Tel.: +91-11-28753857 Mob.: +91-8745958543

## GENESIS DEVELOPERS AND HOLDINGS LIMITED

Regd. Off.: 203, Aman Chamber, Pusa Road, Rajendra Place Metro Station, New Delhi - 110060 E-mail: genesislimited1995@gmail.com, CIN: L67190DL1995PLC069768 Web-site: www.genesisdevelopersholdings.com

Date: 12.10.2017

To,
The Head-Listing & Compliances
Metropolitan Stock Exchange of India Limited
Vibgyor Towers, 4th floor, Plot No C 62, G - Block,
Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E),
Mumbai – 400 098

<u>Sub- Submission of Annual Report (including Notice of AGM) under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial year 2016-17. (SYMBOL: GDHL)</u>

Dear Sir,

With reference to the above mentioned subject, please find enclosed herewith the Annual Report (including AGM Notice) as per Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for financial year 2016-17.

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

For Genesis Developers and Holdings Limited

Bharati Yadav

**Company Secretary** 

Place: New Delhi

Encl: a/a

# GENESIS DEVELOPERS AND HOLDINGS LIMITED

ANNUAL REPORT 2016-2017



## CONTENTS

S. NO.	PARTICULARS
1.	Corporate Information
2.	Notice
3.	Route Map
4.	Director's Report
5.	Management Discussion & Analysis (Annexure-I)
6.	Corporate Governance Report (Annexure-II)
7.	Independent Auditor's Report (Annexure-III) Financial Statements:  • Balance Sheet  • Profit And Loss Account  • Cash Flow Statement Accounting Policies and Notes on Accounts
8.	Secretarial Audit Report (Annexure-IV)
9.	Extract of Annual Return (MGT-9) (Annexure-V)
10.	Attendance Slip
11.	Proxy Form

## GENESIS DEVELOPERS AND HOLDINGS LIMITED

## **CORPORATE INFORMATION**

### CIN:

L67190DL1995PLC069768

## **BOARD OF DIRECTORS:**

Mr. Deepak Tyagi, Managing Director

Ms. Moni, Director

Mr. Narender Kumar, Director

Mr. Daya Shankar Mandal, Director

## **COMPANY SECRETARY:**

Mrs. Bharati Yadav

## **REGISTERED OFFICE:**

203, Aman Chamber, Pusa Road, Rajendra Place Metro Station, New Delhi - 110060

## **SECRETARIAL AUDITOR:**

M/s Nikhil Jain & Associates 1/283, SF1, Vaishali, Ghaziabad, UP - 201010

## **INTERNAL AUDITOR**

Mr. Anil Prakash

## **STATUTORY AUDITOR:**

M/s Vinod Vishal & Co., New Delhi (Chartered Accountants)
R-22/ 205, II<sup>nd</sup> Floor, Khaneja Complex, Shakarpur, Delhi-110092

### **BANKERS:**

IDBI Bank, Punjabi Bagh, New Delhi

## **BOARD COMMITTEES:**

## Audit Committee:

Ms. Moni, Chairman

Mr. Narender Kumar, Member

Mr. Deepak Tyagi, Member

Mr. Daya Shankar Mandal, Member

## Stakeholders Relationship Committee:

Ms. Moni, Chairman

Mr. Narender Kumar, Member

Mr. Deepak Tyagi, Member

## Nomination & Remuneration Committee:

Ms. Moni, Chairman

Mr. Narender Kumar, Member

Mr. Deepak Tyagi, Member

Mr. Daya Shankar Mandal, Member

## Risk Management Committee:

Ms. Moni, Chairman

Mr. Narender Kumar, Member

Mr. Deepak Tyagi, Member

Mr. Daya Shankar Mandal, Member

## **INVESTOR COMPLIANT OFFICER**

Bharati Yadav

Company Secretary cum Compliance

Officer

E-mail ID: genesislimited1995@gmail.com

## REGISTRAR AND SHARE TRANSFER AGENTS:

Bigshares Services Pvt. Ltd. E4/8, First Floor, Jhandewalan Extension, New Delhi-110055

## **STOCK EXCHANGE(S):**

- Metropolitan Stock Exchange of India Limited (MSEI)
- Delhi Stock Exchange Limited (DSE)
- Ahemdabad Stock Exchange Limited (ASE)
- Ludhiana Stock Exchange Limited (LSE)

### Website:

www.genesisdevelopersholdings.com

## GENESIS DEVELOPERS AND HOLDINGS LIMITED

Registered Office: - 203, Aman Chamber, Pusa Road, Rajendra Place Metro Station New Delhi -110060

> CIN: L67190DL1995PLC069768, Contact No: 011-25753857 E- Mail ID: genesislimited1995@gmail.com

Website: www.genesisdevelopersholdings.com

## NOTICE

Notice is hereby given that the 22<sup>nd</sup> Annual General Meeting of the Company will be held on Thursday, the 21<sup>st</sup> Day of September, 2017 at 02.00 p.m. at 16/121-122, Jain Bhawan, Faiz Road, Karol Bagh, New 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, 2017 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), Managing Director of the Company, retires by rotation and being eligible for re-appointment, be and is hereby reappointed 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 sections 139 to 142 and other applicable provisions, of the Companies Act, 2013 and the rules made there under, as amended from time to time, the company here by the appointment of M/s Bhutani & Associates, Chartered Accountants (FRN -025906N), as the auditors of the company, to hold office from the conclusion of this AGM until the conclusion of next Annual General Meeting of the company to examine and audit the accounts of the company for the Financial Year 2017-18 at such remuneration as may be mutually agreed between the Board of directors and auditors."

## **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 sections, if any of Companies Act, 2013 ("the Act") read with schedule IV to the Act and the Companies (Appointment and qualification of Directors) Rules, 2014 ('rules'), including any statutory modification(s) or any amendments or any substitution or any re-enactment thereof for the time being in force and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Ms. Moni (DIN: 07827689), who was appointed as an Additional Director by the Board on 23<sup>rd</sup> May, 2017, pursuant to section 161(1) of the Companies Act, 2013 and rules maded thereunder & who holds the office upto the date of this Annual General Meeting be and is hereby appointed as Director of the Company subject to the approval of members in the Annual General meeting.

**RESOLVED FURTHER THAT** any director of the company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the aforesaid resolution."

For Genesis Developers and Holdings Limited

Bharati Yadav Company Secretary M. No.: A37416

Place: New Delhi Date: 04.08.2017

## NOTES

- (i) 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.
- (ii) The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the meeting, is annexed herewith.
- (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 SEBI (Listing Obligations And Disclosure Requirements) Regulation's 2015, the Register of Members and Share Transfer Books of the Company will remain closed from 14<sup>th</sup> September, 2017 to 21<sup>st</sup> September, 2017 (both days inclusive).
- (vi) Details under Regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirement) Regulation's 2015 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 22<sup>nd</sup> Annual Report for financial year 2016-17 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 2016-17 along with Notice of the 22<sup>nd</sup> 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 22<sup>nd</sup> Annual General Meeting and the Annual Report for the financial year 2016-17 will also be available on the Company's website <a href="www.genesisdevelopersholdings.com">www.genesisdevelopersholdings.com</a> 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 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: <a href="mailto:genesislimited1995@gmail.com">genesislimited1995@gmail.com</a>.
  - (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 is 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 as per SEBI (Listing

Obligations And Disclosure Requirements) Regulations, 2015, as amended from time to time, 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 22<sup>nd</sup> 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 <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> or <a href="www.genesisdevelopersholdings.com">www.genesisdevelopersholdings.com</a>. 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.

## Procedure to login to E-Voting website

- 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.nsdl.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.nsdl.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 18<sup>th</sup>, September 2017 (9:00 am) till 20<sup>th</sup> September 2017 (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 (nikhiljain2120@gmail.com) with a copy marked to evoting@nsdl.co.in.

## GENERAL INSTRUCTIONS

- a. The e-voting period commences on 18<sup>th</sup>, September 2017 (9:00 am) till 20<sup>th</sup> September 2017 (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. 14<sup>th</sup> September, 2017 may obtain the login ID and password by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a>.
- 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 **14**<sup>th</sup> **September**, **2017**.
- f. M/s Nikhil jain& Associates, Company Secretaries (COP No.-17727) 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., <a href="www.genesisdevelopersholdings.com">www.genesisdevelopersholdings.com</a> and on the website of NSDL on or before Saturday, 23<sup>rd</sup> September, 2017.

All the documents and explanatory statement referred to in the accompanying Notice 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 22<sup>nd</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.; <a href="https://www.icicidirect.com">www.icicidirect.com</a> for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website <a href="https://www.icicidirect.com">www.icicidirect.com</a>. 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.

For Genesis Developers and Holdings Limited

Bharati Yadav Company Secretary M. No.: A37416

Place: New Delhi Date: 04.08.2017

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

## Item No. 4

Ms. Moni (DIN: 07827689) 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.

