

B. Kaushik & Associates.

Company Secretaries.

101 - Abhishek Business Centre,

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FORM NO. MGT.13

Report of Scrutinizer

(Consolidated Result of Voting)

[Pursuant to regulation 44 of SEBI (Listing obligation & Disclosure Requirement) Regulations, 2015 & Pursuant to Section 108 and 109 of the Companies Act, 2013 and read with rule 20 and 21(2) of the Companies (Management and Administration) Amendment Rules, 2015]

To,

The Chairman

24th Annual General Meeting of the Shareholders of

M/s Genesis Developers And Holdings Limited (L67190DL1995PLC069768)

Date of Meeting: 20th Day of September, 2019

Time of Meeting: 02.00 P.M.

Conclusion time: 04:00 P.M

Venue of Meeting: R-815 New Rajinder Nagar, New Delhi-110060.

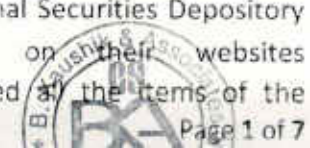
Subject: Scrutinizer's Report for the 24th Annual General Meeting of the company

Dear Sir,

I, Bhupendra Kaushik (M. No.- F9884 and CP No. 12453), Practicing Company Secretary, Delhi was appointed as a Scrutinizer in the Board Meeting of **Genesis Developers And Holdings Limited (L67190DL1995PLC069768)**, (hereinafter referred to as the "Company") held on 18th July, 2019 in terms of the provision of Section 108 and Section 109 of the companies Act, 2013 read with Rule 20 and Rule 21 of the Companies, (Management and Administration) Amendment Rules, 2015 for the purpose of scrutinizing and ascertaining the result of voting by electronic means i.e. remote e- voting and voting through physical ballot papers at 24th Annual General Meeting of the company on the resolution set out in the Notice dated 19th August, 2019 of the AGM of the company held on Thursday, 20th day of September, 2019 at 02.00 P.M. at the Registered Office of the Company situated at R-815 New Rajinder Nagar, New Delhi-110060:

We submit our report as under:

- 1 The company engaged National Securities Depository Limited (NSDL) as the service provider for extending the facility of electronic voting to the shareholders of the company. The service provider provided a system for recording the votes of the shareholders electronically on all the items of business (both ordinary and special business) sought to be transacted in the 24th Annual General meeting ("AGM") of the Company, which was held on 20th September, 2019. National Securities Depository Limited ("NSDL") had set up e-voting facility on their websites <https://www.evoting.nsdl.com>. The company had uploaded all the items of the



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- business to be transacted on the website of the Company and also on the website of service provider to facilitate their shareholders to cast their vote through e-voting.
- 2 As on the cut-off date for dispatch of Notice of Annual General Meeting, there were 923 shareholders of the company. The notice of Annual General Meeting and circular for e-voting was sent through physically and E-mail to all shareholders. There were no incremental shareholders who became member after dispatch of notice.
 - 3 The notice so sent contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20(4)(iii)(A) to (C) of the Companies (Management and Administration) Amendment Rules, 2015.
 - 4 The cut-off date for the purpose of identifying the shareholders who were entitled to vote on the resolutions placed for the approval of the shareholders was 13th September, 2019. The E-voting facility was kept open from 17th September, 2019 (09.00 A.M.) to 19th September, 2019 (05.00 P.M.).
 - 5 Pursuant to Rule 20(4)(v) of Companies (Management and Administration) Amendment Rules, 2015, the Company also released an advertisement, which was published 21 days before the date of Annual General Meeting in Money Makers and Dainik Mahalakshmi Bhagyodaya dated 27th August, 2019. The Notice published in the Newspapers carried the required information as specified in the rule 20(4)(v)(a) to (h) of Companies (Management and Administration) Amendment Rules, 2015.
 - 6 Ballot box facility was provided at Annual General Meeting for the shareholders who have attended the meeting and have not cast their votes earlier through remote e-voting.
 - 7 After the time fixed for voting at Annual General Meeting venue, i.e. between 02:30 P.M. to 03:20 P.M, ballot boxes kept for voting were locked in my presence with due identification marks placed by me.
 - 8 The locked ballot boxes were subsequently opened in my presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by M/s Bigshare Services Private Limited, Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.
 - 9 On 20th day of September, 2019 after the Annual General Meeting the votes cast through e-voting facility were duly unblocked by me as a scrutinizer in the presence of Mr. Sandeep Singh and Mr. Sashi Kanta Panda who acted as the witness and are not in the employment of the Company, as prescribed in sub Rule (3)(xi) of said Rule 20 of Companies (Management and Administration) Amendment Rules, 2015.
 - 10 As a Scrutinizer, the report of the e-voting carried by the shareholders was duly complied with and combined result of voting through electronic means, i.e. remote e-voting and voting through ballot box at AGM is annexed as **Annexure 1**.

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- 11 All the ordinary as well as special resolutions mentioned in the AGM notice dated 19th day of August, 2019 under the remote e-voting and voting through Ballot papers conducted at the venue of the meeting have been passed with requisite majority.
- 12 The ballot papers and other relevant records shall remain in the safe custody of Scrutinizer, until the Chairman signed the Scrutinizer Report.

