

GENESIS DEVELOPERS AND HOLDINGS LIMITED

ANNUAL REPORT 2017-2018



GENESIS DEVELOPERS AND HOLDINGS LIMITED
Annual Report 2017-18

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CORPORATE INFORMATION

CIN:

L67190DL1995PLC069768

BOARD OF DIRECTORS:

Mr. Deepak Tyagi, Managing Director
Ms. Moni, Independent Director
Mr. Narendra Kumar Independent Director
Mr. Daya Shankar Mandal, Director

REGISTERED OFFICE:

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

SECRETARIAL AUDITOR:

M/s Ankur Sharma & Associates
(Company Secretaries)
A/29, Ground Floor, Near
Saraswati Garden, Ramesh Nagar, New
Delhi- 110015

INTERNAL AUDITOR

Mr. Anil Prakash

STATUTORY AUDITOR:

M/s Bhutani & Associates
(Chartered Accountants)
AD- 473/26 Jawahar Nagar,
Rohtak, Haryana-124001

BANKERS:

IDBI Bank, Punjabi Bagh, New Delhi

BOARD COMMITTEES:

Audit Committee:

Mr. Deepak Tyagi, Chairman
Mr. Narendra Kumar Member

Mr. Daya Shankar Mandal, Member
Stakeholders Relationship Committee:

Ms. Moni, Chairman
Mr. Ram Sunder, Member
Mr. Deepak Tyagi, Member

Nomination & Remuneration Committee:

Ms. Moni, Chairman
Mr. Narendra Kumar, Member
Mr. Daya Shankar Mandal, Member

Risk Management Committee:

Ms. Moni, Chairman
Mr. Ram Sunder, Member
Mr. Deepak Tyagi, Member
Mr. Daya Shankar Mandal, Member

INVESTOR COMPLIANT OFFICER

Mr. Deepak Tyagi
Managing Director
E-mail ID: genesislimited1995@gmail.com

REGISTRAR AND SHARE TRANSFER

AGENTS:

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

STOCK EXCHANGES WHERE THE SECURITIES OF THE COMPANY'S LISTED:

Metropolitan Stock Exchange of India
Limited (MSEI)

WEBSITE:

www.genesisdevelopersholdings.com

GENESIS DEVELOPERS AND HOLDINGS LIMITED

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

CIN: L67190DL1995PLC069768, **Contact No:** 011-25753857

E- Mail ID: genesislimited1995@gmail.com

Website: www.genesisdevelopersholdings.com

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the Company will be held on Wednesday, 19th Day of September, 2018 at 11.00 AM 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 consecutive 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 06thDay 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: 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. 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.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 :

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 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, 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.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on 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 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 to evoting@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: 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 upto 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.

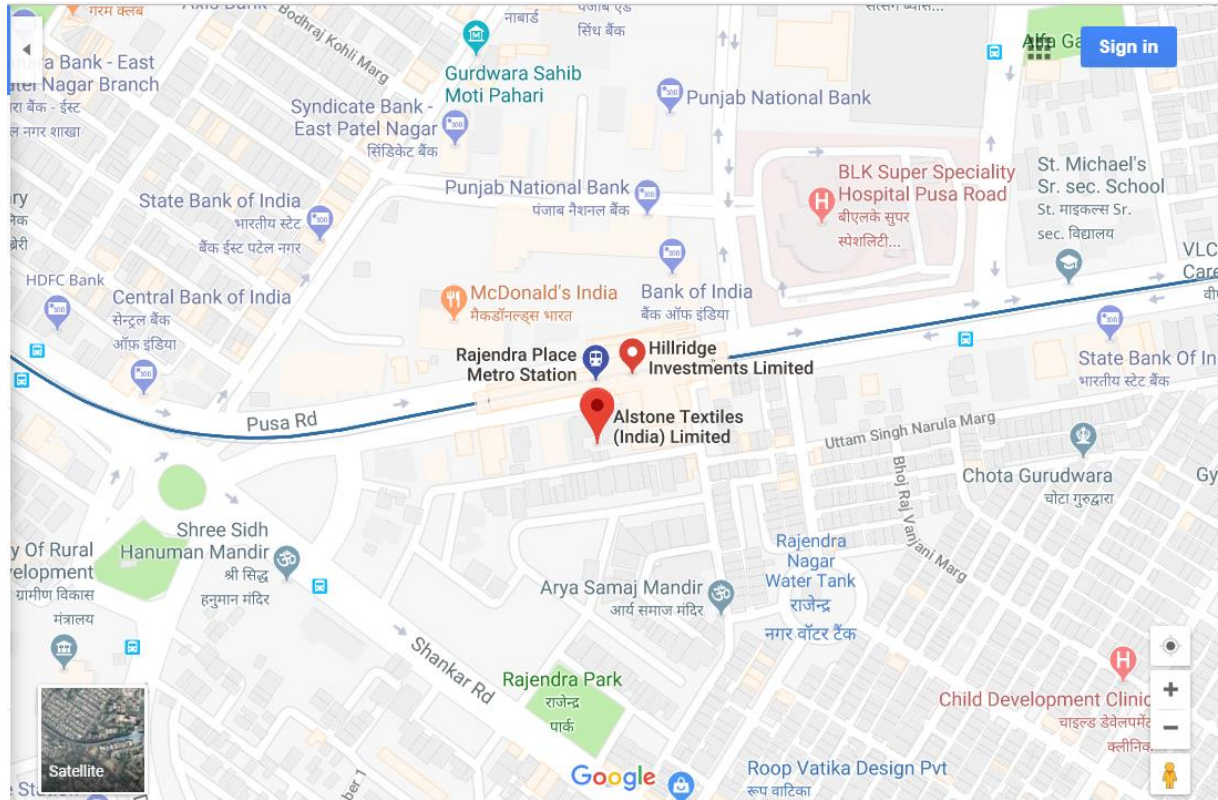
The Directors recommend the resolution for approval by the members.

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 DHSL Textiles (India) Limited Hillridge Investments Limited
Relationship between Director Inter se	No

ROUTE MAP



DIRECTOR'S REPORT

To,
The Members,
Genesis Developers and Holdings Limited

The Directors have pleasure in presenting before you the 23rd Annual Report on the business and operations of the Company along with the Audited Financial Statement for the financial year ended 31st March, 2018.

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 st March, 2018	31 st March, 2017
Total Income	-	-
Profit before Tax	(630)	(759)
Less: Provision for Tax	-	-
Current Tax	-	-
MAT Credit Entitlement	-	-
Deferred Tax	-	-
Net Profit after Tax	(630)	(759)

2. **STATE OF COMPANY AFFAIRS:**

During the financial year 2017-18, the Company has recorded no revenue. Company has incurred losses of (629)/-during the year as compared to losses of (759) in the last year. The Directors are optimistic about future performance of the Company.

*(Amount in thousands)

3. **WEB ADDRESS OF ANNUAL RETURN**

The web address where Annual Return of the Company for the Financial Year 2017-18 referred in sub-section (3) of Section 92 has been placed is mentioned below:

www.genesisdevelopersholdings.com

4. CHANGE IN NATURE OF BUSINESS:

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

5. DIVIDEND

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

6. TRANSFER TO GENERAL RESERVES:

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

7. SHARE CAPITAL:

The Paid up share capital as on 31st March, 2018 was ` 8,16,52,000 /- and Authorised Share Capital of ` 8,20,00,000 /-. There was no change in share capital during the year.

