

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



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**ANNUAL REPORT**  
**2020-21**

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# **CORPORATE INFORMATION**

## **BOARD OF DIRECTORS**

Mr. Deepak Tyagi, Managing Director  
Ms. Moni, Independent Director  
Mr. Ram Sunder, Independent Director  
Mr. Parmanand Chaubey, Director

## **SECRETARIAL AUDITORS & SCRUTINIZER**

FCS Amod Kumar  
(Practicing Company Secretary)  
Shop No 18, Block S 25, 2<sup>nd</sup> Floor,  
Sanjay Place, Agra 282002,

## **STATUTORY AUDITORS**

M/s MAK & Company  
(Chartered Accountants),  
111/2, Bhagwan Nagar, Ashram, Near  
Gurudwara Bala Sahib, New Delhi-110014

## **COMPANY SECRETARY AND COMPLIANCE OFFICER**

Mr. Akash Chopra

## **INTERNAL AUDITORS**

Mr. Deepak Kumar Bhojak

## **Chief Financial Officer**

Mrs. Babita Jain

## **BOARD COMMITTEES:**

### **Audit Committee:**

|                         |             |
|-------------------------|-------------|
| Ms. Moni                | Chairperson |
| Mr. Deepak Tyagi        | Member      |
| Mr. Ram Sunder          | Member      |
| Mr. Daya Shankar Mandal | Member      |

### **Stakeholders Relationship Committee:**

|                  |             |
|------------------|-------------|
| Ms. Moni         | Chairperson |
| Mr. Deepak Tyagi | Member      |
| Mr. Ram Sunder   | Member      |

## **REGISTERED OFFICE**

R-815, New Rajinder  
Nagar, New Delhi-110060  
**Earlier:** 203, Aman Chamber, Pusa Road,  
Rajendra Place Metro Station, New Delhi-110060

## **REGISTRAR AND TRANSFER AGENT**

Bigshare Services Pvt. Ltd.  
Kushal Bazar, 32-33, Nehru Place  
New Delhi-110019

## **STOCK EXCHANGE(S) WHERE COMPANY'S SECURITIES ARE REGISTERED**

Metropolitan Stock Exchange of India  
(MSEI)

## **BANKERS**

IDBI Bank, New Delhi  
AU Small Finance Bank, New Delhi

## **E-MAIL ID**

[genesislimited1995@gmail.com](mailto:genesislimited1995@gmail.com)

## **INVESTORS HELPDESK & E-MAIL**

Mr. Akash Chopra  
[genesislimited1995@gmail.com](mailto:genesislimited1995@gmail.com)

## **CIN: L67190DL1995PLC069768**

## **WEBSITE**

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

## **Nomination & Remuneration Committee:**

|                         |             |
|-------------------------|-------------|
| Ms. Moni                | Chairperson |
| Mr. Ram Sunder          | Member      |
| Mr. Parmanand Chaubey   | Member      |
| Mr. Daya Shankar Mandal | Member      |

## **Risk Management Committee:**

|                  |             |
|------------------|-------------|
| Ms. Moni         | Chairperson |
| Mr. Deepak Tyagi | Member      |
| Mr. Ram Sunder   | Member      |

# **NOTICE**

Notice is hereby given that the **26<sup>th</sup> Annual General Meeting** of the Company shall be held on **Thursday, 30<sup>th</sup> Day of September, 2021 at 01:00 P.M. IST** through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) to transact the following business:

## **ORDINARY BUSINESS:**

### **1. ADOPTION OF FINANCIAL STATEMENTS & REPORT THEREON:**

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 134 of the Companies Act 2013, the Financial Statements containing the Balance Sheet, Profit and Loss Account, Cash Flow statements, Note & Schedules appended thereto for the Financial Year ended 31<sup>st</sup> March 2021 together with the Board’s Report and Auditor’s Report thereon be and are hereby received, considered and adopted.”

### **2. RETIRE BY ROTATION AS PER SECTION 152 OF COMPANIES ACT, 2013**

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, offers himself for re-appointment.

**By order of Board of Directors of  
GENESIS DEVELOPERS AND HOLDINGS LIMITED**

**Place: New Delhi  
Date: 03-09-2021**

**Akash Chopra  
Company Secretary**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at [www.genesisdevelopersholdings.com](http://www.genesisdevelopersholdings.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. MSEI Limited [www.msei.in](http://www.msei.in) respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE ASUNDER:-

*The remote e-voting period begins on 27th September 2021 at 09:00 A.M. and ends on 29th September, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd September, 2021 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September, 2021.*

### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders  | Login Method  |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"><li>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “Login” which is available under “<b>IDeAS</b>” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li></ol> |

|   |  |
|---|--|
|   | <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>   |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on NSDL to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol> |

|   |   |
|---|---|
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> |
|---|---|

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

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

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



**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

| <b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b> | <b>Your User ID is:</b>   |
|---|---|
| a) For Members who hold shares in demat account with NSDL.            | 8 Character DP ID followed by 8 Digit Client ID<br><br>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.   |
| b) For Members who hold shares in demat account with CDSL.            | 16 Digit Beneficiary ID<br><br>For example if your Beneficiary ID is 12***** then your user ID is 12*****   |
| c) For Members holding shares in Physical Form.                       | EVEN Number followed by Folio Number registered with the company<br><br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
    - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [amodsolanki@gmail.com](mailto:amodsolanki@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the 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 the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30.

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [genesislimited1995@gmail.com](mailto:genesislimited1995@gmail.com). In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [genesislimited1995@gmail.com](mailto:genesislimited1995@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
2. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under **“Join General meeting”** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [genesislimited1995@gmail.com](mailto:genesislimited1995@gmail.com). The same will be replied by the company suitably.

**By order of Board of Directors of  
GENESIS DEVELOPERS AND HOLDINGS LIMITED**

**Place: New Delhi  
Date: 03.09.2021**

**Akash Chopra  
Company Secretary**

# DIRECTOR'S REPORT

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

The Directors have pleasure in presenting before you the 26<sup>th</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 2021.

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 '000)

| Particulars                 | 31 <sup>st</sup> March, 2021 | 31 <sup>st</sup> March, 2020 |
|-----------------------------|------------------------------|------------------------------|
| Total Income                | 4133                         | -                            |
| Total Expenses              | (4550)                       | (249)                        |
| Profit/(Loss ) before Tax   | (417)                        | (249)                        |
| Tax Expense:                |                              |                              |
| • Current Tax               | -                            | -                            |
| • Deferred Tax              | 0                            | 0                            |
| <b>Net Profit after Tax</b> | <b>(417)</b>                 | <b>(249)</b>                 |

## 2. STATE OF COMPANY AFFAIRS:

During the financial year 2020-21, the Company has incurred losses of **Rs. 4,17,136/-** during the financial year 2020-21 as compared to losses of Rs. 2,48,936/- in the last year. The Directors are optimistic about future performance of the Company.

## 3. GLOBAL HEALTH PANDEMIC FROM COVID-19

The World Health Organization declared a global pandemic of the Novel Corona virus disease (COVID-19) on February 11, 2020. In enforcing social distancing to contain the spread of the disease, our offices and client offices all over the world have been operating with minimal or no staff for extended periods of time. In keeping with its employee-safety first approach, the Company quickly instituted measures to trace all employees and be assured of their well-being. Our teams reacted with speed and efficiency, and quickly leveraged technology to shift the workforce to an entirely new 'work-from-home' model. Proactive preparations were done in our work locations during this transition to ensure our offices are safe.

## 4. WEB ADDRESS OF ANNUAL RETURN

The Web address where Annual Return of the Company for the Financial Year 2020-21 in Form No. MGT-9 referred in sub-section (3) of Section 92 has been placed is mentioned below: [www.genesisdevelopersholdings.com](http://www.genesisdevelopersholdings.com)

However, Extract of Annual Return (MGT-9) also annexed herewith marked as **Annexure-V**.

5. **CHANGE IN NATURE OF BUSINESS:**

There was no change in the business of company.

6. **DIVIDEND**

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

7. **TRANSFER TO GENERAL RESERVES:**

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

8. **SHARE CAPITAL:**

The Paid-up share capital as on 31st March 2021 was 8,16,52,000/- and Authorized Share Capital of 8,20,00,000/-There was no change in share capital during the year.

9. **DEPOSITS**

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

10. **HOLDING/ SUBSIDIARY/ ASSOCIATE/ JOINT VENTURE COMPANIES:**

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

11. **BOARD OF DIRECTORS:**

a) *Re-Appointment of Directors /Resignation of the Director*

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

So accordingly, **Mr. Deepak Tyagi (DIN: 02760361)**, Managing director of the company retires by rotation at the conclusion of the forthcoming Annual General Meeting and being eligible, offers himself for reappointment. His 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 in Annual General Meeting.

During the Year, **Mr. Daya Shankar Mandal**, resigned from the post of Directorship of the company and in place of him, **Mr. Parmanand Chaubey** has been appointed as Director w.e.f. **17<sup>th</sup>June 2020** .

b) *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 and Risk Management Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

c) *Key Managerial Personnel:*

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

- ❖ Mr. Deepak Tyagi, Managing Director
- ❖ Mrs. Babita Jain, Chief Financial officer
- ❖ Mr. Akash Chopra, Company Secretary cum Compliance officer

**Mr. Akash Chopra, company secretary cum compliance officer of the Company has appointed on 02<sup>nd</sup> January 2021.**

**Ms. Shikha, Company Secretary has resigned from the post of Company Secretary w.e.f 21.11.2020.**

*d) Declaration given by Independent Directors*

Pursuant to Section 149(7) of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, the Company has received declarations from all the Independent Directors of the Company confirming that they meet the 'criteria of Independence' as prescribed under Section 149(6) of the Companies Act, 2013 and have submitted their respective declarations as required under Section 149(7) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The meeting of Independent Directors has held on 24.02.2021.

**12. NUMBERS OF S HELD:**

The Board of Directors duly met **Nine (9)** times during the financial year from 1<sup>st</sup> April, 2020 to 31<sup>st</sup> March 2021. The dates on which meetings were held are as follows:

**12.05.2020, 17.06.2020, 09.07.2020, 21.07.2020, 08.09.2020, 11.11.2020, 24.11.2020, 02.01.2021, 21.01.2021**

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               | Designation              | No of Board Meetings held during the Year Held | No of Board Meetings held during the Year Attended | Attended of Last AGM |
|--------------------------------|--------------------------|--|--|----------------------|
| <b>Mr. Deepak Tyagi</b>        | <b>Managing Director</b> | <b>9</b>                                       | <b>9</b>   | <b>YES</b>           |
| <b>Mr. Daya Shankar Mandal</b> | <b>Director</b>          | <b>2</b>                                       | <b>2</b>   | <b>NO</b>            |
| <b>Mr. Ram Sunder</b>          | <b>Director</b>          | <b>9</b>                                       | <b>9</b>   | <b>YES</b>           |
| <b>Mrs. Moni</b>               | <b>Director</b>          | <b>9</b>                                       | <b>9</b>   | <b>YES</b>           |
| <b>Mr. Parmanand Chaubey</b>   | <b>Director</b>          | <b>7</b>                                       | <b>7</b>   | <b>YES</b>           |

### 13. 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.

#### Meetings of the Audit Committee:

The Audit Committee comprises three members of which two including Chairperson of the Committee are Independent Directors. During the Year, **Five (5)** Audit Committee Meetings were convened and held.

The Audit Committee met 5 (Five) times on **12.05.2020, 17.06.2020, 08.09.2020, 11.11.2020, 21.01.2021** during the financial year ended 31<sup>st</sup> March 2021.

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

| NAME OF MEMBERS          | CATEGORY/<br>DESIGNATION | NO. OF COMMITTEE MEETINGS |          |
|--------------------------|--------------------------|---------------------------|----------|
|                          |                          | HELD                      | ATTENDED |
| Mrs. Moni                | Chairperson              | 5                         | 5        |
| Mr. Deepak Tyagi         | Member                   | 5                         | 5        |
| Mr. Daya Shankar Mandal* | Member                   | 2                         | 2        |
| Mr. Ram Sunder*          | Member                   | 3                         | 3        |

**\*Mr. Daya Shankar Mandal, Director of the Company has resigned from the office on 17<sup>th</sup> June 2020. As a result of this committee has been reconstituted and Mr. Ram sunder has been appointed as a member of the Committee.**

#### 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 Directors. During the Year **Four (4)** Meetings of 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 Nomination & Remuneration Committee:**

The Committee met **Four (4)** times on **16.06.2020, 05.09.2020, 24.11.2020 & 02.01.2021** during the financial year ended 31<sup>st</sup> March 2021.

