

DETAILED PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS
OF
Genesis Finance Company Limited
(CIN: L65910DL1990PLC040705)
Registered Office: 4 MMTC/STC Market, Geetanjali, New Delhi, India, 110017
Tel: +91 11 – 4218 1244
Website: www.genesisfinance.net, **Email:** genesis599@gmail.com
Contact Person: Mr. Gopal Bisht, Whole-time director and Chief Financial Officer

This Detailed Public Announcement (the “Detailed Public Announcement” or “DPA”) is being issued by Sundae Capital Advisors Private Limited (“Manager” or “Manager to the Offer”) for and on behalf of the Naresh Garg, referred to as the “Acquirer” and other members of promoter and promoter group of Genesis Finance Company Limited, to the public shareholders as defined under Regulation 2(1)(t) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended, (“SEBI Delisting Regulations”) (“Public Shareholders”) of Genesis Finance Company Limited (the “Company”) in respect of the proposed acquisition of the fully paid up equity shares of the Company with a face value Rs. 10 (Indian Rupees Ten) each (“Equity Shares”) that are held by the Public Shareholders and consequent voluntary delisting of the Equity Shares from Metropolitan Stock Exchange of India Limited (“MSEI”), referred to as the “Stock Exchange”) pursuant to Regulation 15 and other applicable provisions of SEBI Delisting Regulations (“Delisting Offer”) and in accordance with the terms and conditions set out below and/or in the Letter of Offer (*defined below*).

1. BACKGROUND OF THE DELISTING OFFER
- 1.1 The Acquirer, along with other members of promoter and promoter group of the Company (“Promoter and Promoter Group”), are making this Detailed Public Announcement to acquire up to 1,56,80,296 (One Crore Fifty-Six Lakhs Eighty Thousand Two Hundred Ninety Six) Equity Shares representing 33.80% of the Listed Capital of the Company (i.e. 3,85,40,000 equity shares) from the Public Shareholders pursuant to Part B of Chapter III read with Chapter IV of the SEBI Delisting Regulations. If the Delisting Offer is successful in accordance with the terms set out in Clause 11 and 12 of this Detailed Public Announcement, an application will be made for delisting of Equity Shares from the Stock Exchange in accordance with SEBI Delisting Regulations and the terms and conditions set out in this Detailed Public Announcement, the Letter of Offer and any other documents. Consequently, the Equity Shares shall be delisted from the Stock Exchange.
- 1.2 The Acquirer on September 16, 2023 had issued an initial public announcement (“Initial Public Announcement”) disclosing their intent to: (a) acquire 1,56,80,296 fully paid-up Equity Shares of the Company, having face value of Rs. 10/- each representing 33.80% of the paid-up equity capital of the Company that are held by public shareholders (as defined under the SEBI Delisting Regulations); and (b) consequently, voluntarily delist the Equity Shares from the stock exchange where the Equity Shares are presently listed, i.e. MSEI, by making a delisting offer in accordance with SEBI Delisting Regulations (“Delisting Proposal”). The initial public announcement was issued by Sundae Capital Advisors Private Limited (“Manager to the Offer”) for and on behalf of the Acquirer and the same was notified to the Stock Exchange on the same date, i.e., September 16, 2023.
- 1.3 Upon receipt of the Initial Public Announcement, the Company appointed M/s RMG & Associates, a Peer Reviewed Firm of Practicing Company Secretaries.in terms of Regulation 10(2) and other applicable provisions of the SEBI Delisting Regulations.
- 1.4 The Company notified to the Stock Exchange on September 29, 2023, that a meeting of the board of directors of the Company (“Board”) was proposed to be held on October 06, 2023 to inter-alia consider and approve / reject the Delisting Offer and other matters incidental thereto or required in terms of Regulation 10 and other applicable provisions of the SEBI Delisting Regulations, including seeking shareholders’ approval, as may be required.
- 1.5 The Acquirer submitted a certificate to the Board from RV FCS Abhinav Agarwal, Registered Valuer and Corporate Law Advisor (IBBI Reg. No.: IBBI/RV/06/2019/12564 and ICAI Mem No.: ICAIRVO/06/RV-P00292/2019-2020), dated October 06, 2023 calculating the floor price, computed in accordance with Regulation 20(2) of the SEBI Delisting Regulations read with Regulation 8 of the SEBI Takeover Regulations, for the Delisting Offer as Rs. 25.40/- (Rupees Twenty-Five and Paise Forty only) per Equity Share (the “Floor Price”), which is not less than the book value of the Equity Shares of the Company based on the latest audited financial statements available as on the date of obtaining such certificate.
- 1.6 The Board of Directors, in their meeting held on October 06, 2023, *inter alia* approved the following:

(i) Took on record the due diligence report dated October 06, 2023 received from by M/s. RMG & Associates, Practicing Company Secretaries , a Peer Review Company Secretary firm (bearing Peer Review Certificate No. 734/2020) in terms of Regulation 10(3) and other applicable provisions of SEBI Delisting Regulations (“Due Diligence Report”);

(ii) After consideration of the various factors and advantages of delisting and also considering the Due Diligence Report, the Board granted their approval under Regulation 10(4) and other applicable provisions of the SEBI Delisting Regulations and recommended the proposal to voluntary delist the Equity Shares of the Company from the Stock Exchange for approval of the shareholders of the Company through postal ballot. The Board of Directors also certified that (a) The Company is in compliance with the applicable provisions of the securities laws; (b) The Acquirer is in compliance with Regulation 4(5) of the SEBI Delisting Regulations; and (c) The proposed delisting is in the interest of the shareholders;

(iii) Approved the notice of postal ballot to seek approval of the shareholders of the Company in accordance with Regulation 8(1)(b) of the SEBI Delisting Regulations and in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable laws.
- The Company notified the outcome of the aforesaid Board meeting to the Stock Exchange on October 06, 2023.
- 1.7 The Company had dispatched the notice of postal ballot to the shareholders of the Company for seeking their approval for the voluntary delisting of the Equity Shares from the Stock Exchange through postal ballot and e-voting on October 12, 2023.
- 1.8 The shareholders of the Company have passed a special resolution through postal ballot on November 14, 2023 approving the Delisting Offer, the results of which were disclosed to the Stock Exchange on November 14, 2023. The said special resolution was passed with the requisite majority in accordance with Regulation 11(4) of the SEBI Delisting Regulations as the votes casted by the Public Shareholders in favour of the Delisting Offer i.e. 23.03,034 (Twenty Three Lakhs, Three Thousand and Thirty Four)were more than two times the number of votes casted by the Public Shareholders against it. i.e. Nil votes.
- 1.9 *In the course of obtaining in-principle approval for delisting, the Company, through MSEI had received a compliant from one Mr. Tript Singh regarding non receipt of postal ballot notice seeking approval of the shareholders and also his dispute with the Company and its Promoter against which an FIR has been filed by him. In this regard, the Company has clarified MSEI alongwith the speed post reference number that the notice of postal ballot was duly sent to him and also that the police department had submitted their final report with the Hon’ble New Delhi District Court and the matter is sub-judice. The next date of hearing for the same is August 03, 2024. Further, as advised by MSEI, the Acquirer has submitted an indemnity bond with MSEI undertaking that the Acquirer will make good the loss to the complainant, if any, as may be directed by the said Court and also MSEI against any other third party claim by any present or future shareholder of the Company in respect of the abovementioned litigation or any litigation(s) or action(s) pending, that is not specified, or that may arise later.*
- 1.10 After considering the Indemnity Bond, as aforesaid, the Company has been granted in-principle approval for delisting of the Equity Shares from MSEI vide their letter no. MSEI/LIST/2024/450 dated May 22, 2024, in accordance with Regulation 12 and other applicable provisions of the SEBI Delisting Regulations.
- 1.11 This Detailed Public Announcement, in accordance with Regulation 15(1) and other applicable provisions of the SEBI Delisting Regulations is being issued in the following newspapers:

Newspaper	Language	Edition
Business Standard	English	All editions
Business Standard	Hindi	All editions
Mumbai Lakshdeep	Marathi	Mumbai edition

- 1.12 The Acquirer will inform the Public Shareholders of amendments or modifications, if any to the information set out in this Detailed Public Announcement by way of a corrigendum that will be published in the aforementioned newspapers in which the Detailed Public Announcement is being published.
- 1.13 The Delisting Offer is subject to the acceptance of the Discovered Price, determined in accordance with the SEBI Delisting Regulations, by the Acquirer. The Acquirer may also, at their discretion, propose (i) a price higher than the Discovered Price for the purposes of the Delisting Offer; or (ii) a price which is lower than the Discovered Price but not less than the book value of the Company as certified by the merchant banker, in terms of Regulation 22 and other applicable provisions of the SEBI Delisting Regulations (“Counter Offer Price”). Any Discovered Price that is accepted by the Acquirer for the Delisting Offer or a higher price that is offered for the Delisting Offer at their discretion, or a Counter Offer Price pursuant to the acceptance of the Counter Offer Price by Public Shareholders that results in shareholding of the Promoter and Promoter Group reaching 90% (Ninety percent) of the total issued and paid up Equity Shares, shall hereinafter be referred to as the “Exit Price”.
- 1.14 The Acquirer reserve the right not to proceed with or withdraw the Delisting Offer in the event the conditions mentioned in Clauses 11 and 12 of this Detailed Public Announcement are not fulfilled or if the approvals indicated herein are not obtained or conditions which the Acquirer consider in its sole discretion to be onerous, are imposed in respect of such approvals.
- 1.15 Neither the Acquirer nor any other entity belonging to the Promoter and Promoter Group of the Company shall sell Equity Shares of the Company till the completion of the delisting process.
- 1.16 As per Regulation 28 of the SEBI Delisting Regulations, the Board is required to constitute a committee of independent directors to provide its written reasoned recommendation on the Delisting Offer and such recommendations shall be published at least 2 (two) working days before the commencement of the Bid Period (*defined below*) in the same newspapers where this Detailed Public Announcement has been published.

