> <li>7. Singhal Securities Private Limited.</li> <li>8. Avail Holding Limited</li> <li>9. Edoptica Retail India Limited</li> <li>10. Mascot Securities Limited</li> </ol>
Mr. Daya Shankar Mandal	01.12.2014	Graduate	Marketing Sector	Not Applicable

## DIRECTOR'S REPORT

To,  
The Members,  
Genesis Developers And Holdings Limited  
The Directors have pleasure in presenting before you the 20<sup>th</sup> Annual Report on the business and operations of the Company alongwith the Audited Financial Statement for the financial year ended 31st March, 2015.

### FINANCIAL HIGHLIGHTS:

Financial Result of the Company for the year under review alongwith the figures for previous year are as follows:

### **FINANCIAL HIGHLIGHTS**

	<b>Year ended</b>	<b>Year Ended</b>
	<b>March 31, 2015</b>	<b>March 31, 2014</b>
Revenue	<b>4,217,500</b>	<b>225,458</b>
Profit before Interest and Depreciation	87,098	107,422
Interest	-	-
Depreciation and Amortization expense	<b>16,305</b>	<b>7,709</b>
Profit/Loss before Tax	70,793	99,713
Current Tax	13,495	20,484
MAT Credit Entitlement	(13,495)	-
Deferred Tax	<b>(5,888)</b>	<b>87</b>
Profit/Loss after Tax	76,681	79,142
Dividend	-	-
Transfer to General Reserves	-	-
Balance brought forward from last year	(18,796,784)	(18,875,926)
Surplus carried to Balance Sheet	(18,729,664)	(18,796,784)

### OPERATIONAL PERFORMANCE:

During the financial year 2014-15, the Company has recorded revenue of **Rs. 4,217,500/-**. The Company has earned net profit of **Rs. 76,681/-** during the year as compared to profit **Rs. 79,142/-** in the last year. The Directors are optimistic about future performance of the Company.

### SUBSIDIARY COMPANIES:

The Company does not have any subsidiary company.

### DIVIDEND:

As the company kept the profits for investment in better projects it regret not to recommend any dividend. But the directors are hopeful better result in ensuring future.

### NO. OF BOARD MEETINGS HELD:

The Board of Directors duly meets 18 times during the financial year from 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2015. The dates on which meetings were held are as follows:

**15th May, 2014, 23rd May, 2014, 27th May, 2014, 9th June, 2014, 3rd July, 2014, 23rd July, 2014, 28th July, 2014, 8th August, 2014, 26th August, 2014, 29th September, 2014, 28th October, 2014, 1st December, 2014, 19th December, 2014, 6th January, 2014, 19th January, 2015, 23rd January, 2015, 24th January, 2015 and 21st February, 2015.**

### BOARD OF DIRECTORS:

#### APPOINTMENT OF MANGING DIRECTORS:

Mr. Deepak Tyagi Director of the Company being appointed as Managing Director of the Company subject to approval of members of the Company.

#### APPOINTMENT OF INDEPENDENT DIRECTORS:

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Daya Shankar Mandal appointed as an Additional Director by the Board and subsequently your Directors recommend the appointment of Mr. Daya Shankar Mnadal as an Independent Director as proposed in the notice for the Annual General Meeting.

Your Directors state that Mr. Daya Shankar Mandal who is proposed to be appointed as an Independent Director possess appropriate skills, expertise and knowledge and are qualified for appointment as an Independent Director.

Ms. Lovely Kumari and Mr. Narender Kumar were appointed as an Independent Director of the Company w.e.f. 23rd May, 2014.

#### RE-APPOINTMENT OF DIRECTORS:

In accordance with the provisions of the Companies Act, 2013 and the articles of association of the Company, Mr. Deepak Tyagi, Managing Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. The Board of Directors recommends their re-appointment.

### **CESSATION:**

During the year Mr. Lalit Kumar Mittal, Mr. Krishan Kumar and Mr. Pawan Kumar expressed their inability to continue as a Director due to other commitments and submitted their resignation. The Board of Directors has accepted the same and placed on record its appreciation for the services rendered by Mr. Lalit Kumar Mittal, Mr. Krishan Kumar and Mr. Pawan Kumar during their tenure as Director of the Company.

### **DECLARATION BY INDEPENDENT DIRECTORS:**

The Independent directors have submitted their disclosure to the Board that they fulfill all the requirements as to qualify for their appointment as an Independent Director under the provisions of the Companies Act, 2013 as well as Clause 49 of the Listing Agreement and annexed herewith to this report marked as **Annexure-I**.

### **BOARD EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration, Stakeholders' Relationship Committee and Risk Management Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

### **KEY MANAGERIAL PERSONNEL:**

The following employees were designated as whole-time key managerial personnel by the Board of Directors during the year under review:

- (i) Mr. Deepak Tyagi, Managing Director
- (ii) Ms. Bharati Yadav, Company Secretary

### **COMPANY SECRETARY:**

Ms. Bharati Yadav an Associate member of the ICSI, Delhi has been appointed by the Board of Directors of the Company as Company Secretary of the Company with effect from 1<sup>st</sup> December, 2014.

### RAISING OF CAPITAL THROUGH PREFERENTIAL ISSUE:

In order to meet the additional working capital requirement of funds and to augment the capital base of the Company for expansion and growth of the Company. The funds raised by the Company shall be utilized for its present business operation or in such other manner as may be decided by the Board of Directors in the interest of the Company.

The Company has allotted 31,00,000 Equity Shares of Rs. 10/- each to the preferential issue of Equity shares to promoters and non promoter group vide Resolution passed at the Extra Ordinary General Meeting of the Company held on 25<sup>th</sup> August, 2014.

### CHANGE IN REGISTERED OFFICE:

During the year under review, the Company has filed E-Form INC-22 under section 12 of the Companies Act, 2013 to the Registrar of Companies, NCT of Delhi and Haryana, for shifting of Registered Office of our Company within the local limits of City without change in the Jurisdiction of the Registrar of Companies, NCT of Delhi and Haryana from 209, Bhanot Plaza-II, 3 D.B. Gupta Road, New Delhi- 110055 to 3<sup>rd</sup> Floor, 2127-28, Block- K, Gali No. 58, Naiwala, Gurdwara Road, Karol Bagh New Delhi- 110005 w.e.f. 23<sup>rd</sup> January, 2015.

### DEPOSITS:

During the year, the Company has not invited/accepted any deposits under Companies Act, 2013.

### AUDITORS OBSERVATIONS:

The observations made by Auditors with reference to notes to account are self explanatory and need no comments.

### AUDITORS:

#### STATUTORY AUDITORS

To Appoint auditor M/s Vinod Vishal & Co., Chartered Accountants as Statutory auditor of the company for a period of 5 years commencing from the conclusion of this meeting until, the conclusion of 25<sup>th</sup> Annual General Meeting subject to ratification at every Annual General Meeting on such remuneration as may be fixed in this behalf by the Board of Directors of the Company. A Certificate from the Auditors has been received to the effect that their appointment, if made, would be within the limits prescribed under section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified to be appointed as statutory auditor in terms of the provisions of the proviso to section 139(1), section 141(2) and section 141(3) of the companies Act, 2013, and the provisions of Companies (Audit and Auditors) Rules, 2014.

During the year M/s RDAK & Associates (FRN 019502N), Chartered Accountants of the Company has shown its desire to discontinue its services as statutory auditors of the Company, due to its pre-occupation.

#### **AUDITORS' REPORT:**

The Auditors' Report is annexed herewith marked as **Annexure-II** and forms part of the Annual Report.

#### **SECRETARIAL AUDIT AND THE APPOINTMENT OF THE SECRETARIAL AUDITORS:**

The Company has appointed Mr. Astik Mani Tripathi Proprietor of M/s Astik Tripathi & Associates having C.P. No. 10384 to hold the office of the Secretarial Auditors and the Secretarial Audit Report is annexed herewith marked as **Annexure-III** to this report in Form No. MR-3 which is self explanatory and need no comments.

#### **APPOINTMENT OF INTERNAL AUDITOR:**

The Company has appointed Mr. Anil Prakash, as an Internal Auditor of the Company. Mr. Anil Prakash placed the internal audit report to the Company which is self explanatory and need no comments.

#### **ABSTRACT OF THE ANNUAL RETURN:**

The Abstract of the Annual Return for the year 2015 is being attached with the Directors report in Form No. MGT-9 marked as **Annexure-IV**.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

Details of Loans, Guarantees and Investment covered under the provisions of section 186 of the Companies Act, 2013 are given in the Notes to the Financial Statements.

#### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

The particulars of contracts or arrangements with related parties for the financial year 2014-15 are annexed herewith to the Financial Statements in Form No. AOC-2.

#### **LISTING OF SHARES:**

The shares of the Company are listed on DSE Limited (DSE), Ahmadabad Stock Exchange Limited (ASE), Ludhiana Stock Exchange Limited (LSE) and Metropolitan Stock Exchange of India Limited (MSEI). As per SEBI circular WTM/PS/45/MRD/DSA/NOV/2014 dated 19th November, 2014, WTM/RKA/MRD/166/2014 dated 30th December, 2014, DSE & LSE has been derecognized as Stock Exchange respectively.

### DEMATERILISATION OF SHARES:

The Company has connectivity with NSDL & CDSL for dematerialization of its equity shares. The ISIN No. INE273R01019 has been allotted for the Company. Therefore, the investors may keep their shareholding in the electronic mode with their Depository Participates. 66.67 % of the Company's Paid-up Share Capital is in dematerialized form as on 31<sup>st</sup> March, 2015 and balance 33.33% is in physical form.

### DIRECTORS' RESPONSIBILITY STATEMENT:

In accordance with the provision of section 134(5) of the Companies Act, 2013 the Board confirm and submit the Director's Responsibility Statement:

- in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed;
- The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- The Directors have taken proper & sufficient care of the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for prevention & detecting fraud & other irregularities;
- The Directors have prepared the accounts for the year ended 31<sup>st</sup> March, 2015 on a going concern basis.
- The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- The directors had devised proper system to ensure compliance with the provision of all applicable laws and that such systems were adequate and operating effectively.

### DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM:

In pursuant to the provision of section 177(9) & (10) of the Companies Act, 2013, The Company has formulated a Whistle Blower Policy to establish a vigil mechanism for Directors and employees of the Company to report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy. The Whistle Blower Policy is available on the website of the Company.



### CORPORATE GOVERNANCE:

As per Clause 49 of the Listing Agreement with Stock Exchanges, a report on Corporate Governance together with the Auditors' Certificate regarding the compliance of conditions of Corporate Governance forms part of the Annual Report.

### MANAGEMENT DISCUSSION ANALYSIS REPORT:

The Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section which forms part of the Annual Report.

### HEALTH, SAFETY AND ENVIRONMENT PROTECTION:

The Company has complied with all the applicable environmental law and labour laws. The Company has been complying with the relevant laws and has been taking all necessary measures to protect the environment and maximize worker protection and safety.

### SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year 2014-15.

- No of complaints received : 0
- No of complaints disposed off : N.A.

### DEVELOPMENT & IMPLEMENTATION OF RISK MANAGEMENT POLICY:

The assets of the Company are adequately insured against the loss of fire, riot, earthquake, terrorism, loss of profits, etc other risks which considered necessary by the management. The Company has been addressing the various risks impacting the Company and policy of the Company on risk management is provided elsewhere in this Annual Report in Management Discussion and Analysis.