The Board feels that presence of Moni (DIN: 07827689) 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 Moni in the resolution.

Your Directors recommend the resolution for approval.

For Genesis Developers and Holdings Limited

Bharati Yadav Company Secretary M. No.: A37416

Place: New Delhi Date: 04.08.2017

## $\frac{\textbf{DETAILS OF DIRECTORS RETIRING BY ROTATION AND SEEKING RE-}{\textbf{APPOINTMENT}}$

## (In Pursuance of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of director	Mr. Deepak Tyagi	Ms. Moni
Nationality	Indian	Indian
Date of	23.05.2014	16.05.1982
Appointment		
Qualifications	Graduate	Graduate
Number of Shares held in the	153400	Nil
Company		
Expertise in specific	Finance Sector	Finance Sector
Functional areas		
<b>Director of other Companies</b>	Avail Holding Limited	• Stellar Investments Limited
(excluding foreign Companies)	_	<ul> <li>Avail Holding Limited</li> </ul>
Relationship between Director	Nil	Nil
Inter se		

## **ROUTE MAP**



GENESIS DEVELOPERS AND HOLDINGS LIMITED Annual Report 2016-17 14 | P a g e

## **DIRECTOR'S REPORT**

To,

The Members.

**Genesis Developers and Holdings Limited** 

The Directors have pleasure in presenting before you the 22<sup>nd</sup> Annual Report on the business and operations of the Company along with the Audited Financial Statement for the financial year ended 31<sup>st</sup> March, 2017.

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

## 1. FINANCIAL SUMMARY HIGHLIGHTS:

(in ₹)

Particulars	31 <sup>st</sup> March, 2017	31 <sup>st</sup> March, 2016
Total Income	-	830
Profit before Tax	(758641)	(991780)
Less: Provision for Tax	-	-
Current Tax	-	-
MAT Credit Entitlement	-	-
Deferred Tax	313	1171
Net Profit after Tax	(758954)	(992951)

## 2. STATE OF COMPANY AFFAIRS:

During the financial year 2016-17, the Company has recorded no revenue. The Company has incurred losses of ₹ 758954/- during the year as compared to losses of ₹ 9,92,951/- in the last year. The Directors are optimistic about future performance of the Company.

## 3. CHANGE IN NATURE OF BUSINESS:

There was no change in the nature of business of company.

## 4. <u>DIVIDEND</u>

As the company has incurred loss, it regrets not to recommend any dividend. But the directors are hopeful better result in ensuring future.

## 5. TRANSFER TO GENERAL RESERVES:

The Company did not transfer any amount to the General Reserves.

## 6. **SHARE CAPITAL:**

The paid up share capital as on 31st March, 2017 was ₹ 8,16,52,000 /- and Authorised Share Capital of ₹ 8,20,00,000 /-. There was no change in share capital during the year.

## 7. DEPOSITS:

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

## 8. SUBSIDIARY/ASSOCIATE/ JOINT VENTURE COMPANIES:

The Company does not have any subsidiary, associate or joint venture company.

## 9. CHANGE IN REGISTERED OFFICE SITUATION

The registered office of the company has been shifted from 2127-28, Block- K, Gali No. – 58, Naiwala Gurudwara Road, Karol Bagh, New Delhi-110005 to 203, Aman Chambers, Pusa Road, Rajendra Place Metro Station, New Delhi 110060 w.e.f. 26<sup>th</sup> December, 2016.

## 10. BOARD OF DIRECTORS:

## a) 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, Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for reappointment. The Board of Directors recommends their re-appointment.

## b) Regularisation of Director

In accordance with the provisions of the Companies Act, 2013 and the articles of association of the Company, Ms. Moni, was appointed as an Additional Director of the Company on 23<sup>rd</sup> May, 2017 and whose term is expires at this ensuing annual general meeting, being eligible and offers herself for regularize her re- appointment as a director of the company. The Board of Directors recommends their appointment for regularization.

## c) Declaration by Independent Directors:

The Independent Directors hold office for a fixed term of five years and are not liable to retire by rotation.

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Familiarization policy is available on company's website.

## d) Cessation of Director

During the year, Ms. Lovely Kumari expressed their inability to continue as a director, due to their other commitments and submitted their resignation and ceased from the board. The Board of Directors has accepted the same and placed on record their appreciation for the services rendered by them during the tenure period of their directorship.

### e) Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations' 2015, 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.

## f) Key Managerial Personnel:

The following employees act as whole-time key managerial personnel by the Board of Directors during the year 2016-2017 under review:

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

There was no appointment or cessation during the year of any Key Managerial Personnel.

## 11. NO. OF BOARD MEETINGS HELD:

The Board of Directors duly met Five (5) times during the financial year from 1<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2017. The dates on which meetings were held are as follows:

24<sup>th</sup> May, 2016, 1<sup>st</sup> August, 2016, 8<sup>th</sup> November, 2016, 2<sup>nd</sup> February, 2017 and 21<sup>st</sup> March, 2017.

## 12. DIRECTORS' RESPONSIBILITY STATEMENT:

In accordance with the provision of section 134(5) of the Companies Act, 2013 the Board confirms and submits 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 31st March, 2017 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.

## 13. 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.

## 14. INTERNAL FINANCIAL CONTROL SYSTEM:

The company has in place well defined and adequate internal controls commensurate with the size of the company and same were operating throughout the year. The company has in-house internal audit functions

## 15. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The particulars of contracts or arrangements with related parties for the financial year 2016-17 are annexed herewith to the Financial Statements in Form No. AOC-2.

## 16. MANAGEMENT DISCUSSION ANALYSIS REPORT:

The Management Discussion and Analysis Report for the year under review, as stipulated under SEBI (Listing Obligations and Disclosure Requirement), 2015, is presented in a separate section which forms part of the Annual Report under *Annexure-I*.

## 17. CORPORATE GOVERNANCE:

As per Regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations' 2015 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 under *Annexure-II*.

## 18. AUDITORS:

## a) Statutory Auditors

To Appoint M/s Bhutani & Associates, Chartered Accountants (FRN -025906N), in place of retiring auditor M/s Vinod Vishal & Co. Chartered Accountant as Statutory auditor of the company for the Financial year 2017-2018, commencing from the conclusion of this meeting until, the conclusion of next 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 ratification, 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 auditors in terms of the provisions of the provision 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.

## • Statutory Auditor's Report

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

## • Statutory Auditors Observations

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

## b) Secretarial Auditor:

The Company has appointed Mr. Nikhil Jain Proprietor of M/s Nikhil Jain & Associates to hold the office of the Secretarial Auditors of the company and the Secretarial Audit Report.

## • Secretarial auditor's report

The Secretarial Audit Report is annexed herewith marked as *Annexure-IV* to this report in Form No. MR-3.

## • Secretarial Auditor's Observations

There is a qualification in the report that Company did not appoint Chief Financial Officer. The Management clarified that, it is in the search of suitable candidate for the post of Chief Financial Officer.

## c) Internal Auditor:

The Company has appointed Mr. Anil Prakash as an Internal Auditor of the Company.

## • Internal Auditor's Report

Mr. Anil Prakash placed the internal audit report to the Company.

## • Internal Auditor's Observations

Internal Auditor's Report is self explanatory and need no comments.

## 19. EXTRACT OF THE ANNUAL RETURN:

The extract of the Annual Return for the year 2016- 2017 is being attached with the Directors report in Form No. MGT-9 marked as *Annexure-V*.

### **20. 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.

## 21. 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.

## 22. <u>SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:</u>

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 policy is available on website of the company i.e. www.genesisdevelopersholdings.com

The following is a summary of sexual harassment complaints received and disposed off during the year 2016-17.

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

## 23. 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.

## 24. <u>DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY</u> ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

## 25. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status of the company.

## 26. <u>CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO:</u>

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.

S. No	PARTICULARS	2016-17	2015-2016
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 Genesis Developers and Holdings Limited

Deepak Tyagi Managing Director DIN: 02760361 Moni Director DIN: 07827689

Place: NEW DELHI Date: 04.08.2017

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

## A. 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.

## **B.** 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.

## C. FINANCIAL PERFORMANCE

The Company has incurred a net loss of ₹ 758,954/- during the year. The Directors are optimistic about future performance of the Company.

## D. <u>OPPORTUNITIES & THREATS:</u>

## **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.

## E. RISK MANAGEMENTAND CONCERNS

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

## GENESIS DEVELOPERS AND HOLDINGS LIMITED

**Annual Report 2016-17** 

organization, every decision taken is after weighing the pros and cons of such a decision making taking note of the risk attributable.

### F. 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.

## G. <u>MATERIAL DEVELOPMENT IN HUMAN RESOURCES/ INDUSTRIAL RELATION FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED</u>

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

## H. <u>DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT</u>

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 31<sup>st</sup> March, 2017, 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.