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

| NAME OF MEMBERS          | CATEGORY/<br>DESIGNATION | NO. OF MEETINGS |          |
|--------------------------|--------------------------|-----------------|----------|
|                          |                          | HELD            | ATTENDED |
| Ms. Moni                 | Chairperson              | 4               | 4        |
| Mr. Ram Sunder           | Member                   | 4               | 4        |
| Mr. Daya Shankar Mandal* | Member                   | 1               | 1        |
| Mr. Parmanand Chaubey*   | Member                   | 3               | 3        |

**\*Mr. Daya Shankar Mandal, Director of the Company has resigned from the office on 17<sup>th</sup> June 2020. As a result of this committee has been reconstituted and Mr. Parmanand Chaubey has been appointed as a member of the Committee.**

## **C. Stakeholders' Relationship Committee:**

The Stakeholders Relationship Committee comprises three members out of which two including Chairperson of the Committee are Independent Directors. During the year **Two (2)** meeting of the Stakeholders Relationship Committee meeting was 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 investigates matters which can facilitate better investor's services and relations.

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

During the Financial year ended 2020-21, **Two (2)** meeting of the Stakeholders Relationship Committee meeting was convened and held. The Date of Meeting is 04.09.2020 & 04.01.2021.

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

| NAME OF MEMBERS  | CATEGORY/ DESIGNATION | NO. OF MEETINGS |           |
|------------------|-----------------------|-----------------|-----------|
|                  |                       | HELD            | ATTENDE D |
| Ms. Moni         | Chairperson           | 2               | 2         |
| Mr. Deepak Tyagi | Member                | 2               | 2         |
| Mr. Ram Sunder   | Member                | 2               | 2         |

**\*Mr. Daya Shankar Mandal, Director of the Company has resigned from the office on 17<sup>th</sup> June 2020. As a result of this committee has been reconstituted and Mr. Ram sunder has been appointed as a member of the Committee.**

### **D. Risk Management Committee:**

The Risk Management Committee comprises three members out of which two including Chairperson of the Committee are Independent Directors. During the Year, **Two (2)** Risk Management Committee Meetings was 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.

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

During the year, **Two (2)** meetings of this committee was held on 04.09.2020 & 04.01.2021

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

| NAME OF MEMBERS  | CATEGORY/ DESIGNATION | NO. OF MEETINGS |           |
|------------------|-----------------------|-----------------|-----------|
|                  |                       | HELD            | ATTENDE D |
| Ms. Moni         | Chairperson           | 2               | 2         |
| Mr. Deepak Tyagi | Member                | 2               | 2         |
| Mr. Ram Sunder   | Member                | 2               | 2         |

**\*Mr. Daya Shankar Mandal, Director of the Company has resigned from the office on 17<sup>th</sup> June 2020. As a result of this committee has been reconstituted and Mr. Ram sunder has been appointed as a member of the Committee.**

#### **14. 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 2021 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.

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

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

#### **16. 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.

#### **17. 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 Annual Report under **Annexure-I**.

#### **18. 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**.

#### **19. AUDITORS:**

##### **a) Statutory Auditors**

At the 25<sup>th</sup>AGM held on 19<sup>th</sup> Day of August 2020, the Members approved appointment of

**MAK & Co., Chartered Accountants (Firm Registration No. 028454N)** as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 29<sup>th</sup> AGM to be held in F.Y. 2023-24.

The requirement to place the matter, to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors in the AGM.

However, A Certificate from the Auditors has been received in the last Annual General Meeting of the Company to the effect that their appointment, if made, would be within the limits prescribed under section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to section 139(1), section 141(2) and section 141(3) of the companies Act, 2013, and the provisions of Companies (Audit and Auditors) Rules, 2014.

### ***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 Statutory auditor has given following observation in its report:

- a. There is a pending Tax demand of ` 13,13,11,630/- against the company. The above demand was raised by the department in A.Y. 2015-16 as the company is a listed company and the company has made fresh preferential allotment in A.Y. 2015-16. The same has been added by the Assessing officer. The company has filed an appeal before CIT(A) against demand. The appeal is pending before CIT(A). The company is hopeful to get relief from CIT(A).
- b. There is a pending Tax demand of ` 37,01,120/- against the company. The above demand was raised by the department in A.Y. 2012-13. The company has filed an appeal before CIT(A) against demand. The appeal is pending before CIT(A). The company is hopeful to get relief from CIT(A).

The Board of Directors considered the matter and seeking to resolve the matter, if any.

- b) ***Secretarial Auditor:***

The Company has appointed **FCS Amod Kumar, Practicing Company Secretary** to hold the office of the Secretarial Auditors of the company the Financial Year **2020-21** and to give Secretarial Audit Report on various compliances by the company during the year.

- ***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***

The Secretarial auditor has given his observations in Form MR-3, which is annexed herewith and marked as ***Annexure-IV***, which are Self-explanatory and need no comments.

The Board of Directors considered the matter and seeking to resolve the matter, if

Any.

c) **Internal Auditor:**

The Company has appointed **Mr. Deepak Kumar Bhojak** as an Internal Auditor of the Company.

• **Internal Auditor's Report**

Mr. Deepak Kumar Bhojak placed the internal audit report to the Company.

• **Internal Auditor's Observations**

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

20. **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

The particulars of contracts or arrangements with related parties as per Companies Act, 2013 for the financial year 2020-21 are annexed herewith to the Financial Statements in **Form No: AOC-2**.

21. **PARTICULARS OF EMPLOYEES:**

Disclosure under the provisions of Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

The information required under Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of managerial personnel) Rules, 2014 as amended, has been furnished herein below.

The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2020-21, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2020-21 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

| Sr. No. | Name of Director/KMP and Designation  | % increase/decrease (-) in Remuneration in the Financial Year 2020-21 | Ratio of remuneration of each Director / to median Remuneration of employees | % increase in the median remuneration of Employees in the Financial Year 2020-21 |
|---------|---------------------------------------|---|--|--|
| 1.      | Deepak Tyagi (Managing Director)      | NIL   | NIL  | NIL  |
| 2.      | Babita Jain (Chief Financial Officer) | NIL   | NIL  | NIL  |

**Note:** No sitting fees paid to Independent Directors and Non-executive directors and hence not included in the above table.

1. The median remuneration of employees of the Company during the financial year was **NIL**.
2. Average percentile increases already made in the salaries of employees is **NIL**.
3. No. permanent employees on the rolls of Company as on 31<sup>st</sup> March 2021: **TWO**

4. Remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel, and other Employees.

**22. 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.

**23. HUMAN RESOURCES**

People associated shall remain the most valuable asset of your Company. Your Company follows a policy of building strong teams of talented professionals. Your Company continues to build on its capabilities in getting the right talent to support different products and geographies and is taking effective steps to retain the talent. It has built an open, transparent, and meritocratic culture to nurture this asset.

The Company recognizes people as its most valuable asset and The Company has kept a sharp focus on Employee Engagement. The Company's Human Resources is commensurate with the size, nature, and operations of the Company.

**24. DISCLOSURE OF FRAUDS IN THE BOARD'S REPORT UNDER SECTION 143 OF THE COMPANIES ACT, 2013**

During the year under review, your Directors do not observe any transactions which could result in a fraud. Your Directors hereby declares that the Company has not been encountered with any fraud or fraudulent activity during the Financial Year 2020-21.

**25. COMPLIANCE**

The Company has complied and continues to comply with all the applicable Rules, Regulations, circulars, and guidelines issued by the Ministry of Corporate Affairs (MCA), Stock Exchange(s), Securities and Exchange Board of India (SEBI) etc. from time to time.

The Company has complied with all applicable provisions of the Companies Act, 2013, Listing Agreement executed with the Stock Exchange(s), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules/ regulations/ guidelines issued from time to time.

**26. SECRETARIAL STANDARDS OF ICSI**

Pursuant to the approval by the Central Government to the Secretarial Standards specified by the Institute of Company Secretaries of India on April 10, 2015, the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) came into effect from July 01, 2015. Thereafter, Secretarial Standards were revised with effect from October 01, 2017. The Company follows the Secretarial Standards as prescribed by the Institute of company Secretaries of India.

**27. OTHER DISCLOSURES**

Your Directors state that during the financial year 2020-21:

- The Company did not issue any equity shares with differential rights as to dividend, voting or otherwise.
- The Company did not issue any Sweat Equity shares.
- The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.

## **28. DEMATERIALISATION 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 81.01% of the Company's Paid-up Share Capital is in dematerialized form and balance 18.98% is in physical form as on 31st March 2021.

## **29. VIGIL MECHANISM (WHISTLE BLOWER POLICY)**

In compliance with the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board of Directors of your Company has adopted the amended Vigil Mechanism and Whistle Blower Policy.

The Company believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity, and ethical behaviour. The Company is committed to develop a culture in which every employee feels free to raise concerns about any poor or unacceptable practice and misconduct. To maintain the standards has adopted lays down this Whistle Blower Policy to provide a framework to promote responsible and secure whistle blowing.

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

The Company has in its 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](http://www.genesisdevelopersholdings.com)

The following is a summary of sexual harassment complaints received and disposed off during the year 2020-21.

- |                                 |   |            |
|---------------------------------|---|------------|
| ➤ No of complaints received     | : | <b>NIL</b> |
| ➤ No of complaints disposed off | : | <b>NIL</b> |

## **31. 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 continuously reviewed by Management of the Company.

**32. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY 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.

**33. DETAILS OF CRYPTO / VIRTUAL CURRENCY**

There were no Transaction and Financial Dealing in Crypto / Virtual Currency during the Financial Year 2020-21.

**34. 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.

**35. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information pertaining to conservation of energy, technology absorption, Foreign Exchange Earnings and out go as required under Section 134(3) of the Companies Act, 2013 read with Rule 8(3) of the Companies(Accounts) Rules, 2014 is furnished.

***(A) Conservation of energy:***

Steps taken/ impact on conservation of energy, with special reference to the following:

Steps taken by the company for utilizing alternate sources of energy including waste generated: **NIL**

***(B) Technology absorption:***

Efforts, in brief, made towards technology absorption. Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc.

The Company has not taken any technical knowhow from anyone and hence not applicable.

In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year), following information may be furnished:

The Company has not imported any technology and hence not applicable.

Expenditure incurred on Research and Development: The Company has not incurred any expenditure on research and development.

***(C) Foreign Exchange Earnings/ Outgo:***

| <b>Foreign Exchange Earnings and Outgoings</b> | <b>31<sup>st</sup> March, 2021</b> | <b>31<sup>st</sup> March, 2020</b> |
|--|------------------------------------|------------------------------------|
| Earnings in Foreign Currency                   | NIL                                | NIL                                |



|                                 |     |     |
|---------------------------------|-----|-----|
| (FOB Value of exports)          |     |     |
| Expenditure in Foreign Currency | NIL | NIL |

### **36. CAUTIONARY STATEMENT**

Statements in the Board's Report and the Management Discussion and Analysis given to this report describing the Company's objectives, projections, estimates, expectations, or predictions may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to your Company's operations include global and Indian demand supply conditions, finished goods prices, feed stock availability and prices, cyclical demand and pricing in your Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries within which your Company conducts business and other factors such as litigation and labour negotiations. Your Company is not obliged to publicly amend, modify, or revise any forward-looking statements, based on any subsequent development, information, or events or otherwise.

### **37. MAINTENANCE OF COST RECORDS**

Maintenance of Cost Audit Records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 is not applicable to the Company and accordingly such accounts and records are not required to be made and maintained.

### **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 wholehearted co-operation and support at all times.

**By the order of Board of Directors  
FOR GENESIS DEVELOPERS AND HOLDINGS LIMITED**

**Date:03.09.2021  
Place: New Delhi**

**Moni  
(Director)  
DIN: 07827689**

**Deepak Tyagi  
(Managing Director)  
DIN: 02760361**

# **INDEPENDENT AUDITORS' REPORT**

To  
The Members of Genesis Developers And Holdings Limited  
**Report on the audit of the financial statements**

## **Opinion**

We have audited the financial statements of Genesis Developers And Holdings Limited ("the Company"), which comprise the balance sheet as at March 31, 2021, and the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, its loss Amount of Rs. 4,17,136/- and cash out flows for the year ended on that date.

## **Basis for opinion**

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 of the state of affairs of the Company as at 31st March 2021, its profit/loss statement and its cash flows statement for the year ended on that date.

## **EMPHASIS OF MATTER**

We draw your attention to serial no. 26 Note, which describes the impact of Pandemic (Covid-19) on financial position of the Company. Our opinion is not modified in respect of this matter.

## **Key audit matters**

In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

**(A) Adoption of new revenue recognition standard Ind AS 115 (This is added only for illustrative purposes and the auditor has to decide the most significant matter and modify this section accordingly)**

### **Details of the Key Audit Matter**

The Company adopted Ind AS 115 “Revenue from Contracts with Customers” with effect from April 1, 2018. The application of the new revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations and point of recognition of revenue. Ind AS 115 also requires extensive disclosures.

### **Auditors’ Response to the Key Audit Matter**

We assessed the Company’s process to identify the impact of adoption of the new revenue accounting standard (Ind AS 115).

Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:

(a) Evaluated the design of internal controls relating to implementation of the new revenue accounting standard.

(b) Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price.

(c) Selected a sample of continuing and new contracts and performed the following procedures:

- Read, analysed and identified the distinct performance obligations in these contracts.
- Compared these performance obligations with that identified and recorded by the Company.

Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration.