### PARTICULARS OF EMPLOYEES:

None of the employee was drawing in excess of the limits by the Companies Act, 2013 and rules made there under which needs to be disclosed in the directors report.

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO:

The Company does not fall under any of the industries covered by the Companies (Accounts) Rules, 2014. Hence, the requirements of disclosure in relation to the conservation of energy, technology absorption, foreign exchange earnings & outgo are not applicable to it.

	Particulars	Current Year 2014-15	Previous Year 2013-2014
A.	Conservation of Energy	Nil	Nil
B.	Technology Absorption	Nil	Nil
C.	Foreign Exchange Earnings & Outgo	Nil	Nil

### ACKNOWLEDGEMENT:

The Directors are thankful to the Bankers, Customers, Dealers, and Vendors for their valuable support and assistance.

The Directors wish to place on record their appreciation of the commendable work done, dedication and sincerity by all the employees of the Company at all levels during the year under review.

The Company will make every effort to meet the aspirations of its shareholders and wish to sincerely thank them for their whole hearted co-operation and support at all times.

For and on behalf of the Board of Directors

Place: New Delhi  
Date: 08.08.2015

Deepak Tyagi  
Chairman & Managing Director  
DIN: 02760361

# MANAGEMENT DISCUSSION AND ANALYSIS REPORT

## ECONOMIC OUTLOOK:

The long-term fundamentals of the Indian economy continue to be strong due to rising incomes and large investments. These growth drivers are expected to sustain over a long period of time. At the same time, there are some concerns due to uncertain global economic environment and slow recovery in developed markets.

## COMPANY OVERVIEW:

The company is engaged in trading in shares, financial services and investment activities where the outlook of the business seems to be encouraging over and above we have been diversified into different businesses ranging from third party product distributions (lowest balance sheet risk) to originating unsecured personal loans, corporate loans (highest balance sheet risk). We believe that we are well placed to leverage on the growth opportunities in the economy.

## FINANCIAL PERFORMANCE:

The Company has achieved a turnover of **Rs. 4,217,500/-** during the year with net profitability of **Rs. 76,681/-**. The Company's income from operations primarily includes income from trading and distributions of financial products.

## FUTURE OUTLOOK:

The future outlook of the Company is very prospective and it urges to diversify the various areas related to financial markets. Besides continuing aggressively in the existing growth areas, there are certain specific initiatives that we would like to highlight which the company would be undertaking in the financial year 2014-15. The Company is effectively putting together a growth strategy in the area of Debt Syndication, Private Placement, Corporate/Personal Loan, Advisory Services, Arranger and Distributions of Mutual Fund & Liaison for Financial Products.

## OPPORTUNITIES & THREATS:

### **Opportunities**

- Increase in Income levels will aid greater penetration of financial products.
- Positive regulatory reforms.
- Increase in corporate growth & risk appetite.
- Greater efficiency in debt market operations which will also help greater penetration.
- Increased securitization.
- Focus on selling new product/services.

### **Threats**

- Inflation could trigger increase in consumer price inflation, which would dampen growth.

- Increased competition in both local & overseas markets.
- Unfavorable economic development.
- Market risk arising from changes in the value of financial instruments as a result of changes in market variables like interest rate and exchange rates.

### **RISK MANAGEMENT:**

The company operates in the Financial Services Sector, which is affected by variety factors linked to economic development in India and globally which, in turn, also affected global fund flows. Any economic event across the globe can have direct or indirect impact on your company. To mitigate this, Company has diversified its revenue stream across multiple verticals. Your Company's risk management system is a comprehensive and integrated framework comprising structured reporting and stringent controls. Through its approach it strives to identify opportunities that enhance organizational values while managing or mitigating risks that can adversely impact the company's future performance. Within the organization, every decision taken is after weighing the pros and cons of such a decision making taking note of the risk attributable.

### **HUMAN RESOURCE:**

The Company keeps developing its organizational structure consistently over time. Efforts are made to follow excellent Human Resource practices. Adequate efforts of the staff and management personnel are directed on imparting continuous training to improve the management practices. The objective of your Company is to create a workplace where every person can achieve his or her full potential. The employees are encouraged to put in their best. Lot of hard work is put in to ensure that new and innovative ideas are given due consideration to achieve the short and long term objectives of your company.

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company's well defined organization structure, documented policy guidelines, predefined authority levels, and an extensive system of internal controls ensure optimal utilization and protection of resources, IT security, accurate reporting of financial transactions and compliance with applicable laws and regulations. The Internal Control systems are guided to ensure that assets are safeguarded against loss from unauthorized use or disposition, and that transactions are authorized, recorded, and reported correctly. The Company has an exhaustive budgetary control system. Actual performance is reviewed with reference to the budget by the management on an ongoing basis. The Company's internal auditors review business processes and controls. The Audit Committee of the Board then discusses significant findings and corrective measures initiated.

**CAUTIONARY STATEMENT:**

Statements in the Management Discussion and Analysis describing the Company's objectives, expectations, predictions and assumptions may be "FORWARD LOOKING" within the meaning of applicable Laws and Regulations. Actual results may differ materially from those expressed herein, important factors that could influence the Company's operations include domestic economic Conditions affecting demand, supply, price conditions, and change in Government's regulations, tax regimes, other statutes and other factors such as industrial relations.

**MATERIAL DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATION FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:**

The employees are satisfied and having good relationship with the Management.

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT:**

This is to confirm that the Company has adopted a Code of conduct for its employees including the director. I confirm that the Company has in respect of the financial Year ended 31st March, 2015, received, from the Senior Management team of the Company and the members of the Board, a declaration of Compliance with the Code of Conduct as applicable to them.

## **CORPORATE GOVERNANCE REPORT FOR THE YEAR 2014-15**

**(As required under Clause 49 of the Listing Agreements entered into with the Stock Exchanges)**

Corporate governance is a term that refers broadly to the rules, processes, or laws by which businesses are operated, regulated, and controlled. The term can refer to internal factors defined by the officers, stockholders or constitution of a corporation, as well as to external forces such as consumer groups, clients, and government regulations. The Corporate Governance is a key element in enhancing investor confidence, promoting competitiveness and ultimately improving economic growth.

The objective of Corporate Governance is “Enhancement of long term shareholders value and ensuring the protection of rights of the shareholders” and your company reiterates its commitment to good Corporate Governance.

### **COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE:**

The Company policy on Corporate Governance rests on the pillars of transparency, accountability, integrity, equity and environment responsibility in all facets of its operations. Good Corporate Governance therefore, embodies both enterprise (performance) and accountability (conformance).

Independent directors are appointed not merely to fulfill the listing requirement but for their diverse skills, experience and external objectivity that they bring to effectively perform their role to provide strategic direction and guidance and provide constructive support to management by asking the right questions and generating quality debates and discussions on major decisions.

### **1. BOARD OF DIRECTORS:**

The Board of Company consists of 4 Directors with a fair representation of executive, non-executive, independent directors and women director.

**The composition and category of Board during the year as follows:**

<b>Name of the Director</b>	<b>Designation</b>	<b>Category</b>
Mr. Deepak Tyagi	Managing Director	Executive & Promoter
Ms. Lovely Kumari	Director	Non-Executive & Independent
Mr. Narender Kumar	Director	Non – Executive & Independent
Mr. Daya Shankar Mandal	Director	Non – Executive & Independent

### Meeting of Board of Directors:

There were 18 (Eighteen) Board Meetings held during the year ended March 31, 2015. These were on 15th May, 2014, 23rd May, 2014, 27th May, 2014, 9th June, 2014, 3rd July, 2014, 23rd July, 2014, 28th July, 2014, 8th August, 2014, 26th August, 2014, 29th September, 2014, 28th October, 2014, 1st December, 2014, 19th December, 2014, 6th January, 2014, 19th January, 2015, 23rd January, 2015, 24th January, 2015 and 21st February, 2015.

The periodicity between two Board Meetings was within the maximum time gap as prescribed in the Listing Agreement / Companies Act, 2013.

The composition of the Board of Directors, their attendance at Board Meetings and last Annual General Meeting is as under:

Name of Director	Number of Board Meetings under tenure	
	Held	Attended
Mr. Deepak Tyagi*	18	16
Ms. Lovely Kumari*	18	16
Mr. Narender Kumar*	18	16
Mr. Daya Shankar Mandal**	18	6
Mr. Krishan Kumar***	18	3
Mr. Lalit Kumar Mittal***	18	3
Mr. Pawan Kumar Gupta***	18	3

\* *Appointed as Director w.e.f 23.05.2014*

\*\* *Appointed as Director w.e.f 1.12.2014*

\*\*\* *Ceased to be Director w.e.f 07.06.2014*

### Information provided to the Board:

The Board of the Company is presented with all information under the following heads, whenever applicable and materially significant. These are surmised either as part of the agenda will in advance of the Board Meetings or are tabled in the course of the Board Meetings. This, inter-alia, include:

- Annual operating plans of businesses, capital budgets, updates.
- Quarterly results of the Company and its operating divisions or business segments.
- Information on recruitment and remuneration of senior officers just below the Board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Materially important litigations, show cause, demand, prosecution and penalty notices.

- Fatal or serious accidents.
- Any material default in financial obligations to and by the Company or substantial non-payment for services rendered by the Company.
- Details of any joint venture or collaboration agreement or new client win.
- Any issue, which involves possible public liability claims of substantial nature, including any judgment or order, which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- Transactions had involved substantial payments towards good-will, brand equity, or intellectual property.
- Significant development in the human resources front.
- Sale of material, nature of investments, subsidiaries, assets which is not in the normal course of business.
- Quarterly details of foreign exchange exposure and the steps taken by management to limit the risks of adverse exchange rate movement.
- Quarterly update on the return from deployment of surplus funds.
- Non-compliance of any regulatory or statutory provisions or listing requirements as well as shareholder services as non-payment of dividend and delays in share transfer.
- Significant labour problems and their proposed solutions. Any significant development in Human Resources /Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.

## **2. INDEPEDNENT DIRECTORS:**

The Company has complied with the definition of Independence as per Clause 49 of the Listing Agreement and according to the provisions of section 149(6) Companies Act, 2013. The Company has also obtained declarations form all Independent Directors pursuant to section 149(7) of the Companies Act, 2013.

### **Training of Independent Directors:**

Whenever new Non-executive and Independent Directors are induced in the Board they are introduced to our Company's culture through appropriate orientation session and they are also introduced to our organization structure, our business, constitution, board procedures, our major risks and management strategy.

### **Performance Evaluation of non-executive and Independent Directors:**

The Board evaluates the performance of Non-executive and Independent Directors every year. All the Non-executive and Independent Directors are eminent personalities having wide experience in the field of business, Industry and administration. Their presence on the Board is advantageous and fruitful in taking business decision.



### **Meeting of Independent Directors:**

One Meeting of Independent Directors held on 5<sup>th</sup> March, 2015 during the financial year ended March 31, 2015.

The meeting shall:

- Review the performance of non-independent directors and the Board as a whole ;
- Review the performance of Chairperson of the company, taking into account the views of executive directors and non executive directors and;
- Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

### **3. COMMITTEES OF THE BOARD:**

The Board has four Committees: the Audit Committee, the Nomination & Remuneration Committee, the Stakeholders' Relationship Committee and the Risk Management Committee.