## I. DISCLOSURE OF ACCOUNTING TREATMENT

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 133 of the Companies Act, 2013 ("the 2013 Act") and the relevant provisions of the 2013 Act, as applicable. The financial statements have been prepared on going concern basis under the historical cost convention on accrual basis.

The Company has follows to continue with the period of 1<sup>st</sup> day of April to 31<sup>st</sup> day of March, each year as its financial year for the purpose of preparation of financial statements under the provisions of Section 2(41) of the Companies Act, 2013.

## J. 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.

## CORPORATE GOVERNANCE REPORT

(AS REQUIRED UNDER REGULATIONS OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)

## **INTRODUCTION:**

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:

Name of the Director	Designation	Category
Mr. Deepak Tyagi	Managing Director	Executive & Promoter
Ms. Moni*	Director	Non – Executive & Independent
Mr. Narender Kumar	Director	Non – Executive & Independent
Mr. Daya Shankar Mandal	Director	Non – Executive & Independent

Ms. Lovely Kumari** Director	Non-Executive & Independent
------------------------------	-----------------------------

<sup>\*</sup>Ms. Moni appointed as an Additional Director on Board of Directors of Company after the closure of Financial Year.

## a) Meetings of Board of Directors:

There were 5 (Five) Board Meetings held during the year ended March 31st, 2017. The dates on which meetings were held are as follows:

24<sup>th</sup> May 2016, 1<sup>st</sup> August 2016, 8<sup>th</sup> November 2016, 2<sup>nd</sup> February 2017 and 21<sup>st</sup> March 2017.

The periodicity between two Board Meetings was within the maximum time gap as prescribed in the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 / 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	5	5	
Ms. Moni*	0	0	
Mr. Narender Kumar	5	5	
Mr. Daya Shankar Mandal	5	5	
Ms. Lovely Kumari**	5	5	

<sup>\*</sup>Ms. Moni appointed as an Additional Director on Board of Directors of Company after the closure of Financial Year.

## **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 nonpayment 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.

<sup>\*\*</sup>Ms. Lovely Kumari resigned from the post of Directorship after the closure of Financial Year.

<sup>\*\*</sup>Ms. Lovely Kumari resigned from the post of Directorship after the closure of Financial Year.

- 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.

## **b)** Meetings of Independent Directors:

One Meeting of Independent Directors held on 21<sup>st</sup> March, 2017 during the financial year ended March 31, 2017.

The meeting shall:

- Review the performance of non-independent directors and the Board as a whole;
- Review the performance of Chairman 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.

## **Familiarization Programme for Directors:**

At the time of appointing a director, a formal letter of appointment is given to him/her, which inter alia explains the role, function, duties and responsibilities expected by him/her as a director of company. The chairman and Managing Director also have a one to one discussion with the newly appointed director to familiarize him/her with the company operations.

The Familiarization Programme policy for the directors is given on the website of the company i.e. <a href="https://www.genesisdevelopersholdings.com">www.genesisdevelopersholdings.com</a>.

## 2. 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.

## **Meetings of the Committee:**

The Audit Committee comprises three members of which Chairperson of the Committee is Independent Director. During the Year Four (4) Audit Committee Meetings were convened and held.

The Audit Committee met 4 (Four) times on 24<sup>th</sup> May 2016, 1<sup>st</sup> August, 2016, 8<sup>th</sup> November, 2016 and 2<sup>nd</sup> February, 2017 during the financial year ended March 31, 2017.

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 are invited to the meeting as and when required.

## The Composition of the Audit Committee and their attendance at the meeting:

NAME OF MEMBERS	CATEGORY/	NO. OF M	IEETINGS
	DESIGNATION	HELD	ATTENDED
Ms. Moni*	Chairman	0	0
Mr. Narender Kumar	Member	4	4
Mr. Deepak Tyagi	Member	4	4
Mr. Daya Shankar Mandal	Member	4	4

Ms. Lovely Kumari** Chairman	4	4
------------------------------	---	---

<sup>\*</sup>Ms. Moni was appointed as Chairperson after the closure of Financial Year.

### **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 Nomination & Remuneration Committee comprises three members of which two including Chairperson of the Committee are Independent Director. During the Year Two Nomination & Remuneration Committee Meeting were convened and held.

## **Scope of the Committee:**

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)/ 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.

## **Meetings of the Committee:**

The Committee met two (2) times on 24<sup>th</sup> May, 2016 and 2<sup>nd</sup> February, 2017 during the financial year ended March 31, 2017.

The Minutes of the Meetings of the Nomination & Remuneration Committee are discussed and taken note by the board of directors.

## The Composition of the Nomination & Remuneration Committee and their attendance at the meeting:

NAME OF MEMBERS	CATEGORY/	NO. OF MEETINGS	
	DESIGNATION	HELD	ATTENDED
Ms. Moni*	Chairman	0	0
Mr. Narender Kumar	Member	2	2
Mr. Deepak Tyagi	Member	2	2
Mr. Daya Shankar Mandal	Member	2	2

<sup>\*\*</sup>Ms. Lovely Kumari ceased as Chairperson after the closure of Financial Year.

Ms. Lovely Kumari**	Chairman	2	2
---------------------	----------	---	---

<sup>\*</sup>Ms. Moni was appointed as Chairperson after the closure of Financial Year.

## C. Stakeholders' Relationship Committee:

The Stakeholders Relationship Committee comprises three members out of which Chairperson of the Committee is Independent Director. During the year two (2) Stakeholders Relationship Committee meetings were convened and held.

## **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.

## **Meetings of the Committee:**

The Committee met two (2) times on 1<sup>st</sup> August 2016 & 2<sup>nd</sup> February, 2017 during the financial year ended March 31, 2017.

## The Composition of the Stakeholder's Relationship Committee and their attendance at the meeting:

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

<sup>\*</sup>Ms. Moni was appointed as Chairperson after the closure of Financial Year.

<sup>\*\*</sup>Ms. Lovely Kumari ceased as Chairperson after the closure of Financial Year.

Name of the Compliance Officer	Mrs. Bharati Yadav		
<b>Contact Details</b>	203, Aman Chamber, Pusa Road, Rajendra Place		
	Metro Station, New Delhi -110060		
E- mail ID	genesislimited1995@gmail.com		

### **Complaint/Investor Grievances:**

During the there was no shareholder compliant received as on basis of SEBI Score records.

## D. Risk Management Committee:

The Risk Management Committee comprises three members out of which Chairperson of the Committee is Independent Director. During the Year Two (2) Risk Management Committee Meetings were convened and held.

## **Scope of the Committee:**

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

<sup>\*\*</sup>Ms. Lovely Kumari ceased as Chairperson after the closure of Financial Year.

## **Meetings of the Committee:**

During the year the under review, 2 (Two) meeting of this committee was held on 1<sup>st</sup> August, 2016 & 2<sup>nd</sup> February, 2017.

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

## The Composition of Risk Management Committee and their attendance at the meeting:

NAME OF MEMBERS	CATEGORY/	NO. OF MEETINGS	
	DESIGNATION	HELD	ATTENDED
Ms. Moni**	Chairman	0	0
Mr. Narender Kumar	Member	2	2
Mr. Deepak Tyagi	Member	2	2
Mr. Daya Shankar Mandal	Member	2	2
Ms. Lovely Kumari*	Chairman	2	2

<sup>\*</sup>Ms. Moni was appointed as Chairperson after the closure of Financial Year.

## 3. **GENERAL BODY STRUCTURE:**

Annual General Meeting of Members held during the three previous financial years as mentioned below:

YEAR	DATE	VENUE	TIME
2016	27.06.2016	16/121-122 Jain Bhawan ,Faiz Road Karol Bagh, New Delhi – 110005	02:00 P.M
2015	08.09.2015	16/121-122 Jain Bhawan, Faiz Road Karol Bagh, New Delhi – 110005	02:00 P.M
2014	06.09.2014	209, Bhanot Plaza-II, 3,D.B Gupta Road, New Delhi-110055	12.00 P.M

No Extra Ordinary General Meeting of Members held during the year.

## 4. 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 Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations' 2015, 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.

## **C.** Presentation to investors:

There was no presentation made to investor in the last year.

<sup>\*\*</sup>Ms. Lovely Kumari ceased as Chairperson after the closure of Financial Year.

## 5. SUBSIDIARY/ ASSOCIATE/ JOINT VENTURE COMPANY:

The Company does not have any subsidiary/ Associate/ Joint Venture company.

## 6. <u>APPOINTMENT/REAPPOINTMENT OF DIRECTORS:</u>

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.