- Performed analytical procedures for reasonableness of revenue recognition as per Ind AS 115.

### **Information other than the financial statements and auditors' report thereon**

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

### **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 Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Rules, 2016, as amended from time to time, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting 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 controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless

management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The boards of directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the over ride of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on other legal and regulatory requirements**

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 Companies Act, 2013, we give in Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

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 my 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 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) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) 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". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the Act, as amended, in our

opinion and to the best of our information and according to the explanations given to our, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to our;

a. The Company does not have any pending litigations which would impact its financial position;

b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and

c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

For MAK & Company  
(Chartered Accountant)  
Firm Regn No: 028454N

CA. RAVINDER KUMAR  
(PARTNER)  
M. NO: 532458

**PLACE: NEW DELHI**  
**DATE: 21.06.2021**  
**UDIN: 21532458AAAAAU6024**

## **Annexure "A" to the Independent Auditor's Report\***

(Referred to in paragraph 1 under 'Report on other legal and regulatory requirements' section of our report to the members of Genesis Developers And Holdings Limited of even date)

### **1. In respect of the Company's fixed assets:**

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets of the Company were physically verified in full by the management during the year. According to the information and explanations given to us and as examined by us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us, the records examined by us, we report that the Company does not hold any freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the financial statements, the lease agreements are in the name of the Company.

2. The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. According to the information and explanations given to us and as examined by us, no material discrepancies were noticed on such verification.

3. According to information and explanation given to us, the company has granted interest bearing loan unsecured to companies, firms, limited liability partnerships or other parties covered in the register required under section 179 of the Companies Act, 2013. Accordingly, paragraph 3 (iii) of the order is not applicable.

4. In our opinion and according to information and explanation given to us, the company granted any loans or provided any guarantees or given any security or made any investments to which the provision of section 185 and 186 of the Companies Act, 2013. Accordingly, paragraph 3 (iv) of the order is not applicable.

5. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits and accordingly paragraph 3 (v) of the order is not applicable.

### **6. In respect of statutory dues:**

- (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been generally regularly deposited during the year by the company with the appropriate authorities.



According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at March 31, 2021 for a period of more than six months from the date they became payable

(b) According to the information and explanations given to us and the records of the company examined by us, there are no dues of income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise and value added tax which have not been deposited on account of any dispute.

7. In our opinion and according to the information and explanations given to us, the company has no outstanding dues to any financial institutions or banks or any government or any debenture holders during the year. Accordingly, paragraph 3 (viii) of the order is not applicable.

8. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and has not taken any term loans during the year. Accordingly, paragraph 3 (ix) of the order is not applicable.

9. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.

10. In our opinion and according to the information and explanations given to us, the Company has not paid/ provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

11. The Company is not a Nidhi Company and accordingly, paragraph 3 (xii) of the order is not applicable to the Company.

12. According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of the Act. Where applicable, the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

13. According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the order is not applicable.

14. According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the order is not applicable.

15. According to the information and explanations given to us and based on our examination of the records of the company, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For MAK & Company  
(Chartered Accountant)  
Firm Regn No: 028454N

CA. RAVINDER KUMAR  
(PARTNER)  
M. NO: 532458

**PLACE: NEW DELHI**  
**DATE: 21.06.2021**  
**UDIN: 21532458AAAAAU6024**

## **Annexure “B” to the Independent Auditor’s Report**

(Referred to in paragraph 2 (f) under ‘Report on other legal and regulatory requirements’ section of our report to the Members of Genesis Developers And Holdings Limited of even date)

### **Report on the internal financial controls over financial reporting 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 And Holdings Limited (“the Company”) as at March 31, 2021, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management’s responsibility for internal financial controls**

The board of directors of the Company 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, 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 internal financial controls over financial reporting of the Company 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”) issued by the Institute of Chartered Accountants of India and the standards on auditing prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 were 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's judgement, including the assessment of the risks of material misstatement in the financial statements, whether due to fraud or error.

Our 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 control 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 (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) 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 (iii) 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.

### **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 of 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 and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, 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.

For MAK & Company  
(Chartered Accountant)  
Firm Regn No: 028454N

CA. RAVINDER KUMAR  
(PARTNER)  
M. NO: 532458

**PLACE: NEW DELHI**  
**DATE: 21.06.2021**  
**UDIN: 21532458AAAAAU6024**

**GENESIS DEVELOPERS AND HOLDINGS LIMITED**  
**R-815 NEW RAJINDER NAGAR NEW DELHI -110060**  
**Balance Sheet As at 31.03.2021**

(` in '000)

| Particulars                                    | Note No. | AS AT 31ST MARCH, 2021 | AS AT 31ST MARCH, 2020 | AS AT 1ST APRIL, 2019 |
|--|----------|------------------------|------------------------|-----------------------|
| 1  | 2        | 3                      | 4                      | 5                     |
| <b>(1) ASSETS</b>                              |          |                        |                        |                       |
| <b>Non-current assets</b>                      |          | -                      | -                      | -                     |
| (a) Property, Plant and Equipment              | 3        | 3                      | 3                      | 3                     |
| (b) Capital work-in-progress                   |          | -                      | -                      | -                     |
| (c) Investment Property                        |          | -                      | -                      | -                     |
| (d) Goodwill                                   |          | -                      | -                      | -                     |
| (e) Other Intangible assets                    |          | -                      | -                      | -                     |
| (f) Intangible assets under development        |          | -                      | -                      | -                     |
| (g) Biological Assets other than bearer plants |          | -                      | -                      | -                     |
| (h) Financial Assets                           |          |                        |                        |                       |
| (i) Investments                                | 4        | -                      | 6,600                  | 6,600                 |
| (ii) Trade receivables                         |          | -                      | -                      | -                     |
| (iii) Loans                                    | 5        | 40,513                 | 40,513                 | 40,513                |
| (iv) Others (to be specified)                  |          | -                      | -                      | -                     |
| (i) Deferred tax assets (net)                  | 6        | -                      | -                      | -                     |
| (j) Other non-current assets                   |          | -                      | -                      | -                     |
| <b>(2) Current assets</b>                      |          |                        |                        |                       |
| (a) Inventories                                | 7        | 298,443                | 291,926                | 291,926               |
| (b) Financial Assets                           |          |                        |                        |                       |
| (i) Investments                                |          | -                      | -                      | -                     |
| (ii) Trade receivables                         |          | -                      | -                      | -                     |
| (iii) Cash and cash equivalents                | 8        | 166                    | 274                    | 323                   |
| (iv) Bank balances other than (iii) above      | 9        | 12                     | 0                      | 0                     |
| (v) Loans                                      |          | -                      | -                      | -                     |
| (vi) Others (to be specified)                  |          | -                      | -                      | -                     |
| (c) Current Tax Assets (Net)                   |          | -                      | -                      | -                     |
| (d) Other current assets                       | 10       | 34                     | 26                     | 26                    |
| <b>Total Assets</b>                            |          | <b>339,171</b>         | <b>339,342</b>         | <b>339,390</b>        |

Cont.....

| <b>EQUITY AND LIABILITIES</b>   |           |                |                |                |
|---|-----------|----------------|----------------|----------------|
| <b>Equity</b>   |           |                |                |                |
| (a) Equity Share Capital  | <b>11</b> | 81,652         | 81,652         | 81,652         |
| (b) Other Equity  | <b>12</b> | 256,923        | 257,340        | 257,589        |
| <b>LIABILITIES</b>  |           |                |                |                |
| <b>Non-current liabilities</b>  |           |                |                |                |
| (a) Financial Liabilities   |           |                |                |                |
| (i) Borrowings  |           | -              | -              | -              |
| (ii) Trade payables   |           | -              | -              | -              |
| (iii) Other financial liabilities (other than those specified in item (b), to be specified) |           | -              | -              | -              |
| (b) Provisions  |           | -              | -              | -              |
| (c) Deferred tax liabilities (Net)  |           | -              | -              | -              |
| (d) Other non-current liabilities   | <b>13</b> | 60             | 141            | 79             |
| <b>Current liabilities</b>  |           |                |                |                |
| (a) Financial Liabilities   |           |                |                |                |
| (i) Borrowings  | <b>14</b> | 509            | 128            | -              |
| (ii) Trade payables   |           | -              | -              | -              |
| (iii) Other financial liabilities (other than those specified in item (c))                  | <b>15</b> | 1              | 1              | 1              |
| (b) Other current liabilities   | <b>13</b> | 26             | 80             | 69             |
| (c) Provisions  |           | -              | -              | -              |
| (d) Current Tax Liabilities (Net)   |           | -              | -              | -              |
| <b>Total Equity and Liabilities</b>   |           | <b>339,171</b> | <b>339,342</b> | <b>339,390</b> |

See accompanying notes to the financial statements 1

IN TERMS OF OUR REPORT OF EVEN DATE ANNEXED

FOR MAK & COMPANY  
(CHARTERED ACCOUNTANTS)  
FIRM REGN NO: 028454N

FOR AND ON BEHALF OF  
GENESIS DEVELOPERS AND HOLDINGS LIMITED

CA. RAVINDER KUMAR  
(PARTNER)  
M.NO: 532458  
UDIN:21532458AAAAAU6024

DEEPAK TYAGI  
(MANAGING DIRECTOR)  
DIN: 02760361

MONI  
(DIRECTOR)  
DIN : 07827689

**PLACE : NEW DELHI**  
**DATE: 21.06.2021**

BABITA JAIN  
(C.F.O)

AKASH CHOPRA  
(COMPANY SECRETARY)  
M. NO: 63554

## STATEMENT OF CHANGES IN EQUITY

GENESIS DEVELOPERS AND HOLDINGS LIMITED  
R-815 NEW RAJINDER NAGAR NEW DELHI -110060  
Statement of Changes in Equity for the period ended 31.03.2021

(' in '000)

## A. Equity Share Capital

| PARTICULAR                                      | No. Of Shares | Amount of Shares |
|---|---------------|------------------|
| As at 01st April,2019                           | 8,165,200     | 81,652           |
| Changes in equity share capital during the year | -             | -                |
| As at 31st March,2020                           | 8,165,200     | 81,652           |
| Changes in equity share capital during the year | -             | -                |
| As at 31st March,2021                           | 8,165,200     | 81,652           |

## B. Other Equity

| PARTICULAR                              | Share application money pending allotment | Equity component of compound financial instruments | Reserves and Surplus |                            |                                 |                   | Debt instruments through Other Comprehensive Income | Equity Instruments through Other Comprehensive Income | Effective portion of Cash Flow Hedges | Revaluation Surplus | Exchange differences on translating the financial statements of a | Other items of Other Comprehensive Income (specify nature) | Money received against share warrants | Total   |
|---|---|--|----------------------|----------------------------|---------------------------------|-------------------|---|---|---------------------------------------|---------------------|---|--|---------------------------------------|---------|
|   |   |  | Capital Reserve      | Securities Premium Reserve | Other Reserves (specify nature) | Retained Earnings |   |   |                                       |                     |   |  |                                       |         |
| As at 01st April 2019                   | -   | -  | -                    | 279,000                    | -                               | (21,411)          | -   | -   | -                                     | -                   | -   | -  | -                                     | 257,589 |
| Profit for the year                     | -   | -  | -                    | -                          | -                               | (249)             | -   | -   | -                                     | -                   | -   | -  | -                                     | (249)   |
| Total Comprehensive Income for the year | -   | -  | -                    | -                          | -                               | -                 | -   | -   | -                                     | -                   | -   | -  | -                                     | -       |
| Transfer to retained earnings           | -   | -  | -                    | -                          | -                               | -                 | -   | -   | -                                     | -                   | -   | -  | -                                     | -       |
| As at 31st March 2020                   | -   | -  | -                    | 279,000                    | -                               | (21,660)          | -   | -   | -                                     | -                   | -   | -  | -                                     | 257,340 |
| profit for the year                     | -   | -  | -                    | -                          | -                               | (417)             | -   | -   | -                                     | -                   | -   | -  | -                                     | (417)   |
| Total Comprehensive Income for the year | -   | -  | -                    | -                          | -                               | -                 | -   | -   | -                                     | -                   | -   | -  | -                                     | -       |
| Transfer to retained earnings           | -   | -  | -                    | -                          | -                               | -                 | -   | -   | -                                     | -                   | -   | -  | -                                     | -       |
| As at 31st March 2021                   | -   | -  | -                    | 279,000                    | -                               | (22,077)          | -   | -   | -                                     | -                   | -   | -  | -                                     | 256,923 |

IN TERMS OF OUR REPORT OF EVEN DATE ANNEXED

FOR MAK & COMPANY  
(CHARTERED ACCOUNTANTS)  
FIRM REGN NO: 028454N

CA. RAVINDER KUMAR  
(PARTNER)  
M.NO: 532458  
UDIN:21532458AAAAAU6024

PLACE : NEW DELHI  
DATE: 21.06.2021

FOR AND ON BEHALF OF  
GENESIS DEVELOPERS AND HOLDINGS LIMITED

DEEPAK TYAGI  
(MANAGING DIRECTOR)  
DIN: 02760361

MONI  
(DIRECTOR)  
DIN : 07827689

BABITA JAIN  
(CFO)