2. NECESSITY AND OBJECTIVE OF THE DELISTING OFFER

- 2.1 In terms of Regulation 8(3) of the SEBI Delisting Regulations, the objective of the Acquirer in making the Delisting Offer is inter-alia to:

(a) Obtain full ownership of the Company, which will in turn provide enhanced operational flexibility to support the Company’s business;

(b) Save compliance costs and reduction in dedicating management time to comply with the requirements associated with the continued listings, which can be refocused on the Company’s Business; and

(c) provide an exit opportunity to the public shareholders of the Company.
- 2.2 In view of the above, the Acquirer believe that the Delisting Offer can provide the Public Shareholders an opportunity to exit from the Company at a price discovered in accordance with the SEBI Delisting Regulations. The Discovered Price will be determined in accordance with the reverse book building process as set out in the SEBI Delisting Regulations and will be subject to acceptance by the Acquirer and / or Promoter and Promoter Group.

3. BACKGROUND OF THE ACQUIRER

- 3.1 Mr. Naresh Garg, Acquirer, s/o Bishan Sarup Garg, aged 62 years, having PAN AAAPG1524B is residing at B-24 GF, Geetanjali Enclave, New Delhi, India-110016. He has promoted Genesis Finance Company Limited which is an NBFC engaged in the business of financing. Mr. Naresh Garg is the Chairman & Managing Director of the Company.
- 3.2 As on the date of this Detailed Public Announcement, Mr. Naresh Garg holds 35,48,480 Equity Shares of ₹10/- each aggregating to 7.65% of the paid-up equity share capital of the Company.
- 3.3 No entity belonging to the Promoter and Promoter Group has sold any Equity Shares of the Company during the 6 (six) months preceding the date of the Board meeting (i.e. October 06, 2023) wherein the Delisting Offer was first considered. Further, all the members / entities belong to the Promoter and Promoter Group of the Company have undertaken not to sell the Equity Shares of the Company until the earlier of (i) completion of the Delisting Offer in accordance with Regulation 30(5) the SEBI Delisting Regulations; or (ii) failure of the Delisting Offer in accordance with the SEBI Delisting Regulations.
- 3.4 The Promoter and Promoter Group has not acquired or sold any Equity Shares of the Company from the date of Initial Public Announcement till the date of the Letter of Offer.
- 3.5 The Acquirer has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the Securities and Exchange Board of India Act, 1992, as amended (“SEBI Act”) or any other regulations made under the SEBI Act.
- 3.6 The Acquirer hereby invite all the Public Shareholders of the Company to bid in accordance with the reverse book building process of the Stock Exchange and on the terms and subject to the conditions set out herein, all of their offer shares (“Offer Shares”).
- 3.7 The Acquirer have, as detailed in Clause 18 of this Detailed Public Announcement, made available all the requisite funds necessary to fulfill the obligations of the Acquirer under the Delisting Offer.
4. BACKGROUND OF THE COMPANY
- 4.1 The Company, i.e., Genesis Finance Company Limited is a public limited company incorporated on July 03, 1990 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Delhi. The Certificate for Commencement of Business was received on July 24, 1990. The registered office of the Company is presently situated at 4, MMTC/STC Market, Geetanjali, New Delhi, India, 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. However, out of the abovementioned paid-up capital, 78,57,120 Equity Shares allotted to the Promoter and Promoter Group are not listed. Therefore, the listed capital is Rs. 38,54,00,000 comprising of 3,85,40,000 Equity Shares.
- 4.2 The Company is a Non-Banking Finance Company (“NBFC”) business, holding Certificate of Registration (CoR No. 14.00023) dated February 21, 1998, engaged in the business of financing.
- 4.3 The Board of Directors of the Company as on the date of the Detailed Public Announcement is as under:

Name, Designation, Occupation and DIN	Age (In Years)	Date of Appointment	Details of directorships in other companies
Naresh Garg Managing Director Occupation: Business DIN: 00916814	62	July 10, 1994	<div><div>•</div>Saga Mountains Private Limited</div> <div><div>•</div>Saga Hotels Private Limited</div> <div><div>•</div>Genesis Dream Merchants Private Limited</div> <div><div>•</div>Genesis Holdings Private Ltd</div>
Sangeeta Garg Whole-time director Occupation: Business DIN: 1117956	56	November 27, 1997	<div><div>•</div>Genesis Dream Merchants Private Limited</div>
Feroz Mohan Malik Director Occupation: Business DIN: 00262559	57	January 04, 2019	<div><div>•</div>Bakewell Agro Limited</div> <div><div>•</div>Net Zero Beverages Private Limited</div> <div><div>•</div>Lecash Insurance Brokers Private Limited</div> <div><div>•</div>Globus Impex Services Private Limited</div>
Aashish Ghai Director Occupation: Professional DIN: 07276636	32	August 21, 2015	<div><div>•</div>Nil</div>
Gopal Bisht Whole-time director and Chief Financial Officer Occupation: Service DIN: 00597160	52	June 30, 2004	<div><div>•</div>Genesis Holdings Private Ltd</div>
Maresh Kumar Director Occupation: Business DIN: 08488905	37	August 20, 2022	<div><div>•</div>Hairpro India Private Limited</div> <div><div>•</div>Hairpro Grooming Private Limited</div> <div><div>•</div>Proline Global Private Limited</div> <div><div>•</div>Proline Beauty & Wellness Private Limited</div>

- 4.4 As on the date of the Detailed Public Announcement, the Company has no outstanding partly paid-up Equity Shares, convertible instruments, stock options or any other instruments that may result in the issuance of Equity Shares by the Company. Further, as on date, none of the Equity Shares held by the Public Shareholders are subject to any lock-in requirements.
- 4.5 A brief summary of the audited financial statements of the Company for the last three financial years ended March 31, 2023, 2022 and 2021 and unaudited financials for the nine months ended December 31, 2023 are as under:

Particulars	Nine Months Period ended December 2023	For the financial year ended March 31		
		2023	2022	2021
Revenue from Operations	501.85	2963.95	2703.09	2262.67
Other Income	0.00	-	0.50	-
Total Income	501.85	2,963.95	2,703.59	2,262.67
Expenses (excluding finance cost, Depreciation & Amortization)	109.61	778.24	852.32	500.03
Finance Costs	95.57	812.43	631.1	448.91

Particulars	Nine Months Period ended December 2023	For the financial year ended March 31		
		2023	2022	2021
Depreciation and Amortization	3.55	20.68	28.19	39.93
Profit / (Loss) Before Tax and exceptional items	293.12	1,352.60	1,191.98	1,273.80
Less / (Add) Exceptional items	-	-	-	-
Profit / (Loss) Before Tax	293.12	1,352.60	1,191.98	1,273.80
Profit / (Loss) After Tax (before other comprehensive income)	206.72	893.37	806.52	926.74
Paid-up Share Capital	4,693.71	4,639.71	4,639.71	4,639.71
Reserves & Surplus	NA	7,146.68	6,253.32	5446.8
Net Worth	NA	11,786.39	10,893.03	10,086.51
Total Non-Financial Liabilities	NA	566.18	307.74	381.96
Total Financial Liabilities	NA	7,277.24	8,701.74	5,063.50
Total Equity & Liabilities	NA	19,629.81	19,902.51	15,531.97
Total Non-Financial Assets	NA	525.91	2341.41	1925.08
Total Financial Assets	NA	19,103.90	17,561.10	13606.89
Total Assets	NA	19,629.81	19,902.51	15,531.97
Book Value per Share (in Rs.)	NA	25.40	23.48	21.74
Earnings Per Share (Basic and Diluted) (in Rs.)	0.45	1.93	1.74	2.00
Return on Net Worth (%)	NA	7.58%	7.40%	9.19%

5. PRESENT CAPITAL STRUCTURE AND SHAREHOLDING PATTERN OF THE COMPANY

- 5.1 As on the date of this Detailed Public Announcement, the capital structure of the Company is as under:

Particulars	Amount (in Rs.)
Authorised Capital	
4,70,00,000 Equity Shares of face value Rs. 10/- each	47,00,00,000
Total	47,00,00,000
*Issued, Subscribed and Paid Up Share Capital	
4,63,97,120 Equity Shares of face value Rs. 10/- each	46,39,71,200
Total	46,39,71,200

**The above shareholding includes 78,57,120 Equity shares held by the Promoter and Promoter Group, which is not listed. Therefore, the listed capital is Rs. 38,54,00,000*

- 5.2

(a) The Equity Shares of the Company were earlier listed on erstwhile Delhi Stock Exchange (hereinafter to be referred as “DSE”) with 48,17,500 equity shares aggregating to Rs. 4,81,75,000/-, derecognition of which moved the Company on the dissemination board of Bombay Stock Exchange Limited (hereinafter to be referred as “BSE”) on November 19, 2014.