#### **A. AUDIT COMMITTEE:**

The primary objective of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting progress with a view to ensuring accurate timely and proper disclosures and transparency, integrity and quality of financial reporting. The Committee oversees the work carried out by the management, internal auditors on the financial reporting process and the safeguards employed by them.

#### **Brief description of the terms of reference:**

- Overview of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements reflect a true and fair position.
- Recommending the appointment, re-appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Reviewing the financial statements and draft audit report, including quarterly / half yearly financial information.
- Reviewing with management the annual financial statements before submission to the Board, focusing primarily on:
  - ❖ Any changes in accounting policies and practices;
  - ❖ Major accounting entries based on exercise of judgment by management;
  - ❖ Qualifications in draft audit report;
  - ❖ Significant adjustments arising out of audit;
  - ❖ Compliance with accounting standard;
  - ❖ Compliance with stock exchange and legal requirements concerning financial statements;
  - ❖ Any related party transactions as per Accounting Standard 18.

- ❖ Reviewing the Company's financial and risk management policies.
- ❖ Disclosure of contingent liabilities.
- ❖ Reviewing with the management, external and internal auditors and the adequacy of internal control systems.
- ❖ Discussion with internal auditors of any significant findings and follow-up thereon.
- ❖ Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- ❖ Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- ❖ Reviewing compliances as regards the Company's Whistle Blower Policy.
- ❖ Mandatory review of following information:
  - Management discussion and analysis of financial condition and results of operations;
  - Statement of significant related party transactions, submitted by management;
  - Management letters / letters of internal control weaknesses issued by Statutory Auditors and:
  - Appointment, removal and terms of remuneration of Internal Auditor.

#### **Constitution & Re- Constitution of the Audit Committee and their attendance at the meeting:**

Name of Members	Category/Designation	No. of Meetings	
		Held	Attended
Ms. Lovely Kumari	Member	4	4
Mr. Narender Kumar *	Chairman	4	4
Mr. Deepak Tyagi**	Member	4	3
Mr. Daya Shankar Mandal***	Member	4	1

**\* Appointed as Chairman w.e.f 06.01.2015**

**\*\* Ceased to be Chairman w.e.f 06.01.2015**

**\*\*\*Appointed as Member w.e.f. 06.01.2015**

#### **Meetings of the Committee:**

The Committee met 4 (Four) times on **27<sup>th</sup> May, 2014, 8<sup>th</sup> August, 2014, 28<sup>th</sup> October, 2014 and 19<sup>th</sup> January, 2015** during the financial year ended March 31, 2015.

The Minutes of the Meetings of the Audit Committee are discussed and taken note by the board of directors.

The Statutory Auditor, Internal Auditor and Executive Directors/Chief Financial Officer are invited to the meeting as and when required.

### **Powers of Audit Committee:**

The audit committee shall have the following powers, which includes the following:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant with relevant expertise, if it considers necessary.

### **Review of Information by Audit committee:**

The Audit Committee shall mandatorily review the following information:

- Management Discussion and analysis of financial condition and results of operations;
- Statement of related party transactions (As defined by Audit Committee), submitted by Management;
- Management letters / letters of internal control weakness issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

### **B. NOMINATION & REMUNERATION COMMITTEE:**

The Remuneration Committee was reconstituted and renamed as Nomination & Remuneration Committee as per the requirements of the Companies Act, 2013:-

The terms of reference of the remuneration committee in brief pertain to inter-alia, determining the Companies policy on and approve specific remuneration packages for executive director (s)/Manager under the Companies Act, 2013 after taking in to account the financial position of the Company, trend in the industry, appointees qualification, experience, past performance, interest of the Company and members. During the year the Remuneration Committee met on **12<sup>th</sup> April, 2014 and 12<sup>th</sup> October, 2014.**

**Constitution & Re-Constitution of the Nomination & Remuneration Committee and their attendance at the meeting:**

Name of Members	Category/Designation	No. of Meetings	
		Held	Attended
Ms. Lovely Kumari	Member	2	2
Mr. Narender Kumar *	Chairman	2	2
Mr. Deepak Tyagi**	Member	2	2
Mr. Daya Shankar Mandal***	Member	2	0

**\* Appointed as Chairman w.e.f 06.01.2015**

**\*\* Ceased to be Chairman as well as Member w.e.f 06.01.2015**

**\*\*\* Appointed as Member w.e.f 06.01.2015**

**C. STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

The shareholders/investors grievance committee has been renamed and reconstituted as the Stakeholders' Relationship Committee as per the requirements of the Companies Act, 2013.

**Scope of the Committee:**

The scope of the Shareholders Grievance Committee is to review and address the grievance of the shareholders in respect of share transfers, transmission, non-receipt of annual report, non-receipt of dividend etc, and other related activities. In addition, the Committee also looks into matters which can facilitate better investor's services and relations.

**Constitution & Re-Constitution of the Stakeholders' Relationship Committee and their attendance at the meeting:**

Name of Members	Category/Designation	No. of Meetings	
		Held	Attended
Ms. Lovely Kumari	Member	2	2
Mr. Narender Kumar *	Chairman	2	2
Mr. Deepak Tyagi**	Member	2	2

**\* Appointed as Chairman w.e.f 06.01.2015**

**\*\* Ceased to be Chairman w.e.f 06.01.2015**

During the year the under review, 2 (Two) meeting of this committee was held on **2<sup>nd</sup> July, 2014** and **19<sup>th</sup> December, 2014**.

This Committee looks into redressal of Shareholders' and investors' complaints with respect to transfer/transmission of shares, non-receipt of annual report, dividend warrants etc.

**Compliance Officer:**

<b>NAME OF THE COMPLIANCE OFFICER</b>	Ms. Bharati Yadav
<b>CONTACT DETAILS</b>	2127-28, 3 <sup>rd</sup> Floor, Block- K, Gali No.- 58, Naiwala, Gurdwara Road, Karol Bagh, Delhi-110005.
<b>E- MAIL ID</b>	<a href="mailto:genesislimited1995@gmail.com">genesislimited1995@gmail.com</a>

**D. RISK MANAGEMENT COMMITTEE:**

The Board had constituted the Committee to understand and assess various kinds of risks associated with the running of business and suggesting/implementing ways and means for eliminating/minimising risks to the business of the Company and periodic review of the management control procedures/tools used to mitigate such risks.

**Constitution of Risk Management Committee and their attendance at the meeting:**

Name of Members	Category/Designation	No. of Meetings	
		Held	Attended
Ms. Lovely Kumari	Chairman	1	1
Mr. Narender Kumar	Member	1	1
Mr. Deepak Tyagi	Member	1	1
Mr. Daya Shankar Mandal	Member	1	1

One (1) meeting of Risk Management Committee of Board of Directors was held on 15<sup>th</sup> February, 2015 during Financial Year 2014-15.

**E. VIGIL MECHANISM/ WHISTLE BLOWER POLICY:**

The Board has approved the Whistle Blower Policy, a mechanism for employees to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct. The mechanism also provide for adequate safeguards against victimization of employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

During the year under review no personnel has been denied access to the audit committee.

The Company has adopted a formal Vigil Mechanism/ Whistle-blower policy. The approved policy is available on the Company's website [www.genesisdevelopersholdings.com](http://www.genesisdevelopersholdings.com).

**4. PERFORMANCE EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and

Remuneration, Stakeholders' Relationship Committee and Risk Management Committee. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

**STATEMENT INDICATING THE MANNER IN WHICH FORMAL ANNUAL EVALUATION HAS BEEN MADE BY THE BOARD OF ITS OWN PERFORMANCE AND THAT OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS:**

- Nomination and Remuneration Committee of the Board had prepared and sent through its Chairman draft parameterized feedback forms for evaluation of the Board, Independent Directors and Chairman.
- Independent Directors at a meeting without anyone from the non independent directors and management, considered/evaluated the Board's performance, performance of the Chairman and other non-independent Directors.
- The Board subsequently evaluated performance of the Board, the Committees and Independent Directors (without participation of the relevant director).

**5. SUBSIDIARY COMPANY:**

The Company does not have any subsidiary company.

**6. GENERAL BODY MEETING:**

**Annual General Meeting held during the previous financial year**

Year	Date	Venue	Time
2014	06.09.2014	209, Bhanot Plaza-II, 3,D.B Gupta Road, New Delhi-110055	12.00 P.M
2013	08.06.2013	209, Bhanot Plaza-II, 3,D.B Gupta Road, New Delhi-110055	1:00 P.M.
2012	29.09.2012	209, Bhanot Plaza-II, 3,D.B Gupta Road, New Delhi-110055	2:30 P.M.

## **7. MANAGEMENT:**

### **A. Management Discussion and Analysis:**

A statement of management Discussion and Analysis is appearing elsewhere in this Annual report in terms of requirement of the Code of Corporate Governance.

### **B. Disclosure of material transactions:**

Pursuant to clause 49 of the listing agreement, senior management members have given disclosures to the Board that there are no material, financial and commercial transactions where they had (or were deemed to have had) personal interest that might have been in potential conflict with the interest of the Company.

## **8. APPOINTMENT/REAPPOINTMENT OF DIRECTORS:**

According to the Companies Act, 2013, at least two-third of the Board should consist of retiring directors. Of these, one-third is required to retire every year and, if eligible, may seek re-appointment by the shareholders.

Accordingly Mr. Deepak Tyagi retires from Board by rotation this year and, being eligible, have offered his candidature for re-appointment. Their candidature has been recommended by the remuneration and nomination committee to the Board, which in turn has recommended the same for approval of the shareholders.

## **9. MEANS OF COMMUNICATIONS:**

A. The Unaudited/ Audited Financial Results have been published in a Hindi National Newspaper and an English National Newspaper. The results were sent to the Stock Exchanges on quarterly basis. Details of publication of Financial Results are given below:

<b>Period</b>	<b>Name of Newspaper</b>
Audited Financial Results for the year ended 31.03.2015	Mahalaxmi Bhagyodai (Hindi News Paper) and Money Maker (English News Paper)
Unaudited Financial Results for the Quarter ended on 31.12.2014	Mahalaxmi Bhagyodai (Hindi News Paper) and Money Maker (English News Paper)
Unaudited Financial Results for the Quarter ended on 30.09.2014	Mahalaxmi Bhagyodai (Hindi News Paper) and Money Maker (English News Paper)
Unaudited Financial Results for the Quarter ended on 30.06.2014	Mahalaxmi Bhagyodai (Hindi News Paper) and Money Maker (English News Paper)

The audited yearly / unaudited quarterly results of the Company are also displayed on the website of the Company at [www.genesisdevelopersholdings.com](http://www.genesisdevelopersholdings.com) as per the requirements of the Clause 54 of the Listing Agreement the website of the Company is regularly updated.

- B. Half yearly results are not sent to the shareholders. Annual Report and Financial Statements are sent to all the shareholders at their addresses registered with the Company/RTA.

## **10. DISCLOSURES:**

### **A. Related Party Transactions:**

There have been no materially significant related party transactions with the Company's promoters, directors, management or their relatives which may have a potential conflict with the interests of the Company. Members may refer to Disclosures of transactions with related parties i.e. Promoters, Directors, Relatives, or Management made in the Balance Sheet in Notes to the Accounts.