AAKASH CHOPRA  
(COMPANY SECRETARY)  
M. NO: 63554



**GENESIS DEVELOPERS AND HOLDINGS LIMITED**  
**R-815 NEW RAJINDER NAGAR NEW DELHI -110060**  
**Statement of Profit and Loss for the period ended 31.03.2021**

(` in '000)

| S.N  | Particulars   | Note No. | YEAR ENDED 31ST MARCH 2021 | YEAR ENDED 31ST MARCH 2020 |
|------|---|----------|----------------------------|----------------------------|
| I    | Revenue From Operations   | 16       | 4,100                      | -                          |
| II   | Other Income  | 17       | 33                         | -                          |
| III  | Total Income (I+II)   |          | 4,133                      | -                          |
| IV   | <b>EXPENSES</b>   |          |                            |                            |
|      | Cost of materials consumed  |          | -                          | -                          |
|      | Purchases of Stock-in-Trade   | 18       | 10,600                     | -                          |
|      | Changes in inventories of finished goods  | 19       | (6,518)                    | -                          |
|      | Stock-in -Trade and work-in-progress  |          | -                          | -                          |
|      | Employee benefits expense   | 20       | 114                        | 18                         |
|      | Finance costs   | 21       | 22                         | -                          |
|      | Depreciation and amortization expense   | 22       | -                          | -                          |
|      | Other expenses  | 23       | 331                        | 230                        |
|      | Total expenses (IV)   |          | 4,550                      | 249                        |
| V    | Profit/(loss) before exceptional items and tax (I- IV)                            |          | (417)                      | (249)                      |
| VI   | Exceptional Items   |          | -                          | -                          |
| VII  | <b>Profit/(loss) before tax (V-VI)</b>  |          | <b>(417)</b>               | <b>(249)</b>               |
| VIII | Tax expense:<br>(1) Current tax<br>(2) MAT Credit Entitlement<br>(3) Deferred tax |          | -<br>-<br>0                | -<br>-<br>0                |
| IX   | Profit (Loss) for the period from continuing operations (VII-VIII)                |          | (417)                      | (249)                      |
| X    | Profit/(loss) from discontinued operations  |          | -                          | -                          |
| XI   | Tax expense of discontinued operations  |          | -                          | -                          |
| XII  | Profit/(loss) from Discontinued operations (after tax) (X-XI)                     |          | -                          | -                          |
| XIII | Profit/(loss) for the period (IX+XII)   |          | (417)                      | (249)                      |

Cont.....

|       |  |  |        |        |
|-------|--|--|--------|--------|
| XIV   | Other Comprehensive Income   |  |        |        |
|       | A (i) Items that will not be reclassified to profit or loss  |  | -      | -      |
|       | (ii) Income tax relating to items that will not be reclassified to profit or loss  |  | -      | -      |
|       | B (i) Items that will be reclassified to profit or loss  |  | -      | -      |
|       | (ii) Income tax relating to items that will be reclassified to profit or loss  |  | -      | -      |
| XV    | Total Comprehensive Income for the period (XIII+XIV)(Comprising Profit (Loss) and Other Comprehensive Income for the period) |  | -      | -      |
|       |  |  | -      | -      |
| XVI   | Earnings per equity share (for continuing operation):  |  |        |        |
|       | (1) Basic  |  | (0.05) | (0.03) |
|       | (2) Diluted  |  | (0.05) | (0.03) |
| XVII  | Earnings per equity share (for discontinued operation):  |  |        |        |
|       | (1) Basic  |  | -      | -      |
|       | (2) Diluted  |  | -      | -      |
| XVIII | Earnings per equity share (for discontinued & continuing operations)   |  |        |        |
|       | (1) Basic  |  | (0.05) | (0.03) |
|       | (2) Diluted  |  | (0.05) | (0.03) |

**See accompanying notes to the financial statements**

IN TERMS OF OUR REPORT OF EVEN DATE ANNEXED

FOR MAK & COMPANY  
(CHARTERED ACCOUNTANTS)  
FIRM REGN NO: 028454N

FOR . FOR AND ON BEHALF OF  
GENESIS DEVELOPERS AND HOLINGS LIMITED

CA. RAVINDER KUMAR  
(PARTNER)  
M.NO: 532458  
UDIN:21532458AAAAAU6024

DEEPAK TYAGI  
(MANAGING DIRECTOR)  
DIN: 02760361

MONI  
(DIRECTOR)  
DIN : 07827689

**PLACE : NEW DELHI**  
**DATE: 21.06.2021**

BABITA JAIN  
(C.F.O)

AKASH CHOPRA  
(COMPANY SECRETARY)  
M. NO: 63554

**GENESIS DEVELOPERS AND HOLDINGS LIMITED**  
**R-815 NEW RAJINDER NAGAR NEW DELHI -110060**  
**Statement of Cash Flows for the year ended 31.03.2021**

( IN LACS)

| Particulars  | Year Ended<br>31st March 2021 | Year Ended<br>31st March 2020 |
|--|-------------------------------|-------------------------------|
| <b>Cash flows from operating activities</b>  |                               |                               |
| Profit before taxation   | (4.17)                        | (2.49)                        |
| Adjustments for:   | -                             | -                             |
| Depreciation   | -                             | -                             |
| <b>Profit / (Loss) on the sale of property, plant &amp; Working capital changes:</b> | -                             | -                             |
| (Increase) / Decrease in trade and other receivables                                 | (0.08)                        | -                             |
| (Increase) / (Decrease) in inventories   | (65.18)                       | -                             |
| Increase / (Decrease) in trade payables  | (1.35)                        | 0.72                          |
| Cash generated from operations   |                               | -                             |
| Interest paid  | -                             | -                             |
| Income taxes paid  | -                             | -                             |
| Dividends paid   | -                             | -                             |
| <b>Net cash from operating activities</b>  | <b>(70.77)</b>                | <b>(1.77)</b>                 |
| <b>Cash flows from investing activities</b>  | -                             | -                             |
| Business acquisitions, net of cash acquired  |                               |                               |
| Purchase of property, plant and equipment  |                               |                               |
| Proceeds from sale of equipment  |                               |                               |
| <b>Net cash used in investing activities</b>   | <b>66.00</b>                  | <b>-</b>                      |
| <b>Cash flows from financing activities</b>  | <b>66.00</b>                  | <b>-</b>                      |
| Proceeds from issue of share capital   | -                             | -                             |
| Repayment of Long term borrowings  | -                             | 1.28                          |
| Proceeds from long-term borrowings   | 3.81                          | -                             |
| <b>Net cash used in financing activities</b>   | <b>3.81</b>                   | <b>1.28</b>                   |
| <b>Net increase in cash and cash equivalents</b>                                     | <b>(0.97)</b>                 | <b>(0.48)</b>                 |
| <b>Cash and cash equivalents at beginning of period</b>                              | <b>2.74</b>                   | <b>3.23</b>                   |
| <b>Cash and cash equivalents at end of period</b>                                    | <b>1.77</b>                   | <b>2.74</b>                   |

IN TERMS OF OUR REPORT OF EVEN DATE ANNEXED

FOR MAK & COMPANY  
(CHARTERED ACCOUNTANTS)  
FIRM REGN NO: 028454N

FOR AND ON BEHALF OF  
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**PLACE : NEW DELHI**  
**DATE: 21.06.2021**

BABITA JAIN  
(C.F.O)

AKASH CHOPRA  
(COMPANY SECRETARY)  
M. NO: 63554

## Notes to Financial Statements

### NON CURRENT INVESTMENT

#### NOTE 4: INVESTMENTS

(` IN '000)

| PARTICULARS                                  |  | AS AT<br>31ST MARCH 2021 | AS AT<br>31ST MARCH 2020 | AS AT<br>1ST APRIL 2019 |
|--|--|--------------------------|--------------------------|-------------------------|
| <b>Investment in Un-Quoted Equity Shares</b> |  |                          |                          |                         |
| 490000                                       | Shivraj Trading Pvt. Ltd. of ` 10 /- each            | -                        | 4,900                    | 4,900                   |
| 170000                                       | Aarthik Greentech Solutions Pvt. Ltd. of ` 10 /-each | -                        | 1,700                    | 1,700                   |
| <b>Total</b>                                 |  | -                        | <b>6,600</b>             | <b>6,600</b>            |

#### NOTE 5: LOAN

(` in '000)

| PARTICULARS                       |  | AS AT<br>31ST MARCH 2021 | AS AT<br>31ST MARCH 2020 | AS AT<br>1ST APRIL 2019 |
|-----------------------------------|--|--------------------------|--------------------------|-------------------------|
| <b>Capital Advances</b>           |  |                          |                          |                         |
| Advances Against Property         |  | 28,500                   | 28,500                   | 28,500                  |
| <b>Unsecured, Considered Good</b> |  |                          |                          |                         |
| received (include overdue Amount) |  | -                        | -                        | -                       |
| Standard Assets                   |  | 12,000                   | 12,000                   | 12,000                  |
| <b>Other Loans &amp; Advances</b> |  |                          |                          |                         |
| MAT Credit Entitlement            |  | 13                       | 13                       | 13                      |
| <b>Total</b>                      |  | <b>40,513</b>            | <b>40,513</b>            | <b>40,513</b>           |

#### NOTE 6: DEFERRED TAX ASSETS (NET)

(` in '000)

| PARTICULARS                       |  | AS AT<br>31ST MARCH 2021 | AS AT<br>31ST MARCH 2020 | AS AT<br>1ST APRIL 2019 |
|-----------------------------------|--|--------------------------|--------------------------|-------------------------|
| Opening Balance                   |  | -                        | -                        | 4                       |
| Created/ Reversed During the year |  | -                        | -                        | (4)                     |
| <b>Total</b>                      |  | -                        | -                        | -                       |

#### NOTE 7: INVENTORIES

(` in '000)

| PARTICULARS                       | AS AT<br>31ST MARCH 2021 |                | AS AT<br>31ST MARCH 2020 |                | AS AT<br>1ST APRIL 2019 |                |
|-----------------------------------|--------------------------|----------------|--------------------------|----------------|-------------------------|----------------|
|                                   | QTY                      | AMOUNT         | QTY                      | AMOUNT         | QTY                     | AMOUNT         |
| Abhijit Trading Co. Ltd.          | 9500                     | 95             | -                        | -              | -                       | -              |
| Hillridge Investment Ltd.         | 321710                   | 3217.1         | -                        | -              | -                       | -              |
| Shri Niwas Leasing & Finance Ltd. | 233700                   | 1,636          | -                        | -              | -                       | -              |
| Sunshine Capital Ltd.             | 942000                   | 5,652          | -                        | -              | -                       | -              |
| Sital Leasing & Finance Limited   | 3943057                  | 287,843        | 3943057                  | 287,843        | 3943057                 | 287,843        |
| Yuvraj Exports Pvt. Ltd.          | -                        | -              | 41000                    | 4,082          | 41000                   | 4,082          |
| <b>Total</b>                      |                          | <b>298,443</b> |                          | <b>291,926</b> |                         | <b>291,926</b> |

**NOTE 8: CASH & CASH EQUIVALENTS**

(` in '000)

| PARTICULARS  | AS AT<br>31ST MARCH 2021 | AS AT<br>31ST MARCH 2020 | AS AT<br>1ST APRIL 2019 |
|--------------|--------------------------|--------------------------|-------------------------|
| Cash in Hand | 166                      | 274                      | 323                     |
| <b>Total</b> | <b>166</b>               | <b>274</b>               | <b>323</b>              |

**NOTE 9: BANK BALANCES**

(` in '000)

| PARTICULARS                | AS AT<br>31ST MARCH 2021 | AS AT<br>31ST MARCH 2020 | AS AT<br>1ST APRIL 2019 |
|----------------------------|--------------------------|--------------------------|-------------------------|
| AU Small Finance Bank Ltd. | 12                       | 0                        | 0                       |
| IDBI Bank Ltd.             | 0                        | 0                        | 0                       |
| <b>Total</b>               | <b>12</b>                | <b>0</b>                 | <b>0</b>                |

**NOTE 10: OTHER CURRENT ASSETS**

(` in '000)

| PARTICULARS               | AS AT<br>31ST MARCH 2021 | AS AT<br>31ST MARCH 2020 | AS AT<br>1ST APRIL 2019 |
|---------------------------|--------------------------|--------------------------|-------------------------|
| Advance Tax Paid          | 26                       | 26                       | 26                      |
| SMC Gloal Securities Ltd. | 8                        | -                        | -                       |
| <b>Total</b>              | <b>34</b>                | <b>26</b>                | <b>26</b>               |