8. DEPOSITS:

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

9. HOLDING/SUBSIDIARY/ASSOCIATE/ JOINT VENTURE COMPANIES:

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

10. BOARD OF DIRECTORS:

a) *Re-Appointment of Directors*

In accordance with the provisions of the Companies Act, 2013 and the articles of association of the Company, Mr. Daya Shankar Mandal (DIN: 06977830), Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment; as a Director of the Company. The Board of Directors recommends their re-appointment.

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:

- (i) Mr. Deepak Tyagi, Managing Director

d) During the year 2017-2018 under review, following events took Place in the composition:

- (i) Ms. Moni appointed as additional Director on 23rd May 2017 and regularization on Annual General Meeting 21st September 2017.

e) 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.

11. NO. OF BOARD MEETINGS HELD:

The Board of Directors duly met Six (6) times during the financial year from 1st April, 2017 to 31st March, 2018. The dates on which meetings were held are as follows:

23rd May, 2017, 1st July, 2017, 4th August, 2017, 7th November, 2017, 7th February 2018 and 27th March, 2018.

12. DIRECTORS' RESPONSIBILITY STATEMENT:

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

- in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed;
- The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- The Directors have taken proper & sufficient care of the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for prevention & detecting fraud & other irregularities;
- The Directors have prepared the accounts for the year ended 31st March, 2018 on a going concern basis.
- The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- The directors had devised proper system to ensure compliance with the provision of all applicable laws and that such systems were adequate and operating effectively.

13. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

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

14. INTERNAL FINANCIAL CONTROL SYSTEM:

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

15. MANAGEMENT DISCUSSION ANALYSIS REPORT:

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

16. 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.**

17. AUDITORS:

a) *Secretarial Auditor:*

The Company has appointed M/s Ankur Sharma & Associates to hold the office of the Secretarial Auditors of the company and the Secretarial Audit Report.

• **Secretarial auditor's report**

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

• **Secretarial Auditor's Observations**

The qualification by the Secretarial auditor by his report attached in MR-3.

The Management clarified that the observation discussed by management for its Compliance.

b) *Internal Auditor:*

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

• **Internal Auditor's Report**

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

• **Internal Auditor's Observations**

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

c) *Statutory Auditors*

To appoint 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 27th Annual General Meeting, subject to ratification in consecutive AGM, on such remuneration as may be fixed in this behalf by the Board of Directors of the Company.

A Certificate from the Auditors has been received to the effect that their appointment, if made, would be within the limits prescribed under section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified to be appointed as statutory 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-IV** and forms part of the Annual Report.

- **Statutory Auditors Observations**

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

18. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The particulars of contracts or arrangements with related parties for the financial year 2017-18 are annexed herewith to the Financial Statements in Form No. AOC-2.

19. EXTRACT OF THE ANNUAL RETURN:

The Extract of the Annual Return for the year 2017- 2018 is being attached with the Directors report in Form No. MGT-9 marked as *Annexure-V*.

20. 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 2017-18, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18 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 2017-18	Ratio of remuneration of each Director / to median remuneration of employees	% increase in the median remuneration of Employees in the Financial Year 2017-18
1.	Deepak Tyagi Managing Director	NIL	NIL	NIL

Note: No sitting fees paid to Independent Directors and Non-executive director and hence not included in the abovetable.

1. The median remuneration of employees of the Company during the financial year was NIL.
2. Average percentile increase already made in the salaries of employees is NIL.
3. There were no permanent employees on the rolls of Company as on March 31, 2018.
4. Remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

21. HEALTH, SAFETY AND ENVIRONMENT PROTECTION:

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

22. HUMAN RESOURCES

People 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.

23. 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 2017-2018.

24. OTHER DISCLOSURES

Your Directors state that during the financial year 2017-18:

- 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.

25. COMPLIANCE

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

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 is in compliance with the Secretarial Standards.

27. 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. 75.14% of the Company's Paid-up Share Capital is in dematerialized form and balance 24.86% is in physical form as on 31st March, 2018.

28. 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 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 behavior. 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. In order to maintain the standards has adopted lays down this Whistle Blower Policy to provide a framework to promote responsible and secure whistle blowing.

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

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

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

The following is a summary of sexual harassment complaints received and disposed off during the year 2017-18.

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

30. DEVELOPMENT & IMPLEMENTATION OF RISK MANAGEMENT POLICY:

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

31. 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.

32. 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.

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

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings andoutgo 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 financialyear), 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 anyexpenditure onresearch and development.

(c)Foreign Exchange Earnings/ Outgo:

Foreign Exchange Earnings And Outgoings	31stMarch, 2018	31stMarch, 2017
Earnings in Foreign Currency (FOB Value of exports)	NIL	NIL
Expenditure in Foreign Currency	NIL	NIL

34. 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 forwardlooking statements, on the basis of any subsequent development, information or events or otherwise.

35. MAINTENANCE OF COST RECORDS

Maintenance of Cost Audit Records as specified by the Central Government under subsection (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 whole hearted co-operation and support at all times.

For Genesis Developers and Holdings Limited

Deepak Tyagi
Chairman & Managing Director
DIN: 02760361

Place: NEW DELHI
Date: 18.08.2018

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 (6,29,400.40)/-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.
- Unfavorable economic development.
- Market risk arising from changes in the value of financial instruments as a result of changes in market variables like interest rate and exchange rates.
-

E. RISK 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 the director. I confirm that the Company has in respect of the financial Year ended 31st March, 2018, received from the Senior Management team of the Company and the members of the Board, a declaration of Compliance with the code of Conduct as applicable to them.

I. DISCLOSURE OF ACCOUNTING TREATMENT

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

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

J. CAUTIONARY STATEMENT

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

CORPORATE GOVERNANCE REPORT

(As Required under Regulations of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015)

INTRODUCTION:

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

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

COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE:

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

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

1. BOARD OF DIRECTORS:

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

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

a) Meetings of Board of Directors:

There were 6 (Six) Board Meetings held during the year ended March 31st, 2018. The dates on which meetings were held are as follows:

23rdMay, 2017, 1stJuly, 2017, 4thAugust, 2017, 7th November, 2017, 7th February 2018 and 27thMarch, 2018.

The periodicity between two Board Meetings was within the maximum time gap as prescribed in the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 / Companies Act, 2013.

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

Name of Director	Number of Board Meetings under Tenure	
	Held	Attended
Mr. Deepak Tyagi	6	6
Ms. Moni	6	6
Mr. Narender Kumar	6	6
Mr. Daya Shankar Mandal	6	6

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.

Familiarization Programme for Directors:

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

The Familiarization Programme policy for the directors is given on the website of the company i.e. 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 also approval for payment for any other services.
- Reviewing the financial statements and draft audit report, including quarterly / half yearly financial information.
- Reviewing with management the annual financial statements before submission to the Board, focusing primarily on:
 - ❖ Any changes in accounting policies and practices;
 - ❖ Major accounting entries based on exercise of judgment by management;
 - ❖ Qualifications in draft audit report;
 - ❖ Significant adjustments arising out of audit;
 - ❖ Compliance with accounting standard;
 - ❖ Compliance with stock exchange and legal requirements concerning financial statements;
 - ❖ Any related party transactions as per Accounting Standard 18.
 - ❖ Reviewing the Company's financial and risk management policies.
 - ❖ Disclosure of contingent liabilities.
 - ❖ Reviewing with the management, external and internal auditors and the adequacy of internal control systems.