### **B. Accounting Standards:**

The Company has followed the Accounting Standards laid down by the Companies Act, 2013.

### **C. Compliance with Regulations:**

The Company has complied fully with the requirements of the regulatory authorities on capital markets. There have been no instances of non-compliance by the Company on any matters related to the capital markets, nor has any penalty been imposed on the Company by the stock exchanges, SEBI or any other statutory authority

### **D. Auditors Certificate on Corporate Governance:**

The Statutory Auditors of the Company have furnished the requisite Certificate to the Board of Directors as required by Clause 49 of the Listing Agreement.

### **E. Secretarial Audit:**

A qualified practicing Company Secretary carried out secretarial audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The secretarial audit report confirms that the total issued / paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

### **F. Prohibition of Insider Trading:**

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 1992, the Company has constituted a comprehensive Code of Conduct for its Senior Management, Staff, and relevant business associates. The code lays down guidelines, which advise them on procedure to be followed and disclosures to be made while dealing with the Shares of the Company.



## **G. Code Of Conduct:**

In terms of Clause 49 of the Listing Agreement(s), the Company has adopted a Code of Conduct for the board of Directors and Senior Management Personnel of the Company. The same has been posted on the Company's website. The Declaration by the Chairman and Managing Director of the Company forms part of this Report.

## **11. GENERAL SHAREHOLDERS INFORMATION:**

### **A. Annual General Meeting:**

**Date** : 8<sup>th</sup> September, 2015  
**Time** : 2 P.M.  
**Venue** : 16/121-122, Jain Bhawan, First Floor, Faiz Road, Karol Bagh, Delhi-110005

### **B. Date of Book Closure:**

The Company's Register of Members and Share Transfer Books will remain close from, 2<sup>nd</sup> September, 2015 to 8<sup>th</sup> September, 2015 (both days inclusive).

### **C. Financial Year:**

1<sup>st</sup> April to 31<sup>st</sup> March

### **D. Registered Office:**

The registered office of the company has been shifted from 209, Bhanot Plaza-II, 3 D.B. Gupta Road, New Delhi- 110055 to the following address:

**2127-28, 3<sup>rd</sup> Floor, Block- K, Gali No. 58, Naiwala, Gurdwara Road, Karol Bagh  
New Delhi- 110005.**

### **E. Stock Exchanges:**

Shares of the Company are listed on DSE, ASE, LSE & MSEI.

### **F. Market Price Data:**

There has been no trading in DSE, ASE, LSE & MSEI during the year 2014-2015.

### **G. Registrar and Share Transfer Agents:**

Bigshare Services Pvt. Ltd., 4E/8, First Floor, Jhandewalan Extension, New Delhi-110055, is the Registrar and Share Transfer Agents of the Company.

### **H. Share Transfer System:**

- The Share Transfer Committee meets as often as possible to approve transfers and related matters as may be required by the Registrars and share Transfer Agents.
- All matters connected with the share transfer, dividends and other matters are being handled by the RTA located at the address mentioned elsewhere in this report.
- Shares lodged for transfers are normally processed within ten days from the date of lodgment, if the documents are clear in all respects. All requests for dematerialization of securities are processed and the confirmation is given to the depositories within seven days. Grievances received from investors and other miscellaneous correspondence relating to change of address, mandates, etc.
- Certificates are being obtained and submitted to Stock Exchanges, on half-yearly basis, from a Company Secretary-in-practice towards due compliance of share transfer formalities by the Company within the due dates, in terms of Clause 47(C) of the Listing Agreement with Stock Exchanges.
- Certificates have also been received from a Company Secretary-in-practice and submitted to the Stock Exchanges, on a quarterly basis, for timely dematerialization of shares of the Company and for reconciliation of the share capital of the Company, as required under SEBI(Depositories and Participants) Regulations, 1996
- The Company, as required under Clause 47(f) of the Listing Agreement, has designated the following e-mail IDs, namely [genesislimited1995@gmail.com](mailto:genesislimited1995@gmail.com) for the purpose of registering complaints, if any, by the investors and expeditious redressal of their grievances.
- Shareholders are, therefore, requested to correspond with the RTA for transfer / transmission of shares, change of address and queries pertaining to their shareholding, dividend, etc., at their address given in this report.

#### I. Dematerialization of Shares:

The shares of the Company are permitted for trading on dematerialized form only. The Company's shares are available for trading in the depository system of both NSDL and CDSL. As on March 31, 2015, Number of 54,44,400 equity shares of ₹10/- each forming 66.67 % of the share capital of the Company stands dematerialized. The ISIN with NSDL and CDSL is INE273R01019.

#### J. Shareholding Pattern as on March 31, 2015:

Category	No. of shareholders	No. of Shares (Face value of Rs. 10/-each) in Physical	No. of shares in demat form	% of shareholding
Promoters	--	-	-	-
Body Corporate	10	341300	3111500	42.44
NRI/OCBs/Clearing Members/Trust	-	-	-	-
Bank/Financial Institutions	-	-	-	-
Indian Public	953	2379500	2332900	57.56
HUF				
<b>Total</b>	<b>963</b>	<b>2720800</b>	<b>5444400</b>	<b>100</b>

#### K. Distribution Schedule of Shareholding as on March 31, 2015:

Shareholding of Nominal Value		No. of Shareholder	% of Shareholder	No of Shares held	% of Shareholding
(Rs.)	(Rs.)				
Upto	5000	872	90.55	896300	10.98
5001	10000	10	1.04	64800	0.79
10001	20000	14	1.45	205850	2.52
20001	30000	22	2.28	579500	7.10
30001	40000	2	0.21	60830	0.74
40001	50000	4	0.42	181800	2.23
50001	100000	26	2.70	2168420	26.56
100001	ABOVE	13	1.35	4007700	49.08
<b>TOTAL</b>		<b>963</b>	<b>100</b>	<b>8165200</b>	<b>100</b>

#### **L. Address for Correspondence:**

The shareholders may address their communication/ suggestion/ grievances/ queries to the Company's registered office or our Share Transfer Agent:

Bigshare Services Pvt. Ltd.

4E/8, First Floor, Jhandewalan

Extension, New Delhi-110055

Tel No: 011-23522373

Fax No: 011-23522373

Email: [bssdelhi@bigshareonline.com](mailto:bssdelhi@bigshareonline.com)

Website: [www.bigshareonline.com](http://www.bigshareonline.com)

The Question relating to share and requests for transactions such as transfer, transmission and nomination facilities, change of address, may please be taken up with the Registrar and Transfer Agent at above given address.

#### **12. CEO AND CFO CERTIFICATION:**

The Chairman & Managing Director of the Company have given the certification on financial reporting and internal controls to the Board in terms of Clause 49(IX). The Chairman & Managing Director also gives quarterly certification on financial results while placing the financial results before the Board in terms of Clause 41 of Listing Agreement.

#### **13. GREEN INITIATIVE IN THE CORPORATE GOVERNANCE:**

As part of the green initiative process, the company has taken an initiative of sending documents like notice calling Annual General Meeting, Corporate Governance Report, Directors Report, audited Financial Statements, Auditors Report, Dividend intimation etc., by email. Physical copies are sent only to those shareholders whose email addresses are not registered with the company and for the bounced-mail cases. Shareholders are requested to register their email id with Registrar and Share Transfer Agent / concerned depository to enable the company to send the documents in electronic form or inform the company in case they wish to receive the above documents in paper mode.

#### **DECLARATION**

I hereby confirm that all the Board Members and senior management personnel of the company have affirmed their compliance of the '**Code of Conduct for Members of the Board and Senior Management**' for the year ended 31<sup>st</sup> March 2015 in term of the Listing Agreement with the Stock Exchanges.

For and on behalf of the Board of Directors

Place: New Delhi

Date: 08.08.2015

Deepak Tyagi

Chairman & Managing Director

DIN: 02760361

## **CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members  
**Genesis Developers and Holdings Limited**

I have examined all relevant records of **Genesis Developers and Holdings Limited** ('the Company') for the purpose of certifying of the conditions of Corporate Governance under Clause 49 of the Listing Agreement with Stock Exchanges for the financial year ended 31<sup>st</sup> March, 2015. I have obtained all the information and explanations, which are to the best of my knowledge and belief, were necessary for the purposes of certification.

The compliance of the condition of Corporate Governance is responsibility of the management. My Examination has been limited to a review of the procedure and implementations thereof. This certificate is neither an assurance for the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

On the basis of my examination of the records produced explanations and information furnished, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

**Place: New Delhi**  
**Date: 19.05.2015**

**(Sumit Arora)**  
**Chartered Accountant**  
**M. No. 513784**

## CEO/CFO CERTIFICATION

I, Deepak Tyagi, Managing Director of **GENESIS DEVELOPERS AND HOLDINGS LIMITED**, to the best of my knowledge and belief hereby certify that:-

- (a) I have reviewed the financial statements and the cash flow statements for the year ended 31-03-2015 and that the best of my knowledge and belief:-
  - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (b) There are to the best of my knowledge and belief, no transactions entered into by the company during the year that are fraudulent, illegal or violate the company's Code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit committee deficiencies in the design and operations of such internal controls, if any, of which I am aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the auditors and the Audit Committee:
  - (i) Significant changes in the internal control over financial reporting during the year under reference.
  - (ii) Significant changes in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements and
  - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.
- (e) I further declare that the board members and senior managerial personnel have affirmed compliance with the code of conduct under Clause 49 of the Listing Agreement, for the Current Year.

**For and on behalf of the Board of Directors**

**Place: New Delhi**  
**Date: 08.08.2015**

**Deepak Tyagi**  
**Chairman & Managing Director**  
**DIN: 02760361**

## **DECLARATION OF INDEPENDENCE**

To,  
The Board of Directors,  
Genesis Developers and Holdings Limited,  
2127-28, 3rd Floor, Block- K, Gali No. 58, Naiwala, Gurdwara Road,  
Karol Bagh, New Delhi- 110005.

Dear Sir,

### **Sub: Declaration under sub-section (6) of section 149**

I, Daya Shankar Mandal, hereby certify that I am a Non-executive Director of Genesis Developers and Holdings Limited and comply with all the criteria of independent director envisaged under section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. I hereby certify that:

1. I am not a promoter of the company or its holding, subsidiary or associate company;
2. I am not related to promoters or directors in the company, its holding, subsidiary or associate company;
3. I have/had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
4. None of my relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
5. Neither Me nor any of my relatives—
  - (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year
  - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of—

- a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
  - any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
- (iii) holds together with his relatives 2% or more of the total voting power of the company; or
- (iv) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company.

I undertake that I shall seek prior approval of the Board if and when I have any such relationships/transactions, whether material or non material. If I fail to do so I shall cease to be an Independent Director from the date of entering into such relationship/transactions.

**Thanking You,  
Yours faithfully,**

**Daya Shankar Mandal  
(Independent Director)  
DIN: 06977830**



## **DECLARATION OF INDEPENDENCE**

To,  
The Board of Directors,  
Genesis Developers and Holdings Limited, 2127-28, 3rd  
Floor, Block- K, Gali No. 58, Naiwala, Gurdwara Road,  
Karol Bagh, New Delhi- 110005.  
Dear Sir,

### **Sub: Declaration under sub-section (6) of section 149**

I, Narender Kumar, hereby certify that I am a Non-executive Director of Genesis Developers and Holdings Limited and comply with all the criteria of independent director envisaged under section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. I hereby certify that:

1. I am not a promoter of the company or its holding, subsidiary or associate company;
2. I am not related to promoters or directors in the company, its holding, subsidiary or associate;
3. I have/had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
4. None of my relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
5. Neither Me nor any of my relatives—
  - (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year
  - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of—
    - a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

- any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
- (iii) holds together with his relatives 2% or more of the total voting power of the company; or
- (iv) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company.

