

**INITIAL PUBLIC ANNOUNCEMENT UNDER REGULATION 8 OF THE SECURITIES  
AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES)  
REGULATIONS, 2021 FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS  
OF GENESIS FINANCE COMPANY LIMITED**

**Registered Office:** 4 MMTC/STC Market Geetanjali New Delhi - 110 017; **Tel.:** +91  
011-42181244

**Corp. Office:** 315, Square One Mall, Saket, District Centre, New Delhi - 110 017

**Website:** www.genesisfinance.net; **E-mail:** genesis599@gmail.com

**Corporate Identification Number:** L65910DL1990PLC040705

**Listed on:** Metropolitan Stock Exchange of India Limited ("MSEI")

**Scrip Code:** MSEI: GENESISFIN; **ISIN:** INE421K01019

This initial public announcement ("**Initial Public Announcement**") is being issued by Sundae Capital Advisors Private Limited ("**Manager to the Offer**") for and on behalf of Naresh Garg, along with other Promoters and Promoter Group persons / entities ("**Acquirer(s)**"), of Genesis Finance Company Limited, to the Public Shareholders (*as defined below*) with an intention to: (a) acquire all the Equity Shares (*as defined below*) that are held by Public Shareholders; and (b) consequently voluntarily delist the Equity Shares from the Stock Exchange (*as defined below*), by making a delisting offer pursuant to and in compliance with the SEBI Delisting Regulations (*as defined below*), ("**Delisting Proposal**").

For the purpose of this Initial Public Announcement, the following terms have the meanings assigned to them below:

- a. "**Acquirer(s)**" shall mean Naresh Garg, along with other Promoters and Promoter Group persons / entities;
- b. "**Company**" shall mean Genesis Finance Company Limited;
- c. "**Board**" shall mean the board of directors of the Company;
- d. "**Equity Shares**" shall mean fully paid-up equity shares of the Company, each having the face value of INR 10;
- e. "**Public Shareholders**" shall mean the public shareholders of the Company as defined under Regulation 2(1)(t) of the SEBI Delisting Regulations;
- f. "**SEBI**" shall mean the Securities and Exchange Board of India;
- g. "**Stock Exchange**" / "**MSEI**" shall mean the stock exchanges where the Equity Shares of the Company are presently listed, i.e. the Metropolitan Stock Exchange of India Limited;

- h. **“SEBI Delisting Regulations”** shall mean the Securities and Exchange Board of India (Delisting of Equity Shares), Regulations, 2021;
- i. **“SEBI Takeover Regulations”** shall mean the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers), Regulations 2011;

**1. Details of the Delisting Proposal:**

- 1.1. Genesis Finance Company Limited is a public limited company incorporated as “Consolidated Photo Products Limited” on July 03, 1990 under the provisions of the Companies Act, 1956 and the Certificate for Commencement of Business was received on 24<sup>th</sup> July, 1990. The Corporate Identification Number (CIN) of the Company is L65910DL1990PLC040705. The registered office of the Company is presently situated at 4 MMTC/STC Market, Geetanjali, New Delhi - 110017. The Corporate Office of the Company is situated at 315, Third Floor, Square One Mall, Saket, New Delhi - 110017. The Equity Shares of the Company are listed on MSEI. The Issued, subscribed and paid-up equity capital of the Company is Rs. 46,39,71,200 comprising of 4,63,97,120 Equity Shares of face value Rs. 10 each.
- 1.2. I, Naresh Garg along with other Promoter and promoter group entities pursuant to our letter dated October 20, 2020, had inter alia expressed our intention to voluntarily delist the Equity Shares in accordance with the SEBI (Delisting of Equity Shares) Regulations, 2009 (“**Old Regulations**”) by acquiring Equity Shares, along with other members of the Promoter Group. Pursuant to the said letter, the Board, at its meeting held on January 05, 2021, approved the Delisting proposal after having discussed and taking into account various factors including the due diligence report submitted by the merchant banker but could not be acted upon.
- 1.3. Considering that SEBI has thereafter notified the SEBI Delisting Regulations which has repealed the Old Regulations, proceeding further under the SEBI Delisting Regulations would not be in compliance of the timelines and requisite procedures prescribed therein. Accordingly, the process is being reinitiated under the SEBI Delisting Regulations upon receipt of the Promoter Intent Letter dated February 09, 2022 to delist the equity shares of the Company and this Initial Public Announcement is being made in accordance with Regulation 8 of the SEBI Delisting Regulations.
- 1.4. As on the date of this Initial Public Announcement, the Acquirer(s), along with the person / entities forming part of the Promoter Group of Genesis Finance Company Limited, holds 3,07,16,824 Equity Shares in the Company aggregating to 66.20% its paid-up share capital, the details of which are as under:

<b>Name of person / entity</b>	<b>No. of Equity Shares held</b>	<b>% age of holding</b>
Bhagwati Devi	45,06,880	9.71
Sangeeta Garg	44,80,560	9.66

Prateet Garg	35,73,048	7.70
Naresh Garg	35,48,480	7.65
Sahil Garg	28,30,704	6.10
Kapil Berera	52,000	0.11
Genesis Dream Merchants Pvt Ltd	1,09,25,152	23.55
Sopan Real Estates Private Limited	8,00,000	1.72
<b>Total</b>	<b>3,07,16,824</b>	<b>66.20</b>

- 1.5. I, Naresh Garg, along with other Promoters and Promoter Group persons / entities, after taking into account various factors, decided to acquire the 1,56,80,296 Equity Shares aggregating 33.80% of the paid up capital of the Company held by the Public Shareholders and expressed our intention to voluntarily delist the Equity Shares of the Company in accordance with the SEBI Delisting Regulations.
- 1.6. The Acquirer have appointed M/s Sundae Capital Advisors Private Limited as the Manager to the Offer, in accordance with the provision of Regulation 9 of the SEBI Delisting Regulations.
- 1.7. In view of the above decision, as required under Regulation 8 of the SEBI Delisting Regulations, this Initial Public Announcement is being made by the Manager to the Offer for and on behalf of the Acquirer to express the intention to undertake the Delisting Proposal, in accordance with applicable law.