For and on behalf of
M/s B. Kaushik & Associates
(Company Secretary)



Bhupendra Kaushik
(Company Secretary)

M. No. F9884

C.P. No.-12453

Countersigned by the Chairman
(Deepak Tyagi)

DIN: 02760361

H.no. 262, Village Bankhanda Post
Bankhanda Ghaziabad, Uttar Pradesh 245201

Witness:

1. Sandeep Singh
S/o Mr. Jaipal Singh
198B, Guru Nanakpura, Near Maharaja
Hotel, Laxmi Nagar, Delhi-110092

2. Sashi Kant Panda
S/o Mr. Kanhu Charan Panda
U-127, Shakarpur, Near Laxmi
Nagar Metro Station, Delhi-
110092

Date: 20th September, 2019

Place: New Delhi

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Annexure 1

CONSOLIDATED REPORT

AGENDA ITEM-1:

THE AUDITED BALANCE SHEET AS ON 31ST MARCH, 2019 AND STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019, TOGETHER WITH THE DIRECTORS' REPORT AND AUDITORS' REPORT THEREON PRESENTED IN THE MEETING, BE AND THE SAME ARE HEREBY, APPROVED AND ADOPTED:

(ORDINARY BUSINESS)

(i) Voted in favour of the resolution

Mode of Voting	Number of Members Voted	Total Vote Caste	Number of votes cast in Favour	% of total number of valid votes cast
Physical Ballot voting	7	554600	554600	100
E-voting	33	5906430	5906430	100
Total	40	6461030	6461030	100

(ii) Voted Against the resolution

Number of Members Voted	Total number of votes cast by them	% of total number of valid votes caste
5	3300	100

(iii) Invalid Vote

Total Numbers of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

AGENDA ITEM-2:

MR. DEEPAK TYAGI (DIN: 02760361), MANAGING DIRECTOR OF THE COMPANY, RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT:

(ORDINARY BUSINESS)



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(i) Voted in favour of the resolution

Mode of Voting	Number of Members Voted	Total Vote Caste	Number of votes cast in Favour	% of total number of valid votes cast
Physical Ballot voting	7	554600	554600	100
E-voting	31	5805330	5805330	100
Total	38	6359930	6359930	100

(ii) Voted Against the resolution

Number of Members Voted	Total number of votes cast by them	% of total number of valid votes caste
5	3300	100

(iii) Invalid Vote

Total Numbers of Members (in person or by proxy) whose votes were declared invalid	Total number of votes caste by them
0	0

AGENDA ITEM-3:

"RESOLVED THAT PURSUANT TO THE PROVISIONS OF SECTIONS 139 TO 142 OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (AUDIT AND AUDITORS) RULES, 2014 AND OTHER APPLICABLE PROVISIONS, IF ANY, AS MAY BE APPLICABLE, M/S MAK & COMPANY, CHARTERED ACCOUNTANTS (FRN -028454N), BE AND ARE HEREBY APPOINTED AS STATUTORY AUDITORS OF THE COMPANY, IN PLACE OF RETIRING AUDITOR M/S BHUTANI & ASSOCIATES, CHARTERED ACCOUNTANT (FRN -025906N) TO HOLD OFFICE FORM THE CONCLUSION OF THIS ANNUAL GENERAL MEETING UNTIL THE CONCLUSION OF 29TH ANNUAL GENERAL MEETING (AGM) OF THE COMPANY TO BE HELD IN THE F.Y 2023-24, ON SUCH REMUNERATION AS MAY BE FIXED IN THIS BEHALF BY THE BOARD OF DIRECTORS OF THE COMPANY:

(ORDINARY BUSINESS)

(i) Voted in favour of the resolution

Mode of Voting	Number of Members Voted	Total Vote Caste	Number of votes cast in Favour	% of total number of valid votes cast
Physical Ballot	7	554600	554600	100

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voting				
E-voting	33	5805530	5805530	100
Total	40	6360130	6360130	100

(ii) Voted Against the resolution

Number of Members Voted	Total number of votes cast by them	% of total number of valid votes caste
5	3300	100

(iii) Invalid Vote

Total Numbers of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

AGENDA ITEM-4:

"RESOLVED THAT PURSUANT TO THE PROVISIONS OF SECTION 149, 152 READ WITH SCHEDULE IV AND OTHER APPLICABLE PROVISIONS, IF ANY, OF THE COMPANIES ACT, 2013 (ACT) AND THE RULES FRAMED THERE UNDER AND THE APPLICABLE REGULATIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (INCLUDING ANY STATUTORY MODIFICATION(S) OR RE-ENACTMENT(S) THEREOF, FOR THE TIME BEING IN FORCE), MR. DAYA SHANKAR MANDAL (DIN: 06977830), A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY, BEING ELIGIBLE FOR RE- APPOINTMENT AND IN RESPECT OF WHOM THE NOMINATION AND REMUNERATION COMMITTEE OF THE BOARD HAS RECOMMENDED HIS CANDIDATURE FOR THE OFFICE OF THE DIRECTOR, BE AND IS HEREBY RE-APPOINTED AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS FROM 1ST DECEMBER, 2019 UP TO 30TH NOVEMBER, 2024 AND WHOSE PERIOD OF OFFICE SHALL NOT BE LIABLE TO RETIRE BY ROTATION.:

(SPECIAL BUSINESS):

(i) Voted in favour of the resolution

Mode of Voting	Number of Members Voted	Total Vote Caste	Number of votes cast in Favour	% of total number of valid votes cast
Physical Ballot voting	7	554600	554600	100
E-voting	25	5340500	5340500	100
Total	32	5895100	5895100	100

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(ii) Voted Against the resolution

Number of Members Voted	Total number of votes cast by them	% of total number of valid votes caste
5	3300	100

(iii) Invalid Vote

Total Numbers of Members (in person or by proxy) whose votes were declared invalid	Total number of votes caste by them
0	0

*All the Resolutions stand passed under e-voting and Ballot paper with the requisite majority.

For and on behalf of
M/s B. Kaushik & Associates
(Company Secretary)



Bhupendra Kaushik
(Company Secretary)
M. No. F9884
C.P. No.-12453

Date: 20th September, 2019
Place: New Delhi

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