I undertake that I shall seek prior approval of the Board if and when I have any such relationships/transactions, whether material or non material. If I fail to do so I shall cease to be an Independent Director from the date of entering into such relationship/transactions.

**Thanking You,**

**Yours faithfully,**

**Narender Kumar  
(Independent Director)  
DIN: 06807289**

## **DECLARATION OF INDEPENDENCE**

To,  
The Board of Directors,  
Genesis Developers and Holdings Limited,  
2127-28, 3rd Floor, Block- K, Gali No. 58, Naiwala,  
Gurdwara Road, Karol Bagh, New Delhi- 110005.

Dear Sir,

**Sub: Declaration under sub-section (6) of section 149**

I, Lovely Kumari, hereby certify that I am a Non-executive Director of Genesis Developers and Holdings Limited and comply with all the criteria of independent director envisaged under section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. I hereby certify that:

1. I am not a promoter of the company or its holding, subsidiary or associate company;
2. I am not related to promoters or directors in the company, its holding, subsidiary or associate;
3. I have/had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
4. None of my relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
5. Neither Me nor any of my relatives—
  - (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year
  - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of—

- a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
  - any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
- (iii) holds together with his relatives 2% or more of the total voting power of the company; or
- (iv) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company.

I undertake that I shall seek prior approval of the Board if and when I have any such relationships/transactions, whether material or non material. If I fail to do so I shall cease to be an Independent Director from the date of entering into such relationship/transactions.

**Thanking You,**

**Yours faithfully,**

**Lovely Kumari  
(Independent Director)  
DIN: 06786621**

## **Independent Auditor's Report**

To the Members of **M/S Genesis Developers & Holdings Limited**

### **Report on the Financial Statements**

I have audited the accompanying financial statements of **M/s Genesis Developers & Holdings Limited** which comprise the Balance Sheet as at **March 31, 2015** and the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Management is responsible for the matters in section 134(5) of the Companies Act, 2013 (the Act) with respect to preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 the Companies Act, 2013 read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the act for the safeguarding of Assets of the company and for preventing and detecting the frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimated that are reasonable and prudent and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

My responsibility is to express an opinion on these financial statements based on my audit. I have taken into account the provisions of the act, the accounting and Auditing standards and matter which are required to be included in the audit report under the provision of the act and the rules made thereunder. I conducted my audit in accordance with the Standards on Auditing specified under section 143 (10) of the act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the financial statements.

### **Opinion**

In my opinion and to the best of my information and according to the explanations given to me, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2015;
- (b) In the case of the Statement of Profit and Loss, of the Profit for the year ended on that date;
- (c) In the case of the Cash Flow Statement, of the Cash Outflows for the year ended on that date;

### **Report on other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, I give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, I report that:
  - a) I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purpose of my audit;
  - b) in my opinion proper books of account as required by law have been kept by the Company so far as appears from my examination of those book;
  - c) the Balance Sheet, Statement of Profit and Loss, and cash flow Statement dealt with by this Report are in agreement with the books of account;
  - d) in my opinion, the aforesaid Financial Statements, comply with the Accounting Standards specified under section 133 of the act, read with 7 of Companies (Accounts) Rules, 2014.
  - e) The Provision of Section 73 of the Companies Act, 2013 are not applicable to the company.
  - f) on the basis of written representations received from the directors as on 31<sup>st</sup> March, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2015, from being appointed as a director in terms of section 164(2) of the act.

**CA. SUMIT ARORA**

**(Chartered Accountant)**

**M. No. 513784**

**Place : New Delhi**

**Date: 19.05.2015**

## ANNEXURE 'I' TO THE AUDITOR'S REPORT

The Annexure referred to in my report of even date to the members of Company named as at and for the year ended 31st March, 2015, I report that:

1. (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) According to the information & explanations given to me, the fixed assets of the company have been physically verified by the management at reasonable intervals during the year which in my opinion are reasonable having regard to the size of the company and the nature of its business. No material discrepancies were noticed on such verification.

2. The company does not have any inventories as at the date of the Balance Sheet because all its purchases of shares etc. has been shown in under the head of Investments.

3. (a) In my opinion and according to the information and explanations given to me, the company has not granted any unsecured loans to the companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.

(b) In View of the facts mentioned in Point No- a, above the provisions of clause regarding reasonableness of interest charges or paid are not applicable to the company during the year under report.

4. In my opinion and according to the information and explanations given to me, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of stock-in-trade of shares, debentures, commodities and other similar securities, fixed assets and for the sale of such stock-in-trade and services. Further, on the basis of my examination of books and records of the company and according to the information and explanations given to me, I have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.

5. In my opinion and according to the information and explanations given to me , the company has not accepted deposits as the company is a non banking Financial company the provision of section 73 & 74 are not applicable.

6. I have been informed that maintenance of cost records has not been prescribed by the Central Government of the Companies Act, for the year under review.

7. The company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Service Tax, and any other statutory dues with the Appropriate Authorities.

8. The Company has no accumulated losses. The company has not incurred cash losses during the financial year covered by my audit, as well as in the immediately preceding financial year.

9. Since the company has neither taken any loans from a financial institution or a bank nor issued any debentures, hence the provisions of paragraph 4 (xi) of the order regarding default in repayment of dues to a financial institution or bank or debenture holders doesn't arise.
10. According to the information and explanations given to me, the Company has not given any guarantees for loans taken by others from a bank or financial institution.
11. According to the information and explanations given to me, I report that the company has not raised any term loans during the year.
12. Based on the audit procedures performed and the information and explanations given to me, I report that no fraud on or by the Company has been noticed or reported during the year, nor have I been informed of such case by the management.

**CA. SUMIT ARORA**

**(Chartered Accountant)**

**M. No. 513784**

**Place : New Delhi**

**Date: 19.05.2015**



## **GENESIS DEVELOPERS & HOLDINGS LIMITED**

### **BALANCE SHEET AS AT 31-03-2015**

(IN ₹)

PARTICULARS	NOTE NO.	AS AT 31ST MARCH, 2015	AS AT 31ST MARCH, 2014
<b>I EQUITY AND LIABILITIES</b>			
1 <u>Shareholders Funds</u>			
(A) Share Capital	2	81,652,000	50,652,000
(B) Reserves And Surplus	3	260,270,336	(18,796,784)
2 Share Application Money Pending Allotment	4	-	310,000,000
3 <u>Non Current Liabilities</u>			
(A) Deferred tax liabilities(Net)	5	-	211
4 <u>Current Liabilities</u>			
(A) Other Current Liabilities	6	16,319	7,368
(B) Short Term Provisions	7	19,345	20,484
<b>TOTAL</b>		<b>341,958,000</b>	<b>341,883,279</b>
<b>II ASSETS</b>			
1 <u>Non-Current Assets</u>			
(A) Fixed Assets			
(i) Tangible Assets	8	21,460	47,325
(B) Non-Current Investments	9	6,600,000	6,600,000
(C) Deferred tax Asset (Net)	10	5,677	-
(D) Long-Term Loans And Advances	11	330,319,495	301,806,000
2 <u>Current Assets</u>			
(A) Inventories	12	4,448,737	-
(B) Cash And Cash Equivalents	13	562,631	4,929,954
(C) Short-Term Loans And Advances	14	-	28,500,000
<b>TOTAL</b>		<b>341,958,000</b>	<b>341,883,279</b>

*Schedules referred to above and notes attached there to form an Integral part of Balance Sheet*

In Terms Of My Report Of Even Date Annexed

FOR GENESIS DEVELOPERS & HOLDINGS LIMITED

CA. SUMIT ARORA  
(Chartered Accountant)  
M. No. 513784

DEEPAK TYAGI  
(Managing Director)  
DIN : 02760361

LOVELY KUMARI  
(Director)  
DIN : 06786621

Place : New Delhi  
Date: 19.05.2015

BHARATI YADAV  
(Company Secretary)  
M. No. A37416

## GENESIS DEVELOPERS & HOLDINGS LIMITED

### STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31-03-2015

(IN ₹)

PARTICULARS	NOTE NO.	Current Period 2014-2015	Previous Period 2013-2014
Revenue From Operations	15	4,217,500	225,458
<b>Total Revenue</b>		<b>4,217,500</b>	<b>225,458</b>
<b>Expenses:</b>			
Cost of Trading Goods	16	7,012,400	-
Change In Inventories	17	(4,448,737)	-
Depreciation And Amortization Expenses	8	16,305	7,709
Employee Benefit Expenses	18	177,926	-
Other Expenses	19	1,388,814	118,036
<b>Total Expenses</b>		<b>4,146,707</b>	<b>125,745</b>
<b>Profit Before Tax</b>		<b>70,793</b>	<b>99,713</b>
<b>Tax Expense</b>			
Current Tax		13,495	20,484
MAT Credit entitlement		(13,495)	-
Deferred Tax		(5,888)	87
<b>Profit (Loss) For The Period</b>		<b>76,681</b>	<b>79,142</b>
<b>Earning Per Equity Share</b>			
Basic		0.01	0.02
Diluted		0.01	0.02

Schedules referred to above and notes attached there to form an integral part of Statement of profit & loss.

In Terms Of My Report Of Even Date Annexed

FOR GENESIS DEVELOPERS & HOLDINGS LIMITED

CA. SUMIT ARORA  
(Chartered Accountant)  
M. No. 513784

DEEPAK TYAGI  
(Managing Director)  
DIN : 02760361

LOVELY KUMARI  
(Director)  
DIN : 06786621

Place : New Delhi  
Date: 19.05.2015

BHARATI YADAV  
(Company Secretary)  
M. No. A37416

## **GENESIS DEVELOPERS & HOLDINGS LTD.**

### **CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2015**

(₹ in Lacs)

	PARTICULARS	2014-2015	2013-2014
<b>A.</b>	<b><u>CASH FLOWS FROM OPERATION ACTIVITIES :</u></b>		
	Net Profit Before Tax And Extraordinary Items	0.71	1.00
	<b>Adjustments For :</b>		
	Depreciation	0.16	0.08
	Operating Profit Before Working Capital Changes	0.87	1.07
	<b>Adjustments For :</b>		
	Increase/Decrease In Current Assets	(44.49)	(267.06)
	Increase/Decrease In Current Liabilities	0.15	-
	Direct Tax paid	(0.20)	-
	<b>Net Cash From Operating Activities</b>	<b>(43.67)</b>	<b>(265.99)</b>
<b>B.</b>	<b><u>CASH FLOWS FROM INVESTING ACTIVITIES</u></b>		
	Investment purchased	-	(66.00)
	<b>Net Cash Used In Investment Activities</b>	<b>-</b>	<b>(66.00)</b>
<b>C.</b>	<b><u>CASH FLOWS FROM FINANCING ACTIVITIES</u></b>		
	Loans And Advances Received	-	167.79
	Share 's call in arrear	-	164.43
	Share Application money paid	-	49.00
	<b>Net Cash From In Financing Activities</b>	<b>-</b>	<b>381.22</b>
	<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(43.67)</b>	<b>49.24</b>
	CASH & CASH EQUIVALENTS (Opening Balance)	49.30	0.06
	<b>CASH &amp; CASH EQUIVALENTS (Closing Balance)</b>	<b>5.63</b>	<b>49.30</b>

NOTE : NEGATIVE FIGURES HAVE BEEN SHOWN IN BRACKETS.