(b) On October 11, 2016, the Company issued 9,82,140 unsecured Compulsorily Convertible Debentures (“CCDs”), at a price of INR 280/- (Rupees Two Hundred Eighty Only) per CCD having face value of INR 280/- (Rupees Two Hundred Eighty Only) each, carrying a Coupon Rate of 7% per annum and having a conversion term of 12 months from the date of allotment each fully paid up.

(c) The build up of the equity share capital since then is as under:
- | Particulars | Date | No. of equity
shares issued | Bonus shares
issued | Post bonus
holding | Listing status |
|--|----------------|--------------------------------|------------------------|-----------------------|----------------|
| Original equity shares, as listed on DSE | NA | 48,17,500 | 3,37,22,500 | 3,85,40,000 | Listed * |
| Conversion of first tranche of CCD | March 15, 2017 | 327,380 | 22,91,660 | 26,19,040 | Not listed |
| Conversion of second tranche of CCD | March 28, 2018 | 327,380 | 22,91,660 | 26,19,040 | Not listed |
| Conversion of third tranche of CCD | April 09, 2018 | 327,380 | 22,91,660 | 26,19,040 | Not listed |
| Total | | 4,05,97,480 | 4,63,97,120 | | |
- * It is to be noted that SEBI vide its letter MRD/OW/DSA/2017/17463/1 - provided further clarification and stated that Exclusively Listed Companies (ELCs) were allowed to raise further capital by issue of bonus shares and buy back as permitted so as to provide exit opportunity to shareholder.*
- (d) For meeting the minimum paid up capital requirement of Rs. 10 crores on BSE and also for capitalization of the reserves for issuance of bonus shares to the shareholders of the Company, the Board of Directors passed a resolution for issuance and allotment of bonus equity shares of Rs. 10/- to all existing equity shareholders on October 30, 2017 in the ratio of 7:1 aggregating to 3,60,14,160 and also kept a provision for issue of bonus shares to the holders of CCDs as and when converted.

(e) The Company later decided to list its equity shares on the Metropolitan Stock Exchange (“MSEI”) and accordingly filed necessary applications with BSE and MSEI. However, BSE has approved issuance of bonus shares only on the original listed capital comprising of 48,17,500 equity shares and not CCDs. Hence, as on present date, the number of equity shares that listed on MSEI is 3,85,40,000.

(f) The entire unlisted share capital comprising of 78,57,120 Equity Shares is held by the Promoter and Promoter Group only.
- 5.3 As on the date of the Detailed Public Announcement, the Company has no outstanding partly paid-up Equity Shares, convertible instruments, stock options or any other instruments that may result in the issuance of Equity Shares by the Company. Further, as on date, none of the Equity Shares held by the Public Shareholders are subject to any lock-in requirements.

5.4 The shareholding pattern of the Company, as on March 31, 2024 is as under:
- | Category Code | Category of Shareholders | No. of Share holder | Total Number of Shares | Total shareholding as a percentage of total number of shares | |
|---------------|--|---------------------|------------------------|--|--------------------|
| | | | | As a % age of (A+B) | As %age of (A+B+C) |
| (A) | Indian | | | | |
| (1) | Individuals / HUF | 6 | 1,89,91,672 | 40.93% | 40.93% |
| | Naresh Garg | 1 | 45,06,880 | 9.71% | 9.71% |
| | Sangeeta Garg | 1 | 44,80,560 | 9.66% | 9.66% |
| | Bhagwati Devi | 1 | 35,73,048 | 7.70% | 7.70% |
| | Prateet Grag | 1 | 35,48,480 | 7.65% | 7.65% |
| | Sahil Garg | 1 | 28,30,704 | 6.10% | 6.10% |
| | Kapil Berera | 1 | 52,000 | 0.11% | 0.11% |
| | Bodies Corporate | 2 | 1,17,25,152 | 25.27% | 25.27% |
| | Genesis Dream Merchants Private Limited | 1 | 1,09,25,152 | 23.55% | 23.55% |
| | Sopan real Estates Private Limited | 1 | 8,00,000 | 1.72% | 1.72% |
| | Sub Total (A1) | 8 | 3,07,16,824 | 66.20% | 66.20% |
| (2) | Foreign | | | | |
| | Individuals (Non-Resident Individuals / Foreign Individuals) | - | - | - | - |
| | Sub Total (A2) | - | - | - | - |
| | Total Shareholding of Promoters and Promoter Group (A) = (A1)+(A)2) | 8 | 3,07,16,824 | 66.20% | 66.20% |
| (B) | Public Shareholding | | | | |
| (1) | Institutions | - | - | - | - |
| | Sub Total (B1) | - | - | - | - |
| (2) | Central Government / State Government / President of India | - | - | - | - |
| | Sub Total (B2) | - | - | - | - |
| (3) | Non-Institutions | | | | |
| | Individuals | | | | |
| | Individual shareholders holding nominal share capital up to Rs. 2 lakh | 178 | 84,150 | 0.18% | |
| | Individual shareholders holding nominal share capital in excess of Rs. 2 lakh | 18 | 1,55,80,116 | 33.58% | |
| | Non Resident Indians | 2 | 16,000 | 0.03% | |
| | Any Other (Specify) | | | - | - |
| | HUF | 3 | 30 | 0.00% | |
| | Sub Total (B3) | 201 | 1,56,80,296 | 33.80% | 33.80% |
| | Total Public Shareholding (B = B1 + B2 + B3) | 201 | 1,56,80,296 | 33.80% | 33.80% |
| | Total (A) + (B) | 209 | 4,63,97,120 | 100.00% | 100.00% |
| (C) | Shares held by Custodian and against which Depository Receipts have been issued | - | - | - | - |
| | Total (A) + (B) + (C) | 209 | 4,63,97,120 | 100.00% | 100.00% |
6. STOCK EXCHANGES FROM WHICH THE EQUITY SHARES ARE SOUGHT TO BE DELISTED AND STOCK MARKET INFORMATION
- 6.1 The Equity Shares of the Company are presently listed on the following Stock Exchange:
- | Name of Stock Exchange | Stock Symbol / Scrip Code | Date of commencement of trading |
|---|---------------------------|---------------------------------|
| Metropolitan Stock Exchange of India Limited (MSEI) | GENESISFIN | September 17, 2018 |
- 6.2 The Acquirer seek to delist the Equity Shares of the Company from the Stock Exchange, namely MSEI. The Company has received the in-principle approval for delisting from MSEI vide their letter no. MSEI/LIST/2024/450 dated May 22, 2024.

6.3 The Acquirer propose to acquire the Offer Shares pursuant to a reverse book-building process through an acquisition window facility, i.e. separate acquisition window in form of web based bidding platform provided by NSE, in accordance with the stock exchange mechanism (the “Acquisition Window Facility”), conducted in accordance with the terms of the SEBI Delisting Regulations and the SEBI Circulars.

6.4 The Equity Shares of the Company are listed on Metropolitan Stock Exchange of India Limited (“MSEI”).The equity shares of the Company are infrequently traded on the MSEI within the meaning of explanation provided under Regulation 2(1)(j) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”).

6.5 Since there has been no trading in the equity shares of the Company on the platform of Metropolitan Stock Exchange of India Limited (“MSEI”) during the last three years prior to the date of the Initial Public Announcement and hence, no stock market data for the Financial Years 2020-21, 2021-22 and 2022-23 and for the six completed calendar months immediately preceding the month of the public announcement is available (Source:www.msei.in)
7. EXPECTED POST DELISTING OFFER SHAREHOLDING OF THE COMPANY
- The expected post Delisting Offer shareholding pattern of the Company, assuming all the Equity Shares are acquired from the Public Shareholders pursuant to the Delisting Offer, will be as follows:
- | Category | Prior to the Delisting Offer
Number of
Equity Shares | %age | Post Delisting Offer
Number of
Equity Shares | %age |
|--|--|---------------|--|---------------|
| Acquirer (along with other Promoters / Promoter Group) | 3,07,16,824 | 66.20 | 4,63,97,120 | 100.00 |
| Public Shareholding | 1,56,80,296 | 33.80 | - | - |
| Total | 4,63,97,120 | 100.00 | 4,63,97,120 | 100.00 |
8. MANAGER TO THE OFFER:
- The details of the Manager to the Offer is as under:
- SUNDAE

Name

: Sundae Capital Advisors Private Limited

SEBI Regn. No.