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

Meetings of the Committee:

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

The Audit Committee met 4 (Four) times on **23rdMay 2017, 4thAugust, 2017, 7th November, 2017 and 7th February, 2018** during the financial year ended March 31, 2018.

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

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

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

NAME OF MEMBERS	CATEGORY/ DESIGNATION	NO. OF MEETINGS	
		HELD	ATTENDED
Mrs. Moni	Chairman	4	3
Mr. Narendra Kumar	Member	4	4
Mr. Daya Shankar Mandal	Member	4	4
Mr. Deepak Tyagi	Member	4	4

Powers of Audit Committee:

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

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

Review of Information by Audit committee:

The Audit Committee shall mandatorily review the following information:

- Management Discussion and analysis of financial condition and results of operations;

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

B. Nomination & Remuneration Committee:

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

Scope of the Committee:

The terms of reference of the remuneration committee in brief pertain to inter-alia, determining the Companies policy on and approve specific remuneration packages for executive director (s)/ under the Companies Act,2013 after taking in to account the financial position of the Company, trend in the industry, appointees qualification, experience, past performance, interest of the Company and members.

Meetings of the Committee:

The Committee met Four (4) times on 23rdMay, 2017, 4th August 2017, 7th November 2017 and 7thFebruary, 2018during the financial year ended March 31, 2018.

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

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

NAME OF MEMBERS	CATEGORY/ DESIGNATION	NO. OF MEETINGS	
		HELD	ATTENDED
Ms. Moni	Chairman	4	4
Mr. Narender Kumar	Member	4	4
Mr. Daya Shankar Mandal	Member	4	4

C. Stakeholders' Relationship Committee:

The Stakeholders Relationship Committee comprises three members out of which Chairperson of the Committee is Independent Director. During the year Four (4) Stakeholders Relationship Committee meetings were convened and held.

Scope of the Committee:

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

Meetings of the Committee:

The Committee met Four (4) times on **23rd May 2017, 4th August 2017, 7th November 2017 & 7th February, 2018** during the financial year ended March 31, 2018.

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

Name of Members	Category/ Designation	No. of Meetings	
		Held	Attended
Ms. Moni	Chairman	4	4
Mr. Narender Kumar	Member	4	4
Mr. Deepak Tyagi	Member	4	4

Name of the Compliance Officer	Mrs. Bharati Yadav (Resignation w.e.f. 30.05.2018)
Contact Details	203, Aman Chamber, Pusa Road, Rajendra Place Metro Station, New Delhi -110060
E- mail ID	genesislimited1995@gmail.com

Complaint/Investor Grievances:

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

D. Risk Management Committee:

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

Scope of the Committee:

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

Meetings of the Committee:

During the year the under review, 4 (Four) meeting of this committee was held on **23rd May 2017, 4th August 2017, 7th November 2017 & 7th February, 2018**.

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

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

NAME OF MEMBERS	CATEGORY/ DESIGNATION	NO. OF MEETINGS	
		HELD	ATTENDED
Ms. Moni	Chairman	4	3
Mr. Narender Kumar	Member	4	4
Mr. Deepak Tyagi	Member	4	4
Mr. Daya Shankar Mandal	Member	4	4

3. GENERAL BODY STRUCTURE:

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

YEAR	DATE	VENUE	TIME
2017	21.09.2017	16/121-122 Jain Bhawan ,Faiz Road Karol Bagh, New Delhi – 110005	02:00 P.M
2016	27.06.2016	16/121-122 Jain Bhawan ,Faiz Road Karol Bagh, New Delhi – 110005	02:00 P.M
2015	08.09.2015	16/121-122 Jain Bhawan, Faiz Road Karol Bagh, New Delhi – 110005	02:00 P.M

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

4. MANAGEMENT:

A. Management Discussion and Analysis

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

B. Disclosure of material transactions

Pursuant to Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations' 2015, senior management members have given disclosures to the Board that there are no material, financial and commercial transactions where they had (or were deemed to have had) personal interest that might have been in potential conflict with the interest of the Company.

C. Presentation to investors:

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

5. SUBSIDIARY/ ASSOCIATE/ JOINT VENTURE COMPANY:

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

6. APPOINTMENT/REAPPOINTMENT OF DIRECTORS:

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

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

7. MEANS OF COMMUNICATIONS:

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

PERIOD	NAME OF NEWSPAPER
Audited Financial Results for the year ended 31.03.2018	Naya India (Hindi News Paper) and Top Story (English News Paper)
Unaudited Financial Results for the Quarter ended on 31.12.2017	Naya India (Hindi News Paper) and Millenium Today (English News Paper)
Unaudited Financial Results for the Quarter ended on 30.09.2017	Naya India (Hindi News Paper) and Millenium Today (English News Paper)
Unaudited Financial Results for the Quarter ended on 30.06.2017	Naya India (Hindi News Paper) and Millenium Today (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 as per the requirements of the Regulation 46 (2) of the SEBI Corporate Governance (Listing Obligations and Disclosure Requirement) Regulations'2015 of the Listing Agreement the website of the Company is regularly updated.

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

8. GENERAL SHAREHOLDERS INFORMATION:

a. 23rd Annual General Meeting:

Date : 19th September, 2018

Time : 11:00 A.M.

Venue : 203, Aman Chamber, Pusa Road, Rajendra Place Metro Station New Delhi Central Delhi DL 110060 IN

b. Date of Book Closure:

The Company's Register of Members and Share Transfer Books will remain close from, 12th September, 2018 to 19th September, 2018 (both days inclusive).

c. Financial Year:

1st April 2017 to 31st March 2018.

d. Dividend:

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

e. Registered Office:

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

f. Stock Exchanges and Fees:

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

g. Scrip Code:

MSEI Symbol is GDHL.

h. Market Price Data:

There has been no trading in MSEI during the year 2017-2018.

i. Suspensions Details

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

j. Registrar

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

k. Share Transfer System:

- The Share Transfer Committee meets as often as possible to approve transfers and related matters as may be required by the Registrars and share Transfer Agents.
- All matters connected with the share transfer, dividends and other matters are being handled by the RTA located at the address mentioned elsewhere in this report.
- Shares lodged for transfers are normally processed within ten days from the date of lodgment, if the documents are clear in all respects. All requests for dematerialization of securities are processed and the confirmation is given to the depositories within seven days. Grievances received from investors and other miscellaneous correspondence relating to change of address, mandates, etc.
- Certificates are being obtained and submitted to Stock Exchanges, on half-yearly basis, from a Company Secretary-in-practice towards due compliance of share transfer formalities by the Company within the due dates, in terms of Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations'2015.
- Certificates have also been received from a Company Secretary-in-practice and submitted to the Stock Exchanges, on a quarterly basis, for timely dematerialization of shares of the Company and for reconciliation of the share capital of the Company, as required under SEBI(Depositories and Participants) Regulations, 1996.
- The Company, as required under Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations'2015(f), has designated the following e-mail IDs, namely genesislimited1995@gmail.com for the purpose of registering complaints, if any, by the investors and expeditious redressal of their grievances.