## 7. MEANS OF COMMUNICATIONS:

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:

PERIOD	NAME OF NEWSPAPER		
Audited Financial Results for the year	Naya India (Hindi News Paper) and Millenium		
ended 31.03.2017	Today (English News Paper)		
Unaudited Financial Results for the	Dainik Rastriya Ujala (Hindi News Paper) and		
Quarter ended on 31.12.2016	India Horizon (English News Paper)		
Unaudited Financial Results for the	Dainik Rastriya Ujala (Hindi News Paper) and		
Quarter ended on 30.09.2016	India Horizon (English News Paper)		
Unaudited Financial Results for the	Dainik Rastriya Ujala (Hindi News Paper) and		
Quarter ended on 30.06.2016	Indian Horizon (English News Paper)		

The audited yearly / unaudited quarterly results of the Company are also displayed on the website of the Company at <a href="www.genesisdevelopersholdings.com">www.genesisdevelopersholdings.com</a> as per the requirements of the Regulation 46 (2) of the SEBI Corporate Governance (Listing Obligations and Disclosure Requirement) Regulations' 2015 of the Listing Agreement the website of the Company is regularly updated.

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.

## 8. GENERAL SHAREHOLDERS INFORMATION:

## a. 22<sup>nd</sup> Annual General Meeting:

**Date**: 21<sup>st</sup> September, 2017

**Time** : 2:00 P.M.

Venue: 16/121-122, Jain Bhawan, Faiz Road, Karol Bagh, New Delhi- 110005

## b. Date of Book Closure:

The Company's Register of Members and Share Transfer Books will remain close from, 14<sup>th</sup> September, 2017 to 21<sup>st</sup> September, 2017 (both days inclusive).

## c. Financial Year:

1<sup>st</sup> April 2016 to 31<sup>st</sup> March 2017.

### d. Dividend:

No dividend is proposed to be declared in AGM or declared in last AGM.

## e. Registered Office:

203, Aman Chamber, Pusa Road, Rajendra Place Metro Station, New Delhi- 110060.

## f. Stock Exchanges and Fees:

The Shares of the Company are listed on Metropolitan Stock Exchange Limited (MSEI) fees paid on time limit.

## g. Scrip Code:

MSEI Scrip code is GDHL

### h. Market Price Data:

There has been no trading in MSEI during the year 2016-2017.

## i. Suspensions Details

There was no suspension of securities took place in last year.

## j. Registrar

Bigshare Services Pvt. Ltd., E4/8, First Floor, Jhandewalan Extension, New Delhi-110055, is the Registrar and Share Transfer Agents of the Company.

## k. 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 Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations' 2015.
- 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 Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations'2015(f), has designated the following e-mail IDs, namely 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.

1. Shareholding Pattern as on March 31, 2017:

CATEGORY	NO. OF SHARE	NO. OF SHARES (FACE VALUE	NO. OF SHARES IN	% OF SHARE	
		`		HOLDING	
		IN PHYSICAL			
Promoters		-	-	-	
Body Corporate	12	46,18,800	43,86,670	56.57	
NRI/OCBs/ Clearing	-	-	-	-	
Members/					
Trust					
Bank/	-	-	-	-	
Financial Institutions					
Indian Public	917	35,46,400	17,48,000	43.43	
HUF	-	-	-	-	
Total	929	8165200	6134670	100	

m. Distribution Schedule of Shareholding as on March 31, 2017:

SHAREHOLDING		NO. OF	% OF	NO OF	% OF
OF NOMINAL		SHARE	SHARE	SHARES	SHARE
VALUE		HOLDER	HOLDER	HELD	HOLDING
(RS.)	(RS.)				
Upto	5000	81	8.72	30900	0.38
5001	10000	726	78.15	709200	8.69
10001	20000	25	2.69	37100	0.45
20001	30000	29	3.12	81500	1.00
30001	40000	8	0.86	28000	0.34
40001	50000	2	0.22	9100	0.11
50001	100000	9	0.97	58900	0.72
100001	ABOVE	49	5.27	7210500	88.31
TOTAL		929	100.0	8165200	100

## n. Dematerialization of Shares:

The Company has connectivity with NSDL & CDSL for dematerialization of its equity shares. The ISIN- INE273R01019 has been allotted for the Company. Therefore, the matter and/or investors may keep their shareholding in the electronic mode with their Depository Participates. 75.14% of the Company's Paid-up Share Capital is in dematerialized form as on 31<sup>st</sup> March, 2017 and balance 24.86% is in physical form.

### o. ADR/GDR:

The Company did not issued any ADR or GDR in any previous year as company presently is domestic trading.

## p. Commodity Price Risk, Foreign Risk, etc.

As no trading took place in stock exchanges in last year, no question of risk arises. However, company has in place hedging and risk mitigating policies.

## q. Plant Location:

The Company is engaged in business of trading of textiles, which does not require company to have plant. Though, company has warehouses in order to maintain the trading of textiles.

## r. 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.

E4/8, First Floor, Jhandewalan Extension, New Delhi-110055

Tel No: 011-23522373, Fax No: 011-23522373

Email: <u>bssdelhi@bigshareonline.com</u>
Website: <u>www.bigshareonline.com</u>
http://www.beetalfinancial.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.

## 9. OTHER 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. The policy is also given on the company's website under the head policies.

### b. Penalties Files by Company in last three years:

No penalty paid by company on last three years.

## c. Vigil Mechanism/ Whistle Blower Policy:

The Board has approved the Whistle Blower Policy, a mechanism for employees to report to the 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 i.e. www.genesisdevlopersholdings.com.

## d. 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.

## e. Accounting Standards:

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

## f. Auditors Certificate on Corporate Governance:

The Statutory Auditors of the Company have furnished the requisite Certificate to the Board of Directors as required by Regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations' 2015.

## g. 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.

## h. Prohibition of Insider Trading:

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, 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.

### i. Code of Conduct:

In terms of Regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations'2015, 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 i.e. www.genesisdevlopersholdings.com. The Declaration by the Chairperson and Managing Director of the Company forms part of this Report.

DECLARATION BY THE CHIEF EXECUTIVE OFFICER UNDER REGULATION 34(3) READ WITH SCHEDULE V SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS 2015 IN REPECT OF COMPLIANCE WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Members of Board of Directors and senior management personnel of the company have affirmed their compliance with the Code of Conduct of Genesis Developers and Holdings Limited, as applicable to them, for the financial year ended 31<sup>st</sup> March 2017.

For Genesis Developers and Holdings Limited

Deepak Tyagi Managing Director DIN: 02760361

Place: New Delhi Date: 04.08.2017

#### CEO/CFO/MD 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 31-03-2017 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 may, 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.

For Genesis Developers and Holdings Limited

Deepak Tyagi Managing Director DIN: 02760361

Place: New Delhi Date: 04.08.2017

#### CERTIFICATE ON CORPORATE GOVERNANCE

The Board of Directors

GENESIS DEVELOPERS AND HOLDINGS LIMITED

203, Aman Chamber, Pusa Road, Rajendra Place Metro Station, New Delhi 110060

We 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 Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for the financial year ended 31<sup>st</sup> March, 2017. We have obtained all the information and explanations, which are to the best of our knowledge and belief, were necessary for the purposes of certification.

The compliance of the condition of Corporate Governance is responsibility of the management. Our 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 our examination of the records produced explanations and information furnished, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirement) Regulations' 2015.

FOR VINOD VISHAL & CO. (CHARTERED ACCOUNTANTS) FRN: 009112N

CA VINOD GUPTA (PROP.) M. NO. 083418

Place: - New Delhi Date: - 23.05.2017

Annexure III

# INDEPENDENT AUDITOR'S REPORT

To,
The Members,
GENESIS DEVELOPERS & HOLDINGS LIMITED

#### REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of **GENESIS DEVELOPERS & HOLDINGS LIMITED**, which comprise the Balance Sheet as at March 31, 2017, & 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 Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flow of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate 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**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under 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 financial control relevant to the Company's preparation of the financial statements that give true and fair view, In order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over

Financial reporting and operating effectiveness of such controls, an audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors as well as evaluating the overall presentation of the financial statements.

#### **OPINION**

In our opinion and to the best of our information and according to the explanations given to us, 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 March 31, 2017; and
- (b) In the case of the Profit and Loss Account, of the Loss Rs. 7,58,954.00 for the period ended on 31st March, 2017.
- (c) In the case of the cash flow statement, of the cash flows for the year ended 31, March 2017.

#### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- 1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
- 2. As required by section 143(3) of the Act, we report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss and the cash flow statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) In our opinion, and based on the information and explanations provided to us, there are no financial transactions or matters which have adverse effect on the functioning of the Company.
- f) On the basis of written representations received from the directors as on 31 March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2017, from being appointed as a director in terms of Section 164(2) of the Act.
- g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- h) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Amendment Rules, 2017:

- i. There were pending litigations which could impact the financial position in the financial statements of the company.
- ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
- iii. The Company did not have any amount for transfer to the Investor Education and Protection Fund.
- iv. The Company has provided requisite disclosure in financial statement as to holdings and dealings in Specified Bank Notes (SBN) in notes to account during the period 08.11.2016 to 30.12.2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the company and as produced to us by the management (Refer Note).

