

# GENESIS FINANCE COMPANY LIMITED

## Table of Contents

Particulars	Page No.
Directors' Report	02
Corporate Governance Report	23
Management Discussion and Analysis Report	51
Independent Auditor's Report	64
Audited Financial Statements for the Financial Year ended on 31.03.2021	76

## CORPORATE INFORMATION

### Board of Directors

**Mr. Naresh Garg**

*Chairman, Managing Director*

**Mrs. Sangeeta Garg**

*Whole Time Director*

**Mr. Gopal Bisht**

*Whole Time Director*

**Mr. Umang Sarkar**

*Independent Non-Executive Director*

**Mr. Aashish Ghai**

*Independent Non-Executive Director*

**Mr. Feroz Malik**

*Independent Non-Executive Director*

### Audit Committee

**Mr. Umang Sarkar**

*Chairperson*

**Mr. Aashish Ghai**

*Member*

**Mr. Feroz Malik**

*Member*

### Stakeholder Relationship Committee

**Mr. Umang Sarkar**

*Chairperson*

**Mr. Naresh Garg**

*Member*

**Mrs. Sangeeta Garg**

*Member*

### Nomination & Remuneration Committee

**Mr. Umang Sarkar**

*Chairperson*

**Mr. Aashish Ghai**

*Member*

**Mr. Feroz Malik**

*Member*

### Risk Management Committee

**Mr. Naresh Garg**

*Chairperson*

**Mrs. Sangeeta Garg**

*Member*

**Mr. Gopal Bisht**

*Member*

### Banker

State Bank of India

### Registered Office Address

4 MMT/STC Market, Geetanjali,  
New Delhi-110017

### Statutory Auditors

M.C. Jain & Co., Chartered Accountants

### Secretarial Auditors

A. Upadhyaya & Associates,  
Company Secretaries

### Chief Financial Officer

Mr. Gopal Bisht

### Registrar & Transfer Agents

Skyline Financial Services Private  
Limited D-153A, 1<sup>st</sup> Floor, Okhla  
Industrial Area, New Delhi-110020

### Website

<http://genesisfinance.net/>

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# ***ANNUAL REPORT*** ***2020-2021***

## BOARD'S REPORT

*Dear Members,*

Your Directors take immense pleasure in presenting the Thirty First (31<sup>st</sup>) Annual Report of **Genesis Finance Company Limited** (hereinafter to be referred as “the **Company**”) along with the Audited Financial Statements for the financial year ended on 31<sup>st</sup> March, 2021. Further in compliance with the Companies Act, 2013, the Company has made all the requisite disclosure in this Board Report with the objective of accountability and transparency in its operations and to make you aware about the performance and future perspective of the Company.

### 1. FINANCIAL SUMMARY

The financial performance of the Company for the financial year ended 31<sup>st</sup> March, 2021 is summarized below: -

(INR in lakhs)

Particulars	For the financial year ended 31st March, 2021	For the financial year ended 31st March, 2020
Total Income (including other income)	2,262.67	2,127.63
Total Expense	948.92	978.34
Profit before Interest, Tax and Depreciation	1,313.75	1,149.30
Less: Depreciation and Amortization expense	39.93	26.39
Profit before tax	1273.82	1,122.90
Less: Tax Paid	347.06	310.75
Profit after tax	926.76	812.15
Balance brought forward from previous year	-	-
Profit available for appropriations	926.76	812.15
<b>Appropriations:</b>		
Transfer to reserves	926.76	812.15
Dividend Paid	-	-
<b>Balance carried to Balance Sheet</b>	-	-



Paid-up Equity Share Capital (Face value INR 10/-)	46,39,71,200	46,39,71,200
<b>Basic and diluted Earning Per Share</b>	2.00	1.75

## 2. PERFORMANCE REVIEW AND STATE OF THE COMPANY AFFAIRS

During the financial year 2020-21, the Company has earned a profit of INR 9,26,77,359/- (Rupees Nine Crore Twenty Six Lakh Seventy Seven Thousand Three Hundred Fifty Nine Only) as against the profit of previous Financial Year 2019-20 of INR 8,12,14,799 /- (Rupees Eight Crore Twelve Lakhs Fourteen Thousand Seven Hundred Ninety-Nine Only)

The Company sustained its commitment to the highest level of quality, best in class service management, security practices and mature business continuity processes that have collectively helped achieve significant milestones during the year. The environment wasn't very stable but the growth is commendable in the present situations.

It is imperative that affair of our company are managed in a fair and transparent manner. This is vital to gain and retain the trust of our stakeholders.

## 3. TRANSFER TO RESERVES

The company has transferred a sum amounting to INR 9,26,77,359/- (Rupees Nine Crore Twenty Six Lakh Seventy Seven Thousand Three Hundred Fifty Nine Only) to Reserve and Surplus Accounts during the financial year under review.

## 4. DIVIDEND

Considering the future growth prospects of the Company in the industry and investing the profits in other avenue for higher profits, the Company has decided to retain the profits and accordingly the Board didn't recommend any amount in the name of dividend to be distributed among the shareholders for the Financial Year 2020-21.

## 5. MATERIAL CHANGES AND COMMITMENTS

During the period under review, the company had received a proposal from its shareholders for voluntary delisting of the equity shares of the company from the stock exchange, i.e., the Metropolitan Stock exchange of India Limited (MSEI). The Board considered the proposal and approved the delisting at their meeting held on 05<sup>th</sup> January, 2021 and recommended the same for approval by shareholders. In this regard, the company has proceeded with the postal ballot and published the notice of the same. However, due to unforeseen reasons, the company has decided not to proceed with the said proposal and kept it on hold until further action by the Board.

Further, there have been no material changes and commitments affecting the financial position of the company that occurred between the end of the financial year of the company to which the financial statements relate and the date of this annual report.

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## 6. CHANGE IN THE NATURE OF BUSINESS

During the financial year 2020-21 there is no change in the nature of the Business.

## 7. HOLDING COMPANY, SUBSIDIARY COMPANY, JOINT VENTURES OR ASSOCIATE COMPANY

As on 31<sup>st</sup> March, 2021, the Company doesn't have any Holding, Associate or Subsidiary Companies.

## 8. SHARE CAPITAL

The paid up Equity share capital of the Company as on March 31, 2021, stands at **INR 46,39,71,000/-** (Rupees Forty Six Crore Thirty Nine Lakhs Seventy One Thousand Only) divided into **4,63,97,100** (Four Crore Sixty Three Lakhs Ninety Seven Thousand One Hundred) equity share of INR 10/- (Rupees Ten Only) each. There was no change in the authorised or paid-up Capital or subscribed Capital during FY 2020-21.

## 9. PUBLIC DEPOSIT

The Company has not accepted any deposits from the public during the year and has no unclaimed deposits. Further, the Company being an NBFC, the provisions of Chapter V i.e. Sections 73 to 76A of the Companies Act, 2013 are not applicable to the Company.

## 10. DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL OR MANAGEMENT

### *Change in Directorate:*

#### **Appointment/Reappointment/Change in designation of Directors:**

- Mr. Aashish Ghai (DIN: 07276636) was re-appointed as an Independent Non-Executive Director at the 30<sup>th</sup> Annual General Meeting (AGM) held on 24<sup>th</sup> September, 2020 for a second term of consecutive five years w.e.f 24<sup>th</sup> September, 2020 up to 24<sup>th</sup> September, 2025.

#### **Resignation of Director:**

No Director has resigned from his office during the relevant financial year.

#### **Directors liable to retire by rotation:**

Mrs. Sangeeta Garg (DIN: 01117956), is liable to retire by rotation at the ensuing Annual General Meeting (AGM).

### *Change in Key Managerial Personnel:*

#### **Resignation of Company Secretary:**

- Ms. Neeti Alwani, Company Secretary and Compliance Officer had resigned from the office w.e.f 1<sup>st</sup> July, 2020 due to her personal reasons.
- Mr. Krishna Rajendra Dayma, was appointed as Company Secretary and Compliance Officer of the Company w.e.f. 10<sup>th</sup> July, 2020.

Further, he has tendered his resignation from his office w.e.f 18<sup>th</sup> March, 2021, due to his personal reasons. The Board is in the process to fill the casual vacancy caused due to resignation of Mr. Krishna Rajendra Dayma.