- Shareholders are, therefore, requested to correspond with the RTA for transfer / transmission of shares, change of address and queries pertaining to their shareholding, dividend, etc., at their address given in this report.

l. Shareholding Pattern as on March 31, 2018:

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	12	232130	43,86,670	56.57
NRI/OCBs/ Clearing Members/ Trust	-	-	-	-
Bank/ Financial Institutions	-	-	-	-
Indian Public	910	1798400	17,48,000	43.43
HUF	-	-	-	-
Total	922	2030530	6134670	100

m. Distribution Schedule of Shareholding as on March 31, 2018:

SHAREHOLDING OF NOMINAL VALUE		NO. OF SHARE HOLDER	% OF SHARE HOLDER	NO OF SHARES HELD	% OF SHARE HOLDING
(RS.)	(RS.)				
Upto	5000	870	94.25	30900	10.96
5001	10000	9	.97	709200	.72
10001	20000	2	.21	37100	0.37
20001	30000	5	.54	81500	1.66
30001	40000	2	.21	28000	0.74
40001	50000	2	0.21	9100	1.17
50001	100000	15	1.84	1312370	17.86
100001	ABOVE	17	1.73	7210500	66.48
TOTAL		922	100.0	8165200	100

n. Dematerialization of Shares:

The Company has connectivity with NSDL and CDSL for dematerialization of its equity shares. The ISIN- INE273R01019 has been allotted for the Company. Therefore, the matter and/or investors may keep their shareholding in the electronic mode with their Depository Participates. 75.13% of the Company's Paid-up Share Capital is in dematerialized form as on 31st March, 2018 and balance 24.87% is in physical form.

o. ADR/GDR:

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

p. Commodity Price Risk, Foreign Risk, etc.

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

q. Plant Location:

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

r. Address for Correspondence:

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

Bigshare Services Pvt. Ltd.
E4/8, First Floor, Jhandewalan
Extension, New Delhi-110055
Tel No: 011-23522373, Fax No: 011-23522373
Email: bssdelhi@bigshareonline.com
Website: 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.

9. OTHER DISCLOSURES:

a. Related Party Transactions:

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

b. Penalties Files by Company in last three years:

No penalty paid by company on last three years.

c. Vigil Mechanism/ Whistle Blower Policy:

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

The Whistle Blower Policy is available on the website of the Company i.e. www.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 to the Board of Directors as required by Regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations' 2015.

g. Secretarial Audit:

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

h. Prohibition of Insider Trading:

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has constituted a comprehensive Code of Conduct for its Senior Management, Staff, and relevant business associates. The code lays down guidelines, which advise them on procedure to be followed and disclosures to be made while dealing with the Shares of the Company.

i. Code of Conduct:

In terms of Regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations'2015, the Company has adopted a Code of Conduct for the board of Directors and Senior Management Personnel of the Company. The same has been posted on the Company's website i.e. www.genesisdevelopersholdings.com. The Declaration by the Chairperson and Managing Director of the Company forms part of this Report.

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

This is to confirm that the Members of Board of Directors and senior management personnel of the company have affirmed their compliance with the Code of Conduct of Genesis Developers and Holdings Limited, as applicable to them, for the financial year ended 31st March, 2018.

For Genesis Developers and Holdings Limited

**Deepak Tyagi
Managing Director
DIN: 02760361**

**Place: New Delhi
Date: 18.08.2018**

CEO/CFO/MD CERTIFICATION

I, Deepak Tyagi, Managing Director, of Genesis Developers and Holdings Limited, to the best of my knowledge and belief hereby certify that:-

- (a) I have reviewed the financial statements and the cash flow statements for the year ended 31-03-2018 and that the best of my knowledge and belief:-
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading:
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (b) There are to the best of my knowledge and belief, no transactions entered into by the company during the year that are fraudulent, illegal or violate the company's Code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit committee deficiencies in the design and operations of such internal controls, if may, of which I am aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the auditors and the Audit Committee:
 - (i) Significant changes in the internal control over financial reporting during the year under reference.
 - (ii) Significant changes in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Genesis Developers and Holdings Limited

Deepak Tyagi
Managing Director
DIN: 02760361

Place: New Delhi
Date: 18.08.2018

CERTIFICATE ON CORPORATE GOVERNANCE

The Board of Directors

GENESIS DEVELOPERS AND HOLDINGS LIMITED

203, Aman Chamber, Pusa Road,

Rajendra Place Metro Station,

New Delhi 110060

We have examined all relevant records of **GENESIS DEVELOPERS AND HOLDINGS LIMITED** ('the Company') for the purpose of certifying of the conditions of Corporate Governance under Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for the financial year ended 31st March, 2018. 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 BHUTANI & ASSOCIATES
(CHARTERED ACCOUNTANTS)
FRN: 025906N

CA PANKAJ BHUTANI
(PROP.)
M. NO. 528667

Place: - New Delhi

Date: - 23.05.2018

INDEPENDENT AUDITOR'S REPORT

INDEPENDENT AUDITOR'S REPORT

To the Members of **GENESIS DEVELOPERS & HOLDINGS LIMITED**

Report on the Ind AS Financial Statements

We have audited the accompanying Ind AS financial statements of **GENESIS DEVELOPERS & HOLDINGS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS 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 accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act., read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Ind AS 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 March 31, 2018, its loss including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 1 a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - (e) On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, 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 2" to this report;
 - (g) 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, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements .
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

Other Matter

The comparative financial information of the Company for the year ended March 31, 2017 and the transition date opening balance sheet as at April 1, 2016 was not prepared in accordance with Ind AS.

For Bhutani& Associates
Chartered Accountants
ICAI Firm Registration Number: 025906N

CA Pankaj Bhutani
Proprietor
Membership Number: 528667
Date: 23.05.2018
Place: Rohtak

Annexure 1 referred to in paragraph 1 of the section on “Report on other legal and regulatory requirements” of our report of even date

TO THE MEMBERS OF GENESIS DEVELOPERS & HOLDINGS LIMITED

(i) Fixed Assets

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

(ii) Inventories

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

(iii) Secured or unsecured Loans

The company has not granted unsecured loans to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 during the current period. The terms and conditions of such loans are not prejudicial to the interest of the company. The company has been regular in receiving the interest from the parties, wherever applicable

- (iv) The company has complied with the provision of section 185 & 186 in respect of loans, investments, guarantees, and security.
- (v) In our opinion and according to the Information & Explanation given to us, The Company has not accepted deposits under the provisions of sections 73 to 76 are not applicable or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.
- (vi) We have been informed that the maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.

- (vii) The company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities.
- (viii) Since the company has not taken any loan or borrowing from a financial institution, bank, Government or dues to debenture holders hence the default in repayment of dues to banks, financial institutions, and Government does not arise.
- (ix) In our opinion and according to the Information & Explanation given to us, the company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term loans so the clause is not applicable for the company.
- (x) Based on the procedure performed and the information and explanation given to us, we report that no fraud on or by the company has been noticed or reported during the year, nor we have been informed of such cases by the management.
- (xi) In our opinion and according to the information and Explanation given to us company has pays or provides managerial remuneration in accordance with the requisite approval mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (xii) The company is not a Nidhi company hence the provision related to the the Nidhi Company is not applicable.
- (xiii) In our opinion and according to the information and Explanation given to us company has complied the provision of related party transaction refer in sections 177 and 188 of Companies Act, 2013, and the detail have been disclosed in the financial statement as required by the applicable Accounting Standard.
- (xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) The company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For Bhutani& Associates
Chartered Accountants
ICAI Firm Registration Number: 025906N

CA Pankaj Bhutani
Proprietor
Membership Number: 528667
Date: 23.05.2018
Place: Rohtak

ANNEXURE 2 REFERRED TO IN PARAGRAPH 2 (f) OF THE SECTION ON “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF OUR REPORT OF EVEN DATE