In Terms Of My Report Of Even Date Annexed

FOR GENESIS DEVELOPERS & HOLDINGS LIMITED

CA. SUMIT ARORA  
(Chartered Accountant)  
M. No. 513784

DEEPAK TYAGI  
(Managing Director)  
DIN : 02760361

LOVELY KUMARI  
(Director)  
DIN : 06786621

Place : New Delhi  
Date: 19.05.2015

BHARATI YADAV  
(Company Secretary)  
M. No. A37416

## **Notes to Financial Statement**

### **Note1: SIGNIFICANT ACCOUNTING POLICIES**

#### **(a) Basis for preparation of Accounts:**

The Financial Statements of the Company are prepared and presented under the historical cost convention, on the accrual basis of accounting in accordance with Generally Accepted Accounting Principles (“GAAP”) in India, mandatory accounting standards, as specified in the Companies (Accounting Standards) Rules, 2014 and the provisions of the Companies Act, 2013, to the extent applicable, and as adopted consistently by the Company.

The Company is a Small and Medium Sized Company (“SMC”) as defined in the General Instructions in respect of Accounting Standards notified under the Companies Act, 2013. Accordingly, the Company has complied with the Accounting Standards as applicable to a Small and Medium Sized Company.

All assets and liabilities have been classified as current or non-current as per the criteria set out in the Revised Schedule VI to the Companies Act, 2013. Based on the nature business the Company has ascertained its operating cycle as 12 months for the purpose of current – noncurrent classification of assets and liabilities.

#### **(b) Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the result of operations during the reporting year end. Although these estimates are based upon management’s best knowledge of current events and actions, actual result could differ from these estimates. Any revisions to the accounting estimates are recognized prospectively in the current and future years.

#### **(c) Fixed Assets**

Fixed Assets are stated at cost less accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the assets to its working condition for its intended use.

Intangible Assets expected to provide future enduring economic benefits are carried at cost less accumulated amortization and impairment losses, if any. Cot comprise of purchase price and directly attributable expenditure on making the assets ready for its intended use.

#### **(d) Depreciation & Impairment of Assets**

Depreciation on fixed assets is provided on written down value method over the useful lives and in the manner prescribed in Schedule- II to the Companies Act, 2013.

(e) **Investment**

Long-term investments are stated at cost. Provision of diminution in the value of long-term investments is made only if; such a decline is other than temporary in the opinion of the management. As in case of company such decline is presumed to be temporary hence no provision has been created.

Current Investments are carried at lower of cost and market value/ fair value, computed category wise.

(f) **Accounting of Inventories:**

Stock in trade should be valued at cost or market price whichever is lower, so that the company has valued it's currently purchased all stock in trade at less value that is cost.

(g) **Revenue Recognition**

(i) Loan Income

In respect of loan agreements, the income is accrued by applying the impact rate in the transaction on declining balance on the amount financed for the period of the agreement.

(ii) Dividend income on investments is accounted for as and when the right to receive the same is established.

(h) **Provisions, contingents Liabilities and contingent Assets**

(i) A Provision is recognized when the company has present obligation as a result of past event and it is probable that outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

(ii) Contingent Liabilities are disclosed separately by way of note to financial statements after careful evaluation by the managements of the facts and legal aspects of the matter involved in case of:

- (a) a present obligation arising from the past event, when it is not probable that an outflow of resources will be required to settle the obligation.
- (b) A possible obligation, unless the probability of outflow of resources is remote.

(iii) Contingent Assets are neither recognized, nor disclosed in the financial statements.

**(i) Employee Benefits**

Company do not follow the provision of the accounting Standard-15 “Employee benefits” as the company do not have employee more than 10 personnel’s. So it is the policy of the company that any kind of provision mentioned in the AS -15 will not be entertained. And the company does not make provision for gratuity also.

In case the company’s employee limits goes beyond the prescribed limits then AS-15 for Employee benefits will be taken into consideration.

**(j) Taxation**

Provisions for current tax is made in accordance with and at the rates specified under the Income Tax Act, 1961, in accordance with Accounting Standard 22- ‘Accounting for taxes on Income’, issued by the Institute of Chartered Accountant of India.

**(k) Earning per share**

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted averages number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all diluted potential equity shares.

**(l) Cash and Cash Equivalents**

Cash and cash equivalents in the cash flow statements comprise cash at bank and in hand and highly liquid investments that are readily convertible into known amount of cash.

## Notes to Financial Statements

### NOTE 2. SHARE CAPITAL

IN ₹

PARTICULARS	AS AT 31ST MARCH 2015	AS AT 31ST MARCH 2014
<b>Authorised Share Capital</b> 8,200,000 ( Previous Year 8,200,000) Equity Share of ₹ 10 Each	82,000,000	82,000,000
	<u>82,000,000</u>	<u>82,000,000</u>
<b>Issued, Subscribed &amp; Paid up Share Capital</b> Shares at the end of the Accounting Period 8,165,200 (Previous Year 5,065,200 ) Equity Shares of ₹10/-	50,652,000	50,652,000
Add: Share Allotted During the Year	31,000,000	-
Less: Call in Arrear	-	-
	<u>81,652,000</u>	<u>50,652,000</u>

- 2.1 The company has only one class of equity Shares having Par Value of ₹ 10 per Share. All these Shares have Same right & preferences with respect to payment of dividend, repayment of Capital & Voting.
- 2.2 During the year, the company has allotted 3,100,000 Equity shares of ₹ 10/- each. There are no shares issued other than cash and also company has not bought back any shares during the period of Five Years immediately preceding the reporting date.
- 2.3 The reconciliation of the number of Shares outstanding is set out Below

PARTICULARS	AS AT 31ST MARCH 2015	AS AT 31ST MARCH 2014
<b>Equity Shares at the beginning of the year</b>	5,065,200	5,065,200
Add : Issued during the year	3,100,000	-
Equity Shares at the end of the Year	<u>8,165,200</u>	<u>5,065,200</u>

## Notes to Financial Statements

### 2.4 Shares In The Company Held By Each Shareholder Holding More Than 2% shares

Name of the Shareholders	AS AT 31ST MARCH 2015		AS AT 31ST MARCH 2014	
	% of Shares held	No. Of Share	% of Shares held	No. Of Share
Kusum Gupta	-	-	5.46	2,76,700
Pawan Kumar Jain	-	-	10.06	5,09,600
Sudhir Gupta	-	-	9.70	4,91,440
Carewell Exim Pvt. Ltd.	11.02	9,00,000	-	-
Shalini Holdings Limited	11.02	9,00,000	-	-
Singhal Securities Pvt. Ltd.	4.90	4,00,000	-	-
Edoptica developers India limited	11.01	8,99,000	-	-

### NOTE 3: RESERVES & SURPLUS

IN ₹

PARTICULARS	AS AT 31ST MARCH 2015	AS AT 31ST MARCH 2014
<b><u>Securities Premium</u></b>		
At The Beginning Of The Accounting Period	-	-
Additions During The Year	27,90,00,000	-
At The End Of The Accounting Period	<u>27,90,00,000</u>	<u>-</u>
<b><u>Surplus</u></b>		
At The Beginning Of The Accounting Period	(1,87,96,784)	(1,88,75,926)
Additions During The Year (Balance In Statement Of Profit & Loss)	76,681	79,142
Less: Fixed Assets Written off	(9,560)	-
At The End Of The Accounting Period	<u>(1,87,29,664)</u>	<u>(1,87,96,784)</u>
<b>TOTAL</b>	<b>26,02,70,336</b>	<b>(1,87,96,784)</b>



## Notes to Financial Statements

### NON CURRENT LIABILITIES

NOTE: 4 SHARE APPLICATION MONEY PENDING ALLOTMENT

IN ₹

PARTICULARS	AS AT 31ST MARCH 2015	AS AT 31ST MARCH 2014
Carewell Exim Pvt. Ltd.	-	9,00,00,000.00
Edoptica Developers India Ltd.	-	8,99,00,000.00
Lalit Kumar Mittal	-	50,000.00
Pawan Kumar Gupta	-	50,000.00
Shalini Holdings Ltd.	-	9,00,00,000.00
Singhal Securities Pvt. Ltd.	-	4,00,00,000.00
<b>Grand Total</b>	<b>-</b>	<b>31,00,00,000</b>

NOTE: 5 DEFFERED TAX LIABILITIES (Net)

IN ₹

PARTICULARS	AS AT 31ST MARCH 2015	AS AT 31ST MARCH 2014
Opening balance	211	124
Created/(Reversed) during the year	(211)	87
<b>Closing Balance</b>	<b>-</b>	<b>211</b>

### CURRENT LIABILITES:

NOTE 6 : OTHER CURRENT LIABILITIES

IN ₹

PARTICULARS	AS AT 31ST MARCH 2015	AS AT 31ST MARCH 2014
Expenses Payable	16,319	7,368
<b>Grand Total</b>	<b>16,319</b>	<b>7,368</b>

NOTE 7 : SHORT TERM PROVISION

IN ₹

PARTICULARS	AS AT 31ST MARCH 2015	AS AT 31ST MARCH 2014
Provision for Taxation	13,495	20,484
TDS Payable	5,850	-
<b>Grand Total</b>	<b>19,345</b>	<b>20,484</b>

## Notes to Financial Statements

### NON CURRENT ASSETS

#### NOTE 9: NON CURRENT INVESTMENT

IN ₹

PARTICULARS		AS AT 31ST MARCH 2015	AS AT 31ST MARCH 2014
<b>Investment in Equity Instrument (Unquoted)</b>			
490000	Shivraj Trading Pvt. Ltd. of ₹ 10/- each	49,00,000	49,00,000
170000	Aarthik Greentech Solutions Pvt. Ltd. of ₹ 10/- each	17,00,000	17,00,000
<b>Grand Total</b>		<b>66,00,000</b>	<b>66,00,000</b>

#### NOTE: 10 DEFFERED TAX ASSETS

IN ₹

PARTICULARS	AS AT 31ST MARCH 2015	AS AT 31ST MARCH 2014
Opening balance	-	-
Created/(Reversed) during the year	5,677	-
<b>Closing Balance</b>	<b>5,677</b>	<b>-</b>

#### NOTE :11 LONG TERM LOAN & ADVANCES

IN ₹

PARTICULARS	AS AT 31ST MARCH 2015	AS AT 31ST MARCH 2014
<b>Unsecured Loan</b>		
Loans at agreement values less instalment received (include overdue Amount)		
Standard Assets	30,18,06,000	30,18,06,000
<b>Capital Advances</b>		
Advance Against Property	2,85,00,000	-
<b>Other Loans &amp; Advances</b>		
MAT Credit Entitlement	13,495	-
<b>Grand Total</b>	<b>33,03,19,495</b>	<b>30,18,06,000</b>