## 11. DECLARATION BY INDEPENDENT DIRECTORS

Pursuant to the provisions of the sub-section (7) of the section 149 of the Companies Act, 2013 and sub-regulation (8) of the Regulation 25 and sub-regulation (1)(b) of the Regulation 16 of the Listing Regulations, the Company has received declarations from Mr. Umang Sarkar, Mr. Aashish Ghai, and Mr. Feroz Malik, Independent Non-Executive Directors of the Company, confirming that they meet the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013 as well as Regulation 25 of the Listing Regulations. Further, there has been no change in the circumstances affecting their status as Independent Directors of the Company.

During the year under review, the Independent Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission, if any and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board/Committee of the Company.

## 12. NUMBERS OF BOARD MEETINGS HELD DURING THE FINANCIAL YEAR 2020-21

During the year, Ten (10) meetings of Board of Directors were held, the details of which are as follows:

Number of Board Meeting	Date of Board Meeting
01/2020-21	18.05.2020
02/2020-21	30.06.2020
03/2020-21	13.07.2020
04/2020-21	26.08.2020
05/2020-21	15.09.2020
06/2020-21	23.10.2020
07/2020-21	12.11.2020
08/2020-21	05.01.2021
09/2020-21	11.02.2021
10/2020-21	18.02.2021

**Note:** The maximum interval between any two meetings did not exceed 120 days (as prescribed in the Companies Act, 2013 read with the Secretarial Standard – 1 issued by the Institute of Company Secretaries of India and Listing Regulations).

## 13. COMMITTEES MEETING

The details pertaining to composition of committees and its meetings are provided in the Corporate Governance Report which forms a part of the Board's report.



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#### **14. DIRECTOR'S RESPONSIBILITY STATEMENT**

The Company has taken the utmost care in its operations, compliance, transparency, financial disclosures and the financial statements have been made to give a true and fair view of the state of affairs of the Company. Pursuant to the provisions of Section 134(5) of the Companies Act, 2013 and based upon the detailed representation, due diligence and inquiry thereof the Directors hereby confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis; and
- e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

#### **15. RISK MANAGEMENT**

The Company has adopted a Risk Management Policy in accordance with the provisions of the Act and Regulation 17(9) of the Listing Regulations and has constituted a Risk Management Committee comprising of majority of members of the Board of Directors.

The Risk Management Committee reports to the Audit Committee as well as to the Board of Directors about risk assessment and management procedures and status from time to time. The Committee had taken adequate measure in its implementation by identifying various element of risk which may cause serious threat to the existence of the Company. The committee has also established various measures to mitigate the various risks so identified.

#### **16. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has aligned its current system of internal financial control with the requirements of Companies Act, 2013. The Company's internal controls are commensurate with its size, scale and nature of operations. These have been designed to provide reasonable assurances with regard to recording and providing reliable, financial and operational information, complying with applicable statues, safeguarding assets from unauthorized use, executing transactions with proper authorization and ensuring compliance with corporate policies.

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M.C. Jain & Co., the Statutory Auditors of the Company have audited the financial statements forming part of this annual report and have issued an attestation report on our internal control over financial reporting (as defined in section 143 of Companies Act, 2013).

The Audit Committee of the Company has been delegated power to review the internal control systems and its adequacy. The Audit Committee monitors and evaluates the efficiency and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its branches.

Based on Audit Committee's evaluation (as defined in section 177 of Companies Act 2013 and Clause 18 of Listing Regulations), it was concluded that, as of March 31, 2021, our internal financial controls were adequate and operating effectively.

There is no qualification, reservation or adverse remarks with respect to internal control systems by the Statutory Auditor/ Secretarial Auditor in their respective reports.

## **17. VIGIL MECHANISM**

In terms of the Section 177(9) read with other relevant provisions of the Companies Act, 2013 and Regulation 22 of the Listing Regulations, the Company has Whistle Blower Policy and has established a Vigil Mechanism for the Directors and employees to report any genuine concerns about unethical behavior, actual or suspected fraud or violations of the Company's Code of Conduct. The mechanism also provide adequate safeguards against victimization of persons who use such mechanism and made provision for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases. The details of the policy have been disclosed in the Corporate Governance Report, which is a part of this report and is also available on <https://www.genesisfinance.net/financial-pdf/Details-of-establishment-of-Vigil-Mechanism-or-Whistle-Blower.pdf>.

## **18. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

During the financial year under review, all the Related Party Transactions entered into by the Company were in the ordinary course of business and on arm's length basis. The information on transactions with related parties pursuant to Section 134(3) (h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are given in **Annexure-I** in Form No. AOC-2 and the same forms part of this report.

Further the related party transactions policy is also hosted on website of the Company at <https://www.genesisfinance.net/financial-pdf/Related-Party-Transaction-Policy.pdf>

## **19. ANNUAL RETURN**

The annual return as provided under section 92(1) read with Section 134(3)(a) of the Companies Act, 2013, in the prescribed form MGT-7 and the annual return is available on the web address <https://genesisfinance.net/financial-pdf/Draft-Annual-Return MGT-7.pdf>.

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## **20. FRAUDS REPORTED BY AUDITORS**

During the year under review, no instances of frauds have been reported by the Statutory Auditor, Secretarial Auditor and Internal auditor to the Audit Committee or to the Board of Directors under Section 143(12) of the Companies Act, 2013, during the course of performance of their duties as auditor.

## **21. NOMINATION AND REMUNERATION POLICY.**

The Board has on the recommendation of the Nomination and Remuneration Committee, framed a policy for determining selection and appointment of Directors, Key Managerial Personnel, their Independence and remuneration.

## **22. COMPLIANCE WITH SECRETARIAL STANDARDS**

The Company has complied with the applicable provisions of the Secretarial Standards issued by the Institute of Company Secretaries of India (“ICSI”) including any changes or additions thereto. The company has also endeavors to comply with voluntary Secretarial Standards issued by ICSI time to time.

## **23. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186**

The Company being a Non-Banking Financial Company, registered with Reserve Bank of India, provisions of Section 186 [except sub section 186(1)] of the Companies Act, 2013 are not applicable on the Company. The Company has complied with section 186(1) of the Act in relation to investments made by the Company.

## **24. PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

There are no significant particulars relating to Conservation of Energy, technology absorption under Rule 8(3) of Companies (Accounts) Rules, 2014 since your Company is not engaged in any manufacturing activity. No agreement has been entered into for Technology absorption. However, the Company has made intensive use of technology in its operation during the year under review.

During the year under review, the Company did not have any foreign exchange earnings and foreign exchange outgo.

## **25. CORPORATE SOCIAL RESPONSIBILITY**

The provisions of section 135(1) of the Companies Act, 2013 read with rules made thereunder, are applicable on the Company in the financial year 2020-2021, since the Net Profit (calculated as per the provisions of section 198 of the Companies Act, 2013) of the immediate preceding financial year i.e. 2019-2020 of the Company, exceeded the threshold limit of INR 5 Crore. Therefore, the Board has taken appropriate steps to comply with the provisions of Corporate Social Responsibility (“CSR”). However, during the period under review, the Company was required to spend INR 14.15 lakhs towards CSR activities however the Company spent INR 13.51 Lakhs towards CSR and in view of challenges posed by COVID-19 pandemic INR 0.64 Lakhs remained unspent as on closure of the financial year. The

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Company strives to make suitable arrangements for transfer of the said unspent amount to fund set up under Schedule VII of the Companies Act 2013.

The details have been disclosed in the Corporate Governance Report annexed to this report. Further, the detailed Annual Report on the CSR activities undertaken by your Company in Financial Year 2020-21, is annexed herewith marked as **Annexure II**.

The Policy is uploaded on the website of the Company and can be accessed at <https://www.genesisfinance.net/corporate-social-responsibility.html>

## **26. ANNUAL EVALUATION OF BOARD PERFORMANCE AND PERFORMANCE OF ITS COMMITTEES AND OF INDIVIDUAL DIRECTORS**

Pursuant to the provisions of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Listing Regulations, the Board in consultation with its Nomination and Remuneration Committee has formulated a framework and criteria to evaluate the performance of the entire Board of the Company, its Committee and individual Directors including Independent Directors.

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual Directors pursuant to the provisions of the Act and Listing Regulations. The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc. The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on 5<sup>th</sup> January, 2017.

The Nomination and Remuneration Committee has carried out the evaluation of every Director's performance (including Independent Director).

The Independent Directors has met separately without the presence of any Non-Independent Director and member of management to discuss the performance of Non-Independent Directors and the Board as a whole. In this separate meeting of Independent Directors, performance of non-Independent Directors, the Board as a whole and the Chairman of the Company was evaluated, taking into account the views of executive Directors and non-executive Directors.