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

To the Members of **GENESIS DEVELOPERS & HOLDINGS LIMITED**

We have audited the internal financial controls over financial reporting of **GENESIS DEVELOPERS & HOLDINGS LIMITED** (“the Company”) as of March 31, 2018 which is based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO 2013 criteria) in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditor’s Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting in COSO 2013 criteria, 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 Bhutani& Associates
Chartered Accountants
ICAI Firm Registration Number: 025906N

CA Pankaj Bhutani
Proprietor
Membership Number: 528667
Date: 23.05.2018
Place: Rohtak

GENESIS DEVELOPERS AND HOLDINGS LIMITED
203, AMAN CHAMBER, PUSA ROAD, RAJENDRA PLACE METRO STATION,
NEW DELHI-110060

Balance Sheet As at 31.03.2018

(` in '000)

Particulars	Note No.	AS AT 31ST MARCH, 2018	AS AT 31ST MARCH, 2017	AS AT 1ST APRIL, 2016
1	2	3	4	5
(1) ASSETS				
Non-current assets				
(a) Property, Plant and Equipment	3	-	-	-
(b) Capital work-in-progress		3	6	11
(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	6,600
(ii) Trade receivables		-	-	-
(iii) Loans	5	329,355	329,807	330,319
(iv) Others (to be specified)		-	-	-
(i) Deferred tax assets (net)	6	4	4	5
(j) Other non-current assets		-	-	-
(2) Current assets				
(a) Inventories	7	4,449	4,449	4,449
(b) Financial Assets				
(i) Investments		-	-	-
(ii) Trade receivables		-	-	-
(iii) Cash and cash equivalents	8	350	424	468
(iv) Bank balances other than (iii) above	9	26	10	147
(v) Loans		-	-	-
(vi) Others (to be specified)		-	-	-
(c) Current Tax Assets (Net)		-	-	-
(d) Other current assets		-	-	-
Total Assets		340,788	341,300	341,999

Cont.....

EQUITY AND LIABILITIES				
Equity				
(a) Equity Share Capital	10	81,652	81,652	81,652
(b) Other Equity	11	257,887	258,517	259,276
LIABILITIES				
Non-current liabilities				
(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	12	46	-	-
Current liabilities				
(a) Financial Liabilities				
(i) Borrowings	13	1,113	1,057	1,002
(ii) Trade payables		-	-	-
(iii) Other financial liabilities (other than those specified in item (c))		-	-	-
(b) Other current liabilities	12	90	74	69
(c) Provisions		-	-	-
(d) Current Tax Liabilities (Net)		-	-	-
Total Equity and Liabilities		340,788	341,300	341,999

See accompanying notes to the
financial statements **1**
IN TERMS OF OUR REPORT OF EVEN DATE ANNEXED

FOR BHUTANI & ASSOCIATES
(CHARTERED ACCOUNTANTS)
FIRM REGN NO: 025906N

FOR AND ON BEHALF OF
GENESIS DEVELOPERS AND HOLDINGS LIMITED

CA. PANKAJ BHUTANI
(PROPRIETOR)
M.NO: 528667

DEEPAK TYAGI
(MANAGING DIRECTOR)
DIN: 02760361

MONI
(DIRECTOR)
DIN : 07827689

PLACE : NEW DELHI
DATE : 23.05.2018

BHARATI YADAV
(COMPANY SECRETARY)
M.NO: A37416

GENESIS DEVELOPERS AND HOLDINGS LIMITED
203, AMAN CHAMBER, PUSA ROAD, RAJENDRA PLACE METRO STATION,
NEW DELHI-110060
Statement of Profit and Loss for the period ended 31.03.2018

(` in '000)

S.N	Particulars	Note No.	YEAR ENDED 31ST MARCH 2018	YEAR ENDED 31ST MARCH 2017
I	Revenue From Operations		-	-
II	Other Income	14	2	-
III	Total Income (I+II)		2	-
IV	EXPENSES			
	Cost of materials consumed		-	-
	Purchases of Stock-in-Trade		-	-
	Changes in inventories of finished goods	15	-	-
	Stock-in -Trade and work-in-progress		-	-
	Employee benefits expense	16	-	491
	Finance costs	17	60	55
	Depreciation and amortization expense	3	3	5
	Other expenses	18	569	208
	Total expenses (IV)		632	759
V	Profit/(loss) before exceptional items and tax (I- IV)		(629)	(759)
VI	Exceptional Items		-	-
VII	Profit/(loss) before tax (V-VI)		(629)	(759)
VIII	Tax expense: (1) Current tax (2) MAT Credit Entitlement (3) Deferred tax		- - 0	- - 0
IX	Profit (Loss) for the period from continuing operations (VII-VIII)		(630)	(759)
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)		(630)	(759)

Cont.....

	Other Comprehensive Income			
	A (i) Items that will not be reclassified to profit or loss		-	-
XIV	(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		-0.08	-0.09
	(2) Diluted		-0.08	-0.09
XVII	Earnings per equity share (for discontinued operation):			
	(1) Basic		-	-
	(2) Diluted		-	-
XVIII	Earnings per equity share (for discontinued & continuing operations)			
	(1) Basic		-0.08	-0.09
	(2) Diluted		-0.08	-0.09

See accompanying notes to the financial statements
IN TERMS OF OUR REPORT OF EVEN DATE ANNEXED

FOR BHUTANI & ASSOCIATES
(CHARTERED ACCOUNTANTS)
FIRM REGN NO: 025906N

FOR AND ON BEHALF OF
GENESIS DEVELOPERS AND HOLDINGS LIMITED

CA. PANKAJ BHUTANI
(PROPRIETOR)
M.NO: 528667

DEEPAK TYAGI
(MANAGING DIRECTOR)
DIN: 02760361

MONI
(DIRECTOR)
DIN : 07827689

PLACE : NEW DELHI
DATE : 23.05.2018

BHARATI YADAV
(COMPANY SECRETARY)
M.NO: A37416

STATEMENT OF CHANGES IN EQUITY

GENESIS DEVELOPERS AND HOLDINGS LIMITED
 203, AMAN CHAMBER, PUSA ROAD, RAJENDRA PLACE METRO STATION,
 NEW DELHI-110060
 Statement of Changes in Equity for the period ended 31.03.2018

(' in '000)

A. Equity Share Capital

PARTICULAR	No. Of Shares	Amount of Shares
As at 01st April,2016	8,165	81,652
Changes in equity share capital during the year	-	-
As at 31st March,2017	8,165	81,652
Changes in equity share capital during the year	-	-
As at 31st March,2018	8,165	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	Other items of Other Comprehensive Income (specify nature)	Money received against share warrants	Total
			Capital Reserve	Securities Premium Reserve	Other Reserves (specify nature)								
As at 01st April 2016	-	-	-	279,000	-	(19,724)	-	-	-	-	-	-	259,276
Profit for the year	-	-	-	-	-	(759)	-	-	-	-	-	-	(759)
Total Comprehensive Income for the year	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-
As at 31st March 2017	-	-	-	279,000	-	(20,483)	-	-	-	-	-	-	258,517
profit for the year	-	-	-	-	-	(630)	-	-	-	-	-	-	(630)
Total Comprehensive Income for the year	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-
As at 31st March 2018	-	-	-	279,000	-	(21,113)	-	-	-	-	-	-	257,887