## Notes to Financial Statements

### NOTE : 12 INVENTORIES

IN ₹

PARTICULARS	AS AT 31ST MARCH 2015	AS AT 31ST MARCH 2014
Stock in Trade (Unquoted Security)	4,448,737	-
<b>Grand Total</b>	<b>4,448,737</b>	<b>-</b>

12.1 Inventory is valued at cost.

### NOTE : 13 CASH & CASH EQUIVALENTS

IN ₹

PARTICULARS	AS AT 31ST MARCH 2015	AS AT 31ST MARCH 2014
Cash in Hand	533,322	4,397
Balance With banks	29,309	4,925,557
<b>Grand Total</b>	<b>562,631</b>	<b>4,929,954</b>

### NOTE : 14 SHORT TERM LOAN & ADVANCES

IN ₹

PARTICULARS	AS AT 31ST MARCH 2015	AS AT 31ST MARCH 2014
Advance Against Property	-	28,500,000
<b>Grand Total</b>	<b>-</b>	<b>28,500,000</b>

### NOTE : 15 REVENUE FROM OPERATION

IN ₹

PARTICULARS	AS AT 31ST MARCH 2015	AS AT 31ST MARCH 2014
Profit On Sale Of Investment	-	225,458
Sale of Shares	4,217,500	-
<b>Grand Total</b>	<b>4,217,500</b>	<b>225,458</b>

## Notes to Financial Statements

### NOTE : 16 COST OF TRADING GOODS

IN ₹

PARTICULARS	AS AT	AS AT
	31ST MARCH 2015	31ST MARCH 2014
Purchase of Share	70,12,400	-
<b>Grand Total</b>	<b>70,12,400</b>	<b>-</b>

### NOTE : 17 CHANGE IN INVENTORIES

IN ₹

PARTICULARS	AS AT	AS AT
	31ST MARCH 2015	31ST MARCH 2014
Opening Stock	-	-
Closing Stock	44,48,737	-
<b>Grand Total</b>	<b>(44,48,737)</b>	<b>-</b>

### NOTE : 18 EMPLOYEE BENEFITS EXPENSES

IN ₹

PARTICULARS	AS AT	AS AT
	31ST MARCH 2015	31ST MARCH 2014
Salary Expenses	1,77,926	-
<b>Grand Total</b>	<b>1,77,926</b>	<b>-</b>

### NOTE : 19 OTHER EXPENSES

IN ₹

PARTICULARS	AS AT	AS AT
	31ST MARCH 2015	31ST MARCH 2014
Advertisement Expenses	58,640	50,760
Audit Remuneration	5,618	5,618
Bank Charges	100	50
Commodity Trading Expenses	1,500	-
Interest Expenses on Taxes	2,648	-
Legal & Professional charges	2,06,394	-
Listing Compliance Charges	7,06,499	30,438
Office Rent	6,000	-
Printing & Stationery	28,005	-
Postal Charges	15,600	-
Repair & Maintenance	-	28,420
ROC Compliance Charges	3,52,810	2,750
SEBI Fees	5,000	-
<b>Grand Total</b>	<b>13,88,814</b>	<b>1,18,036</b>

Notes to the Financial Statement

Note : 8 Fixed Asset

Sr	Particulars	Useful Life	Gross Block			Depreciaton			Net Block		
			Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	WDV as on 31.03.2015
1	Tangible Assets										
	1 Plant & Machinery	10 Years	1,00,219	-	-	1,00,219	65,094	15,960	-	81,054	19,165
	2 Electric installments	5 Years	31,817	-	-	31,817	20,666	-	-	30,226	1,591
	3 Furniture & fixture	10 years	4,242	-	-	4,242	3,194	345	-	3,539	703
	<b>SUB TOTAL</b>		<b>1,36,279</b>	<b>-</b>	<b>-</b>	<b>1,36,279</b>	<b>88,954</b>	<b>16,305</b>	<b>-</b>	<b>1,14,819</b>	<b>21,460</b>
	<b>Total (Current Year)</b>		<b>1,36,279</b>	<b>-</b>	<b>-</b>	<b>1,36,279</b>	<b>88,954</b>	<b>16,305</b>	<b>-</b>	<b>1,14,819</b>	<b>21,460</b>
	<b>(Previous Year)</b>		<b>1,36,279</b>	<b>-</b>	<b>-</b>	<b>1,36,279</b>	<b>81,245</b>	<b>7,709</b>	<b>-</b>	<b>88,954</b>	<b>47,325</b>
											<b>55,034</b>

In Terms Of My Report Of Even Date Annexed

FOR GENESIS DEVELOPERS & HOLDINGS LIMITED

CA. SUMIT ARORA  
(Chartered Accountant)  
M. No. 513784

DEEPAK TYAGI  
(Managing Director)  
DIN : 02760361

LOVELY KUMARI  
(Director)  
DIN : 06786621

BHARATI YADAV  
(Company Secretary)  
M. No. A37416

Place : New Delhi  
Date : 19.05.2015

20. Previous year's figures have been reworked, regrouped, & reclassified wherever necessary to confirm to the current year presentation.
21. Balance standing to debit & credit of parties are subject to confirmation.
22. In the opinion of Board of Director, the current Assets, loans & advances have a value on realization in the ordinary course of business at least equal to the amount at which these are stated.
23. As per AS-13, all long term investments are to be carried at cost less diminution in the value except for temporary diminution.
24. Any provision no longer required written back.
25. The company's business activity falls within single primary/ secondary business segment viz. Finance Activity. The disclosure requirement of Accounting standard (AS) -17 "Segment Reporting" issued by the Institute of chartered Accountants of India, therefore is not applicable.
26. **Related Party Disclosure:**  
As per Accounting Standard 18 on related Party disclosure issued by the Institute of chartered Accountants of India, there is no related party transaction during the year.
27. Earning per Share "AS-20" issued by the Institute of chartered Accountants of India:

Particulars		Year ended March 31, 2015	Year ended March 31, 2014
(A)	Profit after taxation as Statement of Profit and Loss (in Rupees)	76,681	79,142
(B)	Weight Average number of equity Shares outstanding during the year	6,381,638	50,65,200
(C)	Nominal value of Equity shares (in rupees)	10/-	10/-
(D)	Basic Earning per Share	0.01	0.02
(E)	Diluted Earning per share	0.01	0.02

28. The Company estimates the deferred tax created / (credit) using the applicable rate of Taxation based on the impact of timing Difference s between financial Statements and Estimated taxable income for the current Year.

**Details of Deferred Tax Assets (Liabilities) are As follows:**

Calculation of Deferred Tax Assets	
WDV as per Companies Act	21460
WDV as per Income Tax act	39832
Timing Difference	18372
<b>Deferred Tax Assets</b>	<b>5888</b>

29. Payment to Auditor	<u>2014 - 2015</u>	<u>2013 - 2014</u>
Audit Fee	5,618/-	5,618/-

30. There are no micro, Small and Medium Enterprises, to whom the Company owes dues which outstanding for more than 45 days as at 31<sup>st</sup> March 2015. This information as required to be disclosed under the micro, small and medium Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with company.

In terms of Our Report of even date annexed.

LIMITED FOR GENESIS DEVELOPERS & HOLDINGS

CA. SUMIT ARORA  
KUMARI  
(Chartered & Accountants)  
M. No. 513784

DEEPAK TYAGI  
(Managing Director)  
DIN: 02760361

LOVELY  
(Director)  
DIN: 06786621

Place: New Delhi  
Date: 19.05.2015

BHARATI YADAV  
(COMPANY SECRETARY)  
M.No. A37416

**Form No. AOC-2**

***(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)***

***Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.***

***1. Details of contracts or arrangements or transactions not at arm's length basis***

***(a) Name(s) of the related party and nature of relationship: NIL***

***(b) Nature of contracts/arrangements/transactions: NIL***

***(c) Duration of the contracts / arrangements/transactions: NIL***

***(d) Salient terms of the contracts or arrangements or transactions including the value: NIL***

***(e) Justification for entering into such contracts or arrangements or transactions: NIL***

***(f) Date of approval by the Board: NIL***

***(g) Amount paid as advances: NIL***

***(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: NIL***

***2. Details of material contracts or arrangement or transactions at arm's length basis***

***(a) Name(s) of the related party and nature of relationship: NIL***

***(b) Nature of contracts/arrangements/transactions: NIL***

***(c) Duration of the contracts / arrangements/transactions: NIL***

***(d) Salient terms of the contracts or arrangements or transactions including the value: NIL***

***(e) Date(s) of approval by the Board: NIL***

***(f) Amount paid as advances, if any: NIL***

***Thanks & Regards***



**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31.03.2015**  
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the  
Companies (Appointment and Remuneration Personnel) Rules, 2014]

**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31.03.2015**

To,  
The Members,  
Genesis Developers and Holdings Limited  
2127-28, 3<sup>rd</sup> Floor, Block- K, Gali No.- 58, Naiwala  
Gurdwara Road, Karol Bagh  
New Delhi-110005

Date of Incorporation: 14.06.1995  
Authorized Share Capital: 82,000,000.00  
Paid up Share Capital: 81,652,000.00

We have conducted the secretarial audit of the compliance of applicable statutory provisions **Genesis Developers and Holdings Limited** hereinafter referred to as ("**the company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **Genesis Developers and Holdings Limited** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31<sup>st</sup> Day of March, 2015** complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Genesis Developers and Holdings Limited** ("**the Company**") for the financial year ended on **31<sup>st</sup> Day of March, 2015** according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India. **(Not applicable to the company during the audit period)**
- ii. The Listing Agreements entered into by the Company with Stock Exchange(s), During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

***1. Company has not complied with the provisions of Section 203 (iii) of Companies Act, 2013 for appointment of Chief Financial Officer during the audit period.***

**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting, however, Company does not have proof of payment of sitting fee to the directors.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**Place: Delhi**

**Date: 19.05.2015**

**Astik Tripathi and Associates**

**Astik Mani Tripathi**

**Proprietor**

**ACS No. 27667**

**C P No.:10384**

**This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.**

**Annexure- A**

To,

**The Members,  
Genesis Developers and Holdings Limited  
2127-28, 3<sup>rd</sup> Floor, Block- K, Gali No.- 58, Naiwala  
Gurdwara Road, Karol Bagh  
New Delhi-110005**

Our report of even date is to be read along with this letter.

- I. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- II. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
- III. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- IV. Where ever required, we have obtained the management representations about the compliance of laws, rules and regulations and happening of events etc.
- V. The Compliance of provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
- VI. The Secretarial Audit report is neither an assurance as to the future viability nor of the efficacy of the effectiveness with which the management has conducted the affairs of the Company.