: INM000012494

Address

: 404, 4th Floor, Bahivhav Chambers Bandra Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra, India

E-mail

: genesis.delisting@sundaecapital.com

Investor Grievance e-mail id

: grievances.mb@sundaecapital.com

Website

: www.sundaecapital.com

Tel. No.

: +91 9667859191

Contact Person

: Anchal Lohia / Rajiv Sharma

9. REGISTRAR TO THE OFFER:

The details of the Registrar to the Offer is as under:

Skyline

Financial Services Pvt. Ltd.

Name

: Skyline Financial Services Private Limited

SEBI Regn. No.

: INR000003241

Address

: D-153A, 1st Floor, Okhla Industrial Area, Phase -I, New Delhi, India– 110020, India

Contact Person

: Mr. Anuj Rana

E-mail

: ipo@skylinerta.com

Investor Grievance E-mail ID

: grievances@skylinerta.com

Website

: https://www.skylinerta.com

Tel.

: +91 11 4045 0193-197

10. DETERMINATION OF THE FLOOR PRICE

10.1 The Acquirer propose to acquire the Equity Shares of the Company from the Public Shareholders pursuant to a reverse book building process conducted in terms of Schedule II of the SEBI Delisting Regulations.

10.2 The Equity Shares of the Company are presently listed on the Metropolitan Stock Exchange of India Limited ("MSEI").

10.3 The annualized trading turnover based on the trading volume of the Equity Shares of the Company on MSEI, based on the information available on the website of the stock exchange during the period from October 01, 2022 to September 30, 2023 (i.e. twelve calendar months preceding the calendar month in which the Stock Exchange were notified of the meeting of the Board in which the Delisting Offer was considered) ("Reference Date") are as under:

Stock Exchange	Total No. of equity shares traded from October 01, 2022 to September 30, 2023	Total No. of equity shares of the Company	Total No. of equity shares of the Company listed on MSEI	Trading Turnover (as % of total equity shares)
MSEI	Nil	4,63,97,120	3,85,40,000	Nil

(Source:www.msei.in)

10.4 As on the Reference Date, the Equity Shares of the Company are infrequently traded on the stock exchange in terms of Regulation 2(1)(j) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("SEBI Takeover Regulations").

10.5 As required under Regulation 20(2) of the SEBI Delisting Regulations, provides that the floor price shall be determined in terms of Regulation 8 of the SEBI Takeover Regulations, the reference date for computing the floor price would be the date on which the recognized stock exchange was notified of the board meeting in which the delisting offer would be considered i.e. October 06, 2023.

10.6 In terms of Regulation 8 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the floor price shall be higher of the following:

S. No.	Particulars	Rs. Per share
a.	the highest negotiated price per share of the target company for any acquisition under the agreement attracting the obligation to make a public announcement of an open offer;	Not Applicable
b.	the volume-weighted average price paid or payable for acquisitions, whether by the acquirer or by any person acting in concert with him, during the fifty-two weeks immediately preceding the date of the public announcement;	Not Applicable
c.	the highest price paid or payable for any acquisition, whether by the acquirer or by any person acting in concert with him, during the twenty-six weeks immediately preceding the date of the public announcement;	Not Applicable
d.	the volume-weighted average market price of such shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period, provided such shares are frequently traded;	Not Applicable
e.	where the shares are not frequently traded, the price determined by the acquirer and the manager to the open offer taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies; and	25.40*

*Based on the certificate from RV FCS Abhinav Agarwal Registered Valuer & Corporate Law Advisor IBBI Reg. No. IBBI/RV/06/2019/12564 ICAI RVO membership no. ICAIRVO/06/RV-P00292/2019-2020) dated October 06, 2023.

10.7 The Acquirer informed the Company of the Floor Price and the Indicative Price for the Delisting Offer on October 06, 2023 and the same was notified by the Company to the Stock Exchange on the same date.

11. DETERMINATION OF DISCOVERED PRICE AND EXIT PRICE

11.1 The Acquirer propose to acquire the Offer Shares pursuant to a reverse book-building process through an Acquisition Window Facility, i.e. separate acquisition window in the form of a web based bidding platform provided by NSE, in accordance with the Acquisition Window Facility, conducted in accordance with the terms of the SEBI Delisting Regulations.

11.2 All Public Shareholders can tender their Offer Shares during the Bid Period as set out in Clause 14 of this Detailed Public Announcement.

11.3 The minimum price per Offer Share payable by the Acquirer for the Offer Shares they acquire pursuant to the Delisting Offer, will be the price at which the shareholding of the Acquirer along with other members of the Promoter and Promoter Group of the Company reaches 90% of the total issued and paid up Equity Shares of the Company, excluding such classes of Equity Shares as are mentioned under Regulation 21(a) of SEBI Delisting Regulations, determined pursuant to a reverse-book building process through Acquisition Window Facility conducted in the manner specified in Schedule II of the SEBI Delisting Regulations ("Discovered Price") which shall not be lower than the Floor Price.

11.4 The cut-off date for determination of inactive Public Shareholders is May 22, 2024 (i.e. the date of receipt of in-principle approval from MSEI).

11.5 The Acquirer shall be bound to accept the Equity Shares tendered or offered in the Delisting Offer at the Discovered Price determined through the reverse book building process is equal to the Floor Price.

11.6 The Acquirer is under no obligation to accept the Discovered Price. The Acquirer may, at its discretion:

- accept the Discovered Price;
- offer a price higher than the Discovered Price; or
- Make a Counter Offer at the Counter Offer Price.

11.7 The "Exit Price" shall be:

- the Discovered Price, if accepted by the Acquirer;
- a price higher than the Discovered Price, if offered by the Acquirer at its discretion; or
- the Counter Offer Price offered by the Acquirer at their discretion which, pursuant to acceptance and / or rejection by Public Shareholders, results in the shareholding of the Promoters and Promoter Group of the Company reaching to 90% of the total equity shares of the Company, excluding such Equity Shares in terms of Regulation 21(a) of the SEBI Delisting Regulations.

11.8 The Acquirer shall announce the Discovered Price, its decision to accept or reject the Discovered Price, the Counter Offer Price, and / or the Exit Price, as applicable, in the same newspapers in which the present Detailed Public Announcement has appeared in accordance with the schedule of activities.

11.9 Once the Acquirer announce the Exit Price, the Acquirer will acquire, subject to the terms and conditions of this Detailed Public Announcement and the Letter of Offer, all the Shares validly tendered up to and equal to the Exit Price, for a cash consideration equal to the Exit Price for each shares tendered and ensure that in case of Exit Price being more than the Floor Price, the payment shall be made through the secondary market settlement mechanism; The Acquirer will not accept Offer Shares offered at a price that exceeds the Exit Price.

11.10 If the Acquirer does not accept the Discovered Price, then the Acquirer may, at their sole discretion, make a Counter Offer to the Public Shareholders within 2 (two) working days of the closure of the Bid Period and the Acquirer shall ensure compliance with the provisions of the SEBI Delisting Regulations in accordance with the timelines provided in Schedule IV of the SEBI Delisting Regulations.

11.11 If the Acquirer do not accept the Discovered Price in terms of SEBI Delisting Regulations and does not make Counter Offer to the Public Shareholders in terms of Regulation 22(4) of the SEBI Delisting Regulations and / or the Delisting Offer fails in terms of Regulation 23 of the SEBI Delisting Regulation:

- the Acquirer will have no right or obligation to acquire the Offer Shares tendered in the Delisting Offer;
- the Acquirer, through the Manager to the Delisting Offer, will within 2 (two) working days of closure of the Bid Period (defined below) announce such rejection of the Discovered Price or failure of the Delisting Offer, through an announcement in all newspapers where the Detailed Public Announcement has been published;
- no final application for delisting shall be made before the Stock Exchange;
- the lien on the Equity Shares tendered / offered in terms of Schedule II or Schedule IV of the SEBI Delisting Regulations as the case may be, shall be released to such Public Shareholder(s) (i) on the date of disclosure of the outcome of the reverse book building process under Regulation 17(3) of the SEBI Delisting Regulations if the minimum number of Equity Shares as provided under Regulation 21(a) of the SEBI Delisting Regulations are not tendered / offered; (ii) on the date of making public announcement for the failure of the Delisting Offer under Regulation 17(4) of the SEBI Delisting Regulations if the price discovered through the reverse book building process is rejected by the Acquirer; (iii) in accordance with Schedule IV of the SEBI Delisting Regulations if a counter offer has been made by the Acquirer.
- the Acquirer will borne all the expenses relating to the Delisting Offer;
- 99% (ninety nine percent) of the amount lying in the Escrow Account shall be released to the Acquirer within 1 (one) working day from the date of public announcement of failure of the Delisting Offer, and the balance 1% (one percent) shall be released post return of the Equity Shares to the Public Shareholders or confirmation of revocation of lien marked on their Equity Shares by the Manager to the Delisting Offer.
- the Acquirer shall not make another delisting offer until expiry of six months (i) from the date of disclosure of the outcome of the reverse book building process under Regulation 17(3) of the SEBI Delisting Regulations if the minimum number of Equity Shares as provided under Regulation 21(a) of the SEBI Delisting Regulations are not tendered / offered; (ii) from the date of making public announcement for the failure of the Delisting Offer under Regulation 17(4) of the SEBI Delisting Regulations if the price discovered through the reverse book building process is rejected by the Acquirer; (iii) from the date of making public announcement for the failure of counter offer as provided under Schedule IV of the SEBI Delisting Regulations; and
- the escrow account (as defined below) opened in accordance with regulation 14 of the SEBI Delisting Regulations shall be closed after release of balance 1% (one percent) in terms of Regulation 14(9) of SEBI Delisting Regulations.