## **2. Rationale for the Delisting Proposal:**

- 2.1. In terms of Regulation 8(3)(a) of the SEBI Delisting Regulations, the Delisting of Equity Shares of the Company shall enable the Acquirer to:
- obtain full ownership of the Company, which will in turn provide enhanced operational flexibility to support the Company's business;
  - save compliance costs and reduction in dedicating management time to comply with the requirements associated with the continued listing, which can be refocused on the Company's Business; and
  - provide an exit opportunity to the public shareholders of the Company.

## **3. Undertaking / Confirmations:**

- 3.1. In terms of Regulation 8(3)(b) of the SEBI Delisting Regulations, the Acquirer(s), undertakes and confirms that it:
- Has not sold any Equity Shares during the period of 6 months prior to the date of this Initial Public Announcement; and
  - Shall not, directly or indirectly:

- i. employ any device, scheme or artifice to defraud any shareholder of the Company or other person; or
- ii. engage in any transaction or practice that operates as a fraud or deceit upon any shareholder of the Company or other person; or
- iii. engage in any act or practice that is fraudulent, deceptive or manipulative

in connection with the Delisting Proposal of the equity shares sought or permitted or exit opportunity given or other acquisition of equity shares made SEBI Delisting Regulations.

#### **4. Price / Consideration:**

- 4.1. The 'discovered price' will be determined through the reverse book building process specified in Schedule II of the SEBI Delisting Regulations, after fixation of the 'floor price' which will be determined in terms of Regulation 20(2) and (3) of the SEBI Delisting Regulations read with Regulation 8 of the SEBI Takeover Regulations.
- 4.2. In terms of the SEBI Delisting Regulations, the 'discovered price' will be determined as the price at which Equity Shares are accepted through eligible bids, and takes the shareholding of the Acquirer to 90% of the total issued Equity Shares as required under Regulation 21 of the SEBI Delisting Regulations.
- 4.3. The Acquirer shall have the sole discretion to accept or reject the 'discovered price' or make a counter-offer in accordance with the SEBI Delisting Regulations.

#### **5. Conditions:**

- 5.1. The acquisition of the Equity Shares by the Acquirer from the Public Shareholders will be conditional upon the following:
  - a. Due Diligence by a Peer Reviewed Practising Company Secretary as required under Regulation 10(2) of the SEBI Delisting Regulations;
  - b. The Board approving the Delisting Proposal in accordance with Regulation 10 of the SEBI Delisting Regulations;
  - c. the approval of the shareholders of the Company by way of a special resolution in accordance with the Regulation 11 of the SEBI Delisting Regulations and other applicable law wherein the number of votes cast by the Public Shareholders in favour of the Delisting Proposal is at least two times the number of votes cast by the Public Shareholders against it, the resolution being passed through postal ballot and e-voting in accordance with the applicable laws and regulations;

- d. receipt of the approval of the Stock Exchanges in accordance with the SEBI Delisting Regulations and/or any other statutory / regulatory approvals and third-party consents, as may be required, in relation to the Delisting Proposal;
- e. the acceptance by the Acquirer of the 'discovered price' determined by the reverse book building process or the counter-offer price, in accordance with the SEBI Delisting Regulations including other rights and obligations in terms of the SEBI Delisting Regulations;
- f. the number of the Equity Shares being validly tendered in the delisting offer is sufficient enough to result in the delisting offer being successful in accordance with the SEBI Delisting Regulations; and
- g. such other terms and conditions, inter alia, as may be set out in the 'detailed public announcement' or the 'letter of offer' to be made / dispatched to the Public Shareholders, or any addendum or corrigendum thereto, that are proposed to be issued in accordance with the SEBI Delisting Regulations.

## **6. Other Details:**

- 6.1. The Acquirer(s) hereby confirms that they have firm financial arrangements for fulfilling the payment obligations under the delisting offer and they are able to implement the delisting offer, subject to any statutory approvals for the Delisting Proposal that may be necessary;
- 6.2. The Acquirer(s) accepts full responsibility for the information contained in this Initial Public Announcement and confirms that such information is true, fair and adequate in all material aspects. The Acquirer(s) is aware of and will comply with the obligations under the SEBI Delisting Regulations.
- 6.3. All the information pertaining to the Company contained in this Initial Public Announcement has been obtained from the publicly available sources, and the accuracy thereof has not been independently verified by the Manager to the Offer.

**Issued by the Manager to the Offer of behalf of the Acquirer(s)**

**SUNDAE**

**Sundae Capital Advisors Private Limited**

SEBI Regn. No.: INM000012494

3rd Floor, C - 11, Community Centre

Janak Puri, New Delhi - 110 058

Tel.: +91 11 4914 9740

E-mail: genesis.delisting@sundaecapital.com

Investor Grievance e-mail id: grievances.mb@sundaecapital.com

Website: [www.sundeacapital.com](http://www.sundeacapital.com)  
Contact Person: Ashi Sood / Anchal Lohia

***For and on behalf of the Promoter and Promoter Group***



***Naresh Garg***

**Place:** New Delhi

**Date:** February 09, 2022