**NOTE 11: EQUITY SHARE CAPITAL**

(` IN '000)

| PARTICULARS  | AS AT<br>31ST MARCH 2021 | AS AT<br>31ST MARCH 2020 | AS AT<br>1ST APRIL 2019 |
|--|--------------------------|--------------------------|-------------------------|
| <b>Authorised Share Capital</b>  |                          |                          |                         |
| 82,00,000 ( Previous Year 82,00,000) Equity Share of ` 10 Each   | 82,000                   | 82,000                   | 82,000                  |
|  | <u>82,000</u>            | <u>82,000</u>            | <u>82,000</u>           |
| <b>Issued, Subscribed &amp; Paid up Share Capital</b>  |                          |                          |                         |
| Shares at the end of the Accounting Period 81,65,200 (Previous Year 81,65,200) Equity Shares of ` 10/- | 81,652                   | 81,652                   | 81,652                  |
|  | <u>81,652</u>            | <u>81,652</u>            | <u>81,652</u>           |

11.1 Same right & preferences with respect to payment of dividend, repayment of Capital & Voting.

11.2 Shares in the company held by each Shareholder holding more than 5% shares

| Name of the Shareholders    | AS AT<br>31ST MARCH 2021 |                 | AS AT<br>31ST MARCH 2020 |                 | AS AT<br>1ST APRIL 2019 |                 |
|-----------------------------|--------------------------|-----------------|--------------------------|-----------------|-------------------------|-----------------|
|                             | % of<br>Shares<br>held   | No. Of<br>Share | % of<br>Shares<br>held   | No. Of<br>Share | % of<br>Shares<br>held  | No. Of<br>Share |
| Carewell Exim Pvt. Ltd.     | 11.02%                   | 900,000         | 11.02%                   | 900,000         | 11.02%                  | 900,000         |
| Alstone Textiles India Ltd. | 11.02%                   | 900,000         | 11.02%                   | 900,000         | 11.02%                  | 900,000         |
| RKG Finvest Ltd.            | 11.01%                   | 899,000         | 11.01%                   | 899,000         | 11.01%                  | 899,000         |
| VA Realcon Pvt. Ltd.        | 9.77%                    | 797,950         | 9.77%                    | 797,950         | 9.77%                   | 797,950         |

11.3 The reconciliation of the number of Shares outstanding is set out Below:

(` IN '000)

| PARTICULARS                                | AS AT<br>31ST MARCH 2021 | AS AT<br>31ST MARCH 2020 | AS AT<br>1ST APRIL 2019 |
|--|--------------------------|--------------------------|-------------------------|
| Equity Shares at the beginning of the year | 8,165,200                | 8,165,200                | 8,165,200               |
| Add : Issued during the year               | -                        | -                        | -                       |
| Equity Shares at the end of the Year       | <b>8,165,200</b>         | <b>8,165,200</b>         | <b>8,165,200</b>        |

**NOTE 12: OTHER EQUITY**

Refer Statement of Changes in Equity for detailed movement in Equity balance

(` IN '000)

| PARTICULARS                                      | AS AT<br>31ST MARCH 2021 | AS AT<br>31ST MARCH 2020 | AS AT<br>1ST APRIL 2019 |
|--|--------------------------|--------------------------|-------------------------|
| <b>Securities Premium Account</b>                |                          |                          |                         |
| At The Beginning Of The Accounting Period        | 279,000                  | 279,000                  | 279,000                 |
| Additions During The Year                        | -                        | -                        | -                       |
| At The End Of The Accounting Period              | <u>279,000</u>           | <u>279,000</u>           | <u>279,000</u>          |
| <b>Surplus in Statement of Profit &amp; loss</b> |                          |                          |                         |
| At The Beginning Of The Accounting Period        | (21,660)                 | (21,411)                 | (21,113)                |
| Additions During The Year                        | (417)                    | (249)                    | (298)                   |
| (Balance In Statement Of Profit & Loss)          | <u>(22,077)</u>          | <u>(21,660)</u>          | <u>(21,411)</u>         |
| <b>Grand Total</b>                               | <b>256,923</b>           | <b>257,340</b>           | <b>257,589</b>          |

**NOTE 13 : EXPENSES PAYABLE**

(` IN '000)

| PARTICULARS                            | AS AT<br>31ST MARCH 2021 | AS AT<br>31ST MARCH 2020 | AS AT<br>1ST APRIL 2019 |
|--|--------------------------|--------------------------|-------------------------|
| <b>Non- Current other Liabilities:</b> |                          |                          |                         |
| Printing Payable                       | -                        | 59                       | 39                      |
| Salary Payable                         | -                        | -                        | -                       |
| Office Rent                            | 60                       | 48                       | 24                      |
| Postage Charges                        | -                        | 34                       | 17                      |
| <b>Total</b>                           | <u>60</u>                | <u>141</u>               | <u>79</u>               |
| <b>Current other Liabilities:</b>      |                          |                          |                         |
| Audit Fees                             | 8                        | 8                        | 8                       |
| Legal & professional Charges           | 3                        | 3                        | -                       |
| Office Rent                            | -                        | 12                       | 24                      |
| Postage Charges                        | -                        | 18                       | 17                      |
| Printing Payable                       | -                        | 21                       | 20                      |
| Salary                                 | 15                       | 18                       | -                       |
| TDS Payable                            | -                        | -                        | -                       |
| <b>Total</b>                           | <u>26</u>                | <u>80</u>                | <u>69</u>               |
| <b>Grand Total</b>                     | <b>86</b>                | <b>221</b>               | <b>149</b>              |

**CURRENT LIABILITIES**

**NOTE 14: BORROWINGS**

(` IN '000)

| PARTICULARS                     | AS AT<br>31ST MARCH 2021 | AS AT<br>31ST MARCH 2020 | AS AT<br>1ST APRIL 2019 |
|---------------------------------|--------------------------|--------------------------|-------------------------|
| <b>Current Liabilities:</b>     |                          |                          |                         |
| Reliable Finance Corp Pvt. Ltd. | -                        | 128                      | -                       |
| Utsav Securities Pvt. Ltd.      | 509                      | -                        | -                       |
| <b>Grand Total</b>              | <b>509</b>               | <b>128</b>               | <b>-</b>                |

## NOTE 15: DEFERRED TAX LIABILITY

(' in '000)

| PARTICULARS                       | AS AT<br>31ST MARCH 2021 | AS AT<br>31ST MARCH 2020 | AS AT<br>1ST APRIL 2019 |
|-----------------------------------|--------------------------|--------------------------|-------------------------|
| Opening Balance                   | 1                        | 1                        | -                       |
| Created/ Reversed During the year | 0                        | 0                        | 1                       |
| <b>Total</b>                      | <b>1</b>                 | <b>1</b>                 | <b>1</b>                |

## NOTE 16: REVENUE FROM OPERATION

(' in '000)

| PARTICULARS    | AS AT<br>31ST MARCH 2021 | AS AT 31ST MARCH<br>2020 |
|----------------|--------------------------|--------------------------|
| Sale of Shares | 4,100                    | -                        |
| <b>Total</b>   | <b>4,100</b>             | <b>-</b>                 |

## NOTE 17: OTHER INCOME

(' IN '000)

| PARTICULARS                  | AS AT<br>31ST MARCH 2021 | AS AT 31ST MARCH<br>2020 |
|------------------------------|--------------------------|--------------------------|
| Profit on sale of Investment | 33                       | -                        |
| <b>Total</b>                 | <b>33</b>                | <b>-</b>                 |

## NOTE 18: PURCHASE OF STOCK IN TRADE

(' IN '000)

| PARTICULARS         | AS AT<br>31ST MARCH 2021 | AS AT 31ST MARCH<br>2020 |
|---------------------|--------------------------|--------------------------|
| Purchases of shares | 10,600                   | -                        |
| <b>Total</b>        | <b>10,600</b>            | <b>-</b>                 |

## NOTE 19: CHANGE IN INVENTORIES OF FINISHED GOODS

(' IN '000)

| PARTICULARS                          | AS AT<br>31ST MARCH 2021 | AS AT 31ST MARCH<br>2020 |
|--------------------------------------|--------------------------|--------------------------|
| Balance at the beginning of the year | 291,926                  | 291,926                  |
| Balance at the Closing of the year   | 298,443                  | 291,926                  |
| <b>Total</b>                         | <b>(6,518)</b>           | <b>-</b>                 |

## NOTE 20: EMPLOYEE BENEFIT EXPENSES

(' IN '000)

| PARTICULARS     | AS AT<br>31ST MARCH 2021 | AS AT 31ST MARCH<br>2020 |
|-----------------|--------------------------|--------------------------|
| Salary Expenses | 114                      | 18                       |
| <b>Total</b>    | <b>114</b>               | <b>18</b>                |

## NOTE 21: FINANCE COST

(' IN '000)

| PARTICULARS   | AS AT<br>31ST MARCH 2021 | AS AT 31ST MARCH<br>2020 |
|---------------|--------------------------|--------------------------|
| Interest Paid | 22                       | -                        |
| <b>Total</b>  | <b>22</b>                | <b>-</b>                 |

## NOTE 22: DEPRECIATION AND AMORTIZATION EXPENSES

(' IN '000)

| PARTICULARS  | AS AT<br>31ST MARCH 2021 | AS AT 31ST MARCH<br>2020 |
|--------------|--------------------------|--------------------------|
| Depreciation | -                        | -                        |
| <b>Total</b> | <b>-</b>                 | <b>-</b>                 |

**NOTE 23: OTHER EXPENSES**

( IN '000)

| <b>PARTICULARS</b>           | <b>AS AT<br/>31ST MARCH 2021</b> | <b>AS AT 31ST MARCH<br/>2020</b> |
|------------------------------|----------------------------------|----------------------------------|
| Advertisement Expenses       | 35                               | 1                                |
| AGM Expenses                 |                                  | 2                                |
| Audit Remuneration           | 8                                | 8                                |
| Bank Charges                 | 4                                |                                  |
| Board Meeting expenses       | 1                                | 1                                |
| CDSL Custodial Fees          | 27                               | 24                               |
| Conveyance Exp               | 1                                |                                  |
| Demat Account Charge         | 4                                | 1                                |
| Filing Fees                  | 8                                | 19                               |
| Interest on TDS              | 0                                | 0                                |
| Legal & Professional charges | 31                               | 6                                |
| Listing Fees                 | 65                               | 65                               |
| NSDL Custodial Fees          | 93                               | 1                                |
| Office Rent                  |                                  | 12                               |
| Other Community Expneses     |                                  | 1                                |
| Postal charges               | 0                                | 18                               |
| Printing & Stationery        |                                  | 21                               |
| Registrar Charges            | 47                               | 41                               |
| Telephone Expenses           | 2                                | 3                                |
| Website Expenses             | 7                                | 7                                |
| <b>Total</b>                 | <b>331</b>                       | <b>230</b>                       |



**GENESIS DEVELOPERS AND HOLDINGS LIMITED**  
**R-815 NEW RAJINDER NAGAR NEW DELHI -110060**  
**NOTE 3: PROPERTY, PLANT AND EQUIPMENT**

(` in '000)

| Fixed Assets           | GROSS BLOCK  |                                   |                        |  | DEPRECIATION                            |                                      |                        |                                  | NET BLOCK                       |                                  |
|------------------------|--|-----------------------------------|------------------------|--|---|--------------------------------------|------------------------|----------------------------------|---------------------------------|----------------------------------|
|                        | Cost/valuation as at beginning of the year 2020-21 | Additions during the year 2020-21 | Disposals/ Adjustments | Cost/valuation at the year end 2020-21 | As at the beginning of the year 2020-21 | Depreciation during the year 2020-21 | Disposals/ Adjustments | Total up to the year end 2020-21 | As at the Current year end 2021 | As at the previous year end 2020 |
| <b>Tangible Assets</b> |  |                                   |                        |  |   |                                      |                        |                                  |                                 |                                  |
| Plant & Equipment      | 100  | -                                 | -                      | 100                                    | 98                                      | -                                    | -                      | 98                               | 3                               | 3                                |
| Furnitures & Fixtures  | 4  | -                                 | -                      | 4                                      | 4                                       | -                                    | -                      | 4                                | 0                               | 0                                |
| <b>Total Assets</b>    | <b>104</b>   | <b>-</b>                          | <b>-</b>               | <b>104</b>                             | <b>102</b>                              | <b>-</b>                             | <b>-</b>               | <b>102</b>                       | <b>3</b>                        | <b>3</b>                         |
| <b>Previous year</b>   | <b>104</b>   | <b>-</b>                          | <b>-</b>               | <b>104</b>                             | <b>102</b>                              | <b>-</b>                             | <b>-</b>               | <b>102</b>                       | <b>3</b>                        | <b>3</b>                         |

IN TERMS OF OUR REPORT OF EVEN DATE ANNEXED

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MONI  
 (DIRECTOR)  
 DIN : 07827689

PLACE : NEW DELHI  
 DATE : 21.06.2021

BABITA JAIN  
 (C.F.O)

AKASH CHOPRA  
 (COMPANY SECRETARY)  
 M. NO: 63554

**GENESIS DEVELOPERS & HOLDINGS LTD**  
**R-815 NEW RAJINDER NAGAR NEW DELHI -110060**  
**SCHEDULE OF FIXED ASSETS AS PER INCOME TAX ACT AS ON 31.03.2021**

(` in '000)

| Sl.No. | PARTICULARS         | DEP. RATE | OPENING WDV | ADDITIONS / REVALUATION ON OR BEFORE 30/09/2020 | ADDITIONS / REVALUATI ON AFTER 30/09/2020 | SOLD DURING THE YEAR | TOTAL     | DEPRECIATION | CLOSING WDV |
|--------|---------------------|-----------|-------------|---|---|----------------------|-----------|--------------|-------------|
| 1      | FURNITURE & FIXTURE | 15%       | 1           | -   | -   | -                    | 1         | 0            | 1           |
| 2      | GENERATOR           | 15%       | 9           | -   | -   | -                    | 9         | 1            | 7           |
| 3      | OTHER FIXED ASSET   | 15%       | 4           | -   | -   | -                    | 4         | 1            | 4           |
|        | <b>TOTAL</b>        |           | <b>14</b>   | <b>-</b>  | <b>-</b>                                  | <b>-</b>             | <b>14</b> | <b>2</b>     | <b>12</b>   |

IN TERMS OF OUR REPORT OF EVEN DATE ANNEXED

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**PLACE : NEW DELHI**  
**DATE: 21.06.2021**

BABITA JAIN  
 (C.F.O)

AKASH CHOPRA  
 (COMPANY SECRETARY)  
 M. NO: 63554

## **Notes to the Financial Statements**

### **Note 1: COMPANY INFORMATION**

Genesis Developers And Holdings Ltd. is a Public Limited Company (The Company) having registered office at R-815, New Rajinder Nagar, New Delhi-110060. The Company is listed on the MSEI (Metropolitan Stock Exchange of India Limited). The company is engaged in trading in shares and investment activities. We believe that we are well placed to leverage on the growth opportunities in the economy.