FOR VINOD VISHAL & CO. (CHARTERED ACCOUNTANTS) FRN: 009112N

CA VINOD GUPTA (PROP.) M. NO. 083418

Place: New Delhi Date: 23/05/2017

#### Annexure A to the Auditors' Report

The Annexure referred to in our report of even date to the members of **M/s GENESIS DEVELOPERS & HOLDINGS LIMITED** as at and for the year ended 31<sup>st</sup> March, 2017, we report that:

#### 1. FIXED ASSETS:

- a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
- b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.

#### 2. INVENTORIES:

- a) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c) The Company has maintained proper records of inventories. As per the information and explanation given to us, no material discrepancies were noticed on physical verification.

#### 3. SECURED OR UNSECURED LOANS

The company has granted unsecured loans to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. The terms and conditions of such loans are nor prejudicial to the interest of the company. The company has been regular in receiving the interest from the parties, wherever applicable.

- 4. The company has complied with the provision of section 185 & 186 in respect of loans, investments, guarantees, and security.
- 5. In my opinion and according to the Information & Explanation given to us, The Company has not accepted deposits under the provisions of sections 73 to 76 are not applicable or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.
- 6. I have been informed that the maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
- 7. The company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities.

- 8. There has been no default in repayment of dues to banks, financial institutions, and Government, in respect of loans taken from banks against vehicle. The company has not taken any other loan.
- 9. In our opinion and according to the Information & Explanation given to us, the company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term loans so the clause is not applicable for the company.
- 10. Based on the procedure performed and the information and explanation given to us, We report that no fraud on or by the company has been noticed or reported during the year, nor we have been informed of such cases by the management.
- 11. In our opinion and according to the information and Explanation given to us company has paid or provided managerial remuneration in accordance with the requisite approval mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- 12. The company is not a Nidhi company hence the provision related to the Nidhi Company is not applicable.
- 13. In our opinion and according to the information and Explanation given to us company has complied the provision of related party transaction refer in sections 177 and 188 of Companies Act, 2013, and the detail have been disclosed in the financial statement as required by the applicable Accounting Standard.
- 14. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- 15. The company has not entered into any non-cash transactions with directors or persons connected with him.
- (i) The company is not an NBFC hence the company is not to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

FOR VINOD VISHAL & CO. (CHARTERED ACCOUNTANTS) FRN: 009112N

CA VINOD GUPTA (PROP.) M. NO. 083418

Place: New Delhi Date: 23/05/2017

#### **Annexure B to the Auditors' Report**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of "GENESIS **DEVELOPERS & HOLDINGS LIMITED**" as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **AUDITORS' RESPONSIBILITY**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence, we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:-

- 1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company.
- 2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- 3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **OPINION**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountant of India.

FOR VINOD VISHAL & CO. (CHARTERED ACCOUNTANTS) FRN: 009112N

CA VINOD GUPTA (PROP.) M. NO. 083418

Place: New Delhi Date: 23/05/2017

#### **GENESIS DEVELOPERS & HOLDINGS LIMITED**

#### BALANCE SHEET AS AT 31-03-2017

(IN ₹)

		NOTE	AS AT	(IN ₹)
	PARTICULARS	NO.	31ST MARCH, 2017	31ST MARCH, 2016
I	EQUITY AND LIABILITIES		, ,	
1	Shareholders Funds			
	(A) Share Capital	2	8,16,52,000	8,16,52,000
	(B) Reserves And Surplus	3	25,85,16,840	25,92,75,794
	(C) Money Received against share warrants		-	-
2	Share application money pending allotment		-	-
	TOTAL SHAREHOLDER'S FUND	ŀ	34,01,68,840	34,09,27,794
3	No. Comment Victorial			
3	Non-Current Liabilities (A) Long-term Borrowings			
	(B) Deffered Tax Liablities		-	-
	(C) Other Long-term Liabilities		-	-
	(D) Long term Provisions		-	-
	(D) Long term Frovisions		-	-
	TOTAL NON CURRENT LIABILITIES		-	-
4	Current Liabilities			
	(A) Short Term Borrowings	4	10,56,916	10,02,466
	(B) Trade Payables			
	(i) Total outstanding dues of micro enterprises			
	and small enterprises; and		-	-
	(ii) Total outstanding dues of creditors other than micro and			
	small enterprises;		-	-
	(C) Other Current Liabilites	5	73,880	63,369
	(D) Short- term provisions	6	550	5,675
	TOTAL CUIDDENIE LIADULUNG	-	11 21 246	10.71.510
	TOTAL CURRENT LIABILITIES	-	11,31,346	10,71,510
	TOTAL		34,13,00,186	34,19,99,304
II	ASSETS			
1				
	(A) Fixed Assets	7		
	(i) Tangible Assets		6,057	10,949
	(ii) Intangible Assets		-	-
	(iii) Capital work-in-progress		-	-
	(iv) Intangible assets under development		-	-
	(B) Non-current Investments	8	66,00,000	66,00,000
	(C) Deffered Tax Assets	9	4,193	4,506
	(D) Long term loans and advances	10	32,98,07,495	33,03,19,495
	(E) Other non-current assets		-	-
	TOTAL NON-CURRENT ASSETS		33,64,17,745	33,69,34,950
2	Current Assets			
	(A) Current Investments			_
	(B) Inventories	11	44,48,737	44,48,737
	(C) Trade Receivables			
	(D) Cash And Cash Equivalents	12	4,33,704	6,15,617
	(E) Short-term loans and advances	12		0,13,017
	(F) Other current assets			
	(1) Onto Current assets		-	-
	TOTAL CURRENT ASSETS		48,82,441	50,64,354
	TOTAL		34,13,00,186	34,19,99,304
	eferred to above and notes attached there to form an integral p		7 7 7	- :,->,>>,00

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

Singnificant Accounting policies and Notes on Financial

1

IN TERMS OF OUR REPORT OF EVEN DATE ANNEXED

FOR VINOD VISHAL & CO. (CHARTERED ACCOUNTANTS) FIRM REG. NO. 09112N

FOR GENESIS DEVELOPERS & HOLDINGS LIMITED

CA. VINOD KUMAR GUPTA (PROPRIETOR) M.No. 083418 DEEPAK TYAGI MONI (MANAGING DIRECTOR) (DIRECTOR) DIN: 02760361 DIN: 07827689

BHARATI YADAV (COMPANY SECRETARY) M. NO. A37416

PLACE: NEW DELHI DATE: 23.05.2017

#### **GENESIS DEVELOPERS & HOLDINGS LIMITED**

#### STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31-03-2017

(IN ₹)

	NOTE	CLIDDENE DEDICO	DDEVIOUS DEDIOD
PARTICULARS	NO.	CURRENT PERIOD 2016-2017	PREVIOUS PERIOD 2015-2016
Revenue From Operations		-	-
Other Income	13	-	830
Total Revenue		-	830
Cost of Material Consumed		-	-
Change in Inventories	14	-	-
Work in progress and Stock in trade		-	-
Employee Benefit expense & finance cost	15	5,45,654	6,08,056
Depreciation and amortisation expense	7	4,892	8,920
Other Expenses	16	2,08,095	3,75,634
Total Expenses		7,58,641	9,92,610
Profit Before Expectional and Extraordinary items		(7,58,641)	(9,91,780)
Exceptional Items		-	-
Profit Before Extraordinary items		(7,58,641)	(9,91,780)
Extraordinary Items		-	-
Profit Before Tax		(7,58,641)	(9,91,780)
Tax Expense			
Current Tax		<del>-</del>	-
MAT Credit		-	-
Deferred Tax		313	1,171
Profit/ (Loss) For The Period from continuing operations		(7,58,954)	(9,92,951)
Profit/ (Loss) from Discontinuing operations		-	-
Tax expense of discontinuing operations		-	-
Profit/ (Loss) from Discontinuing operations after tax		-	
Profit for the Period		(7,58,954)	(9,92,951)
Earning Per Equity Share		. , ,	
Basic		(0.09)	(0.12)
Diluted		(0.09)	(0.12)

Schedules referred to above and notes attached there to form an integral part of Balance Sheet Singnificant Accounting policies and Notes on Financial

#### IN TERMS OF OUR REPORT OF EVEN DATE ANNEXED

FOR VINOD VISHAL & CO. (CHARTERED ACCOUNTANTS) FIRM REG. NO. 09112N

FOR GENESIS DEVELOPERS & HOLDINGS LIMITED

CA. VINOD KUMAR GUPTA

(PROPRIETOR)

M.No. 083418

DEEPAK TYAGI

MONI

(MANAGING DIRECTOR)

DIN: 02760361

DIN: 07827689

BHARATI YADAV

PLACE: NEW DELHI (COMPANY SECRETARY)