## **27. DEPOSITS**

The Company is a non-deposit taking non-banking financial Company. It has neither invited nor accepted any deposits from the public or its employees during the year under review. Also, the provisions of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 are not applicable on non-banking financial company as defined in the Reserve Bank of India Act, 1934 (2 of 1934).

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## **28. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

There are no significant or material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

## **29. PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE**

As required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, the Company has formulated and implemented a policy on prevention of sexual harassment at workplace with a mechanism of lodging complaints. An Internal Complaints Committee (“ICC”) has been set up to redress Complaints received on sexual harassment. The following is a summary of sexual harassment complaints received and disposed of during the year under review-

- No. of complaints received: Nil
- No. of complaints disposed of: NA
- No. of complaints pending: Nil

## **30. MAINTENANCE OF COST RECORDS**

The provisions of Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014 are not applicable on the Company. Therefore, the Company is not required to maintain cost records.

## **31. PARTICULARS OF EMPLOYEES AND REMUNERATION**

The information required under Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as **Annexure-III** forming part of the Report.

## **32. CORPORATE GOVERNANCE REPORT**

As required under Regulation 34(3) of the Listing Regulations read with Schedule V thereto, the report on Corporate Governance together with the Auditor’s certificate on compliance in this regard and Managing Director’s declaration regarding compliance of Code of Conduct by Board Members and Senior Management Personnel is attached and forms part of this Report as **Annexure-IV**.

## **33. MANAGEMENT DISCUSSION & ANALYSIS REPORT**

Pursuant to Schedule V of Listing Regulations, Management Discussion and Analysis Report is annexed with this Report as **Annexure-V**.

## **34. CREDIT RATING**

The Company has neither issued any debt instruments nor undertaken any fixed deposit program or any scheme or proposal involving mobilization of funds, whether in India or abroad. Hence, the Company has not obtained any credit rating from the credit rating agency during the FY 2020-21.

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### 35. SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Act read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed **M/s. A. Upadhyaya & Associates, Company Secretaries, (COP No.: 4729, Membership No.: FCS 5921)** to undertake the Secretarial Audit of the Company for the financial year ended on 31<sup>st</sup> March, 2021. The Report of the Secretarial Auditor in prescribed format MR-3 is annexed to this report as **Annexure-VI**. The report does not contain any qualification, reservations or observation by the Secretarial Auditor.

### 36. STATUTORY AUDITORS

**M/s M.C. Jain & Co., Chartered Accountants** (Firm Registration No. 304012E) was appointed as the statutory auditors of the Company for the tenure of five years to hold the office from the conclusion of 29<sup>th</sup> AGM up to the conclusion of 34<sup>th</sup> AGM.

**M.C. Jain & Co., Chartered Accountants** (Firm Registration No. 304012E) has audited the financial statements of the Company for the financial year ended on 31<sup>st</sup> March, 2021. The Report of the Statutory Auditor is annexed to this report as **Annexure- VII** and forms part of this report.

The observations/remarks in the Auditor's Report are dealt in the notes forming part of accounts at appropriate places and the same being self-explanatory, no further comment is considered necessary.

### 37. INTERNAL AUDITORS

Mr. Awdhesh Kumar Singh, Chartered Accountant (Membership No: 513423), performs the duties of internal auditor of the Company. The report given by the internal auditor has been reviewed by the audit committee from time to time

### 38. INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the provisions of section 124(6) of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer, and Refund) Rules, 2016, the Company is not required to transfer any amount of equity shares to Investor Education and Protection Fund.

### 39. ACKNOWLEDGEMENT

We thank our clients, investors and bankers for their continued support during the year. We place on record our appreciation of the contribution made by employees at all levels. We thank the Government of India, particularly the Reserve Bank of India, the Securities and Exchange Board of India (SEBI), Stock Exchanges, and other government agencies/authorities for their support, and look forward to their continued support in future.

Your Company's employees are the keys for its attaining new heights. Your Directors place on record their deep appreciation of the commitment and professionalism displayed by them.



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We also value the support provided by the Company's Shareholders and we look forward to your continuing future support.

**For and on behalf of the Board of Directors of  
Genesis Finance Company Limited**

**Sd/-**  
**Naresh Garg**  
**(Managing Director)**  
**DIN:** 00916814  
**Address:** B-24, GF, Geetanjali Enclave,  
New Delhi-110017

**Sd/-**  
**Sangeeta Garg**  
**(Whole Time Director)**  
**DIN:** 01117956  
**Address:** B-24, GF, Geetanjali Enclave,  
New Delhi-110017

**Date:** 30.06.2021  
**Place:** New Delhi

## Annexure-I

### FORM NO. AOC-2

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

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

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

Genesis Finance Company Limited (the Company) has not entered into any contract/arrangement/transaction with its related parties, which is not in ordinary course of business or at arm's length during the financial year 2020-21.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	N/A
b)	Nature of contracts/arrangements/transaction	N/A
c)	Duration of the contracts/arrangements/transaction	N/A
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	N/A
e)	Justification for entering into such contracts or arrangements or transactions'	N/A
f)	Date of approval by the Board	N/A
g)	Amount paid as advances, if any	N/A
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	N/A

#### 2. Details of contracts or arrangements or transactions at Arm's length basis

The details of contracts or arrangements or transactions entered by the Company with related parties at arm's length basis and in ordinary course of business during the financial year 2020-21 are as follows:

Sl. No.	Name of the Related Party and Nature of Relationship	Nature of Relationship	Nature of Contracts/Arrangements /Transactions	Duration and Salient features of the Contracts/Arrangements /Transactions	Date(s) of approval by the Board, if any	Amount paid as advances, if any (in INR)
1.	Prateet Garg (Relative of KMP)	Relative of Key Managerial Personnel	Professional Charges paid	As per RPT Policy of the Company	N.A	15,00,000/-

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**For and on Behalf of the Board  
Genesis Finance Company Limited**

**Sd/-**  
**Naresh Garg**  
**(Managing Director)**  
**DIN:** 00916814  
**Address:** B-24 Ground Floor,  
Geetanjali Enclave,  
New Delhi- 110017

**Sd/-**  
**Sangeeta Garg**  
**(Whole Time Director)**  
**DIN:** 01117956  
**Address:** B-24 Ground Floor,  
Geetanjali Enclave,  
New Delhi- 110017

**Date:** 30.06.2021  
**Place:** New Delhi

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## **ANNEXURE II**

### **Annual Report on Corporate Social Responsibility Activities of Genesis Finance Company Limited for the financial year ended 31<sup>st</sup> March 2021**

#### **1. Brief outline on CSR Policy of the Company**

The CSR Policy and projects of Genesis Finance Company Limited (“the Company”) are steered by the same values that guide the business of the Company. The Company has endeavored to conduct its business responsibly, mindful of its social accountability, respecting applicable laws and with regard for human dignity.

The Company undertakes initiatives that help for sustainable development of the society and empowers the welfare measures for the underprivileged communities.

The Key focus areas prioritised by the Company in its CSR policy are given below:

- a. Education and Skill Development
- b. Health & Hygiene

The projects undertaken are within the broad framework of Schedule VII of the Companies Act, 2013. The CSR Policy adopted by the Company is available on the website of the Company: <https://www.genesisfinance.net/corporate-social-responsibility.html>

#### **2. Composition of CSR Committee**

As per the provisions of Companies Act, 2013, the Companies having a minimum CSR Expenditure of INR. 50 lakhs and less are not required to constitute CSR Committee. Since, the Company has CSR expenditure of INR. 14.15/- Lakhs during the period under review accordingly, the Board has decided not to form the CSR Committee and all the activities of the Company are to be taken under the governance of the Board.