### **Note 2: BASIS OF PREPARATION, MEASUREMENT AND SIGNIFICANT ACCOUNTING POLICIES**

#### **2.1 Basis of Preparation and Measurement**

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

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

The financial statements are presented in INR, the functional currency of the Company. Items included in the financial statements of the Company are recorded using the currency of the primary economic environment in which the Company operates (the 'functional currency'). Transactions and balances with values below the rounding off norm adopted by the Company have been reflected as "0" in the relevant notes in these financial statements. The financial statements of the Company for the year ended 31st March, 2021 were approved for issue in accordance with the resolution of the Board of Directors 17<sup>th</sup> June, 2021.

##### **(b) Current - Non Current classification**

All assets and liabilities are classified into current and non-current as per company normal accounting cycle.

###### **(i) Assets**

An asset is classified as current when it satisfies any of the following criteria:

- 1) It is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- 2) It is held primarily for the purpose of being traded;

## **Notes to the Financial Statements**

- 3) It is expected to be realised within 12 months after the reporting date; or
- 4) It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets.  
All other assets are classified as non-current.

### **(i) Liabilities**

A liability is classified as current when it satisfies any of the following criteria:

- 1) It is expected to be settled in the company's normal operating cycle;
- 2) It is held primarily for the purpose of being traded;
- 3) It is due to be settled within 12 months after the reporting date; or
- 4) The company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity Instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities.  
All other liabilities are classified as non-current.

"Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents.

### **(c) Basis of measurement**

These financial statements are prepared under the historical cost convention unless otherwise indicated.

### **(d) Key Accounting Estimates and Judgements**

#### **Use of Estimates**

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

### **(e) Tangible fixed assets**

"Tangible fixed assets (except freehold land which is carried at cost) are stated at cost of acquisition less accumulated depreciation and impairment loss, if any. Cost of acquisition includes freight inward, duties, taxes and other directly attributable expenses incurred to bring the assets to their working condition.

## **Notes to the Financial Statements**

### **(f) Depreciation and amortization**

The company has followed the WDV method for the depreciation and amortization of all tangible and intangible assets. There is no change in the method of depreciation during previous year.

### **(g) Investments:**

Investments are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, associates and joint venture, the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of Profit and Loss.

### **(h) Cash and Cash Equivalents:**

Cash and cash equivalents are short-term (three months or less from the date of acquisition), highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

### **(i) Trade Receivables and Loans:**

Trade receivables are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

### **(j) Provisions and Contingent Liabilities:**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date.

If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

## **Notes to the Financial Statements**

### **(k) Revenue Recognition:**

Revenue from sale of goods is recognised when all the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, there is no continuing managerial involvement with the goods and the amount of revenue can be measured reliably. The Company retains no effective control of the goods transferred to a degree usually associated with ownership and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as sales tax, value added tax, goods and services tax, etc.

Interest income is recognized using the effective interest rate (EIR) method. Dividend income on investments is recognised when the right to receive dividend is established.

### **(l) Expenditure:**

Expenses are accounted on accrual basis.

### **(m) Income Taxes:**

Income tax expense for the year comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent it relates to a business combination or to an item which is recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable/receivable on the taxable income/loss for the year using applicable tax rates at the Balance Sheet date, and any adjustment to taxes in respect of previous years. Interest expenses and penalties, if any, related to income tax are included in finance cost and other expenses respectively. Interest Income, if any, related to Income tax is included in current tax expense.

Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

A deferred tax liability is recognised based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

## **Notes to the Financial Statements**

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

### **(n) Employee Benefits**

No provision of retirement benefits of employees such as leave encashment, gratuity has been made during the year by the company. The same shall be accounted for as and when arises.

24. Previous year's figures have been reworked, regrouped, & reclassified wherever necessary to confirm to the current year presentation.
25. 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.

### **26. GLOBAL HEALTH PANDEMIC (COVID-19)**

The outbreak of COVID-19 pandemic is causing significant disturbance and slow down of economic activities globally.

The nationwide lockdown ordered by the Government of India has resulted in significant reduction in economic activities.

The Management has considered the possible effects that may result from the pandemic on the recoverability/ carrying value of the assets. Based on the current indicators of future economic conditions, the Management expects to recover the carrying amount of the assets; however the Management will continue to closely monitor any material changes to future economic conditions. Given the uncertainties, the final impact on Company's assets in future may differ from that estimated as at the date of approval of these financial statements.

27. The company's business activity falls within single primary/ secondary business segment viz. Finance Activity. The disclosure requirement of IND AS-108 "Segment Reporting" issued by the Institute of chartered Accountants of India, therefore is not applicable.

### **28. Related Party Disclosure:**

As per IND AS-24, on related Party disclosure issued by the Institute of chartered Accountants of India, there is Remuneration paid to CS Shikha Dixit (Remuneration to KMP) is Rs. 69,625/- and CS Akash Chopra (Remuneration to KMP) is Rs.44,516/-.

### **29. Details of Policy Developed and Implemented by the Company 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.

### 30. Details of Crypto / Virtual Currency

There were no Transaction and Financial Dealing in Crypto / Virtual Currency during the Financial Year 2020-21.

### 31. Contingent Liabilities and Pending Litigations

(a) There is a pending Tax demand of ` 13,13,11,630/- against the company. The above demand was raised by the department in A.Y. 2015-16 as the company is a listed company and the company has made fresh preferential allotment in A.Y. 2015-16. The same has been added by the Assessing officer. The company has filed an appeal before CIT(A) against demand. The appeal is pending before CIT(A). The company is hopeful to get relief from CIT(A).

(b) There is a pending Tax demand of ` 37,01,120/- against the company. The above demand was raised by the department in A.Y. 2012-13. The company has filed an appeal before CIT(A) against demand. The appeal is pending before CIT(A). The company is hopeful to get relief from CIT(A).

### 32. Earnings per Share "IND AS-33" issued by the Institute of chartered Accountants of India:

| Particulars  | Year ended     | Year ended     |
|--|----------------|----------------|
|  | March 31, 2021 | March 31, 2020 |
| (A) Profit after taxation as Statement of Profit and Loss (in `)       | (4,17,234)     | (2,48,936)     |
| (B) Weight Average number of equity Shares outstanding during the year | 81,65,200      | 81,65,200      |
| (C) Nominal value of Equity shares (in `)                              | 10.00          | 10.00          |
| (D) Basic Earnings per Share   | (0.05)         | (0.03)         |
| (E) Diluted Earnings per share   | (0.05)         | (0.03)         |

33. 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 2021. This information as required to be disclosed under the micro, small and medium Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with company.

IN TERMS OF OUR REPORT OF EVEN DATE ANNEXED.

FOR MAK & COMPANY  
(CHARTERED ACCOUNTANTS)  
FRN : 028454N

CA. RAVINDER KUMAR  
(PARTNER)  
M.NO: 532458  
UDIN: 21532458AAAAAU6024

PLACE: NEW DELHI  
DATE: 21.06.2021

FOR AND BEHALF OF  
GENESIS DEVELOPERS AND HOLINGS LIMITED

DEEPAK TYAGI  
(MANAGING DIRECTOR)  
DIN: 02760361

BABITA JAIN  
(C.F.O)

MONI  
(DIRECTOR)  
DIN: 07827689

AKASH CHOPRA  
(COMPANY SECRETARY)  
M. NO: 63554





**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 (4,17,136/-) during the year. The Directors are optimistic about future performance of the Company.

## D. OPPORTUNITIES & THREATS:

### **Opportunities**

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

### **Threats**

- Inflation could trigger increase in consumer price inflation, which would dampen growth.
- Increased competition in both local & overseas markets.
- Unfavourable economic development.
- Market risk arising from changes in the value of financial instruments because of changes in market variables like interest rate and exchange rates.

## E. RISK MANAGEMENT AND 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 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. MATERIAL DEVELOPMENT IN HUMAN RESOURCES/INDUSTRIAL RELATION FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED**

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

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

This is to confirm that the Company has adopted a Code of conduct for its employees including its Directors. I confirm that the Company has in respect of the financial Year ended 31<sup>st</sup> March, 2021, 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 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:**

At present, the Board of Company consists of 4 Directors with a fair representation of executive, non- executive, independent director, and women director. The composition and category of Board during the year is as follows:

| <b>Name of the Director</b>     | <b>Designation</b>  | <b>Category</b>                          |
|---------------------------------|---------------------|--|
| <b>Mr. Deepak Tyagi</b>         | Managing Director   | <b>Executive, Managing Director</b>      |
| <b>Ms. Moni</b>                 | Woman Director      | <b>Non - Executive &amp; Independent</b> |
| <b>Mr. Ram Sunder</b>           | Director            | <b>Non - Executive &amp; Independent</b> |
| <b>*Mr. Parmanand Chaubey</b>   | Additional Director | <b>Executive, Additional Director</b>    |
| <b>*Mr. Daya Shankar Mandal</b> | <b>Director</b>     | <b>Non - Executive &amp; Independent</b> |

Mr.

**Daya Shankar Mandal Independent Director of the Company has resigned from office the in the place of Mr. Parmanand Chaubey has been appointed as Director with effect from 17th June 2020.**

**a. Meetings of Board of Directors:**

The Board of Directors duly met **Nine (9)** times during the financial year from **1<sup>st</sup> April, 2020 to 31<sup>st</sup> March 2021**. The dates on which meetings were held are as follows:

**12 May 2020, 17 June 2020, 09 July 2020, 21 September 2020, 08 September 2020, 11 November 2020, 24 November 2020, 02 January 2021, 21 January 2021.**

The periodicity between two Board Meetings was within the maximum time gap as prescribed in the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and 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               | Designation       | No of Board Meetings held during the Year Held | No of Board Meetings held during the Year Attended | Attended of Last AGM |
|--------------------------------|-------------------|--|--|----------------------|
| <b>Mr. Deepak Tyagi</b>        | Managing Director | 9  | 9  | YES                  |
| <b>Mrs. Moni</b>               | Director          | 9  | 9  | YES                  |
| <b>Mr. Ram Sunder</b>          | Director          | 9  | 9  | YES                  |
| <b>Mr. Daya Shankar Mandal</b> | Director          | 2  | 2  | NO                   |
| <b>Mr. Parmanand Chaubey</b>   | Director          | 7  | 7  | YES                  |

**Information Provided to the Board**

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

- Annual operating plans of businesses, capital budgets, updates.
- Quarterly results of the Company and its operating divisions or business segments.
- Information on recruitment and remuneration of senior officers just below the Board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Materially important litigations, show cause, demand, prosecution, and penalty notices.
- Fatal or serious accidents.
- Any material default in financial obligations to and by the Company or substantial non-payment for services rendered by the Company.
- Details of any joint venture or collaboration agreement or new client win.
- Any issue, which involves possible public liability claims of substantial nature, including any judgment or order, which, may have passed strictures on the conduct of the Company

or taken an adverse view regarding another enterprise that can have negative implications on the Company.

- Transactions had involved substantial payments towards good-will, brand equity, or intellectual property.
- Significant development in the human resources front.
- Sale of material, nature of investments, subsidiaries, assets which is not in the normal course of business.
- Quarterly details of foreign exchange exposure and the steps taken by management to limit the risks of adverse exchange rate movement.
- Quarterly update on the return from deployment of surplus funds.
- Non-compliance of any regulatory or statutory provisions or listing requirements as well as shareholder services as non-payment of dividend and delays in share transfer.
- Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.