DATE: 23.05.2017 M. NO. A37416

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

#### CASH FLOW STATEMENT FOR THE YEAR ENDED 31-03-2017

(₹ in Lacs)

	PARTICULARS	2016-2017	2015-2016
A.	CASH FLOWS FROM OPERATION ACTIVITIES:		
	Net Profit Before Tax And Extraordinary Items	(7.59)	(9.92)
	Adjustments For :		
	Depreciation	0.05	0.09
	Operating Profit Before Working Capital Changes	(7.54)	(9.83)
	Adjustments For :		
	Increase/Decrease In Current Assets	(5.12)	-
	Increase/Decrease In Current Liabilities	0.28	0.47
	Direct Tax paid	-	(0.13)
	Net Cash From Operating Activities	(12.38)	(9.49)
В.	CASH FLOWS FROM INVESTING ACTIVITIES  Net Cash Used In Investment Activities	-	
C.	CASH FLOWS FROM FINANCING ACTIVITIES	10.77	10.00
	Loans Received From NBFC	10.57	10.02
	Net Cash From In Financing Activities	10.57	10.02
	NET INCREASE IN CASH AND CASH EQUVALENTS	(1.81)	0.53
	CASH & CASH EQUIVALENTS (Opening Balance)	6.16	5.63
	CASH & CASH EQUIVALENTS (Closing Balance)	4.34	6.16

NOTE: NEGATIVE FIGURES HAVE BEEN SHOWN IN BRACKETS.

In Terms Of Our Report Of Even Date Annexed FOR VINOD VISHAL & CO. (CHARTERED ACCOUNTANTS) FIRM REG. NO. 09112N

FOR GENESIS DEVELOPERS & HOLDINGS LIMITED

CA. VINOD KUMAR GUPTA

(PROPRIETOR)

MANAGING DIRECTOR)

M.No. 083418

DIN: 02760361

MONI

(DIRECTOR)

DIN: 07827689

PLACE: NEW DELHI BHARATI YADAV

DATE: 23.05.2017 (COMPANY SECRETARY)

M. NO. A37416

GENESIS DEVELOPERS AND HOLDINGS LIMITED Annual Report 2016-17

47 | Page

#### **Note 1: SIGNIFCANT ACCOUTING 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) Amendment Rules, 2017 and the provisions of the Companies Act, 2013, to the extent applicable, and as adopted consistently by the Company.

All assets and liabilities have been classified as current or non-current as per the criteria set out in the Revised Schedule III 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 reposting 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, CONTINGENT 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) EARNINGS 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.

#### (I) 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.

#### NOTE 2. SHARE CAPITAL

IN₹

PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
Authorised Share Capital 8,200,000 ( Previous Year 8,200,000) Equity Share of		
₹ 10 Each	8,20,00,000	8,20,00,000
	8,20,00,000	8,20,00,000
Issued, Subscribed & Paid up Share Capital		
Shares at the end of the Accounting Period 8,165,200 (Previous Year 81,65,200 ) Equity Shares of ₹10/-Add: Share Allotted During the Year	8,16,52,000 - <b>8,16,52,000</b>	8,16,52,000 - <b>8,16,52,000</b>

- 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 The reconciliation of the number of Shares outstanding is set out Below

PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016	
Equity Shares at the beginning of the year Add: Issued during the year	81,65,200	81,65,200	
Equity Shares at the end of the Year	81,65,200	81,65,200	

#### 2.3 Shares In The Company Held By Each Shareholder Holding More Than 5% shares

	AS AT 31ST MARCH 2017		AS AT 31ST MARCH 2016	
Name of the Shareholders	% of Shares held	No. Of Share	% of Shares held	No. Of Share
Carewell Exim Pvt. Ltd. Edoptica developers India limited RKG Finvest Limited Shalini Holdings Limited	11.02 - 11.01 11.02	9,00,000 - 8,99,000 9,00,000	11.02 11.01 - 11.02	9,00,000 8,99,000 -
Shalini Holdings Limited VA Realcon Private Limited	9.77	7,97,950	-	9,00,000

#### **NOTE 3: RESERVES & SURPLUS**

PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
Securities Premium  At The Beginning Of The Accounting Period  Additions During The Year  At The End Of The Accounting Period	27,90,00,000 - 27,90,00,000	27,90,00,000 - 27,90,00,000
<u>Surplus</u>		
At The Beginning Of The Accounting Period Additions During The Year	(1,97,24,206) (7,58,954)	
(Balance In Statement Of Profit & Loss) Less: Fixed Assets Written off At The End Of The Accounting Period	(2,04,83,160)	(1,591)
TOTAL	25,85,16,840	25,92,75,794

#### **CURRENT LIABILITES:**

#### **NOTE 4: SHORT TERM BORROWINGS**

PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016	
Unsecured Loan  Loan From NBFC  Stellar Investments Limited  Utsav Securities Pvt. Ltd.	2,466 10,54,450	10,02,466	
Grand Total	10,56,916	10,02,466	

#### NOTE 5: OTHER CURRENT LIABILITIES

PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
Expenses Payable	73,880	63,369
Grand Total	73,880	63,369

GENESIS DEVELOPERS AND HOLDINGS LIMITED Annual Report 2016-17

52 | Page

IN ₹

IN₹

IN ₹

#### **NOTE 6: SHORT TERM PROVISION**

PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
TDS Payable	550	5,675
Grand Total	550	5,675

#### NON CURRENT ASSETS

#### NOTE 8: NON CURRENT INVESTMENT

IN₹

IN ₹

PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016	
Investment in Equity Instrument (Unquoted)			
490000 Shivraj Trading Pvt. Ltd. of ₹ 10/- each 170000 Aarthik Greentech Solutions Pvt. Ltd. of ₹ 10/- each	49,00,000 17,00,000	49,00,000 17,00,000	
Grand Total	66,00,000	66,00,000	

#### NOTE: 9 DEFFERED TAX ASSETS

IN ₹

PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
Opening balance Created/(Reversed) during the year	4,506 (313)	5,677 (1,171)
Closing Balance	4,193	4,506

#### **NOTE: 10 LONG TERM LOAN & ADVANCES**

IN ₹

PARTICULARS	AS AT	AS AT
TARTICULARS	31ST MARCH 2017	31ST MARCH 2016
Unsecured Loan		
Loans at agreement values less instalment received		
(include overdue Amount)		
Standard Assets	30,12,94,000	30,18,06,000
Capital Advances		
Advance Against Property	2,85,00,000	2,85,00,000
Other Loans & Advances		
MAT Credit Entitlement	13,495	13,495
Grand Total	32,98,07,495	33,03,19,495

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

Notes to the Financial Statement As Per Companies Act, 2013

Note: 7 Fixed Asset

N₹

				Gross B	lock		Depreciaton				Net Block		
Sr. No	Particulars	Useful Life	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Adjustment	Deduction during the year	Value at the end	WDV as on 31.03.2017	WDV as on 31.03.2016
I	Tangible Assets												
	Plant & Machinery Furniture & fixture	10 Years 10 years	1,00,219 4,242		-	1,00,219 4,242	89,741 3,771	4,737 155	-	-	94,478 3,926	5,741 316	10,478 471
	SUB TOTAL		1,04,461	-	-	1,04,461	93,512	4,892	-	-	98,404	6,057	10,949
	Total (Current Year)		1,04,461			1,04,461	93,512	4,892		-	98,404	6,057	10,949
	(Previous Year)		1,36,279	-	31,817	1,04,462	1,14,819	8,920	-	30,226	93,513	10,949	21,460

IN TERMS OF OUR REPORT OF EVEN DATE ANNEXED

FOR VINOD VISHAL & CO. (CHARTERED ACCOUNTANTS) FIRM REG. NO. 09112N

FOR GENESIS DEVELOPERS & HOLDINGS LIMITED

CA. VINOD KUMAR GUPTA DEEPAK TYAGI MONI (PROPRIETOR) (MANAGING DIRECTOR) (DIRECTOR) M.No. 083418 DIN: 02760361 DIN: 07827689

PLACE: NEW DELHI DATE: 23.05.2017

BHARATI YADAV (COMPANY SECRETARY) M. NO. A37416

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

SCHEDULE OF FIXED ASSETS AS ON 31.03.2017 AS PER INCOME TAX ACT

Sl.No.	PARTICULARS	DEP.	OPENING	ADDITIONS /	ADDITIONS /	SOLD	TOTAL	DEPRECIATION	CLOSING
			WDV	REVALUATIO	REVALUATIO	DURING			WDV
				N ON OR	N AFTER	THE YEAR			
				BEFORE	30/09/2016				
				30/09/2016					
		RATE							
1	FURNITURE& FIXTURE	10.00%	1,025	-	-	1	1,025	103	922
2	GENERATOR	15.00%	16,827	-	-	-	16,827	2,524	14,303
3	OTHER FIXED ASSET	15.00%	7,912	-	-	ı	7,912	1,187	6,725
	TOTAL		25,764	-	-	-	25,764	3,814	21,950