#### **3. Web-Link for details on Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board**

The Company was not required to constitute CSR committee during the period under review. Further, the CSR Policy and CSR Projects can be found over the website of the Company: <https://www.genesisfinance.net/corporate-social-responsibility.html>

#### **4. Impact assessment of projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014**

Not applicable

#### **5. Amount available for set off in pursuance of sub-rule (3) of Rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year**

Sl No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
NIL			

**6. Average net profit of the company as per section 135(5):**

The average net profit of Genesis Finance Company Limited of the last three financial years was calculated to be INR. 707.57/- Lakhs

**7. CSR obligation**

Sl No.	Particulars	Amount (INR in Lakhs)
a.	2 % of average net profit of the Company as per section 135(5)	14.15/-
b.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years	NIL
c.	Amount required to be set off for the financial year, if any	NIL
d.	Total CSR obligation for the financial year (7a+7b-7c)	14.15/-

**8.**

**a. CSR amount spent or unspent for the financial year:**

Total Amount Spent for the Financial Year (INR in Lakhs)	Amount Unspent (INR in Lakhs)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
13.51	NIL	-	NIL	-	-

**b. Details of CSR amount spent against ongoing projects for the financial year:**

S. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes / No)	Location of the project		Project duration.	Amount allocated for the project (in INR)	Amount spent in the current financial Year (in INR)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in INR)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number
NIL												

**c. Details of CSR amount spent against other than ongoing projects for the financial year:**

Sl No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Amount spent for the project (in INR)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR registration number.
NIL									

**d. Amount spent in Administrative Overheads: Nil**

**e. Amount spent on Impact Assessment, if applicable : N.A.**

**f. Total amount spent for the Financial Year (8b+8c+8d+8e) : INR 14.15 Lakhs**

**g. Excess amount for set off, if any : N.A.**

Sl No.	Particular	Amount (INR in Lakhs)
i.	Two percent of average net profit of the company as per section 135(5)	14.15
ii.	Total amount spent for the Financial Year	13.51



iii.	Excess amount spent for the financial year [(ii)-(i)]	-
iv.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
v.	Amount available for set off in succeeding financial years [(iii)-(iv)]	-

**9. Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):**

Sl No.	Project ID.	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in INR)	Amount spent on the project in the reporting Financial Year (in INR)	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project - Completed /Ongoing
NIL								

**10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year : Nil**

**11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).**

During the period under review, the Company was required to spend INR 14.15 lakhs towards CSR activities however the Company spent INR 13.51 Lakhs towards CSR and in view of challenges posed by COVID-19 pandemic INR 0.64 Lakhs remained unspent as on closure of the financial year. The Company strives to make suitable arrangements for transfer of the said unspent amount to fund set up under Schedule VII of the Companies Act, 2013.

## ANNEXURE III

### **PARTICULARS OF EMPLOYEES AND REMUNERATION**

*[Pursuant to Section 197 of Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

**1. Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2020-2021:**

S. No.	Name(s) of Director(s)	Designation	Ratio to Median Remuneration
1.	Mr. Naresh Garg	Managing Director	11.67:1
2.	Mrs. Sangeeta Garg	Whole-Time Director	8.33:1
3.	Mr. Gopal Bisht	Whole-Time Director	1.67:1
4.	Mr. Umang Sarkar	Non-Executive Independent Director	NA
5.	Mr. Ashish Ghai	Non-Executive Independent Director	NA
6.	Mr. Feroz Malik	Non-Executive Independent Director	NA

**2. Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer or Company Secretary in the financial year 2020-2021:**

S. No.	Name	Designation	Percentage Increase (%)
1.	Mr. Naresh Garg	Managing Director	Nil
2.	Mrs. Sangeeta Garg	Whole-Time Director	Nil
3.	Mr. Gopal Bisht	Chief Financial Officer	Nil
4.	Mr. Umang Sarkar	Non-Executive Independent Director	Nil
5.	Mr. Ashish Ghai	Non-Executive Independent Director	Nil
6.	Mr. Feroz Malik	Non-Executive Independent Director	Nil

**3. Percentage increase in the median remuneration of employees in the financial year:**

S. No.	Particulars	Percentage Increase (%)
1.	Percentage increase in the median remuneration of employees in the financial year:	-

**4. Number of permanent employees on the rolls of the Company:**

As on 31<sup>st</sup> March, 2021, there are 11 (Eleven) permanent employees on the rolls of the Company.

**5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification/ exceptional circumstances, if any:**

The Average percentile increase in the salary of managerial personnel in FY 2020-21 is 4.16%, while the Average percentile increase in the salary of employees other than managerial personnel in FY 2020-21 is 5.37%.

**6. Affirmation:**

The Board of Directors of the Company hereby affirms that the remuneration paid to all Directors, Key Managerial Personnel and employees of the Company is in accordance with the remuneration policy of the company.

**Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

**Details of top 10 employees in terms of remuneration drawn for the Financial Year 2020-21:**

S. No.	Name of Employee	Designation	Remuneration Received	Nature of Employment (contractual or otherwise)	Qualifications and experience	Date of commencement of employment	Age of employee	Last employment held before joining the Company	% age Equity shares held by the employee	Whether relative of any director or manager? If yes, then name of such Director or Manager
1	Naresh Garg	Managing Director	42,00,000	Permanent Employee	M.Com	01/07/1994	60	N/A	7.65	Yes, Spouse of Sangeeta Garg
2	Sangeeta Garg	Whole Time Director	30,00,000	Permanent Employee	Graduate	01/11/1997	53	N/A	9.66	Yes, Spouse of Naresh Garg
3	Vinod Tayal	Vice President	10,80,00,000	Permanent Employee	Graduate	01/08/2011	51	N/A	3.03	-
4	Sharan Tayal	Head operation	8,40,000	Permanent Employee	Graduate	01/11/1996	50	N/A	5.10	-
5	Ashudeep Singh Suri	Manager-Finance and Mortgage	8,00,000	Permanent Employee	Graduate	01/08/2017	30	N/A	-	-
6	Gopal Bisht	Whole Time Director cum Chief Financial Officer	6,00,000	Permanent Employee	Graduate	01/12/1995	50	N/A	0.01	-
7	Akash Jain	Accounts	4,80,000	Permanent Employee	Graduate	06/01/2012	30	N/A	-	-
8	Vinod Kumar	Field Worker	4,02,000	Permanent Employee	12th Pass	01/05/2005	47	N/A	3.29	-
9	Disha Jain	Legal Consultant	3,60,000	Permanent Employee	LLB	01/09/2016	31	N/A	0.00	-
10	Krishna Rajendra Dayma	Company Secretary and Compliance Officer	3,60,000	Permanent Employee	Associate Company Secretary	10/07/2020	30	N/A	-	-

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**7. Details of employees who:**

- a. **Are employed throughout Financial Year and were in receipt of remuneration not less than INR One Crore and Two Lakh**

Not Applicable

- b. **Are employed for part of Financial Year and were in receipt of remuneration for any part of the year, at a rate which, in aggregate, was not less than INR Eight Lakhs and Fifty Thousand per month.**

Not Applicable

- c. **Are employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.**

The Company does not have any employees who is drawing remuneration in excess of limit prescribed under section 197(12) of the Companies Act, 2013 read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**For and on behalf of the Board of Directors of  
Genesis Finance Company Limited**

**Sd/-**

**Naresh Garg  
(Managing Director)**

**DIN:** 00916814

**Address:** B-24, GF, Geetanjali Enclave,  
New Delhi-110017

**Sd/-**

**Sangeeta Garg  
(Whole Time Director)**

**DIN:** 01117956

**Address:** B-24, GF, Geetanjali Enclave,  
New Delhi-110017

**Date:** 30.06.2021

**Place:** New Delhi

### **REPORT ON CORPORATE GOVERNANCE**

The Company seeks to adopt good Corporate Governance practices and to ensure compliance with all relevant laws and regulations. The Company conducts its activities in a manner that is fair and transparent and also perceived to be such by others. The Company has complied with the statutory and regulatory requirements in accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter considered as “**Listing Regulations**”).

The aim of “Good Corporate Governance” is to manage the affairs of the Company in a transparent manner and made accountable for its conduct in order to maximize the long-term value of the Company for the benefit of all its shareholders and all other stakeholders.

#### **1. COMPANY’S PHILOSOPHY ON THE CODE OF CORPORATE GOVERNANCE**

Corporate Governance is a set of systems, processes and principles which ensure that a Company is governed in the best interest of all the stakeholders. It is about promoting fairness, equity, transparency, accountability and respect for laws. It provides a structure that works for the benefit of everyone concerned, by ensuring that the Company adheres to ethical standards, laws and accepts best practices. The Company believes that good Corporate Governance practices enable a Company to attract financial, human capital and leverage, these resources to maximize long-term shareholder value, while preserving the interests of multiple stakeholders, including society at large.

To achieve excellence in Corporate Governance, the Company follows the principles of transparency, accountability and integrity in functioning, so as to constantly enhance value for all stakeholders and fulfill the social obligation entrusted upon the corporate sector. The Company always strives towards articulating good code of ethics and governance principles thereby perpetuating it into generating long term economic value.