**b) Meeting of Independent Directors:**

The only Meeting of Independent Directors was held on **24<sup>th</sup> February 2021** during the Financial Year ended **31<sup>st</sup> March 2021**.

The meeting shall:

- Review the performance of non-independent directors and the Board as a whole.
- Review the performance of Chairperson of the company, considering 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 perform their duties effectively and reasonably.

**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 Program policy for the directors is given on the website of the company i.e. [www.genesisdevelopersholdings.com](http://www.genesisdevelopersholdings.com).

**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 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 Audit Committee:**

The Audit Committee comprises three members of which two including Chairperson of the Committee are Independent Directors. During the Year, **Five (5)** Audit Committee Meetings were convened and held.

The Audit Committee met **5 (Five)** times on **12 May 2020, 17 June 2020, 08 September 2020, 11 November 2020, 21 January 2021** during the financial year ended 31<sup>st</sup> March 2021.

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/<br>DESIGNATION | NO. OF COMMITTEE MEETINGS |          |
|--------------------------|--------------------------|---------------------------|----------|
|                          |                          | HELD                      | ATTENDED |
| Mrs. Moni                | Chairperson              | 5                         | 5        |
| Mr. Deepak Tyagi         | Member                   | 5                         | 5        |
| *Mr. Ram Sunder          | Member                   | 3                         | 3        |
| *Mr. Daya Shankar Mandal | Member                   | 2                         | 2        |

**\*Mr. Daya Shankar Mandal, Director of the Company has resigned from the office on 17<sup>th</sup> June 2020. As a result of this committee has been reconstituted and Mr. Ram sunder has been appointed as a member of the Committee.**

#### **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 Directors. During the Year **Four (4)** Meetings of 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 Nomination & Remuneration Committee:**

The Committee met **Four (4)** times on **16 June 2020, 05 September 2020, 24 November 2020 & 02 January 2021** during the financial year ended 31<sup>st</sup> March 2021.

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

| NAME OF MEMBERS             | CATEGORY/<br>DESIGNATION | NO. OF MEETINGS |          |
|-----------------------------|--------------------------|-----------------|----------|
|                             |                          | HELD            | ATTENDED |
| Ms. Moni                    | Chairperson              | 4               | 4        |
| Mr. Ram Sunder              | Member                   | 4               | 4        |
| *Mr. Parmanand              | Member                   | 3               | 3        |
| Chaubey                     | Member                   | 1               | 1        |
| *Mr. Daya Shankar<br>Mandal |                          |                 |          |

\*Mr. Daya Shankar Mandal, Director of the Company has resigned from the office on 17<sup>th</sup> June 2020. As a result of this committee has been reconstituted and Mr. Parmanand Chaubey has been appointed as a member of the Committee.

### **c. Stakeholders' Relationship Committee:**

The Stakeholders Relationship Committee comprises three members out of which two including Chairperson of the Committee are Independent Directors. During the year **Two (2)** meeting of the Stakeholders Relationship Committee meeting was convened and held on **04 September 2020** and **04 January 2021**.

### **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:**

During the Financial year ended **2020-21**, **Two (2)** meeting of the Stakeholders Relationship Committee meeting was convened and held. The Date of Meeting is **04 September 2020 & 04 January 2021**.

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

| Name of Members  | Category/<br>Designation | No. of Meetings |          |
|------------------|--------------------------|-----------------|----------|
|                  |                          | Held            | Attended |
| Ms. Moni         | Chairperson              | 2               | 2        |
| Mr. Deepak Tyagi | Member                   | 2               | 2        |
| Mr. Ram Sunder   | Member                   | 2               | 2        |

\*Mr. Daya Shankar Mandal, Director of the Company has resigned from the office on

**17<sup>th</sup> June 2020. As a result of this committee has been reconstituted and Mr. Ram Sunder has been appointed as a member of the Committee.**

|  |  |
|--|--|
| <b>Name of the Compliance Officer:</b> | <b>Ms. Shikha (Till 21.11.2020)<br/>Mr. Akash Chopra (w.e.f. 02.01.2021)</b> |
| <b>Registered Address:</b>             | <b>R-815, New Rajinder Nagar, New Delhi-110060</b>                           |
| <b>E- mail ID:</b>                     | <b>genesislimited1995@gmail.com</b>  |

**Complaint/Investor Grievances:**

During the year, No complaint received from any shareholder as on basis of SEBI Score records. As a result of this no Investor Grievances pending with the Company.

**d. Risk Management Committee:**

The Risk Management Committee comprises three members out of which two including Chairperson of the Committee are Independent Directors. During the Year, **Two (2)** Risk Management Committee Meetings was 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.

**Meetings of the Committee:**

During the year, **Two (2)** meetings of this committee on held on **04 September 2020 & 04 January 2021.**

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

| NAME OF MEMBERS         | CATEGORY/ DESIGNATION | NO. OF MEETINGS |          |
|-------------------------|-----------------------|-----------------|----------|
|                         |                       | HELD            | ATTENDED |
| <b>Ms. Moni</b>         | Chairperson           | 2               | 2        |
| <b>Mr. Deepak Tyagi</b> | Member                | 2               | 2        |
| <b>*Mr. Ram Sunder</b>  | Member                | 2               | 2        |
|                         |                       | -               | -        |

**\*Mr. Daya Shankar Mandal, Director of the Company has resigned from the office on 17<sup>th</sup> June 2020. As a result of this committee has been reconstituted and Mr. Ram Sunder has been appointed as a member of the Committee.**

**3. GENERAL BODY MEETINGS:**

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

mentioned below:

| YE<br>A<br>R | DATE       | VENUE  | TIME       |
|--------------|------------|--|------------|
| 2020         | 19.08.2020 | AGM held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") | 01:00 P.M. |
| 2019         | 20.09.2019 | R-815, New Rajinder Nagar, New Delhi 110060                                    | 02:00 P.M  |
| 2018         | 24.07.2018 | 203, Aman Chamber, Pusa Road, Rajendra Place Metro Station, New Delhi -110060  | 02:00 P.M  |

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

#### 4. 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 ended 31.03.2021   | Open Search (Hindi Daily) Open Search (English Daily)                                  |
| Unaudited Financial Results for the Quarter ended on 31.12.2020                                   | Dainik Mahalakshmi Bhagyodaya (Hindi News Paper) and Money Makers (English News Paper) |
| Unaudited Financial Results for the Quarter ended on 30.09.2020                                   | Dainik Mahalakshmi Bhagyodaya (Hindi News Paper) and Money Makers (English News Paper) |
| Unaudited Financial Results for the Quarter ended on 30.06.2020                                   | Dainik Mahalakshmi Bhagyodaya (Hindi News Paper) and Money Makers (English News Paper) |
| Publication of Notice of AGM held on 19 <sup>th</sup> August 2020 for the Financial Year 2019-20. | Dainik Mahalakshmi Bhagyodaya (Hindi News Paper) and Money Makers (English News Paper) |

The audited yearly / unaudited quarterly results of the Company are also displayed on the website of the Company at [www.genesisdevelopersholdings.com](http://www.genesisdevelopersholdings.com) as per the requirements of the Regulation 46 (2) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the website of the Company is regularly updated.

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

#### 5. GENERAL SHAREHOLDERS INFORMATION:

##### a. 26<sup>th</sup> Annual General Meeting:

**Date:** 30.09.2021

**Time:** 01:00 P. M.

**Venue:** Through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)

**b. Date of Book Closure:**

The Company’s Register of Members and Share Transfer Books will remain close from, **24<sup>th</sup> September 2021 to 30<sup>th</sup> September 2021 (both days inclusive).**

**c. Financial Year:**

**1<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2021.**

**d. Dividend:**

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

**e. Registered Office:**

**W.E.F. 11.04.2019:** R-815, New Rajinder Nagar, New Delhi-110060

**f. Stock Exchanges and Fees:**

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

**g. Scrip Code:**

MSEI Symbol is **GDHL**.

**h. Market Price Data:**

There has been no trading in MSEI during the year **2020-21**.

**i. Suspensions Details**

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

**j. Registrar**

***Bigshare Services Pvt. Ltd.***, 302, Kushal Bazar, 32-33, Nehru place, New Delhi-110019, 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 lodgement 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 40 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 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations'2015 (f), has designated the following e-mail IDs, namely [genesislimited1995@gmail.com](mailto:genesislimited1995@gmail.com) for the purpose of registering complaints, if any, by the investors and expeditious redressal of their grievances.
- Shareholders are, therefore, requested to correspond with the RTA for transfer / transmission of shares, change of address and queries pertaining to their shareholding, dividend, etc., at their address given in this report.

**l. Shareholding Pattern as on 31<sup>st</sup> March 2021:**

| CATEGORY                          | NO. OF SHARE HOLDERS | NO. OF SHARES (FACE VALUE OF RS. 10/-EACH) IN PHYSICAL | NO. OF SHARES IN DEMAT FORM | % OF SHARE HOLDING |
|-----------------------------------|----------------------|--|-----------------------------|--------------------|
| Promoters                         | --                   | -  | -                           | -                  |
| Body Corporate                    | 14                   | 4765200  | 4533070                     | 58.36              |
| NRI/OCBs/ Clearing Members/ Trust | -                    | -  | -                           | -                  |
| Bank/ Financial Institutions      | -                    | -  | -                           | -                  |
| Indian Public                     | 902                  | 34,00,000  | 20,81,600                   | 41.64              |
| HUF                               | -                    | -  | -                           | -                  |
| <b>Total</b>                      | <b>916</b>           | <b>8165200</b>   | <b>66,14,670</b>            | <b>100</b>         |

**m. Distribution Schedule of Shareholding as on March 31, 2021:**

| SHAREHOLDING OF NOMINAL VALUE |        | NO. OF SHARE HOLDER | % OF SHARE HOLDER | NO OF SHARES HELD | % OF SHARE HOLDING |
|-------------------------------|--------|---------------------|-------------------|-------------------|--------------------|
| (RS.)                         | (RS.)  |                     |                   |                   |                    |
| 1                             | 5000   | 80                  | 8.77              | 304000            | 0.3784             |
| 5001                          | 10000  | 725                 | 78.97             | 7082000           | 8.6734             |
| 10001                         | 20000  | 26                  | 2.83              | 391000            | 0.4789             |
| 20001                         | 30000  | 29                  | 3.15              | 815000            | 0.9981             |
| 30001                         | 40000  | 8                   | 0.871             | 280000            | 0.3429             |
| 40001                         | 50000  | 2                   | 0.2179            | 91000             | 0.1114             |
| 50001                         | 100000 | 9                   | 0.98              | 589000            | 0.7214             |
| 100001                        | ABOVE  | 39                  | 4.2484            | 72100000          | 88.3016            |
| <b>TOTAL</b>                  |        | <b>918</b>          | <b>100.0</b>      | <b>8165200</b>    | <b>100</b>         |

**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 81.01% of the Company's Paid-up Share Capital is in dematerialized form and balance 18.98% is in physical form as on 31<sup>st</sup> March 2021.

o. **ADR/GDR:**

The Company has 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 securities in the capital market, 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 Private Limited**

302, Kushal Bazar, 32-33, New Place, New Delhi-110019

Tel No: 011-42425004

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

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

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

6. **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 as per Companies Act, 2013. 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 amended 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 amended 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 amended/updated Whistle Blower Policy is available on the website of the Company i.e. [www.genesisdevelopersholdings.com](http://www.genesisdevelopersholdings.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 on Corporate Governance to the Board of Directors as required by Regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirement) 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 agrees 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:**

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.genesisdevelopersholdings.com](http://www.genesisdevelopersholdings.com). The Declaration by the Chairperson and Managing Director of the Company forms part of this Report.

**DECLARATION BY THE CEO/CFO/MD 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 31st March 2021.

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

**Place: New Delhi**  
**Date: 03.09.2021**

**(Babita Jain)**  
**(Chief Financial Officer)**

**(Deepak Tyagi)**  
**(Managing Director)**  
**DIN: 02760361**



## **CEO/CFO/MD CERTIFICATION**

The Managing Director and Chief Financial Officer have certified, in terms of Part B of Schedule II of the SEBI (LODR) Regulations, 2015 to the Board that the Financial Statements present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards. The said certification of the Financial Statements and the Cash Flow Statement for the financial year 2020-21 is enclosed below.

I, **Deepak Tyagi**, Managing Director and **Babita Jain**, Chief Financial officer of the 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 **31.03.2021** and that to the best of my knowledge and belief:
- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - 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 has been entered into by the company during the years that are fraudulent, illegal or violate the company's Code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit committee deficiencies in the design and operations of such internal controls, if any, of which I am aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the auditors and the Audit Committee:
- Significant changes in the internal control over financial reporting during the year under reference.
  - Significant changes in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements and
  - 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.