In Terms Of Our Report Of Even Date Annexed FOR VINOD VISHAL & CO. (CHARTERED ACCOUNTANTS) FIRM REG. NO. 09112N

FOR GENESIS DEVELOPERS & HOLDINGS LIMITED

CA. VINOD KUMAR GUPTA
(PROPRIETOR)
(MANAGING DIRECTOR)
M.No. 083418

DIN: 02760361

MONI
(DIRECTOR)
DIN: 07827689

PLACE: NEW DELHI

DATE: 23.05.2017

BHARATI YADAV

(COMPANY SECRETARY)

M. No. A37416

GENESIS DEVELOPERS AND HOLDINGS LIMITED Annual Report 2016-17

54 | Page

NOTE: 11 INVENTORIES IN ₹

PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
Stock in Trade (Unquoted Security)	44,48,737	44,48,737
Grand Total	44,48,737	44,48,737

11.1 Inventory is valued at cost.

NOTE: 12 CASH & CASH EQUIVALENTS

PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
Cash in Hand Balance With banks	4,23,791 9,913	4,68,131 1,47,486
Grand Total	4,33,704	6,15,617

**NOTE: 13 OTHER INCOME** 

IN ₹

IN ₹

PARTICULARS	CURRENT PERIOD 2016-17	PREVIOUS PERIOD 2015-16
Refund of the Previous Year		830
Grand Total	-	830

**NOTE: 14 CHANGE IN INVENTORIES** 

IN ₹

PARTICULARS	CURRENT PERIOD 2016-17	PREVIOUS PERIOD 2015-16
Opening Stock Closing Stock	44,48,737 44,48,737	44,48,737 44,48,737
Grand Total	-	-

NOTE: 15 EMPLOYEE BENEFITS EXPENSES & FINANCE COST

IN ₹

PARTICULARS	CURRENT PERIOD 2016-17	PREVIOUS PERIOD 2015-16
Salary Expenses Interest paid	4,90,654 55,000	6,05,590 2,466
Grand Total	5,45,654	6,08,056

**NOTE: 16 OTHER EXPENSES** 

PARTICULARS	CURRENT PERIOD	PREVIOUS PERIOD
TARTICULARS	2016-17	2015-16
Advertisement Expenses	22,649	76,750
Audit Remuneration	8,050	8,015
AGM Expenses	2,640	-
Bank Charges	489	343
Interest Expenses on Taxes	-	1,475
Legal & Professional charges	48,925	1,21,421
Listing Compliance Charges	69,487	80,753
Meeting Expenses	3,000	5,235
Office Rent	8,000	24,000
Printing & Stationery	19,850	32,440
Postal Charges	18,580	16,714
ROC Compliance Charges	3,000	4,200
Telephone expenses	3,425	4,288
Grand Total	2,08,095	3,75,634

IN ₹

- **17.** Previous year's figures have been reworked, regrouped, & reclassified wherever necessary to confirm to the current year presentation.
- **18.** Balance standing to debit & credit of parties are subject to confirmation.
- **19.** 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.
- **20.** As per AS-13, all long term investments are to be carried at cost less diminution in the value except for temporary diminution.
- 21. 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.

#### 22. 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.

23. Earnings per Share "AS-20" issued by the Institute of chartered Accountants of India:

Particulars	Year ended	Year ended
	March 31, 2017	March 31, 2016
(A) Profit after taxation as Statement of Profit	(758,954)	(992,951)
and Loss ((in ₹)		
(B) Weight Average number of equity Shares	8,165,200	8,165,200
outstanding during the year		
(C) Nominal value of Equity shares (in ₹)	10/-	10/-

#### GENESIS DEVELOPERS AND HOLDINGS LIMITED Annual Report 2016-17

56 | Page

(D) Basic Earnings per Share	(0.09)	(0.12)
(E) Diluted Earnings per share	(0.09)	(0.12)

**24.** 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	4892
WDV as per Income Tax act	3814
Timing Difference	1078
Deferred Tax Assets	313

25. Payment to Auditor
Audit Fee 
2016 - 2017
8,050/8,015/-

**26.** 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 2017. 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 ATTACHED

FOR VINOD VISHAL & CO. (CHARTERED ACCOUNATNTS) FIRM REGN. NO. 09112N

FOR GENESIS DEVELOPERS & HOLDINGS LIMITED

CA. VINOD KUMAR GUPTA DEEPAK TYAGI MONI (PROP.) (MANAGING DIRECTOR) (DIRECTOR) M. No. 083418 DIN: 02760361 DIN: 07827689

PLACE: NEW DELHI
DATE: 23.05.2017

BHARATI YADAV
(COMPANY SECRETARY)
M.NO. A37416

# NOTES TO AND FORMING PART OF BALANCE SHIEET AS AT 31-03-2017

# SPECIFIED BANK NOTES (SBN) AND TRANSACTED DURING THE PERIOD 08.11.2016 TO 30.12.2016

Particular	SBN	<b>Other Denomination notes</b>	Total
Closing Cash in hand as on	NIL	Rs.4,22,391/-	Rs.4,22,391/-
08.11.2016			
(+) Permitted receipts	NIL	NIL	NIL
(-) Permitted Payment	NIL	Rs.1,600/-	Rs.1,600/-
(-) Amount deposited in Banks	NIL	NIL	NIL
(+) Amount withdrawal from Bank	NIL	Rs.10,000/-	Rs.10,000/-
Closing cash in hand as on	NIL	Rs.4,30,791/-	Rs.4,30,791/-
30.12.2016			

#### AS PER CERTIFIED BY THE MANAGEMENT

FOR VINOD VISHAL & CO. (CHARTERED ACCOUNATNTS) FIRM REGN. NO. 09112N

#### FOR GENESIS DEVELOPERS & HOLDINGS LIMITED

CA. VINOD KUMAR GUPTA DEEPAK TYAGI MONI (PROP.) (MANAGING DIRECTOR) (DIRECTOR) M. No. 083418 DIN: 02760361 DIN: 07827689

PLACE: NEW DELHI
DATE: 23.05.2017

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

## FORM NO. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017
[PURSUANT TO SECTION 204(1) OF THE COMPANIES ACT, 2013 AND RULE NO. 9 OF THE COMPANIES (APPOINTMENT AND REMUNERATION PERSONNEL) RULES, 2014]

To,
The Members, **Genesis Developers and Holding Limited**203, Aman Chamber, Pusa Road,
Rajendra Place Metro Station,
New Delhi – 110060

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Genesis Developers and Holding Limited (hereinafter called "the Company") (CIN: L67190DL1995PLC069768). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's 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, I hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2017 ("Audit Period) complied with the statutory provisions listed hereunder and also that the Company has Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2017, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
  - During the period under review, the Company has complied with the provisions of the aforesaid Act and the rules made thereunder except the following:
- (a) The Company has not complied with the provisions of Section 203 (iii) of the Companies Act, 2013for appointment of Chief Financial Officer during the audit period.
- (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; (Not applicable to the Company during the audit period)
- (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;

I have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable acts, laws and regulations as applicable to the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Stock Exchange(s), if applicable;

#### I 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 as on 31<sup>st</sup> March, 2017. 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.
- The Company has not complied with the provisions of Section 186 of the Companies Act, 2013
- On the basis of Minutes of Board Meeting, it is apparent that all the decisions are carried through unanimous consensus and there were no dissenting members' views.

- Based on review of compliance mechanism established by the Company and on the basis of certificate issued by officers of the Company, we are of the opinion that the management has adequate systems and processes commensurate with its size and operations, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- The compliance by the Company of applicable financial laws, like direct and indirect tax laws and financial accounts, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

For Nikhil Jain & Associates

CS Nikhil Jain (Proprietor) M.No. 48533 CP. No. 17727

Place: Ghaziabad Date: 04.08.2017

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 Holding Limited**203, Aman Chamber, Pusa Road,
Rajendra Place Metro Station,
New Delhi – 110060

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

- 1. 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.
- 2. 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.
- 3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4. Where ever required, we have obtained the management representations about the compliance of laws, rules and regulations and happening of events etc.
- 5. 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.
- 6. 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.