12. DISCLOSURE REGARDING THE MINIMUM ACCEPTANCE CONDITION AND OTHER CONDITIONS FOR THE DELISTING OFFER

The acquisition of Equity Shares by the Acquirer pursuant to the Delisting Offer and the successful delisting of the Company pursuant to the Delisting Offer are conditional upon:

12.1 The Acquirer deciding in its sole and absolute discretion to accept the Discovered Price or offer a price higher than the Discovered Price, or offer a Counter Offer Price which, pursuant to acceptance and / or rejection by Public Shareholders, results in the shareholding of the Acquirer along with other members of the Promoter and Promoter Group of the Company reaching 90% of the total issued and paid up Equity Shares of the Company, excluding such Equity Shares in terms of Regulation 21(a) of the SEBI Delisting Regulations. It may be noted that notwithstanding anything contained in the Detailed Public Announcement, the Acquirer reserve the right to accept or reject the Discovered Price if it is higher than the Floor Price.

12.2 A minimum number of Offer Shares being tendered at or below the Exit Price in terms of Regulation 21 of SEBI Delisting Regulations, prior to the closure of Bidding Period (defined below) i.e. on the Bid Closing Date (defined below) so as to cause the cumulative number of Equity Shares held by the Acquirer along with other members of the Promoter and Promoter Group of the Company taken together with the Equity Shares acquired through the Acquisition Window Facility or offer to buy ("OTB") to be equal to or in excess of such number of the Equity Shares constituting 90% (Ninety percent) of the total Equity Shares in terms of Regulation 21(a) of the SEBI Delisting Regulations ("Minimum Acceptance Condition");

12.3 The Acquirer will obtain requisite statutory approvals, if any, required for the delisting as stated in Clause 20 of this Detailed Public Announcement and meet the conditions set out in Regulation 21 of the SEBI Delisting Regulations.

13. ACQUISITION WINDOW FACILITY

13.1 SEBI, vide its circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and circular no. SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 (collectively, the "SEBI Circulars"), has provided a framework for acquisitions pursuant to a delisting offer to be made through the stock exchanges ("Stock Exchange Mechanism"). As prescribed under the SEBI Circulars, the facility for such acquisitions shall be in the form of a separate window provided by stock exchange having nationwide trading terminals.

13.2 Further, SEBI circulars provide that the stock exchanges shall take necessary steps and put in place the necessary infrastructure and systems for implementation of the Stock Exchange Mechanism and to ensure compliance with requirements of the SEBI Circulars. Pursuant to the SEBI Circulars, the Stock Exchange have issued guidelines detailing the mechanism for acquisition of shares through Stock Exchange.

13.3 As such, the Acquirer shall avail the Stock Exchange Mechanism and Acquisition Window Facility provided by National Stock Exchange of India Limited, in compliance with the SEBI Circulars.

13.4 The Acquirer has appointed the following as its broker for the Delisting Offer through whom the purchase and settlement of the Offer Shares tendered in the Delisting Offer will be made ("Buyer Broker").



Eureka Stock & Share Broking Services Limited
DN-51, Merlin Infinite, 11th Floor, Salt Lake, Sector V, Kolkata - 700 091
Tel: +91 33 6628 0000
Fax: +91 33 2210 5184
Website: www.eurekasec.com

13.5 The cumulative quantity of Offer Shares tendered shall be displayed on website of NSE at specific intervals during Bid Period (defined below) and the outcome of the reverse book building process shall be announced within 2 (two) hours of the closure of the Bid Period (defined below).

14. DATES OF OPENING AND CLOSING OF BID PERIOD

14.1 All the Public Shareholders holding Equity Shares are eligible to participate in the reverse book building process by tendering, the whole or part of the Equity Shares held by them through the Acquisition Window Facility at or above the Floor Price. The period during which the Public Shareholders may tender their Equity Shares, shall commence on June 03, 2024 ("Bid Opening Date") and close on June 07, 2024 ("Bid Closing Date") during normal trading hours of the secondary market ("Bid Period"). During the Bid Period Bids will be placed in the Acquisition Window Facility by the Public Shareholders through their respective stock brokers registered with the NSE ("Seller Member") during the normal trading hours of secondary market on or before the Bid Closing Date. Any change in the Bid Period will be notified by way of an addendum/corrigendum in the newspapers in which this Detailed Public Announcement is published.

14.2 The Public Shareholders should note that the Bids are required to be uploaded in the Acquisition Window Facility or OTB on or before the Bid Closing Date for being eligible for participation in the Delisting Offer. Bids which are not uploaded in the Acquisition Window Facility or OTB will not be considered for delisting purposes and will be rejected.

14.3 The Public Shareholders should submit their Bids through stock brokers registered with stock exchange only. Thus, Public Shareholders should not send bids to Company / Acquirer / Manager to the Offer / Registrar to the Offer.

14.4 Bids received after close of normal trading hours on the Bid Closing Date may not be considered for the purpose of determining the Discovered Price. The Public Shareholders may withdraw or revise their Bids upwards not later than 1 (one) day before the closure of the Bid Period. Downward revision of Bids shall not be permitted.

15. PROCEDURE AND METHODOLOGY FOR BIDDING THROUGH STOCK EXCHANGE

15.1 The letter of offer inviting the Public Shareholders (along with necessary forms and instructions) to tender their Equity Shares to the Acquirer by way of submission of Bids ("Letter of Offer") will be dispatched to the Public Shareholders, whose names appear on the register of members of the Company and to the owner of the Equity Shares whose names appear as beneficiaries on the records of the respective depositories at the close of business hours on May 17, 2024 ("Specified Date"). In the event of accidental omission to dispatch the Letter of Offer or non-receipt of the Letter of Offer by any Public Shareholder or any Public Shareholder who has bought the Equity Shares after Specified Date, they may obtain a copy of Letter of Offer by writing to the Registrar to the Delisting Offer at their address given in Clause 9 of this Detailed Public Announcement of Offer, clearly marking the envelope "Genesis Finance Company Limited-Delisting Offer".

15.2 Alternatively, the Public Shareholders may obtain a copies of Letter of Offer from the website of the MSEI at www.msei.in or from the website of the Registrar to the Offer, at www.skylinetia.com and the website of the Company at www.genesisfinance.net respectively.

15.3 For further details on the schedule of activities, please refer to Clause 19 of this Detailed Public Announcement.

15.4 The Delisting Offer is open to all Public Shareholders of the Company, both who are holding shares in demat form as well as physical form.

15.5 During the Bid Period, Bids will be placed through the Acquisition Window Facility or OTB by the Public Shareholders through their respective Seller Member during normal trading hours of the secondary market. The Seller Member(s) can enter the Bids for the Equity Shares which are held in dematerialized form as well as physical form.

15.6 Procedure to be followed by Public Shareholders holding Equity Shares in dematerialized form

(a) Public Shareholders who desire to tender their Equity Shares in the electronic form under the Delisting Offer would have to do so through their respective Seller Member by indicating the details of Equity Shares they intend to tender under the Delisting Offer ("Tendered Shares").

(b) The Seller Member would be required to place an order/bid on behalf of the public shareholders who wish to tender Equity Shares in the Delisting Offer using Acquisition Window Facility of the Stock Exchange.

(c) The Seller Member would be required to tender the number of Equity Shares by using the settlement number and the procedure prescribed by the NSE Clearing Limited ("NCL") and a lien marked against the Equity Shares of the Public Shareholder and the same shall be validated at the time of order entry. The details of settlement number shall be informed in the issue opening circular / notice that will be issued by NSE/NCL before the Bid opening Date.

(d) In case, the Public Shareholder's demat account is held with one depository and clearing member pool and NCL accounts held with other depository, Equity Shares shall be blocked in the Public Shareholders demat account at source depository during the Bid Period. Inter depository Tender Offer ("IDT") instructions shall be initiated by the Public Shareholders at source depository to clearing member/ NCL account at depository. Source depository shall block the Public Shareholders Equity Shares (i.e. transfer from free balance blocked balance) and sends IDT message to depository for confirming creation of lien. Details of Equity Shares blocked in the Public Shareholders demat account shall

be provided by the depository to the NCL.

(e) For Custodian Participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian participant. The custodian participant shall either confirm or reject the orders within normal trading hours during the Bid Period, (except on the last day of Bid Period, it shall be upto 4.00 p.m.). Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed Custodian Participants orders, order modification shall revoke the custodian participant confirmation and the revised order shall be sent to the custodian participant again for confirmation.