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

**Place: New Delhi**  
**Date: 03.09.2021**

**(Babita Jain)**  
**(Chief Financial Officer)**

**(Deepak Tyagi)**  
**(Managing Director)**  
**DIN: 02760361**

# **CERTIFICATE ON CORPORATE GOVERNANCE**

To  
The Board of Directors  
**Genesis Developers and Holdings Limited**  
R-815, New Rajinder Nagar,  
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, 2021**. 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 MAK & Co.,**  
**Chartered Accountants**  
**FRN-028454N**

**CA Ravinder Kumar**  
**(Partner)**  
**M. No. 532458**  
**Place: New Delhi**  
**Date:03.09.2021**

## **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.

### **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**

### **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 on 31<sup>st</sup> March, 2021  
[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 HOLDINGS LIMITED**

(L67190DL1995PLC069768)

R-815 New Rajinder Nagar New Delhi North East DI 110060

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GENESIS DEVELOPERS AND HOLDINGS LIMITED** (L67190DL1995PLC069768) (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my/our verification of the **GENESIS DEVELOPERS AND HOLDINGS LIMITED** (L67190DL1995PLC069768) (name 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/We hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **GENESIS DEVELOPERS AND HOLDINGS LIMITED** (L67190DL1995PLC069768) ("the Company") for the financial year ended on 31<sup>st</sup> March, 2021 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;  
*Not applicable for External Commercial Borrowings as there was no reportable event during the financial year under review.*
- (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, 2015;

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *Not applicable as there was no reportable event during the financial year under review.*
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *Not applicable as there was no reportable event during the financial year under review.*
- (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; *The company has appointed RTA.*
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and: *Not applicable as there was no reportable event during the financial year under review.*
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *Not applicable as there was no reportable event during the financial year under review.*
- (i) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015. *The Company has followed the Regulation to extend is applicable.*
- (vi) Laws specifically applicable to the Industry to which the Company specifically belongs, as identified by the management, that is to say: *The Company has complied various laws i.e Companies Act, 2013, Income Tax Act, 1961, SEBI Act & Regulations, FEMA Act & Regulations etc.*
- (vii) Various Labour Laws and rules made thereunder;

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) SEBI (LODR) Regulations, 2015 entered into by the Company with the Stock Exchanges.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- a. *The Provisions of section 186 of the Companies Act, 2013 is applicable to the Company.*
- b. *The Board has Independent Director in the Company in compliance of Sub Section 4 of Section 149 of the Companies Act, 2013 and rules made there under.*
- c. *The Board has CFO in the Company in compliance of Section 203 of the Companies Act, 2013 and rules made there under.*
- d. *The Board has appointment of Company Secretary in the Company in compliance of Section 203 of the Companies Act, 2013 and rules made there under.*

**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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

**Amod Kumar**  
**Practicing Company Secretary**  
**FCS No: 8797**

**C.P. No. 10181**  
**UDIN: F008797C000857326**

**Date: 30.08.2021**  
**Place: Delhi**

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 of  
Genesis Developers and Holdings Limited

(L67190DL1995PLC069768)

R-815 New Rajinder Nagar New Delhi North East DI 110060

**Subject: 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. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processed as were appropriate to obtain reasonable assurance about the correctness of the content of the Secretarial records. The verification was done on to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Where ever required, I have obtained the Management Representation about the compliance of Laws, rules, regulations and happening of events etc.
5. The compliance of provision of Corporate and other allocable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to future validity of the company nor of the efficiency or effectiveness with which management has conducted the affairs of the Company.

**Amod Kumar**  
**Practicing Company Secretary**  
**FCS No: 8797**

**C.P. No. 10181**  
**UDIN: F008797C000857326**

**Date: 30.08.2021**  
**Place: Delhi**

**Annexure-V**

# FORM NO. MGT-9 EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31/03/2021

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

## I. REGISTRATION AND OTHER DETAILS:

|       |                                  |   |
|-------|----------------------------------|---|
| i.    | <b>CIN</b>                       | L67190DL1995PLC069768   |
| ii.   | <b>Registration Date</b>         | 14/06/1995  |
| iii.  | <b>Name of Company</b>           | <b>Genesis Developers and Holdings Limited</b>  |
| iv.   | <b>Category of Company</b>       | Having Share Capital  |
| v.    | <b>Sub-Category of Company</b>   | Indian Non-Government Company   |
| vi.   | <b>Address of Company</b>        | R-815 New Rajinder Nagar New Delhi North East DL 110060                                 |
| vii.  | <b>Listed/Unlisted</b>           | Listed  |
| viii. | <b>Name &amp; Address of RTA</b> | Bigshare Services Pvt. Ltd.<br>302 Kushal Bazar, 32-33, Nehru Place, New Delhi - 110019 |

## II. PRINCIPAL BUSINESS ACTIVITIES 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

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

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



### i. Category-wise share Holding

| Category of Shareholders                         | No. of shares held at the end of the year |          |       |                   | No. of shares held at the Beginning of the year |          |       |                   | % Change during the year |
|--|---|----------|-------|-------------------|---|----------|-------|-------------------|--------------------------|
|  | Demat                                     | Physical | Total | % of Total Shares | Demat   | Physical | Total | % of Total Shares |                          |
| <b>A. PROMOTERS</b>                              |   |          |       |                   |   |          |       |                   |                          |
| 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) 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>B. PUBLIC SHARE HOLDING</b>                   |   |          |       |                   |   |          |       |                   |                          |
| 1. Institutions                                  |   |          |       |                   |   |          |       |                   |                          |
| a) Mutual Funds                                  | 0   | 0        | 0     | 0                 | 0   | 0        | 0     | 0                 | 0                        |
| 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                        |

|   |                |                |                |            |                |                |                |            |          |
|---|----------------|----------------|----------------|------------|----------------|----------------|----------------|------------|----------|
| <b>h) Foreign Venture Capital Funds</b>   | 0              | 0              | 0              | 0          | 0              | 0              | 0              | 0          | 0        |
| <b>i) Others (specify)</b>  | 0              | 0              | 0              | 0          | 0              | 0              | 0              | 0          | 0        |
| <b>Sub-total (B)(1):-</b>   | 0              | 0              | 0              | 0          | 0              | 0              | 0              | 0          | 0        |
| <b>2.Non-Institutions</b>   |                |                |                |            |                |                |                |            |          |
| <b>a) Bodies Corp.</b>  |                |                |                |            |                |                |                |            |          |
| <b>(i) Indian</b>   | 4533070        | 229430         | 4765200        | 58.36      | 4388670        | 232130         | 4620800        | 56.59      | 0        |
| <b>(ii) Overseas</b>  | 0              | 0              | 0              | 0          | 0              | 0              | 0              | 0          | 0        |
| <b>b) Individuals</b>   |                |                |                |            |                |                |                |            |          |
| <b>i) Individual Shareholders Holding nominal share capital up to Rs. 2 lakhs</b>   | 0              | 953200         | 953200         | 11.67      | 0              | 953200         | 953200         | 11.67      | 0        |
| <b>ii) Individuals shareholder holding nominal share capital excess of Rs.2lakh</b> | 2081600        | 365200         | 2446800        | 29.97      | 2226000        | 365200         | 2591200        | 31.73      | 0        |
| <b>c) Others (Specify)</b>  | 0              | 0              | 0              | 0          | 0              | 0              | 0              | 0          | 0        |
| <b>sub-total (B) (2):-</b>  | 6614670        | 1318400        | 8165200        | 100        | 6614670        | 1550530        | 8165200        | 100        | 0        |
| <b>Total Public Shareholding (B)=(B) (2)</b>  | <b>6614670</b> | <b>1318400</b> | <b>8165200</b> | <b>100</b> | <b>6614670</b> | <b>1550530</b> | <b>8165200</b> | <b>100</b> | <b>0</b> |
| <b>C. Share held by Custodian for GDRs &amp; ADRs- NIL</b>                          |                |                |                |            |                |                |                |            |          |
| <b>Grand Total (A+B+ C)</b>   | <b>6614670</b> | <b>1318400</b> | <b>8165200</b> | <b>100</b> | <b>6566470</b> | <b>1598730</b> | <b>8165200</b> | <b>100</b> | <b>0</b> |

### ii. Category-wise share Holding

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

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

| Particulars | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|-------------|---|----------------------------------|---|----------------------------------|
|             | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |
| NIL         |   |                                  |   |                                  |

|  |      |      |      |      |
|--|------|------|------|------|
| At the beginning of the year   | 0.00 | 0.00 | 0.00 | 0.00 |
| Date wise Increase / Decrease in Shareholding 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)**

| For Each of the Top 10 Shareholders   | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                           |
|---|---|----------------------------------|---|---------------------------|
|   | No. of Shares                             | % of total shares of the company | No. of shares                           | % of total of the company |
| At the beginning of the year  | 4818000                                   | 59.0                             | 4818000                                 | 59.0                      |
| Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer /bonus/sweat equity etc.) | 53800                                     | 0.65                             | 53800                                   | 0.65                      |
| At the end of year (or on the date of separation during the year)   | 4871800                                   | 59.66                            | 4871800                                 | 59.66                     |

**v. SHAREHOLDING OF DIRECTOR AND KEY MANAGERIAL PERSONNEL:**

| For Each of the Directors and KMP   | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|---|---|----------------------------------|---|----------------------------------|
|   | No. of Shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |
| At the beginning of the year  | 499000                                    | 6.11                             | 499000                                  | 6.11                             |
| Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer /bonus/sweat equity etc.) | <b>149700</b>                             | <b>1.83</b>                      | <b>149700</b>                           | <b>1.83</b>                      |
| At the end of year  | 648700                                    | 7.94                             | 648700                                  | 7.94                             |

**vi. INDEBTEDNESS**

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

payment

| Particulars   | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|----------------------------------|-----------------|----------|--------------------|
| <b>Indebtedness at the beginning of the year</b>        |                                  |                 |          |                    |
| (i) Principal Amount                                    | -                                | 128425          | -        | 128425             |
| (ii) Interest due but not paid                          | -                                | -               | -        | -                  |
| (iii) Interest accrued but not due                      | -                                | -               | -        | -                  |
| <b>Total (i+ii+iii)</b>                                 | -                                | -               | -        | -                  |
| <b>Change in Indebtedness during the financial year</b> |                                  |                 |          |                    |
| Ø Addition  | -                                | 509000          | -        | 509000             |
| Ø Reduction   | -                                | 128425          | -        | 128425             |
| <b>Net Change</b>                                       | -                                | 509000          | -        | 509000             |
| <b>Indebtedness at the end of the financial year</b>    |                                  |                 |          |                    |
| (i) Principal Amount                                    | -                                | 509000          | -        | 509000             |
| (ii) Interest due but not paid                          | -                                | -               | -        | -                  |
| (iii) Interest accrued but not due                      | -                                | -               | -        | -                  |
| <b>Total (i+ii+iii)</b>                                 | -                                | 509000          | -        | 509000             |

#### REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Remuneration to Managing Director, Whole -time Directors and / or Manager:

| S. No. | Particulars of Remuneration  | Name of MD/WTD/Manager |       |      |     | Total Amount |
|--------|--|------------------------|-------|------|-----|--------------|
|        |  | ----                   | ----- | ---- | --- |              |
| 1.     | Gross Salary   |                        |       |      |     |              |
|        | (a) Salary as per provisions contained in section 17(1) of the Income -tax Act, 1961 | -                      | -     | -    | -   | -            |
|        | (b) Value of perquisites u/s 17(2) Income tax Act, 1961                              | -                      | -     | -    | -   | -            |
|        | (c) Profit in lieu of salary under section 17(3) Income tax Act, 1961                | -                      | -     | -    | -   | -            |
| 2.     | Stock Option   | -                      | -     | -    | -   | -            |
| 3.     | Sweat Equity   | -                      | -     | -    | -   | -            |
| 4.     | Commission   |                        |       |      |     |              |
|        | - As % of profit   | -                      | -     | -    | -   | -            |
|        | - others, Specify...   | -                      | -     | -    | -   | -            |
| 5.     | Others, please specify   | -                      | -     | -    | -   | -            |
| 6.     | Total (A)  | -                      | -     | -    | -   | -            |
| 7.     | Ceiling as per the Act   | -                      | -     | -    | -   | -            |

Remunerations to others Director

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

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

| S.No. | Particular of Remuneration   | Key Managerial Personnel |  |     |       |
|-------|--|--------------------------|--|-----|-------|
|       |  | CEO                      | Company Secretary  | CFO | Total |
| 1.    | Gross Salary   |                          |  |     |       |
| (a)   | Salary as per provisions contained in section 17(1) of the Income - tax Act,1961 | -                        | <b>Shikha<br/>Rs. 69,625/-<br/>Akash Chopra<br/>Rs. 44,516/-</b> | -   | -     |
| b)    | Value of perquisites u/s 17(2) Income tax Act,1961                               | -                        | -  | -   | -     |
| c)    | Profit in lieu of salary under section 17(3) Income tax Act,1961                 | -                        | -  | -   | -     |
| 2.    | Stock Option   | -                        | -  | -   | -     |
| 3.    | Sweat Equity   | -                        | -  | -   | -     |
| 4.    | Commission<br>- As % of profit<br>- Others specify                               | -                        | -  | -   | -     |
| 5.    | Others, please specify   | -                        | -  | -   | -     |
|       | <b>Total</b>   | -                        | -  | -   | -     |

#### PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

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