For Nikhil Jain & Associates

CS Nikhil Jain (Proprietor) M.No. 48533 CP. No. 17727

Place: Ghaziabad Date: 04.08.2017

# FORM NO. MGT-9 EXTRACT OF ANNUAL RETURN

AS ON THE FINANCIAL YEAR ENDED ON 31/03/2017
[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.	CIN	L67190DL1995PLC069768			
ii.	Registration Date	14/06/1995			
iii.	Name of Company	GENESIS DEVELOPERS AND HOLDINGS LIMITED			
iv.	Category of Company	Having Share Capital			
V	<b>Sub-Category of Company</b>	Indian Non-Government Company			
vi.	Address of Company	203, Aman Chamber, Pusa Road, Rajendra Place Metro Station, New Delhi -110060.			
vii.	Listed/Unlisted	Listed			
viii.	Name & Address of RTA	Bigshare Services Pvt. Ltd. E4/8, 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.	Other Financial Services- Dealing in shares and securities	65993	100%

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES – NIL

S.N.	Name and	CIN/ GLN	Holding/ Subsidiary/	% of	Applicable		
	Address of the		Associate	Shares	Section		
	Company			Held			
NIL							

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

i. Category-wise share Holding

Category-wise share Holding  Category of No. of shares held at the beginning No. of shares held at the end of the									%
Shareholders	110. 01 511	of the		, mining	110. 01 511	yeai		i or the	Change
Shareholders	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	during the
A. PROMOTORS									
1. Indian									
a) Individual/ HUF	0	0	0	0	0	0	0	0	0
b) Central govt.	0	0	0	0	0	0	0	0	0
c) State Govt.(s)	0	0	0	0	0	0	0	0	0
d) Bodies corp.	0	0	0	0	0	0	0	0	0
e) Banks/FI	0	0	0	0	0	0	0	0	0
f) Any Others	0	0	0	0	0	0	0	0	0
Sub Total A (1):	0	0	0	0	0	0	0	0	0
2. Foreign a) NRIs – Individuals	0	0	0	0	0	0	0	0	0
<b>b</b> ) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any Others	0	0	0	0	0	0	0	0	0
Sub Total A (2):	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	0	0	0	0	0	0	0	0	0
B. PUBLIC SHARE	HOLDIN	G							
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
<b>b</b> ) Banks/FI	0	0	0	0	0	0	0	0	0
c) Central govt.	0	0	0	0	0	0	0	0	0
d) State Govt.(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0

56.56	14.28
	-
	-
0	
	0
11.32	(0.56)
32 10	(13.72)
32.10	(13.72)
0	0
100	0
100	0
100	
100	0
)	11.32 0 32.10 0 100

ii. Category-wise share Holding

Category-wise share moraling									
Shareholder's	Shareholding at the			Share	holding at	% change in			
Name	beginning of the year				the yea	share holding			
	No. of	% of	%of Shares	No. of	% of	%of Shares	during the		
	Shares	total	Pledged /	Shares	total	Pledged /	year		
		Shares of	encumbered		Shares of	encumbered			
		the	to total		the	to total			
		company	shares		company	shares			
NIL									

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

Particulars	Shar	eholding at the	<b>Cumulative Shareholding</b>		
	begin	ning of the year	du	ring the year	
	No. of	% of total shares	No. of	% of total shares	
	shares	of the company	shares	of the company	
At the beginning of the year	0.00	0.00	0.00	0.00	
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0	
At the End of the year (or on the date of separation, if separated during the year)	0.00	0.00	0.00	0.00	

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

House of ODAs and ADAs)							
For Each of the Top 10	Share	holding At the	<b>Cumulative Shareholding</b>				
Shareholders	beginn	ning of the year	during the year				
	No. of	% of total shares	No. of	% of total of			
	Shares	of the company	shares	the company			
At the beginning of the year	3863600	47.31	3863600	47.31			
Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer /bonus/sweat equity etc.)	858800	10.53	858800	10.53			
At the end of year (or on the date of separation during the year)	4722400	57.84	4722400	57.84			

v. Shareholding of Director and Key Managerial Personnel:

For Each of the Directors and	Share	eholding at the	<b>Cumulative Shareholding</b>			
KMP	beginning of the year		during the year			
	No. of	No. of % of total shares 1		% of total shares		
	Shares	of the company	shares	of the company		
At the beginning of the year	402000	4.92	402000	4.92		
Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer /bonus/sweat equity etc.)	0	0	0	0		
At the end of year	402000	4.92	402000	4.92		

#### V. INDEBTEDNESS

Indebtedness of the company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans	Unsecured	Deposits	Total					
	excluding deposits	Loans		Indebtedness					
Indebtedness at the beginning of the year									
(i)Principal Amount	-	1,002,466	-	1,002,466					
(ii)Interest due but not paid	-	-	-	-					
(iii)Interest accrued but not due	-	-	-	-					
Total (i+ii+iii)	-	1,002,466	-	1,002,466					
Change in Indebtedness during th	e financial year								
Ø Addition	-	54450	-	54450					
Ø Reduction	-	-	-	-					
Net Charge	-	54450	-	54450					
Indebtedness at the end of the final	ancial year								
(i)Principal Amount	-	1,056,916	-	1,056,916					
(ii)Interest due but not paid	-	-	-	-					
(iii)Interest accrued but not due	-	-	-	-					
Total (i+ii+iii)	-	1,056,916	-	1,056,916					

#### VI. REMUNARATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

S. No	Particulars of Remuneration	Na	me of	Total		
		Manager			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	-	-	_	-	-
6.	Total (A)	-	-	-	-	-
7.	Ceiling as per the Act	-	-	-	-	-

#### **B.** Remunerations to others Director

S. No	Particulars of Remuneration	Name of Director		<b>Total Amount</b>		
1.	1. Independent Directors					
	• Fee for attending board committee meetings					
	• Commission					
	• Others, Please specify	-	-	-	-	-
2.	Total (1)	-	1	-	-	-
3.	2. Other Non – Executive Directors					
	• Fee for attending board committee meetings					
	• Commission					
	Others, please specify	-	-	-	-	-
4.	Total (2)	-	1	-	-	-
5.	Total (B) = $(1+2)$	-	1	-	-	-
6.	Total Managerial Remuneration	-	-	-	-	-
7.	Overall Ceiling as per the Act	-	-	-	_	-

#### C. Remuneration to Key Managerial Personnel other than MD/ Manager/WTD

S.N	Particulars of Remuneration	Key Managerial Personnal			
1.	Gross Salary	CEO Company Secretary		CFO	Total
			(Bharati Yadav)		
	Salary as per provisions contained in	_	₹ 3,19,054/- P.A.	_	₹ 3,19,054/-
	section 17(1) of the Income –tax Act,1961		( 3,17,054/ 1 111		P.A.
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	-	₹ 3,19,054/- P.A.	-	₹ 3,19,054/- P.A.

#### 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)
A. COMPAN	Y				
Penalty	1	1	-	1	-
Punishment	-	•	-	1	-
Compounding	-	•	-	1	-
<b>B. DIRECTO</b>	RS				
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

#### GENESIS DEVELOPERS AND HOLDINGS LIMITED

Registered Office: - 203, Aman Chamber, Pusa Road, Rajendra Place Metro Station New Delhi -110060

CIN: L67190DL1995PLC069768, Contact No: 011-25753857

E- Mail ID: genesislimited1995@gmail.com

Website: www.genesisdevelopersholdings.com

### 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 22<sup>nd</sup> Annual General Meeting of the Company being held on **Thursday, the 21<sup>st</sup> September, 2017 at 2.00 p.m**. at 16/121-122 Jain Bhawan, 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

Registered Office: - 203, Aman Chamber, Pusa Road, Rajendra Place Metro Station New Delhi -110060

CIN: L67190DL1995PLC069768, Contact No: 011-25753857

E- Mail ID: genesislimited1995@gmail.com

Website: www.genesisdevelopersholdings.com

## 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: 203, Aman Chamber, Pusa Road, Rajendra Place Metro Station, New Delhi

-110060

Name of Member(s):

` '	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	
DP ID :	
I/We, being the member (s) of sappoint	shares of the above named company, hereby
1. Name :	Address:
E-mail Id :	Signature:
or failing him	
2. Name :	Address:
E-mail Id :	Signature:
	<u> </u>

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 22<sup>nd</sup> Annual general meeting of the company, to be held on **Thursday, the 21<sup>st</sup> September, 2017 at 2.00 p.m** at 16/121-122 Jain Bhawan, Faiz Road Karol Bagh, New Delhi – 110005 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions	
Ordinary Business		
1	Ordinary Resolution for approval and adoption of Audited Financial Statements as at 31 <sup>st</sup> March, 2017 and Statement of Profit and Loss for the year ended on that date, together with the Director's Report and Auditor's Report.	
2	Ordinary Resolution for re- appointment of Mr. Deepak Tyagi (DIN-02760361), who is liable to retire by rotation as Director of the Company and being eligible for re-appointment.	
3	Ordinary Resolution for the appointment M/s Bhutani & associates, Chartered Accountants (FRN -025906N), as Statutory Auditor of the company to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting of the company on such remuneration as may be fixed in this behalf by the Board of Directors of the Company.	
Special Business		
4	Ordinary Resolution for Regularization of Ms. Moni, an Director of the Company as an Independent Director.	

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

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

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**

Regd. Off.: 203 Aman Chamber, Pusa Road, Rajendra Place Metro Station, New Delhi-110060

GENESIS DEVELOPERS AND HOLDINGS LIMITED Annual Report 2016-17

73 | Page