(f) Upon placing the bid, the Seller Member shall provide a Transaction Registration Slip ("TRS") generated by the exchange bidding system to the Public Shareholder. TRS will contain the details of order submitted like Bid ID No., Application No., DPID, Client ID, number of Equity Shares tendered and price at which the Bid was placed etc.

(g) Public Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Bid Form to be sent. Such documents may include (but not be limited to):

- Duly attested power of attorney, if any person other than the Public Shareholders has signed the Bid Form;
- Duly attested death certificate and succession certificate/legal heirship certificate, in case any Public Shareholder has expired; and
- In case of companies, the necessary certified corporate authorizations (including board and / or general meeting resolutions).

iv. IN CASE OF DEMAT EQUITY SHARES, SUBMISSION OF TENDER FORM AND TRS IS NOT REQUIRED.

(h) After the lien is marked successfully in the depository system on the demat Equity Shares and a valid bid in the exchange bidding system, the Public Shareholders holding Equity Shares in dematerialized form have successfully tendered the Equity Shares in the Delisting Offer.

(i) The Public Shareholders will have to ensure that they keep their demat account active and unblocked to release the lien on the Equity Shares due to rejection. Further, Public Shareholders will have to ensure that they keep the savings bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Tendered Shares.

(j) In case of non-receipt of the Letter of Offer / Bid Form, Public Shareholders holding shares in dematerialized form can make an application in writing on plain paper, signed by the respective Public Shareholder, stating name and address, client number, DP name/ID, beneficiary account number and number of equity shares tendered for the Delisting Offer. Public Shareholders will be required to approach their respective Seller Member and have to ensure that their bid is entered by their Seller Member in the electronic platform to be made available by the NSE, before the Bid Closing Date.

(k) The Public Shareholders should not send bids to the Company or Acquirer or Manager to the Offer or Registrar to the Delisting Offer.

15.7 Procedure to be followed by Public Shareholders holding Equity Shares in physical form can participate in the Delisting Offer pursuant to SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020 is as under:

(a) All the Public Shareholders holding Equity Shares in physical form shall note that in accordance with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, all Public Shareholders holding Equity Shares in the physical form are allowed to tender their Equity Shares in the Delisting Offer provided that such tendering shall be as per the provisions of the SEBI Delisting Regulations and terms provided in this Detailed Public Announcement.

(b) The Public Shareholders who are holding Equity Shares in physical form and intend to participate in the Delisting Offer will be required to approach their respective Seller Member(s) along with the complete set of documents for verification procedures to be carried out including as below:

- original Equity Share certificate(s);
- valid share transfer form(s) i.e. Form SH-4 duly filled and signed by the transferors (i.e. by all registered Public Shareholders in same order and as per the specimen signatures registered with the Company / Registrar and transfer agent of the Company) and duly witnessed at the appropriate place authorizing the transfer;
- attestation, where required, (thumb impressions, signature difference, etc.) should be done by a Magistrate / Notary Public / Bank Manager under their official seal;
- self-attested copy of the PAN Card (in case of Joint holders, PAN card copy of all transferors);
- Bid Form duly signed (by all Public Shareholders in case the Equity Shares are in joint names) the same order in which they hold Equity Shares, and
- declaration by joint holders consenting to tender Offer Shares in the Delisting Offer, if applicable.
- any other relevant documents such as, power of attorney, corporate authorization (including board resolution / specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original Public Shareholder has deceased, etc., as applicable.
- in addition, if the address of the Public Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Public Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.

(c) Based on the documents as mentioned in Clause (b) above, the concerned Seller Member shall place the Bid on behalf of Public Shareholders holding Equity Shares in physical form who wishes to tender Equity Shares in the Delisting Offer using the Acquisition Window Facility of the Stock Exchange. Upon placing the bid, the Seller Member shall provide a TRS generated by the exchange bidding system to the Public Shareholder. The TRS will contain the details of order submitted like folio number, Equity Share certificate number, distinctive number, number of Equity Shares tendered, etc.

(d) The Seller Member / Public Shareholder should ensure to deliver the documents (as mentioned in Clause 15.7(b) along with TRS either by registered post or courier or hand delivery to Registrar to the Delisting Offer (at the address mentioned at Clause 9), the day before the Bid Closing Date. The envelope should be super scribed as "Genesis Finance Company Limited – Delisting Offer".

(e) Public Shareholders holding Equity Shares in physical form should note that the Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the Equity Shares by the Acquirer will be subject to verification of documents. The Registrar to the Delisting Offer will verify such bids based on the documents submitted on a daily basis and till such time the Stock Exchange shall display such Bids as 'unconfirmed physical Bids'. Once the Registrar to the Delisting Offer confirms the Bids it will be treated as 'Confirmed Bids'. The Bids of the Public Shareholders whose original share certificate(s) and other documents (as mentioned in Clause 15.7(b) above) along with the TRS are not received by the Registrar to the Delisting Offer, the day before the Bid Closing Date, shall be liable to be rejected. The verification of the share certificate(s) shall be completed on the date of receipt of the same by the Registrar to the Delisting Offer.

(f) In case of non-receipt of the Letter of Offer / Bid Form, Public Shareholders holding Equity Shares in physical form can make an application in writing on plain paper, signed by the respective Public Shareholder, stating name and address, folio number, share certificate number, number of Equity Shares tendered for the Delisting Offer and the distinctive numbers thereof, enclosing the original share certificate(s) and other documents (as mentioned in Clause 15.7(b) above). Public Shareholders will be required to approach their Seller Member and have to ensure that their Bid is entered by their Seller Member in the electronic platform to be made available by the Stock Exchange, before the Bid Closing Date.

(g) The Registrar to the Delisting Offer will hold in trust the share certificate(s) and other documents (as mentioned in Clause 15.7(b) above) until the Acquirer complete its obligations under the Delisting Offer in accordance with the SEBI Delisting Regulations.

(h) It shall be the responsibility of the Public Shareholders tendering in the Delisting Offer to obtain all requisite approvals (including corporate, statutory and regulatory approvals) prior to tendering their Equity Shares in the Acquisition Window Facility. The Acquirer shall assume that the eligible Public Shareholders have submitted their Bids only after obtaining applicable approvals, if any. The Acquirer reserves the right to reject Bids received for physical shares which are without a copy of the required approvals.

(i) The Equity Shares shall be liable for rejection on the following grounds amongst others: (a) there is a name mismatch in the folio of the Public Shareholder; (b) there exists any restraint order of a court/any other competent authority for transfer/disposal/sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists; (c) the documents mentioned in the Bid Form for Public Shareholders holding Equity Shares in physical form are not received by the Registrar to the Delisting Offer, the day before the Bid closing date; (d) if the share certificate(s) of any other company are enclosed with the Tender Form instead of the share certificates of the Company; (e) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the shareholder who has placed the Bid; (f) If the Public Shareholders place a Bid but the Registrar does not receive the physical Equity Share certificate; or (g) In the event the signature in the Bid Form and share transfer form do not match the specimen signature recorded with the Company or the Registrar.

(j) Please note that submission of Bid Forms and TRS along with original share certificate(s), valid share transfer form(s) and other documents (as mentioned in Clause 15.7(b) of this Detailed Public Announcement) is mandatorily required in case of Equity Shares held in physical form and the same to be received by the Registrar to the Delisting Offer, the day before the Bid Closing Date.

15.8 The Public Shareholders, who have tendered their Equity Shares by submitting Bids pursuant to the terms of this Detailed Public Announcement and the Letter of Offer, may withdraw or revise their Bids upwards not later than 1 (one) day before the Bid Closing Date. Downward revision of Bids shall not be permitted. Any such request for revision or withdrawal of the Bids should be made by the Public Shareholder through their respective Seller Member, through whom the original Bid was placed, not later than 1 (one) day before the Bid Closing Date. Any such request for revision or withdrawal of Bids received after normal trading hours of the secondary market on the day preceding the Bid Closing Date will not be accepted.

15.9 If the Public Shareholder(s) do not have the Seller Member, then those Public Shareholder(s) can approach any stock broker registered with Stock Exchange and can make a Bid by using quick unique client code (UCC) facility through that stock broker registered with the Stock Exchange after submitting the details as may be required by the stock broker to be in compliance with the applicable SEBI regulations. In case Public Shareholder(s) are unable to register using quick UCC facility through any other stock broker registered with the Stock Exchange, Public Shareholder(s) may approach Buyer Broker viz. Eureka Stock & Share Broking Services Limited, to register himself and Bid by using quick UCC facility.

15.10 The Public Shareholders should note that the Bids should not be tendered to the Manager to the Delisting Offer or the Registrar to the Delisting Offer or to the Acquirer or to the Company or the Stock Exchange. The Public Shareholders should further note that they should have a trading account with a stock broker as the Bids can be entered only through their respective stock broker.

15.11 The cumulative quantity of the Equity Shares tendered shall be made available on the website of NSE throughout the trading session and will be updated at specific intervals during the Bid Period.