IN TERMS OF OUR REPORT OF EVEN DATE ANNEXED

FOR BHUTANI & ASSOCIATES
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 (COMPANY SECRETARY)
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GENESIS DEVELOPERS AND HOLDINGS LIMITED
203, AMAN CHAMBER, PUSA ROAD, RAJENDRA PLACE METRO STATION,
NEW DELHI-110060
Statement of Cash Flows for the year ended 31.03.2018

(IN LACS)

Particulars	Year Ended 31st March 2018	Year Ended 31st March 2017
Cash flows from operating activities		
Profit before taxation	(6.30)	(7.59)
Adjustments for:		
Depreciation	0.03	0.05
Profit / (Loss) on the sale of property, plant & Working capital changes:		
(Increase) / Decrease in trade and other receivables	4.52	5.12
(Increase) / (Decrease) in inventories		
Increase / (Decrease) in trade payables	0.61	0.05
Cash generated from operations		
Interest paid		
Income taxes paid		
Dividends paid		
Net cash from operating activities	(1.14)	(2.36)
Cash flows from investing activities		
Business acquisitions, net of cash acquired	-	-
Purchase of property, plant and equipment		
Proceeds from sale of equipment		
Net cash used in investing activities	-	-
Cash flows from financing activities		
Proceeds from issue of share capital		
Repayment of Long term borrowings	-0.02	-10.00
Proceeds from long-term borrowings	0.59	10.54
Net cash used in financing activities	0.56	0.54
Net increase in cash and cash equivalents	(0.57)	(1.82)
Cash and cash equivalents at beginning of period	4.34	6.16
Cash and cash equivalents at end of period	3.76	4.34

IN TERMS OF OUR REPORT OF EVEN DATE ANNEXED

FOR BHUTANI & ASSOCIATES
(CHARTERED ACCOUNTANTS)
FIRM REGN NO: 025906N

FOR AND ON BEHALF OF
GENESIS DEVELOPERS AND HOLINGS LIMITED

CA. PANKAJ BHUTANI
(PROPRIETOR)
M.NO: 528667

DEEPAK TYAGI
(MANAGING DIRECTOR)
DIN: 02760361

MONI
(DIRECTOR)
DIN : 07827689

PLACE : NEW DELHI
DATE : 23.05.2018

Note 1: COMPANY INFORMATION

Genesis Developers and Holdings Ltd. is a public limited company (The Company) having registered office at 203, Aman Chamber, Pusa Road, Rajendra Place Metro Station 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, 2018 were approved for issue in accordance with the resolution of the Board of Directors 23rd May, 2018.

(b) Current - Non Current classification

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

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;
- 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.

(ii) 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.

(f) Depreciation and amortisation

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.

(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.

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.

GENESIS DEVELOPERS AND HOLDINGS LIMITED
203, AMAN CHAMBER, PUSA ROAD, RAJENDRA PLACE METRO STATION,
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 2017-18	Additions during the year 2017-18	Disposals/ Adjustments	Cost/valuation at the year end 2017-18	As at the beginning of the year 2016-17	Depreciation during the year 2017-18	Disposals/ Adjustments	Total up to the year end 2017-18	As at the Current year end 2018	As at the previous year end 2017
Tangible Assets										
Plant & Equipment	100	-	-	100	94	3	-	97	3	6
Furnitures & Fixtures	4	-	-	4	4	0	-	4	0	0
Total Assets	104	-	-	104	98	3	-	101	3	6
Previous year	104	-	-	104	94	5	-	98	6	11

IN TERMS OF OUR REPORT OF EVEN DATE ANNEXED

FOR BHUTANI & ASSOCIATES
(CHARTERED ACCOUNTANTS)
FIRM REGN NO: 025906N

FOR AND ON BEHALF OF
GENESIS DEVELOPERS AND HOLINGS LIMITED

CA. PANKAJ BHUTANI
(PROPRIETOR)
M.NO: 528667

DEEPAK TYAGI
(MANAGING DIRECTOR)
DIN: 02760361

MONI
(DIRECTOR)
DIN : 07827689

PLACE : NEW DELHI
DATE : 23.05.2018

BHARATI YADAV
(COMPANY SECRETARY)
M.NO: A37416

Notes to Financial Statements

**NON CURRENT INVESTMENT
NOTE 4: INVESTMENTS**

(` IN '000)

PARTICULARS		AS AT 31ST MARCH 2018	AS AT 31ST MARCH 2017	AS AT 1ST APRIL 2016
Investment in Un-Quoted Equity Shares				
490000	Shivraj Trading Pvt. Ltd. of ` 10 /- each	4,900	4,900	4,900
170000	Aarthik Greentech Solutions Pvt. Ltd. of ` 10 /-each	1,700	1,700	1,700
Total		6,600	6,600	6,600

**OTHER NON CURRENT ASSETS
NOTE 5: LOAN**

(` in '000)

PARTICULARS	AS AT 31ST MARCH 2018	AS AT 31ST MARCH 2017	AS AT 1ST APRIL 2016
Capital Advances			
Advances Against Property Unsecured, Considered Good	28,500	28,500	28,500
Loans at agreement values less instalment	-	-	-
Standard Assets	300,842	301,294	301,806
Other Loans & Advances			
MAT Credit Entitlement	13	13	13
Total	329,355	329,807	330,319

NOTE 6: DEFERED TAX ASSETS (NET)

(` in '000)

PARTICULARS	AS AT 31ST MARCH 2018	AS AT 31ST MARCH 2017	AS AT 1ST APRIL 2016
Opening Balance	4	5	6
Created/ Reversed During the year	(0)	(0)	(1)
Total	4	4	5

NOTE 7: INVENTORIES

(` in '000)

PARTICULARS	AS AT 31ST MARCH 2018		AS AT 31ST MARCH 2017		AS AT 1ST APRIL 2016	
	QTY	AMOUNT	QTY	AMOUNT	QTY	AMOUNT
Name						
Avail Financial Services Ltd.	500	366	500	366	500	366
Yuvraj Exports Pvt. Ltd.	41000	4,082	41000	4,082	41000	4,082
Total		4,449		4,449		4,449

Notes to Financial Statements

NOTE 8: CASH & CASH EQUIVALENTS

(` in '000)

PARTICULARS	AS AT 31ST MARCH 2018	AS AT 31ST MARCH 2017	AS AT 1ST APRIL 2016
Cash in Hand	350	424	468
Total	350	424	468

NOTE 9: BANK BALANCES

(` in '000)

PARTICULARS	AS AT 31ST MARCH 2018	AS AT 31ST MARCH 2017	AS AT 1ST APRIL 2016
Bank balance with Current Account	26	10	147
Total	26	10	147

Notes to Financial Statements

NOTE 10: EQUITY SHARE CAPITAL

(` IN '000)

PARTICULARS	AS AT 31ST MARCH 2018	AS AT 31ST MARCH 2017	AS AT 1ST APRIL 2016
Authorised Share Capital 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>
Issued, Subscribed & Paid up Share 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>

Notes to Financial Statements

10.1 The company has only one class of equity Shares having Par Value of ` 10 per Share. All these

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

Name of the Shareholders	AS AT 31ST MARCH 2018		AS AT 31ST MARCH 2017		AS AT 1ST APRIL 2016	
	% of Shares held	No. Of Share	% of Shares held	No. Of Share	% of Shares held	No. Of Share
Carewell Exim Pvt. Ltd.	11.02%	900	11.02%	900	11.02%	900
Edoptica Developers India Ltd.	0%	-	0%	-	11.01%	899
Alstone Textiles India Ltd.	11.02%	900	11.02%	900	11.02%	900
RKG Finvest Ltd.	11.01%	899	11.01%	899	0%	-
VA Realcon Pvt. Ltd.	9.77%	798	9.77%	798	0%	-