***Your Company has complied with the requirements of the Corporate Governance Code, the disclosures of which are given below:***

#### **2. BOARD OF DIRECTORS (‘BOARD’)**

##### **A. Composition & Category of Directors**

According to regulation 17(1)(b) of Listing Regulations, 2015, the Board of Director shall have an optimum combination of executive and non-executive directors with at least one women director and not less than fifty percent of the Board of Directors shall comprise of non-executive directors.

The Company has a judicious mix of Executive, Non-Executive and Independent Non-Executive Directors on its Board as on 31<sup>st</sup> March, 2021 to maintain the independence of the Board and to separate the Board functions of management and control. The Board of Directors of the Company consists of a Managing Director, Two Executive Directors (including one women director) and three Independent Non-Executive Director. The Composition of the Board is in conformity with Section 149 of the



Companies Act, 2013 (hereinafter referred to as “**the Act**”) and Regulation 17 of the Listing Regulations as amended from time to time.

As per the provisions of Section 165 of the Act none of the Directors of the Company is a Director in more than 20 Indian companies, with not more than 10 public limited companies. Further, as mandated by Regulation 17A of the Listing Regulations, none of the Directors are director in more than 7 Listed entities and serves as an Independent Director in more than 7 Listed companies, or serves as an Independent Director in 3 listed companies in case he/ she serves as a Whole Time Director in any listed company.

The day to day management of the affairs of the Company is entrusted with the senior management personnel, headed by the Managing Director, who functions under the overall supervision, direction and control of the Board of Directors of the Company. The Board meets regularly to discuss, review and decide upon the matters such as policy formulation, setting up of goals, appraisal of performances with the goals and control functions, etc.

The composition of Board of Directors of the Company during the Financial Year 2020-21 is given below:

S. No.	Name of the Director	DIN	Category
1.	Mr. Naresh Garg	00916814	Managing Director
2.	Mrs. Sangeeta Garg	01117956	Whole Time Director
3.	Mr. Gopal Bisht	00597160	Whole Time Director
4.	Mr. Umang Sarkar	03172902	Non-Executive Independent Director
5.	Mr. Aashish Ghai	07276636	Non-Executive Independent Director
6.	Mr. Feroz Malik	00262559	Non-Executive Independent Director

#### **B. Meeting of Board held and Director’s attendance thereat**

The Board holds its meetings at regular intervals to review and discuss the performance of the Company, its future plans, strategies and other pertinent issues relating to the Company. The meetings of the Board are usually held at the registered office of the Company, situated at New Delhi and are scheduled well in advance. The Board meets at least once in every quarter to review the quarterly financial statements and other relevant agenda items, additional meetings were held as and when required.

During the financial year 2020-2021, the Board met **ten** times on the dates given in table below. The gap between any two consecutive meetings did not exceed one hundred and twenty days.

Number of Board Meeting	Date of Board Meeting
01/2020-21	18.05.2020
02/2020-21	30.06.2020
03/2020-21	13.07.2020
04/2020-21	26.08.2020
05/2020-21	15.09.2020
06/2020-21	23.10.2020
07/2020-21	12.11.2020
08/2020-21	05.01.2021
09/2020-21	11.02.2021
10/2020-21	18.02.2021

**The attendance of each Director at the Board Meeting held during F.Y. 2020-21 and the last Annual General Meeting**

Sl. No.	Name of the director	Number of board Meetings attended	Whether attended the last AGM
1.	Mr. Naresh Garg	10	Yes
2.	Mrs. Sangeeta Garg	10	Yes
3.	Mr. Gopal Bisht	10	Yes
4.	Mr. Umang Sarkar	8	Yes
5.	Mr. Aashish Ghai	5	No
6.	Mr. Feroz Malik	10	Yes

**C. Number of other Board of Directors or Committees in which a Director is a Member or Chairperson including the name of the listed entities where he is a Director and category of Directorship as on 31<sup>st</sup> March, 2021**

Name of the Director	Category	Details of Directorships in other Companies	Number of Committee positions held in other companies	
			Chairman	Member
Mr. Naresh Garg	Director	<ul style="list-style-type: none"> <li>Genesis Merchants Limited</li> <li>Dream Private</li> </ul>	Nil	Nil
			Nil	Nil

		<ul style="list-style-type: none"> <li>Konnect Agro Private Limited</li> </ul>		
Mrs. Sangeeta Garg	Director	<ul style="list-style-type: none"> <li>Genesis Merchants Limited</li> <li>Dream Private</li> </ul>	Nil	Nil
Mr. Gopal Bisht	NA	Nil	Nil	Nil
Mr. Umang Sarkar	NA	Nil	Nil	Nil
Mr. Aashish Ghai	NA	Nil	Nil	Nil
Mr. Feroz Malik	Whole Time Director	<ul style="list-style-type: none"> <li>Globus Roaming Services Private Limited</li> </ul>	Nil	Nil

None of the Directors hold any Directorship on any Board or Committee of any other listed entity, hence no disclosure is required.

#### **D. Disclosure of Relationships between Directors Inter-Se**

<b>S. No.</b>	<b>Name of the Director</b>	<b>Relationship Inter-se</b>
1.	Mr. Naresh Garg	Husband of Mrs. Sangeeta Garg
2.	Mrs. Sangeeta Garg	Wife of Mr. Naresh Garg
3.	Mr. Gopal Bisht	–
4.	Mr. Umang Sarkar	–
5.	Mr. Aashish Ghai	–
6.	Mr. Feroz Malik	–

#### **E. Number of Shares and Convertible Instruments held by Non-Executive Directors**

During the year under review, the Non-Executive Directors namely Mr. Umang Sarkar, Mr. Aashish Ghai and Mr. Feroz Malik did not hold any share or security of the Company.

#### **F. Familiarization Programmes imparted to Independent Directors**

Pursuant to Regulation 25(7) of the Listing Regulations read with Regulation 46, the Company shall familiarize the Independent Directors about the Company, including- their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programmes.

The Company conducted the familiarization programmes for Independent Directors to enhance the leadership skills and motivation and to increase the interaction of the Independent Directors with the Executive Directors of the Company.

The web link for the familiarization programmes is as follows:-

### **G. Key Skills, Competence and Expertise of Board of Directors**

The Board of Directors of the Genesis Finance Company Limited comprises of qualified members from different areas and has competent skills, expertise to manage the affairs of the Company in effective manner. The Members are committed to ensure good corporate governance at all the levels.

The following are the key qualifications, skills and competence which are taken into consideration while appointing members on the Board.

- Financial Services
- Banking, Investment and Treasury
- Corporate Governance and Ethics
- Economics and Statistics
- Global Business Leadership
- Management, Strategy and Planning
- Law
- Risk and Compliance oversight

The Board at present has all the above skills/ expertise/ competence in the Board.

### **H. Independent Directors**

#### **i. Confirmation**

The Company has received declarations pursuant to Section 149(7) of the Companies Act, 2013, from all the Independent Directors (IDs) of the Company confirming that they meet the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013, read with rules framed thereunder and in terms of Regulation 16(1)(b) of Listing Regulations.

#### **ii. Separate Meeting of Independent Directors**

In terms of Regulation 25(3) of the Listing Regulations read with Schedule IV of the Companies Act, 2013, one exclusive meeting of the Independent Directors was held on 30<sup>th</sup> June, 2020, inter-alia to discuss:

- Review the performance of non - Independent Directors and the Board as a whole;
- Review the performance of the Chairman of the Company, taking into account the views of the Executive and Non – Executive Directors;
- Assess the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties.
- The independent directors present elected Mr. Umang Sarkar as Chairman for the meeting. Two independent directors were present at the meeting.

### iii. Attendance of Directors at Independent Director's Meeting

S. No.	Name of the Directors	No. of meetings entitled to attend	No. of meetings attended
1.	Mr. Umang Sarkar	1	1
2.	Mr. Aashish Ghai	1	0
3.	Mr. Feroz Malik	1	1

### iv. Detailed Reasons for the Resignation of Independent Directors

During the year under review, no Independent Director has resigned from the office before the expiry of his term.

## 3. BOARD COMMITTEES

The Company has five committees of the Board:

- 3.1. Audit Committee
- 3.2. Nomination and Remuneration Committee
- 3.3. Stakeholder Relationship Committee
- 3.4. Risk Management Committee

### 3.1. AUDIT COMMITTEE

In terms of Regulation 18 of Listing Regulations and Section 177(1) of the Companies Act, 2013 and the NBFC Regulations, the Company has constituted the Audit Committee. The Board reviews the working of the committee from time to time to bring about greater effectiveness in order to comply with the various requirements under the Companies Act, 2013, Listing Regulations and the NBFC Regulations.