15.12 The Equity Shares to be acquired under the Delisting Offer are to be acquired free from all liens, charges, and encumbrances and together with all rights attached thereto. Offer Shares that are subject to any lien, charge or encumbrances are liable to be rejected.

15.13 In terms of Regulation 22(4) and other applicable provisions of the SEBI Delisting Regulations, the Acquirer is entitled (but not eligible) to make a counter offer at the Counter Offer Price, at its sole and absolute discretion. The Acquirer should ensure compliance with the provisions and the timelines provided in Schedule IV and other applicable provisions of the SEBI Delisting Regulations ("Counter Offer"). The Counter Offer is required to be announced by issuing a public announcement of counter offer ("Counter Offer PA") within 2 (two) working days of the Bid Closing Date. The Counter Offer PA will contain inter alia details of the Counter Offer Price and the revised schedule of activities. In this regard, Public Shareholders are requested to note that, if a Counter Offer is made:

- All Offer Shares tendered by Public Shareholders during the Bid Period and not withdrawn as per Clause 15.12(ii) below, along with Offer Shares which are additionally tendered by them during the Counter Offer, will be considered as having been tendered in the Counter Offer at the Counter Offer Price.
- Public Shareholders who have tendered Offer Shares during the Bid Period and thereafter wish to withdraw from participating in the Counter Offer (in part or full) have the right to do so after the issuance of the Counter Offer PA in accordance with the SEBI Delisting Regulations. Any such request for withdrawal should be made by the Public Shareholder through their respective Seller Member through whom the original Bid was placed. Any such request for withdrawal received after normal trading hours of the secondary market on the last day of the timelines prescribed in the SEBI Delisting Regulations will not be accepted.
- Offer Shares which have not been tendered by Public Shareholder during the Bid Period can be tendered in the Counter Offer in accordance with the procedure for tendering that will be set out in the Counter Offer PA.

16. METHOD OF SETTLEMENT

16.1 Upon finalization of the basis of acceptance as per the SEBI Delisting Regulations:

- The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- For consideration towards the Equity Shares accepted under the Delisting Offer, the money of the Escrow Account (as defined below) shall be used to pay to the consideration to the Buyer Broker on or before the pay-in date for settlement. The Buyer Broker will transfer the funds to NCL and subsequently NCL will make direct funds payout to respective Public Shareholders bank account linked to its demat account. If bank account details of any Public Shareholder is not available or if the fund transfer instruction is rejected by the RBI or bank, due to any reasons, then such funds will be transferred to the concerned Seller Member(s) settlement bank account for onward transfer to the respective client. For the Offer Shares acquired in physical form, the NCL will release the funds to the Seller Member as per the secondary market mechanism for onwards transfer to Public Shareholders.
- If the Exit Price is more than the Floor Price, then the payment of consideration towards the Equity Shares accepted under the Delisting Offer shall be made through the secondary market settlement mechanism.
- In case of certain client types viz. non-resident Indians, non-resident clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out will be given to their respective Seller Member's settlement accounts for releasing the same to their respective Public Shareholder's account onward. For this purpose, the client type details will be collected from the depositories whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the NSE and the NCL from time to time.
- The Equity Shares acquired in dematerialized form would be transferred directly to the Acquirer's demat account. In case of the Equity shares acquired in physical form, the same will be transferred to the Acquirer's demat account by the Registrar to the Delisting Offer on completion of all the compliances by the Acquirer in the Delisting Offer and until then, such Equity Shares shall remain under the custody of the Registrar to the Delisting Offer.
- Details in respect of Public Shareholder's Bid accepted at or below Exit Price will be provided to the NCL by the Company or the Registrar to the Delisting Offer. On receipt of the same, NCL will release the lien on unaccepted Equity Shares in the demat account of the Public Shareholder. On settlement date, lien Equity Shares mentioned in the accepted Bid will be transferred to the NCL.
- In case of Inter Depository, NCL will cancel the unaccepted Equity Shares in the target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from NCL or automatically generated after matching with Bid accepted details as received from the Target Company or the Registrar to the Delisting Offer. Post receiving the IDT message from target depository, source depository will cancel/release lien on unaccepted Equity Shares in the demat account of the Public Shareholder. Post completion of Bid period and receiving the requisite details viz., demat account details and accepted Bid quality, source depository shall debit the securities as per the communication/ message received from target depository to the extent of accepted Bid Equity Shares from Public Shareholder's demat account and credit it to NCL settlement account in target depository on settlement date.
- The Seller Member would issue a contract note to their respective Public Shareholder whose Equity Shares are accepted under the Delisting Offer and will release the lien on unaccepted Equity Shares. The Public Shareholder should pay these costs to their respective Seller Members. The Buyer Broker would also issue a contract note to the Acquirer for the Equity Shares accepted under the Delisting Offer.
- Public Shareholders who intend to participate in the Delisting Offer should consult their respective Seller Member for payment of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the Public Shareholders for tendering their Equity Shares in the Delisting Offer (secondary market transaction). The consideration received by the Public Shareholders from their respective Seller Member, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirer, the Company, the Buyer Broker, the Registrar to the Offer and the Manager to the Offer accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred by the Public Shareholders.
- If the consideration payable in terms of Regulation 24(1) of the SEBI Delisting Regulations is not paid to all the Public Shareholders, within the time specified thereunder, the Acquirer shall be liable to pay interest at the rate of 10 (ten) per cent per annum to all the Public Shareholders, whose bids shares have been accepted in the Delisting Offer, as per Regulation 24(2) of the SEBI Delisting Regulations. However, in case the delay was not attributable to any act or omission of the Acquirer or was caused due to circumstances beyond the control of Acquirer, SEBI may grant waiver from the payment of such interest.

17. PERIOD FOR WHICH THE DELISTING OFFER SHALL BE VALID

17.1 The Public Shareholders may submit their Bids to the Seller Member during the Bid Period ("Bids"). Additionally, once the Equity Shares have been delisted from the Stock Exchange, the Public Shareholders who either do not tender their Equity Shares in the Delisting Offer or whose Offer Shares have not been acquired by the Acquirer (the "Residual Shareholders") may offer their Offer Shares for sale to the Acquirer at the Exit Price for a period of 1 (one) year following the date of the Delisting of the Equity Shares from the Stock Exchange, ("Exit Window"). A separate offer letter in this regard will be sent to these Residual Public Shareholders. Such Residual Shareholders may tender their Equity Shares by submitting the required documents to the Registrar to the Offer during the Exit Window.

17.2 The Acquirer shall ensure that the rights of the Residual Shareholders are protected and shall be responsible for compliance with Regulation 27 and other applicable provisions of the SEBI Delisting Regulations and the Stock Exchange shall monitor the compliance of the same.

18. DETAILS OF THE ESCROW ACCOUNT

18.1 The estimated consideration payable under the SEBI Delisting Regulations, being the Floor Price of Rs. 25.40 (Rupees Twenty-Five and Paise Forty only) per Equity Share multiplied by the number of Offer Shares, i.e., 1,56,80,296 (One Crore Fifty-Six Lakhs Eighty Thousand, Two Hundred and Ninety-Six) Offer Shares, is Rs. 39,82,79,518.40 (Rupees Thirty-Nine Crore Eighty-Two Lakhs Seventy-Nine Thousand Five Hundred and Eighteen and Paise Forty only) ("Escrow Amount"). In accordance with the Regulations 14(1) and 14(5) and other applicable provisions of the SEBI Delisting Regulations, the Acquirer, HDFC Bank Limited ("Escrow Bank") and the Manager to the Delisting Offer have entered into an escrow agreement dated November 07, 2023 pursuant to which the Acquirer have opened an escrow account in the name of Genesis Finance Company Limited - Delisting Escrow Account with the Escrow Bank ("Escrow Account") and has deposited the entire Escrow Amount in cash.

- 18.4 In the event that the Acquirer accept the Discovered Price or offer a price higher than the Discovered Price or offer the Counter Offer Price, the Acquirer shall increase the amount lying to the credit of the Escrow Account to the extent necessary to pay Public Shareholders whose shares are validly accepted, at the Exit Price, which shall be used for payment to the Public Shareholders who have validly tendered Offer Shares in the Delisting Offer.
- 18.5 For the Remaining Public Shareholders, an amount equivalent to the consideration to be paid based on the Exit Price shall be maintained in the Escrow Account for a period of one year (i.e. Exit Period) and the payment to Remaining Public Shareholders who tender their shares under the Exit Period will be made out of such funds lying in the Escrow Account.
19. **PROPOSED SCHEDULE FOR DELISTING OFFER**

The proposed schedule of activities for this Delisting Offer is as follows:

Activity	Date	Day
Initial Public Announcement	September 16, 2023	Saturday
Resolution for approval of the Delisting Proposal passed by the Board of Directors the Company	October 06, 2023	Friday
Resolution for approval of the Delisting Proposal passed by the Shareholders of the Company	November 11, 2023	Saturday
Date of receipt of Stock Exchange in-principal approval (MSEI)	May 22, 2024	Wednesday
Date of publication of the Detailed Public Announcement	May 23, 2024	Thursday
Specified Date for determining the names of the Public Shareholders to whom the Letter of Offer is sent*	May 17, 2024	Friday
Last date of dispatch of the Letter of Offer to the Public Shareholders as on Specified Date	May 27, 2024	Monday
Last date of publication of recommendation by independent directors of the Company	May 30, 2024	Thursday
Bid Opening Date (bid starts at market hours)	June 03, 2024	Monday
Last date for revision (upwards) or withdrawal of Bids	June 06, 2024	Thursday
Bid Closing Date (bid closes at market hours)	June 07, 2024	Friday
Last date of announcement of the Discovered Price or the Exit Price and the Acquirer's Acceptance or Non-acceptance of the Discovered Price or the Exit Price	June 11, 2024	Tuesday
Last date for announcement of Counter Offer	June 11, 2024	Tuesday
Proposed date for payment of consideration if Exit Price is accepted by the Acquirer#	June 19, 2024	Wednesday
Last date for return of the Equity Shares, including dispatch of share certificate(s), to the Public Shareholders in case of Bids not being accepted / failure of the Delisting Offer	June 19, 2024	Wednesday

* The Specified Date is only for the purpose of determining the name of the Public Shareholders as on such date to whom the Letter of Offer will be sent. However, all owners (registered or unregistered) of the Equity Shares of the Company are eligible to participate in the Delisting Offer any time before and on the Bid Closing Date.

