

GENESIS DEVELOPERS AND HOLDINGS LIMITED

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

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the Company will be held on Wednesday, 19th Day of September, 2018 at 11.00 a.m. at 203, Aman Chamber, Pusa Road, Rajendra Place Metro Station, New Delhi 110060 to transact the following businesses:

ORDINARY BUSINESS:

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

“RESOLVED THAT the Audited Balance Sheet as at 31st March, 2018 and Statement of Profit and Loss for the year ended on that date, together with the Directors’ Report and Auditors’ Report thereon as presented to the meeting, be and the same are hereby, approved and adopted”.

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

“RESOLVED THAT Mr. Daya Shankar Mandal (DIN: 06977830), Director of the Company, retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company”.

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

“RESOLVED THAT pursuant to sections 139 to 142 and other applicable provisions, of the Companies Act, 2013 and the rules made there under, as amended from time to time, the company here by appoint M/s Bhutani & Associates, Chartered Accountants (FRN - 025906N), as statutory auditors of the company, to hold office from the conclusion of this AGM until the conclusion of 27th Annual General Meeting of the company, subject to ratification in the consecutives AGM, to examine and audit the accounts of the company upto the Financial Year 2021-2022 at such remuneration as may be mutually agreed between the Board of directors and auditors.”

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and relevant provisions of SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ram Sunder (DIN: 06977834), who was appointed by the Board of Directors as an Additional Director with effect from 06th Day of July, 2018 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 ("Act") and in respect of whom the Company has received a notice in writing from himself under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an independent Director of the Company."

For Genesis Developers and Holdings Limited



Deepak Tyagi
Managing Director
DIN No.: 02760361

Place: New Delhi
Date: 18.08.2018

NOTES

- (i) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE AT A POLL INSTEAD OF HIMSELF/HERSELF AND THAT A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN (10) % OF THE TOTAL SHARE CAPITAL OF THE COMPANY.**
- (ii) The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the meeting, is annexed herewith.
- (iii) Corporate Members intending to send their respective authorized representative are requested to send a duly certified copy of the Board/ Governing Body resolution authorizing such representative to attend and vote at the Annual General Meeting.
- (iv) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- (v) Pursuant to the provisions of Section 91 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation's 2015, the Register of Members and Share Transfer Books of the Company will remain closed from 12th September, 2018 to 19th September, 2018 (both days inclusive).
- (vi) Details under Regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirement) Regulation's 2015 in respect of the Directors seeking appointment or re-appointment at the Annual General Meeting, forms integral part of the Notice. The Directors have furnished the requisite declarations for their appointment.
- (vii) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members who are holding shares in physical forms are requested to notify changes in their respective address/ Bank Mandate/ National Electronic Clearing Service (NECS) details, if any, to Company's Registrar i.e. Bigshare Services Pvt. Ltd., E4/8, First Floor, Jhandewalan Extension, New Delhi-110055. Beneficial owners holding shares in electronic form are requested to intimate change in address/ Bank Mandate/ National Electronic Clearing Service (NECS) details, if any, to their respective Depository Participants (DP). Members are requested to register/ update their e-mail addresses with the Registrar in case of shares held in physical form and with their respective Depository Participants in case shares are held in electronic form.