#### A. Terms of Reference

The functioning and terms of reference of the Audit Committee are as prescribed under section 177 of the Companies Act, 2013 and Regulation 18 of Listing Regulations.

**Objective:** The primary objective of the Committee is to monitor and provide an effective supervision of the management's financial reporting process and disclosure of its financial information, to ensure accurate and timely disclosures with the highest level of transparency, integrity and quality of financial reporting. The Committee oversees the work carried out in the financial reporting process by the management, by Internal Auditors and Statutory Auditors and notes the processes and safeguards employed by each of them. In particular, these include:

#### Financials

- Review of the quarterly/half-yearly/annual financial statements with reference to changes, if any, in accounting policies and reasons for the same.
- Major accounting entries involving estimates based on exercise of judgment by management, adjustments, if any, arising out of audit findings.
- Compliance with listing and legal requirements relating to financial statements qualifications, if any, in the draft audit report.

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### **Internal controls and risk management**

- Review of internal audit function and discussion on internal audit reports.
- Review of vigil mechanism.
- Review of adequacy of internal control systems.
- Review of risk management policies especially enterprise level risk management.

### **Compliance and other related aspects**

- Disclosure of related party transactions and subsequent modifications, if any.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company.
- Uses/application of funds raised through an issue.
- Review and recommendation of appointment, remuneration and terms of appointment of statutory auditors.
- Review of other services rendered by the statutory auditor.
- Review of the management discussion and analysis of the financial conditions and results of operations, significant related party transactions, management letters issued by statutory auditors and internal audit reports.

The Audit Committee looks into the matters as are specifically referred to it by the Board of Directors besides looking into the mandatory requirements of the Regulation 18 of the Listing Regulations and provisions of Section 177 of the Companies Act, 2013.

### **B. Meetings of Audit Committee**

<b>Number of Audit Committee Meeting</b>	<b>Date of Audit Committee Meeting</b>
01/2020-21	30.06.2020
02/2020-21	26.08.2020
03/2020-21	15.09.2020
04/2020-21	12.11.2020
05/2020-21	11.02.2021



**C. Composition of Audit Committee, Name of Chairperson and members along with the attendance at meetings**

S. No.	Name of the Director	Position	Category	Meetings	
				Entitled to attend	Attended
1.	Mr. Umang Sarkar	Chairperson	Non - Executive Independent Director	5	5
2.	Mr. Aashish Ghai	Member	Non - Executive Independent Director	5	3
3.	Mr. Feroz Malik	Member	Non - Executive Independent Director	5	5

Company Secretary acts as Secretary to the Committee.

**3.2. NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee is constituted in line with Regulation 19 of the Listing Regulations and Section 178 of the Companies Act, 2013 and the NBFC Regulations.

**A. Terms of Reference**

The broad terms of reference of the Committee are as follows:

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of the Board, its committees and individual Directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
- The Nomination and Remuneration Committee shall, while formulating the policy ensure that:
  - a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
  - b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - c) remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:

- The Chairperson of the said Committee or, in his absence, any other member of the committee authorized by him in this behalf shall attend the general meetings of the company.
- To consider and fix the remuneration package of non-executive and executive Directors including pension rights and any compensation payment.
- All elements of remuneration package of Directors such as benefits, bonus, stock options, pension etc.
- Any other work and policy, related and incidental to the objectives of the committee as per provisions of the Act and rules made thereunder.

#### **B. Meetings of Nomination and Remuneration Committee**

The Committee met two times in the financial year 2020-2021 on 30<sup>th</sup> June, 2020 and 26<sup>th</sup> August, 2020.

#### **C. Composition of Nomination and Remuneration Committee, Name of Chairperson, members and Attendance at Meetings**

S. No.	Name of the Director	Position	Category	Meetings	
				Entitled to attend	Attended
1.	Mr. Umang Sarkar	Chairperson	Non-Executive Independent Director	2	2
2.	Mr. Aashish Ghai	Member	Non-Executive Independent Director	2	1
3.	Mr. Feroz Malik	Member	Non-Executive Independent Director	2	2

Company Secretary acts as Secretary to the Committee.

#### **D. Performance Evaluation Criteria for Independent Directors**

As per the Regulation 19 of Listing Regulations, the Nomination and Remuneration Committee (“the **Committee**”) shall lay down the evaluation criteria for performance evaluation of Independent Directors and the Board.

Further, the Board is required to monitor and review Board Evaluation Framework. This Framework shall contain the details of Board’s self-evaluation.

The Board is committed to assess its own performance as a Board in order to identify its strengths and areas in which it may improve its functioning.

The Committee shall establish the following processes for evaluation of performance of Independent Director and the Board:

- Once a year, the Board will conduct a self-evaluation. It is the responsibility of the Chairman of the Board, supported by the Company Secretary of the Company, to organize the evaluation process and act on its outcome;
- The Committee shall formulate evaluation criteria for the Board and the Independent Directors which shall be broadly based on:
  - i. Knowledge to perform the role;
  - ii. Time and level of participation;
  - iii. Performance of duties and level of oversight; and
  - iv. Professional conduct and independence.
- The Board/Independent Directors shall be asked to complete the evaluation forms and submit the same to the Chairperson.
- The formats for Performance Evaluation of the Board of Directors, Non-Independent Directors, Chairperson and Independent Directors are the part of the Policy.

### 3.3. STAKEHOLDER RELATIONSHIP COMMITTEE

In accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of Listing Regulations, the Company has constituted a Stakeholder Relationship Committee.

#### A. Chairman of the Committee

Mr. Umang Sarkar, Non-Executive Independent Director is the chairperson of the committee.

#### B. Compliance Officer

For the financial year 2019-2020 Ms. Neeti Alwani, Company Secretary remained the Compliance Officer of the Company. She resigned from the post of Company Secretary w.e.f. 1<sup>st</sup> July, 2020 and Mr. Krishna Rajendra Dayma, is appointed (w.e.f 10<sup>th</sup> July, 2020) as the Company Secretary and designated as the Compliance Officer of the Company in terms of Regulation 6(1) of the Listing Regulations. He resigned from the post of Company Secretary w.e.f. 18<sup>th</sup> March, 2021.

**Address of Compliance Officer** – Genesis Finance Company Limited 4, MMTC/STC Market, Geetanjali, Delhi – 110017

#### C. Meetings of Stakeholder Relationship Committee

The Committee met one time in the financial year 2020-2021 on 11<sup>th</sup> February, 2021.

#### D. Composition of Stakeholder Relationship Committee, Name of Chairperson, members and attendance at meetings

S No.	Name of the director	Position	Category	Meetings	
				Entitled to Attend	Attended
1.	Mr. Umang Sarkar	Chairperson	Non-Executive Independent Director	1	1
2.	Mrs. Sangeeta Garg	Member	Whole Time Director	1	1

3.	Mr. Naresh Garg	Member	Managing Director	1	1
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Company Secretary acts as Secretary to the Committee.

#### **E. Details of the Investor Complaints Received During FY 2020-21**

No. of complaints at the beginning of the year	No. complaints received during the year	No. of complaints not solved to the satisfaction of shareholders	No. of complaints resolved during the year	No. of pending complaints.
Nil	Nil	Nil	Nil	Nil

The committee looks into redressing of investors complaints like non receipt of dividends, non-receipt of Annual Reports, Share Transfers, Issue of Share Certificates and Duplicate/Renewal of Share Certificates, etc.

It recommends measures for overall improvements in the quality and promptness in investor services.

#### **3.4. RISK MANAGEMENT COMMITTEE**

The Company in line with Regulation 21 of the Listing Regulations constituted the Risk Management Committee. The Company follows well - established risk assessment and minimization procedures which are periodically reviewed by the Board.

For this, the Company has framed a sturdy Risk Management Policy for the Company to detect any threats to the extinction of the business.

#### **A. Terms of Reference**

- To review the Company's risk governance structure, risk assessment and risk management frame work, guidelines, policies and processes for risk assessment and risk management.
- To review the Company's risk mitigation strategies relating to identified key risks as well as the processes for monitoring and mitigation such risks.
- Report to the Board on the Committee's activities for information and recommend proposed changes, if any, to the Board for approval.

#### **B. Meetings of Risk Management Committee**

The Committee met one time in the financial year 2020-2021 on 30<sup>th</sup> June, 2021.