Subject to the acceptance of the Discovered Price or offer of an Exit Price higher than the Discovered Price by the Acquirer.

Note:

- Where last dates are mentioned for certain activities, such activities may happen on or before the respective last dates.
- All dates are subject to change and depend on obtaining the requisite statutory and regulatory approvals, as may be applicable. Changes to the proposed schedule of activities, if any, will be notified to the Public Shareholders by way of corrigendum in all the newspaper in which the Detailed Public Announcement was published.

20. STATUTORY APPROVALS

- 20.1 The Public Shareholders of the Company have accorded their consent by way of special resolution passed through postal ballot, results of which were declared on November 14, 2023, in respect of delisting of Equity Shares from the Stock Exchange, in accordance with the SEBI Delisting Regulations.
- 20.2 The MSEI has given its in-principle approval for delisting of the Equity Shares vide its letter no. MSE/LIST/2024/450 dated May 22, 2024.
- 20.3 As on the date of this Detailed Public Announcement, there are no other statutory or regulatory approvals required to acquire the Offer Shares and implement the Delisting Offer, other than as indicated above. If any statutory or regulatory approvals become applicable, the acquisition of Offer Shares by the Acquirer and the Delisting Offer will be subject to receipt of such statutory or regulatory approvals.
- 20.4 If the shareholders who are not persons resident in India (including non-resident Indians, overseas body corporates and foreign portfolio investors) had required any approvals (including from the RBI, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Offer Shares, to tender the Equity Shares held by them in this Delisting Offer, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserve the right to reject such Equity Shares tendered in the Offer.
- 20.5 It shall be the responsibility of the Public Shareholders tendering Offer Shares in the Delisting Offer to obtain all requisite approvals (including corporate, statutory or regulatory approvals), if any, prior to tendering the Offer Shares held by them in the Delisting Offer, and the Acquirer shall take no responsibility for the same. The Public Shareholders should attach a copy of any such approval to the Bid Form, wherever applicable. In the event such approvals are not submitted, the Acquirer reserve the right to reject such Equity Shares tendered in the Offer.
- 20.6 The Acquirer reserves the right not to proceed with or withdraw the Delisting Offer in the event the conditions mentioned in Clause 12 of this Detailed Public Announcement are not fulfilled or if the approvals indicated above are not obtained or conditions which the Acquirer consider in its sole discretion to be onerous, are imposed in respect of such approvals.
- 20.7 In the event that receipt of the statutory or regulatory approvals are delayed, changes to the proposed timetable, if any, will be notified to the public shareholders of the Company by way of a corrigendum to the Detailed Public Announcement in the same newspapers in which the Detailed Public Announcement was made.

21. CERTIFICATION BY THE BOARD OF DIRECTORS

The Board of Directors of the Company hereby certifies that:

- The Company has not raised any funds by issue of securities during the last 5 (five) years immediately preceding the date of this Detailed Public Announcement;
- all material information which is required to be disclosed under the provisions of the SEBI (Listing Obligations and Disclosure Requirements), 2015 as continuous listing requirements under the relevant Equity Listing Agreement entered into between the Company and the Stock Exchange, have been disclosed to the Stock Exchange, as applicable;

- the Company is in compliance with the applicable provisions of securities laws;
- the Acquirer or Promoter or Promoter Group or their related entities have not carried out any transaction during the aforesaid period to facilitate the success of the Delisting Offer which is not in compliance with the provisions of sub-regulation (5) of regulation 4 of SEBI Delisting Regulations; and
- the Delisting Offer and the consequent delisting of the Equity Shares from the Stock Exchange is in the interest of the shareholders.

22. COMPLIANCE OFFICER OF THE COMPANY

Ms. Richa Bhardawaj, erstwhile Company Secretary and Compliance Officer of the Company resigned from the office w.e.f. April 22, 2024 and presently, office of the Compliance Officer stands vacated.

The Company is in the process of appointing a Compliance Officer, as per the Regulation 6 of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and the Company shall fill the vacancy not later than three months from the date of such vacancy.

In absence of the Compliance Officer, Public Shareholders, may raise their queries with Mr. Gopal Bisht, Whole-time director and Chief Financial Officer. The details are as under:

Name : Mr. Gopal Bisht

Designation : Whole-time director and Chief Financial Officer

Address : Genesis Finance Company Limited 4, MMTC/STC Market, Geetanjali, Delhi – 110017

E-mail : genesis599@gmail.com

Tel. No. : +91 11 4218 1244

In case the Public Shareholders have any queries concerning the non-receipt of credit or payment for Offer Shares or on delisting processes and procedure, they may address the same to Registrar to the Offer or Manager to the Offer.

23. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection by the Public Shareholders at the office of the Manager to the Delisting Offer (i.e. 404, 4th Floor, Vaibhav Chambers Opp. Income Tax Office, Bandra Kurla Complex Bandra (East), Mumbai - 400 051, Maharashtra, India) on working days (i.e. Monday to Friday and not being a Bank Holiday) between 10.00 am to 5.00 pm up to the Bid Closing Date.

- Letter of Intent of the Acquirer dated September 16, 2023;
- Initial Public Announcement dated September 16, 2023;
- Valuation Report dated October 06, 2023 of RV FCS Abhinav Agarwal, Registered Valuer (IBBI Reg. No.: IBBI/RV/06/2019/12564 and ICAI RVO Mem. No.: ICAIRVO/06/RV-P00292/2019-2020).
- Board Resolution of the Company dated October 06, 2023 approving the Delisting proposal
- Due Diligence report dated October 06, 2023 of M/s. RMG & Associates, Practicing Company Secretaries;
- Certified true copy of the resolution passed by the shareholders by way of postal ballot, results of which were declared on November 14, 2023 along with scrutinizer's report;
- Copy of Escrow Agreement dated November 07, 2023 between the Acquirer, HDFC Bank Limited (as Escrow Agent) and Manger to the Delisting Offer;
- Copy of the letter received from the Escrow Bank, confirming receipt of the Escrow Amount in the Escrow Account on November 17, 2023.
- In-principle approval from MSEI vide letter no. MSE/LIST/2024/450 dated May 22, 2024; and
- Copy of the recommendation to be published by the Committee of Independent Directors of the Company in relation to the Delisting Offer.

GENERAL DISCLAIMER

Every person who desires to avail of the Delisting Offer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Acquirer, the Manager to the Offer or the Promoter, or the Company or the Registrar to the Offer or the Buyer Broker whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such Offer and tender of Equity Shares through reverse book building through Acquisition Window Facility or OTB or otherwise whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

For further details please refer to the Letter of Offer, the Bid Form and the Bid Revision / Withdrawal Form which will be sent to the Public Shareholders who are shareholders of the Company as on the Specified Date.

This Detailed Public Announcement is expected to be available on the website of the Stock Exchange, www.msei.in. Public Shareholders will also be able to download the Letter of Offer, the Bid Form and the Bid Revision / Withdrawal Form from the website of the Stock Exchange and www.nseindia.com, since the Company is using the facility of acquisition of Equity Shares provided by NSE in the form of a separate window in accordance with the SEBI Delisting Regulations and the SEBI Circulars.

Issued by Manager to the Offer

SUNDAE

Sundae Capital Advisors Private Limited

SEBI Regn. No.: INM000012494

404, 4th Floor, Vaibhav Chambers, Bandra Kurla Complex Bandra (East), Mumbai - 400 051, Maharashtra, India

Tel.: +91 96 6785 9191

E-mail: genesis.delisting@sundaecapital.com

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

Website: www.sundaecapital.com

Contact Person: Anchal Lohia / Rajiv Sharma

For and on behalf of Acquirer to the Offer

Sd/-
Naresh Garg
(Promoter and Director)

Place: New Delhi
Date: May 22, 2024