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

(` IN '000)

PARTICULARS	AS AT 31ST MARCH 2018	AS AT 31ST MARCH 2017	AS AT 1ST APRIL 2016
Equity Shares at the beginning of the year	8,165	8,165	8,165
Add : Issued during the year	-	-	-
Equity Shares at the end of the Year	8,165	8,165	8,165

Notes to Financial Statements

NOTE 11: OTHER EQUITY

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

(` IN '000)

PARTICULARS	AS AT 31ST MARCH 2018	AS AT 31ST MARCH 2017	AS AT 1ST APRIL 2016
Securities Premium Account			
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>
Surplus in Statement of Profit & loss			
At The Beginning Of The Accounting Period	(20,483)	(19,724)	(18,730)
Additions During The Year	(630)	(759)	(993)
Less: Fixed Assets Written off	-	-	(2)
(Balance In Statement Of Profit & Loss)	<u>(21,113)</u>	<u>(20,483)</u>	<u>(19,724)</u>
Grand Total	257,887	258,517	259,276

Notes to Financial Statements

NOTE 12 : EXPENSES PAYABLE

(` IN '000)

PARTICULARS	AS AT 31ST MARCH 2018	AS AT 31ST MARCH 2017	AS AT 1ST APRIL 2016
<u>Non- Current other Liabilities:</u>			
Printing Payable	19	-	-
Salary Payable	27	-	-
Total	46	-	-
<u>Current other Liabilities:</u>			
Audit Fees	8	8	8
Legal & professional Charges	20	20	20
Office Rent	24	-	2
Postage Charges	17	-	-
Printing Payable	20	19	-
Registrar Charges	-	-	7
Salary	-	27	26
TDS Payable	1	1	6
Total	90	74	69
Grand Total	135	74	69

CURRENT LIABILITIES

NOTE 13: BORROWINGS

(` IN '000)

PARTICULARS	AS AT 31ST MARCH 2018	-	-
<u>Current Liabilities:</u>			
Stellar Investments Limited	-	2	1,002
Utsav Securities Pvt. Ltd.	1,113	1,054	-
Grand Total	1,113	1,057	1,002

Notes to Financial Statements

NOTE 14: OTHER INCOME

(` IN '000)

PARTICULARS	AS AT 31ST MARCH 2018	AS AT 31ST MARCH 2017
Other Income	2	-
Total	2	-

NOTE 15: CHANGE IN INVENTORIES OF FINISHED GOODS

(` IN '000)

PARTICULARS	AS AT 31ST MARCH 2018	AS AT 31ST MARCH 2017
Balance at the beginning of the year	4,449	4,449
Balance at the Closing of the year	4,449	4,449
Total	-	-

NOTE 16: EMPLOYEE BENEFIT EXPENSES

(` IN '000)

PARTICULARS	AS AT 31ST MARCH 2018	AS AT 31ST MARCH 2017
Salary Expenses	-	491
Total	-	491

NOTE 17: FINANCE COST

(` IN '000)

PARTICULARS	AS AT 31ST MARCH 2018	AS AT 31ST MARCH 2017
Interest Paid	60	55
Total	60	55

NOTE 18: OTHER EXPENSES

(` IN '000)

PARTICULARS	AS AT 31ST MARCH 2018	AS AT 31ST MARCH 2017
Advertisement Expenses	15	16
AGM Expenses	1	3
Audit Remuneration	8	8
Bank Charges	1	0
Legal & Professional charges	33	26
Listing Compliance Charges	119	92
Meeting expenses	3	3
General Expenses	3	-
Office Rent	24	8
Postal charges	17	19
Printing & Stationery	21	20
ROC Compliance Charges	6	3
SEBI Condonation Fees	300	-
Telephone Expenses	4	3
Website Expenses	14	7
Total	569	208

GENESIS DEVELOPERS & HOLDINGS LTD

SCHEDULE OF FIXED ASSETS AS ON 31.03.2018

Sl.No.	PARTICULARS	DEP. RATE	OPENING WDV	ADDITIONS / REVALUATION ON OR BEFORE 30/09/2016	ADDITIONS / REVALUATION AFTER 30/09/2016	SOLD DURING THE YEAR	TOTAL	DEPRECIATION	CLOSING WDV
1	FURNITURE & FIXTURE	10.00%	0.92	-	-	-	0.92	0.09	0.83
2	GENERATOR	15.00%	14.30	-	-	-	14.30	2.15	12.16
3	OTHER FIXED ASSET	15.00%	6.73	-	-	-	6.73	1.01	5.72
	TOTAL		22	-	-	-	22	3	19

IN TERMS OF OUR REPORT OF EVEN DATE ANNEXED

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DIN : 07827689

PLACE : NEW DELHI
DATE : 23.05.2018

BHARATI YADAV
(COMPANY SECRETARY)
M.NO: A37416

19. Previous year's figures have been reworked, regrouped, & reclassified wherever necessary to confirm to the current year presentation.
20. 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.
21. 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.
22. **Related Party Disclosure:**
As per IND AS-24, on related Party disclosure issued by the Institute of chartered Accountants of India, there is no related party transaction recognized during the year.
23. Earnings per Share "IND AS-33" issued by the Institute of chartered Accountants of India:

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
(A) Profit after taxation as Statement of Profit and Loss (in `)	(6,29,540)	(7,58,954)
(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	(0.08)	(0.09)
(E) Diluted Earnings per share	(0.08)	(0.09)

24. There are no micro, Small and Medium Enterprises, to whom the Company owes dues which outstanding for more than 45 days as at 31st March 2018. 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 BHUTANI & ASSOCIATES (CHARTERED ACCOUNTANTS) FOR AND BEHALF OF GENESIS DEVELOPERS AND HOLDINGS LTD.

FRN : 025906N

**CA. PANKAJ BHUTANI
(PROPRIETOR)
M.NO: 528667**

**DEEPAK TYAGI
(MANAGING DIRECTOR)
DIN: 02760361**

**MONI
(DIRECTOR)
DIN: 07827689**

**PLACE: NEW DELHI
DATE: 23.05.2018**

**BHARATI YADAV
(COMPANY SECRETARY)
M.NO: A37416**

FORM NO. AOC-2

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

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

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

- (a) Name(s) of the related party and nature of relationship: NIL
- (b) Nature of contracts/arrangements/transactions: NIL
- (c) Duration of the contracts / arrangements/transactions: NIL
- (d) Salient terms of the contracts or arrangements or transactions including the value: NIL
- (e) Justification for entering into such contracts or arrangements or transactions: NIL
- (f) Date of approval by the Board: NIL
- (g) Amount paid as advances: NIL
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: NIL

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

- (a) Name(s) of the related party and nature of relationship: NIL
- (b) Nature of contracts/arrangements/transactions: NIL
- (c) Duration of the contracts / arrangements/transactions: NIL
- (d) Salient terms of the contracts or arrangements or transactions including the value: NIL
- (e) Date(s) of approval by the Board: NIL
- (f) Amount paid as advances, if any: NIL

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

[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 of
GENESIS DEVELOPERS AND HOLDINGS LIMITED
CIN: L67190DL1995PLC069768
203, Aman Chamber, Pusa Road, Rajendra Place Metro Station
New Delhi Central Delhi DL 110060 IN

Dear Members,

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31.03.2018 complied with the statutory provisions listed hereunder subject to observations mentioned in the report and also that the Company has proper Board- processes and compliance-mechanism in place to the extent and in the manner reported hereunder.