**C. Composition of Risk Management Committee, Name of Chairperson, members and attendance at meetings**

S. No.	Name of the Director	Position	Category	Meetings	
				Entitled to attend	Attended
1.	Mr. Naresh Garg	Chairperson	Managing Director	1	1
2.	Mrs. Sangeeta Garg	Member	Whole Time Director	1	1
3.	Mr. Gopal Bisht	Member	Whole Time Director	1	1

Company Secretary acts as Secretary to the Committee.

**4. CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The provisions of Section 135(1) of the Companies Act, 2013 read with rules made thereunder, are applicable on the Company in the financial year 2020-2021, since the Net Profit (calculated as per the provisions of section 198 of the Companies Act, 2013) of the immediate preceding financial year i.e. 2019-2020 of the Company, exceeded the threshold limit of INR 5 Crore.

However, the Companies having a minimum CSR Expenditure of INR. 50 lakhs and less are not required to constitute any CSR Committee. Since, the Company has CSR expenditure of INR. 14.15/- lakhs during the period under review the board has decided not to form the CSR Committee and all the activities of the Company are to be taken under the governance of the Board

**5. REMUNERATION OF DIRECTORS**

**WHOLE-TIME/ EXECUTIVE/ MANAGING DIRECTOR**

**A. Remuneration**

The Whole-time Director shall be eligible for remuneration as may be approved by the Shareholders of the Company on the recommendation of the Committee and the Board of Directors. The break-up of the pay scale, performance bonus and quantum of perquisites including, employer's contribution to Provident Fund, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board and on the recommendation of the Nomination and Remuneration Committee and shall be within the overall remuneration approved by the shareholders and Central Government, wherever required.

**B. Minimum Remuneration**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Directors in accordance with the provisions of the Companies Act, 2013.

**C. Provision for Excess Remuneration**

If any director draws or receives, directly or indirectly, by way of remuneration any such sums in excess of the limit prescribed by Section 197 of the Act or without approval required under such section, he/she shall refund such sums to the company, within two years or such lesser period as may be allowed by the company, and until such sum is refunded, hold it in trust for the company.

## **NON-EXECUTIVE / INDEPENDENT DIRECTOR**

### **A. Sitting Fee**

The Independent Directors of the Company may receive remuneration by way of sitting fees for attending the meeting of the Board of Directors or Committees thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013 and rules framed thereunder or such amount as may be prescribed by the Central Government.

### **B. Profit-linked Commission**

The profit-linked Commission may be paid within the monetary limit approved by the shareholders of the Company subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013 and rules framed thereunder.

### **C. Stock Options**

An Independent Director shall not be entitled to any stock option of the Company.

## **Key Managerial Personnel, Senior Management Personnel and other employees**

The Key Managerial Personnel (KMP) except Managing Director and Whole Time Director, Senior Management Personnel and other employees of the Company shall be paid monthly remuneration as per the Company's HR policies and / or as maybe approved by the Board on the recommendation of the Nomination and Remuneration Committee. The break-up of the pay scale and quantum of perquisites including, employer's contribution to Provident Fund, pension scheme, medical expenses, club fees etc. shall be as per the Company's HR policies.

The Chief Financial Officer of the Company will make annual presentation(s) before the Committee which would have requisite details setting out the proposed performance bonus payouts for the current financial year as well as the proposed increments for the next financial year. The Committee shall peruse and approve the same unless required under relevant regulations, to refer the same to the Board of Directors and / or Shareholders of the Company.

This Remuneration Policy shall apply to all future/ continuing employment / engagement(s) with the Company. In other respects, the Remuneration Policy shall be of guidance for the Board.

The remuneration for Key Managerial Personnel (KMP) and Senior Managerial Personnel and other employees of the Company shall be approved by the Committee based on the recommendation / presentation by the Chief Financial Officer of the Company. In case any of the relevant regulations require that remuneration of KMPs or any other officer is to be specifically approved by the Committee and / or the Board of Directors then such approval will be accordingly procured.

Details of Remuneration, Sitting fees, etc. paid to all the Directors for the year ended 31<sup>st</sup> March, 2021 are given hereunder:

## **EXECUTIVE DIRECTORS (MANAGING/WHOLE-TIME DIRECTORS)**

S. No	Name	Category	Annual Salary (in INR)	Perquisite (in INR)	Commission (in INR)	Total (in INR)
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1.	Mr. Naresh Garg	Managing Director	42,00,000	Nil	Nil	42,00,000
2.	Mrs. Sangeeta Garg	Whole Time Director	30,00,000	Nil	Nil	30,00,000
3.	Mr. Gopal Bisht	Whole Time Director	6,00,000	Nil	Nil	6,00,000

#### **NON-EXECUTIVE DIRECTORS**

S No.	Name	Category	Sitting Fee	Perquisite	Commission	Total
1.	Mr. Umang Sarkar	Non-Executive Independent Director	Nil	Nil	Nil	-
2.	Mr. Aashish Ghai	Non-Executive Independent Director	Nil	Nil	Nil	-
3.	Mr. Feroz Malik	Non-Executive Independent Director	Nil	Nil	Nil	-

## **6. GENERAL BODY MEETINGS**

### **i. Details of the last three Annual General Meetings (AGMs) of the Company:**

During the preceding three years, the Company's Annual General Meetings were held at the registered office situated at 4 MMTC/STC Market, Geetanjali, New Delhi-110017:

Financial Year	Date	Time	No of special resolution passed	Details of Special Resolutions passed
2017-18	Saturday, 29.09.2018	11:00 A.M.	Nil	
2018-19	Wednesday, 25.09.2019		1	1. Special Resolution was passed to re-appoint Mr. Umang Sarkar as an Independent Non-Executive Director for the second term.
2019-20	Thursday, 24.09.2020		2	1. Special Resolution was passed to re-appoint Mr. Aashish Ghai as an Independent Non-Executive Director for the second term.  2. Special Resolution was passed to approve waiver of recovery of excess managerial remuneration paid in financial year 2019-20 and payment of revised remuneration to Mr. Gopal Bisht (DIN: 00597160), Whole Time Director and CFO of the Company.

**ii. Details of the Special Resolutions passed through postal ballot, the person who conducted the postal ballot exercise, details of the voting pattern and procedure of postal ballot:**

The Company has not passed any resolution through postal ballot in the last year.

**iii. Details of the Special Resolutions proposed to be conducted through postal ballot:**

None of the businesses proposed to be transacted at the ensuing AGM requires passing of a special resolution through postal ballot.

**7. MEANS OF COMMUNICATION**

**A. Quarterly Results**

The Company had published its quarterly, half yearly and annual financial results in accordance with the Listing Regulations in Financial Express (English) and Jansatta (Hindi) after its submission to exchange.

**B. Website**

All important/material information relating to Company and its performance including the financial results, various policies framed/approved by the Board, matters concerning the shareholders, details of the corporate contact persons and shareholding pattern are displayed on the Company's website [www.genesisfinance.net](http://www.genesisfinance.net).

**C. Official News Release**

The Company was not required to make any official news release during the period under review.

**D. Presentations made to Institutional Investors or to the Analysts**

The Company was not required to make any presentations to the institutional investors or analysts.

**8. GENERAL SHAREHOLDERS INFORMATION**

**A. 31<sup>st</sup> Annual General Meeting**

<b>Date</b>	30 <sup>th</sup> September, 2021
<b>Time</b>	11:00 A.M.
<b>Venue</b>	4 MMTC/STC Market Geetanjali New Delhi 110017

**B. Financial Year:** 1<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2021

**C. Dividend Payment Date:** The Board of Directors has not recommended any dividend for the financial year 2020-21.



**D. Listing on Stock Exchange:** Metropolitan Stock Exchange of India Limited  
Vibgyor Towers, 4th floor, Plot No C 62, G - Block, Opp. Trident Hotel,  
Bandra Kurla Complex, Bandra (E), Mumbai – 400 098, India.

**E. Stock Code:** N/A

**F. Annual Listing Fess payment:** The Company has paid the annual listing fees for the Financial Year 2020-21 to MSEI

**G. Stock Price Performance / Market price data:** Securities not traded during the year.

**H. Performance in comparison to broad-based indices such as BSE sensex, CRISIL Index etc.:**  
N/A

**I. Are the securities suspended from trading? If yes, the reason:** N/A

**J. Registrar to an issue and share transfer agents:** Skyline Financial Services Pvt. Ltd.

**K. Share Transfer system:**

The Company has appointed **Skyline Financial Services Pvt. Ltd** as its share transfer and registrar agent. All physical transfers, transmission, transposition, issue of duplicate share certificates, issue of demand drafts in lieu of dividend warrants, etc. as well as requests for Dematerialization/Rematerialization of shares are processed at Skyline. The work related to Dematerialization/Rematerialisation is handled by Skyline through its connectivity with NSDL and CDSL.