**Place: New Delhi**

**Date: 19.05.2015**

**AstikTripathi and Associates**

**Astik Mani Tripathi**

**Proprietor**

**ACS No. 27667**

**C P No.: 10384**

**EXTRACT OF ANNUAL RETURN**

Form No. MGT-9

**EXTRACT OF ANNUAL RETURN**

As on the financial year ended on 31/03/2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

i.	<b>CIN</b>	L67190DL1995PLC069768
ii.	<b>REGISTRATION DATE</b>	14/06/1995
iii.	<b>NAME OF COMPANY</b>	GENESIS DEVELOPERS AND HOLDINGS LIMITED
iv.	<b>CATEGORY OF COMPANY</b>	Having Share Capital
V	<b>SUB-CATEGORY OF COMPANY</b>	Indian Non-Government Company
vi.	<b>ADDRESS OF COMPANY</b>	2127-28, 3 <sup>rd</sup> Floor, Block-k, Gali No.58, Naiwala Gurudwara Road Karol Bagh . New Delhi-110005
vii.	<b>LISTED/UNLISTED</b>	Listed
viii.	<b>NAME &amp; ADDRESS OF RTA</b>	Bigshare services pvt. Ltd. 4E/8, First Floor, Jhandewalan Extension, New Delhi- 110055

**II. PRINCIPAL BUSINESS ACTIVIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No	Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
1.	FINANCIAL SERVICES	6611	100

**PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

S.N.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	%OF SHARES HELD	APPLICA BLE SECTION
	NIL				

### III. SHARE HOLDING PATTERN (Equity Share Capital Breakup as Percentage of Total Equity )

#### i. Category-wise share Holding

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. PROMOTORS</b>									
<b>1. Indian</b>									
a) Individual/HUF	-	591500	591500	11.68	-	-	-	-	(11.68)
b) Central govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies corp.	-	-	-	-	-	-	-	-	-
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any Others	-	-	-	-	-	-	-	-	-
<b>Sub Total A (1):</b>	-	591500	591500	11.68	-	-	-	-	(11.68)
<b>2. Foreign</b>									
a) NRIs Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-

<b>d) Banks/FI</b>	-	-	-	-	-	-	-	-	-
<b>e) Any Others</b>	-	-	-	-	-	-	-	-	-
<b>Sub Total A (2):</b>									
<b>Total Shareholding of Promoter (A)=(A)(1)+ (A)(2)</b>	-	591500	591500	11.68	-	-		-	(11.68)
<b>B. Public Share holding</b>									
<b>1. Institutions</b>									
<b>a) Mutual Funds</b>	-	-	-	-	-	-	-	-	
<b>b) Banks/ FI</b>	-	-	-	-	-	-	-	-	
<b>c) Central govt.</b>	-	-	-	-	-	-	-	-	
<b>d) State Govt.(s)</b>	-	-	-	-	-	-	-	-	
<b>e) Venture Capital Funds</b>	-	-	-	-	-	-	-	-	
<b>f) Insurance Companies</b>	-	-	-	-	-	-	-	-	
<b>g) FIs</b>	-	-	-	-	-	-	-	-	
<b>h) Foreign Venture Capital Funds</b>	-	-	-	-	-	-	-	-	
<b>i) Others (specify)</b>	-	-	-	-	-	-	-	-	
<b>Sub-total (B)(1):-</b>	-	-	-	-	-	-	-	-	-
<b>2.Non Institutions</b>									

<b>a) Bodies Corp.</b>									
(i) Indian		353800	353800	6.98	309900	353800	3452800	42.29	35.31
(ii) Overseas	-	-	-	-	-	-	-	-	-
<b>b) Individuals</b>									
(i) Individual Shareholders Holding nominal share capital up to Rs. 1 lakh	-	1326100	1326100	26.18	6900	954200	961100	11.77	(14.41)
ii) Individuals shareholders holding nominal share capital excess of Rs 1 lakh	-	2793800	2793800	55.16	205900	1692300	3751300	45.94	(9.22)
c) Others (Specify)	-	-	-	-	-	-	-	-	-
<b>sub-total (B) (2):-</b>	-	4473700	4473700	88.32	3000300	5164900	8165200	100	11.68
<b>Total Public Shareholding (B)= (B) (2)</b>		4473700	4473700	88.32	3000300	5164900	8165200	100	11.68
<b>C. Share held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	-	5065200	5065200	100	3000300	5164900	8165200	100	0.00

## ii. Share Holding of Promoters and Promoters Group

Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	



Sudhir Gupta	491440	9.70	-	-	-	-	(9.70)
Vasundhara Gupta	100010	1.97	-	-	-	-	(1.97)
Philip Motes	10	0	-	-	-	-	0
Shalini Gupta	10	0	-	-	-	-	0
Rajiv Gopalan	10	0	-	-	-	-	0
Anand Kishore Shrivastav	10	0	-	-	-	-	0
Suraj Gopalan	10	0	-	-	-	-	0
<b>TOTAL</b>	591,500	11.68	-	0.00	0.00	0.00	(11.68)

### iii. Change in Promoters shareholding (Please Specify, if there is no change)

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	5,91,500	11.68	5,91,500	11.68
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	(591,500)	(11.68)	(591,500)	(11.68)
At the End of the year (or on the date of separation, if separated during the year)	0	0.00	0	0.00

**iv. Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holder of GDRs and ADRs)**

For Each of the Top 10 Shareholders	Shareholding At the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the company	No. of shares	% of total of the company
<b>At the beginning of the year</b>	21,26,270	41.97	21,26,270	41.97
Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer /bonus/sweat equity etc.)	39,74,730	48.6	39,74,730	48.6
At the end of year (or on the date of separation during the year)	61,01,000	74.71	61,01,000	74.71

**v. Shareholding of Director and Key Managerial Personnel:**

For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>At the beginning of the year</b>	1,58,800	3.13	1,58,800	3.13
Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer /bonus/sweat equity etc.)		-	-	-
At the end of year	1,58,800	3.13	1,58,800	3.13

**(vi) INDEBTEDNESS****Indebtedness of the company including interest outstanding/accrued but not due for payment**

	<b>Secured Loans excluding deposits</b>	<b>Unsecured Loans</b>	<b>Deposits</b>	<b>Total Indebtedness</b>
<b>Indebtedness at the beginning of the year</b>				
(i)Principal Amount	-	-	-	-
(ii)Interest due but not paid	-	-	-	-
(iii)Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>				
<b>Change in Indebtedness during the financial year</b> ➤ Addition ➤ Reduction	-	-	-	-
<b>Net Charge</b>	-	-	-	-
<b>Indebtedness at the end of the financial year</b> (i)Principal Amount (ii)Interest due but not paid (iii)Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-

## vi. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to managing Director, Whole -time Directors and / or Manager:

S.I.No	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		-----	-----	-----	-----	
1.	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income -tax Act,1961 (b) Value of perquisites u/s 17(2) Income tax Act, 1961 (c) Profit in lieu of salary under section 17(3) Income tax Act,1961	-	-	-	-	-
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission - As % of profit - others, Specify...	-	-	-	-	-
5.	Others, please specify	-	-	-	-	-
	Total (A)	-	-	-	-	-
	Ceiling as per the Act	-	-	-	-	-

### B. Remunerations to others Director

	Particulars of Remuneration	Name of Director				Total Amount
		-----	-----	-----	-----	
	1. Independent Directors • Fee for attending board committee meetings • Commission • Others, Please specify	-	-	-	-	-
	<b>Total (1)</b>	-	-	-	-	-
	2. Other Non – Executive Directors • Fee for attending board committee meetings • Commission • Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B) = (1+2)	-	-	-	-	-

	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-	-

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/  
MANAGER/WTD**

SL. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	<b>Bharti Yadav</b>	-	<b>22,770</b>
	(b) Value of perquisites u/s 17(2) Income tax Act, 1961	-	-	-	-
	(c) Profit in lieu of salary under section 17(3) Income tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - As % of profit - Others specify.....	-	-	-	-
5.	Others, Please specify	-	-	-	-
	<b>Total</b>	-	-	-	<b>22,770</b>

**(vii) PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:**

Type	Section of the companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-

Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

**GENESIS DEVELOPERS AND HOLDINGS LIMITED**

**Regd. Office:** 3<sup>rd</sup> Floor, 2127-28, Block- K, Gali No.- 58, Naiwala,  
Gurdwara Road, Karol Bagh, Delhi- 110005.

**CIN:** L67190DL1995PLC069768

**E-mail Id:** [genesislimited1995@gmail.com](mailto:genesislimited1995@gmail.com)

**Website:** [www.genesisdevelopersholdings.com](http://www.genesisdevelopersholdings.com)

**Ph. No.:** 011-28753857

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**ATTENDENCE SLIP**

Please complete this Attendance Slip and hand it over at the Entrance of the venue of meeting. Only Members or their Proxies are entitled to be present at the meeting.

Name and Address of the Member	Folio No.
	Client ID No.
	DP ID No.
	No. of Shares Held

I hereby record my Presence at the 20<sup>th</sup> Annual General Meeting of the Company being held on Tuesday, the 8<sup>th</sup> day of September, 2015 at 2.00 p.m. at 16/121-122, Jain Bhawan, First Floor, Faiz Road, Karol Bagh, New Delhi-110005 and at any adjournment thereof.

Signature of the Shareholder	Signature of the Proxy

- Note:**
1. The copy of Annual Report may please be brought to the Meeting Hall.
  2. Briefcase, Hand Bags etc. are not allowed inside the Meeting Hall.
  3. Please note that no gifts will be distributed at the meeting.

**GENESIS DEVELOPERS AND HOLDINGS LIMITED**

**Regd. Office:** 3<sup>rd</sup> Floor, 2127-28, Block- K, Gali No.- 58, Naiwala,  
Gurdwara Road, Karol Bagh, Delhi- 110005.

**CIN:** L67190DL1995PLC069768

**E-mail Id:** [genesislimited1995@gmail.com](mailto:genesislimited1995@gmail.com)

**Website:** [www.genesisdevelopersholdings.com](http://www.genesisdevelopersholdings.com)

**Ph. No.:** 011-28753857

**Form No. MGT-11**

**Proxy form**

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

CIN: L67190DL1995PLC069768

Name of the company: GENESIS DEVELOPERS AND HOLDINGS LIMITED

Registered office: 3<sup>rd</sup> Floor, 2127-28, Block- K, Gali No.- 58, Naiwala, Gurdwara Road, Karol  
Bagh, Delhi- 110005

Name of Member(s) :
Registered address :
E-mail Id :
Folio No/ Client Id:
DP ID :

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name :	Address :
E-mail Id :	Signature :

or failing him

2. Name :	Address :
E-mail Id :	Signature :

or failing him



3. Name :	Address :
E-mail Id :	Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20<sup>th</sup> Annual general meeting of the company, to be held on Tuesday, the 8<sup>th</sup> day of September, 2015 at 2.00 p.m. at 16-121-122, Jain Bhawan, First Floor, Faiz Road, Karol Bagh, Delhi-110005 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions
<b>Ordinary Business</b>	
1	Ordinary Resolution for adoption of Audited Financial Statements for the year ended March 31, 2015.
2	Ordinary Resolution that Mr. Deepak Tyagi, retires by rotation and being eligible for re-appointment.
3	Ordinary Resolution under Section 139 of the Companies Act, 2013 for appointment of M/s Vinod Vishal & Co., Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration.
<b>Special Business</b>	
4	Ordinary Resolution for appointment of Mr. Daya Shankar Mandal, an additional Director of the Company as an Independent Director.
5	Ordinary Resolution for appointment of Mr. Deepak Tyagi, as a Managing Director of the Company.
6	Special Resolution for Adoption of new set of Articles of Association.

Signed this ..... day of ..... 20.....

Signature of shareholder

Affix Revenue  
Stamp

Signature of Proxy holder(s)

*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.*

*If undelivered please return to :*

**Genesis Developers And Holdings Limited**

**2127-28, 3rd Floor, Block- K, Gali No.- 58,  
Naiwala, Gurdwara Road, Karol Bagh New  
Delhi- 110005.**