I/we have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (a) *The Company has not complied with the provisions of Section 203 of the Companies Act, 2013 for appointment of Chief Financial Officer.*
 - (b) *The Company has not maintained its registers/records and made entries therein within the time prescribed under the Act.*
 - (c) *Auditor resignation Form ADT-3 has not been filed with ROC. Further Appointment of Auditor is not as per the Companies Act, 2013.*

- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;(Not Applicable)
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;(Not Applicable)
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;(Not Applicable)
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;(Not Applicable)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;(Not Applicable)
 - (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;(Not Applicable)
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not Applicable) and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;(Not Applicable)

I/we 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 Stock Exchanges.

I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors as on 31st March, 2018.

- On the basis of Minutes of Board Meeting, it is apparent that all the decisions are carried through unanimous consensus and there were no dissenting members' views.
- Based on review of compliance mechanism established by the Company and on the basis of certificate issued by officers of the Company, we are of the opinion that the management has adequate systems and processes commensurate with its size and operations, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- The compliance by the Company of applicable financial laws, like direct and indirect tax laws and financial accounts, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.
- *The Company has not complied with the provisions of Section 186 of the Companies Act,2013*
- **The company has not timely complied with Regulation 33 of SEBI Listing Regulations, 2015 (LODR).**

**For Ankur Sharma & Associates
(Company Secretaries)**

**Place: New Delhi
Date: 09/07/2018**

**Ankur Sharma
(Prop.)
ACS 52277
C. P. No. 19135**

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
CIN: L67190DL1995PLC069768
203, Aman Chamber, Pusa Road, Rajendra Place Metro Station
New Delhi Central Delhi DL 110060 IN
Dear Members,**

Sub: 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 processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a 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 and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

**For Ankur Sharma & Associates
(Company Secretaries)**

**Place: New Delhi
Date: 09/07/2018**

**Ankur Sharma
(Prop.)
ACS 52277
C. P. No. 19135**

Annexure V

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31/03/2018

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

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L67190DL1995PLC069768
ii.	Registration Date	14/06/1995
iii.	Name of Company	GENESIS DEVELOPERS AND HOLDINGS LIMITED
iv.	Category of Company	Having Share Capital
V	Sub-Category of Company	Indian Non-Government Company
vi.	Address of Company	203, Aman Chamber, Pusa Road, Rajendra Place Metro Station, New Delhi -110060.
vii.	Listed/Unlisted	Listed
viii.	Name & Address of RTA	Bigshare Services Pvt. Ltd. E4/8, First Floor, Jhandewalan Extension, New Delhi- 110055

II. PRINCIPAL BUSINESS ACTIVIES OF THE COMPANY

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

Sl. No	Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
1.	Other Financial Services- Dealing in shares and securities	65993	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

- NIL

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

GENESIS DEVELOPERS AND HOLDINGS LIMITED
Annual Report 2017-18

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 beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTORS									
1. Indian									
a) Individual/HUF	0	0	0	0	0	0	0	0	0
b) Central govt.	0	0	0	0	0	0	0	0	0
c) State Govt.(s)	0	0	0	0	0	0	0	0	0
d) Bodies corp.	0	0	0	0	0	0	0	0	0
e) Banks/FI	0	0	0	0	0	0	0	0	0
f) Any Others	0	0	0	0	0	0	0	0	0
Sub Total A (1):	0	0	0	0	0	0	0	0	0
2. Foreign									
a) NRIs – Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any Others	0	0	0	0	0	0	0	0	0
Sub Total A (2):	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)=(A)(1) + (A)(2)	0	0	0	0	0	0	0	0	0

B. PUBLIC SHARE HOLDING									
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
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0

2. Non Institutions									
a) Bodies Corp.									
(i) Indian	4386670	232130	4618800	56.57	4386670	232130	4618800	56.57	0.00
(ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
(i) Individual Shareholders Holding nominal share capital up to Rs. 2 lakh	500	954200	954700	11.32	0	954200	954200	11.68	0.00
(ii) Individuals	1747500	844200	2591700	31.74	1748000	844200	2592200	31.74	0.00

shareholder's holding nominal share capital excess of Rs.2 lakh									
c) Others (Specify)	0	0	0	0	0	0	0	0	0
sub-total (B) (2):-	6134670	2030530	8165200	100	6134670	2030530	8165200	100	0
Total Public Shareholding (B)= (B) (2)	6134670	2030530	8165200	100	6134670	2030530	8165200	100	0
C. C. Share held by Custodian for GDRs & ADRs- NIL									
Grand Total (A+B+C)	6134670	2030530	8165200	100	6134670	2030530	8165200	100	0

ii. Category-wise share Holding

Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
	No. of Shares	% of total Shares	% of Pledged / Shares of the company	No. of Shares	% of total Shares	% of Pledged / Shares of the company	
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
At the beginning of the year	0.00	0.00	0.00	0.00
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
At the End of the year (or on the date of separation, if separated during the year)	0.00	0.00	0.00	0.00

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

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	4722400	57.84	4722400	57.84
Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer /bonus/sweat equity etc.)	--	--	--	--
At the end of year (or on the date of separation during the year)	4722400	57.84	4722400	57.84

v. Shareholding of Director and Key Managerial Personnel:

For Each of the Directors and 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	402000	4.92	302000	3.69
Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer /bonus/sweat equity etc.)	0		0	0
At the end of year	402000	4.92	302000	3.69

V. INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the year				
(i)Principal Amount	-	1,057,000	-	1,057,000
(ii)Interest due but not paid	-	-	-	-
(iii)Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	1,057,000	-	1,057,000
Change in Indebtedness during the financial year				
Ø Addition	-	56000	-	56000
Ø Reduction	-	-	-	-
Net Charge	-	56000	-	56000
Indebtedness at the end of the financial year				
(i)Principal Amount	-	1,113,000	-	1,113,000
(ii)Interest due but not paid	-	-	-	-
(iii)Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	1,113,000	-	1,113,000

VI. REMUNARATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. 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	-	-	-	-	-

B. Remunerations to others Director

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

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

S.No	Particulars of Remuneration	Key Managerial Personnal			
		CEO	Company Secretary (Bharati Yadav)	CFO	Total
1.	Gross Salary				
(a)	Salary as per provisions contained in section 17(1) of the Income –tax Act,1961	-	-	-	-
b)	Value of perquisites u/s 17(2) Income tax Act, 1961	-	-	-	-

(c)	Profit in lieu of salary under section 17(3) Income tax Act,1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - As % of profit - Others specify.....	-	-	-	-
5.	Others, Please specify	-	-	-	-
	Total	-	-	-	-

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

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

GENESIS DEVELOPERS AND HOLDINGS LIMITED

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

CIN: L67190DL1995PLC069768, **Contact No:** 011-25753857

E- Mail ID: genesislimited1995@gmail.com

Website: www.genesisdevelopersholdings.com

ATTENDENCE SLIP

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

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

I hereby record my Presence at the 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 19thSeptember, 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
<i>Ordinary Business</i>	
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.
<i>Special Business</i>	
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)

Affix Revenue
Stamp

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

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
<i>Ordinary Business</i>				
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 (DIN06977830), 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			
<i>Special Business</i>				
4.	Regularization of Mr. Ram Sunder (DIN: 06977834) as an Independent Director of the Company			

Place:

Date:

(Signature of the shareholder)