- (viii) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.
- (ix) Electronic copy of the 23rd Annual Report for financial year 2017-18 along with the Notice of the Annual General Meeting of the Company (including Attendance Slip and Proxy Form) is being sent to all the members whose email IDs are registered with the Registrar/ Depository Participants (s) unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the financial year 2017-18 along with Notice of the 23rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent by other permissible modes.
- (x) Members may also note that the Notice of the 23rd Annual General Meeting and the Annual Report for the financial year 2017-18 will also be available on the Company's website www.genesisdevelopersholdings.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on all working day. Even after registering for e-communication, members are entitled to receive communication in physical form, upon making a request for the same, by any permissible mode free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: genesislimited1995@gmail.com.
- (xi) Pursuant to the provisions of Section 72 of the Companies Act 2013, the member(s) holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Member(s) holding shares in demat form may contact their respective Depository Participant for availing this facility.
- (xii) All documents referred to in the Notice and Explanatory Statement is open for inspection at the registered office of the Company during normal business hours on all working day.
- (xiii) The Register of Director and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and Register of Contracts or Arrangements in which directors are interested under section 189 will be made available for inspection by members of the Company at the meeting.
- (xiv) Members are requested to get their physical form securities in dematerialize form upto the date December 5, 2018 through their Depository Participants as Per the SEBI Circular no. SEBI/Cir /ISD/1/2010 dated September 2, 2010 read with Circular No. SEBI/cir/ ISD/2/2010 dated October 26, 2010 and SEBI Circular no. SEBI/cir/ ISD/1/2012 dated March 30, 2012, thereafter the transfer of securities is only valid through the dematerialization process.

VOTING THROUGH ELECTRONICS MEANS

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

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

The Notice of the 23rd Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or www.genesisdevelopersholdings.com. The facility for voting through Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

Procedure to login to E- Voting website

1. 1. 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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step1 is mentioned below:

How to Log-into 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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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.nsd.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 :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|--|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID 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 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 For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***. |

5. Your password details 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 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, your 'initial password' is communicated to you on your postal address.
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.nsd.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.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 mentioning your demat account number/folio number, your PAN, your name and your registered address.

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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of Genesis Developers and Holdings Limited to cast your vote online from September 16, 2018 (09:00 a.m.) to September 18, 2018 (05:00 p.m.).
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 Fcs.chirag@gmail.com with a copy marked to 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 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 or call on toll free no.: 1800-222-990 or send a request atevoting@nsdl.co.in.

Other Information

1. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Tuesday, September 11, 2018.
2. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
3. Shareholders of the Company, holding either in physical form or in dematerialized form, as on the cut-off date of Tuesday, September 11, 2018 may only cast their vote at the 23rd Annual General Meeting.
4. Mr. Chirag Singla, Practicing Company Secretary (Membership No.: ACS 50931, C.P. No.: 18463) has been appointed as the Scrutinizer for the Purpose of Annual General Meeting.
5. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the voting cast at the meeting and make a Scrutinizer's Report of the votes cast in favour or against, if any, and to submit the same to the Chairman of the AGM not later than three working days from the conclusion of the AGM.
6. The Results shall be declared forthwith after the submission of Scrutinizer's Report either by Chairman of the Company or by any person authorized by him in writing and the resolutions shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
7. The Results declared along with the Scrutinizer's Report will be available on the website of the Company www.genesisdevelopersholdings.com after the declaration of the results by the Chairman.

For Genesis Developers and Holdings Limited



Deepak Tyagi
Managing Director
DIN No.: 02760361

Place: New Delhi
Date: 18.08.2018

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Regularization of the Appointment of Mr. Ram Sunder (DIN: 06977834), as an Independent Director of the Company

Mr. Ram Sunder (DIN: 06977834) was appointed as an Additional Director of the Company by the Board of Directors in accordance with the provisions of the section 161 of the Companies Act, 2013. Pursuant to section 161 of the Companies Act, 2013, the above Director holds office up to the date of ensuing Annual General Meeting.

The Board feels that presence of Mr. Ram Sunder (DIN: 06977834) on the Board would be beneficial to the Company and hence recommend appointed independent Director passing the resolution as an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the company / their relatives is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Directors recommend the resolution for approval by the members.

DETAILS OF DIRECTORS RETIRING BY ROTATION AND SEEKING RE-APPOINTMENT

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

| | |
|--|--|
| Name of director | Daya Shankar Mandal |
| Nationality | Indian |
| Date of Appointment | 08/09/2015 |
| Qualifications | graduate |
| Number of Shares held in the Company | 0 |
| Expertise in specific Functional areas | finance |
| Director of other Companies (excluding foreign Companies) | Avail Holding Limited Blue Bell Finance Ltd Mascot Securities Limited Genesis Developers And Holdings Limited Worldlink Telecom Limited Pelicon Finance And Leasing Ltd Finage Leasing And Finance (India) Limited Edoptica Retail India Limited Solomon Holdings Private Limited. |
| Relationship between Director Inter se | No |

ATTENDANCE SLIP

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

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

I hereby record my Presence at the 23rd Annual General Meeting of the Company being held on **Wednesday, the 19th September, 2018 at 11.00 A.M.** at 203, Aman Chamber, Pusa Road, Rajendra Place Metro Station New Delhi -110060 IN and at any adjournment thereof.

| Signature of the Shareholder | Signature of the Proxy |
|------------------------------|------------------------|
| | |

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

FORM NO. MGT-11

PROXY FORM

[PURSUANT TO SECTION 105(6) OF THE COMPANIES ACT, 2013 AND RULE 19(3) OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]

CIN: L67190DL1995PLC069768

Name of the company: GENESIS DEVELOPERS AND HOLDINGS LIMITED

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

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

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

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

or failing him

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

or failing him

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

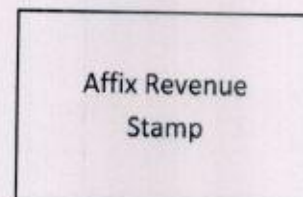
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual general meeting of the company, to be held on Wednesday 19th September, 2018 at 11:00 A.M. at 203, Aman Chamber, Pusa Road, Rajendra Place Metro Station New Delhi Central Delhi DL 110060 IN and at any adjournment thereof in respect of such resolutions as are indicated below:

| S. No. | Resolutions |
|--------------------------|--|
| Ordinary Business | |
| 1 | Ordinary Resolution for approval and adoption of Audited Financial Statements as at 31 st March, 2018 and Statement of Profit and Loss for the year ended on that date, together with the Director's Report and Auditor's Report. |
| 2 | Ordinary Resolution for re- appointment of Mr. Daya Shankar Mandal (DIN: 06977830), liable to retire by rotation, eligible and offers himself for re-appointment, as a Director of the Company. |
| 3 | Ordinary Resolution for the appointment M/s Bhutani & associates, Chartered Accountants (FRN -025906N), as Statutory Auditor of the company to hold office from the conclusion of this meeting until the conclusion of 27 th Annual General Meeting of the company, subject to ratification in consecutive AGM, on such remuneration as may be fixed in this behalf by the Board of Directors of the Company. |
| Special Business | |
| 1 | Regularization of appointment of Mr. Ram Sunder (DIN: 06977834), who was appointed as an additional director and his term expires at this ensuing annual general meeting, as an Independent Director of the Company and eligible and offers himself for re-appointment. |

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

Signature of shareholder

Signature of Proxy holder(s)



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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

GENESIS DEVELOPERS AND HOLDINGS LIMITED

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FORM NO. MGT-12 POLLING PAPER

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

Date and Time of AGM: Wednesday, 19th day of September, 2018 at 11:00 A.M.

BALLOT PAPER

| S. No. | Particulars | Details |
|--------|--|---------|
| 1. | Name of the First Named Shareholder (In block letters) | |
| 2. | Postal address | |
| 3. | Registered folio No./*Client ID No. | |
| 4. | Class of Share | |

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

| S. No. | Resolution | Number of shares held | I assent to the resolution | I dissent from the resolution |
|--------------------------|--|-----------------------|----------------------------|-------------------------------|
| Ordinary Business | | | | |
| 1. | Adoption of Financial Statements for the year ended March 31, 2018 along with Auditor's and Director's Report thereon | | | |
| 2. | Re-appointment of Mr. Daya Shankar Mandal (DIN 06977830), liable to retire by rotation, as a Director of the Company | | | |
| 3. | Appointment of M/s Bhutani & Associates, Chartered Accountants (FRN: 025906N) as the Statutory Auditors of the Company | | | |
| Special Business | | | | |
| 4. | Regularization of Mr. Ram Sunder (DIN: 06977834) as an Independent Director of the Company | | | |

Place:

Date:

(Signature of the shareholder)

ROUTE MAP