**Correspondence address:** Skyline Financial Services Pvt. Ltd.  
D-153 A, 1st Floor, Phase-I,  
Okhla Industrial Area,  
New Delhi- 110020

**L. Distribution of Shareholding**

**DISTRIBUTION OF 46,39,71,200 EQUITY SHARE CAPITAL AS ON 31.03.2021**  
**(Nominal Value of Each Share INR 10/-)**

**Distribution of shareholding across categories as on 31.03.2021**

S. No.	Categories	No. of Shareholders	Number of Shares held	% to Total shares
1	Promoter & Promoter Group	8	30716824	66.2
2	Public	201	15680296	33.8

3	Non Promoter- Non Public	0	0	0
4	Shares underlying DRs	0	0	0
5	Shares held by Employee Trusts	0	0	0
<b>Total</b>		<b>209</b>	<b>46397120</b>	<b>100</b>

**Distribution of shareholding according to size class as on 31.03.2021**

Shareholding Nominal Value (in INR)	Number of Shareholders	% to Total Numbers	Shareholding Amount (in INR)	% to Total Amount
Up To 5,000	160	76.56	143500.00	0.03
5001 To 10,000	9	4.31	640000.00	0.14
10001 To 20,000	0	0.00	0.00	0.00
20001 To 30,000	2	0.96	50000.00	0.01
30001 To 40,000	2	0.96	78000.00	0.02
40001 To 50,000	4	1.91	183000.00	0.04
50001 To 1,00,000	6	2.87	483300.00	0.10
1,00,000 and Above	26	12.44	462969400.00	99.78
<b>Total</b>	<b>209</b>	<b>100</b>	<b>463971200.00</b>	<b>100</b>

**M. Dematerialization of Shares and Liquidity:**

Skyline Financial Services Pvt. Ltd, RTA of the Company, is the common agency for undertaking physical transfers and act as Depository Registrar.

**N. Outstanding Global Depository Receipts (GDR) or American Depository Receipts (ADR) or warrants or any convertible instruments, conversion date and likely impact on equity:**  
N/A

**O. Commodity price risk or foreign exchange risk and hedging activities:** N/A

**P. Plant locations:** N/A

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**Q. Address of Communication:**

The Shareholders may address their Communication suggestion / grievances / queries to:-

Genesis Finance Company Limited  
4 MMTC/STC Market, Geetanjali,  
New Delhi-110017

**R. List of all credit ratings obtained : N/A**

**9. OTHERS DISCLOSURES**

**A. Disclosures on materially significant related party transactions**

The Company has not entered into any materially significant transactions with the related parties viz. Promoters, Directors or the Management, or their relatives or Subsidiaries having potential conflict with the Company's interest.

**B. Penalties Imposed on Listed Entity**

NIL

**C. Whistle Blower Policy and Vigil Mechanism**

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations read with Schedule V, the Company has a Whistle Blower Policy for establishing a vigil mechanism for Directors and employees. No person has been denied access to the Chairperson of the Audit Committee. The policy has been hosted on the website of the Company at - <https://www.genesisfinance.net/financial-pdf/Details-of-establishment-of-Vigil-Mechanism-or-Whistle-Blower.pdf>.

**D. Policy for determining Material Subsidiary**

The Company does not have any material listed/unlisted subsidiary companies and is therefore, not required to comply with the provisions of Regulation 24 of the Listing Regulations, regarding the Corporate Governance requirements with respect to subsidiary.

**E. Archival Policy of the Company**

The Company has hosted its archival policy on its website which is available at <https://www.genesisfinance.net/corporate-governance.html>

**F. Policy on dealing with Related Party Transaction**

The Company has a Policy on Related Party Transactions and Materiality of Related Party Transactions. The Policy is disclosed on the website of the Company at: <https://www.genesisfinance.net/financial-pdf/Related-Party-Transaction-Policy.pdf>.

**G. Disclosure of commodity price risks and commodity hedging activities: N/A**

## **H. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)**

During the year under review, the Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).

## **I. Certificate from Practicing Company Secretary**

A certificate from a Company Secretary in practice certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is annexed and marked as **Annexure IV-A**.

## **J. Acceptance of recommendations of the Committees of the Board**

During the period under review, the Board has accepted all the recommendations of the Committees of the Board.

## **K. Total Fees paid by the Listed Entity to its Statutory Auditor**

During the year under review, the Statutory Auditors of the Company has been paid a fees, on consolidated basis is given below:

<b>S. No.</b>	<b>Particulars</b>	<b>Amount (in INR)</b>
1.	Statutory Audit Fees	1,00,000/-
2.	Tax Audit Fees	50,000/-
3.	Other matters including certification	50,000/-
4.	Reimbursement of out-of-pocket expenses	NIL
<b>Total*</b>		<b>2,00,000/-</b>

\*Excludes taxes as applicable

## **L. Sexual Harassment Policy**

The Company has in place a Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Rules, 2013. An Internal Complaints Committee ("ICC") has been set up to redress Complaints received on sexual harassment.

No complaint on sexual harassment was received during the Financial Year 2020-21. The details are as under:

S. No.	Particulars	No. of Complaints
1.	Number of complaints filed during the financial year	Nil
2.	Number of complaints disposed-off during the financial year	Nil
3.	Number of cases pending as on end of the financial year	Nil

#### 10. COMPLIANCE OF DISCRETIONARY REQUIREMENTS UNDER THE LISTING REGULATIONS

Pursuant to Schedule V Clause C sub-clause 12 the Company has adopted following discretionary requirements as specified in Schedule II Part E:

- **Modified Opinion(s) in audit report:** The Company's audit report does not contain any modified opinion(s).
- **Reporting of Internal Auditor:** The internal auditor reports directly to the Audit Committee of the Company.

#### 11. REPORT ON CORPORATE GOVERNANCE REPORT

The information provided under this annexure constitutes the report on corporate governance during FY 2020-21. A section on 'Management Discussion and Analysis' for FY 2020-21 is also included in this Annual Report.

The Company duly submits the quarterly compliance report to the stock exchange.

#### 12. DECLARATION BY MANAGING DIRECTOR

The Board of Directors of the Company has laid down a code of conduct for all Board Members and Senior Executives of the Company, which is also hosted on the website of Company at: <https://www.genesisfinance.net/director.pdf>.

In terms of Regulation 26(3) of the Listing Regulations, all the Board members and Senior Management personnel have affirmed compliance with the code for the year on ended 31<sup>st</sup> March 2021. A declaration to this effect signed by the Managing Director of the Company forms a part of this Report and marked as **Annexure IV-B**.

#### 13. CERTIFICATE FROM SECRETARIAL AUDITOR ON CORPORATE GOVERNANCE

As per the provision of Schedule V of the Listing Regulations, a certificate from practicing Company Secretary on Compliance of Conditions of Corporate Governance is marked and annexed as **Annexure IV-C**.

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**14. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT**

During the financial year under review, the Company does not have any unclaimed shares. Hence, it has not transferred unclaimed shares to demat suspense account.

**15. CHIEF FINANCIAL OFFICER CERTIFICATION**

In terms of Regulation 17(8) of the Listing Regulations, the Certificate from the Managing Director and the Chief Financial Officer (CFO) was placed before the Board. The same is provided as **Annexure IV-D** to this report.

**16. Code of Conduct on Prevention of Insider Trading**

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company had laid down a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. All the Directors of the Board, Senior Management at all locations and other employees who could be privy to unpublished price-sensitive information of the Company are governed by this Code. The Code has been disclosed on the website of the Company: <https://www.genesisfinance.net/>.

**For and on Behalf of the Board**  
**Genesis Finance Company Limited**

**Sd/-**  
**Naresh Garg**  
**(Managing Director)**  
**DIN: 00916814**  
**Address: B-24 Ground Floor,**  
**Geetanjali Enclave,**  
**New Delhi- 110017**

**Sd/-**  
**Sangeeta Garg**  
**(Whole Time Director)**  
**DIN: 01117956**  
**Address: B-24 Ground Floor,**  
**Geetanjali Enclave,**  
**New Delhi- 110017**

**Date: 30.06.2021**  
**Place: New Delhi**

## ANNEXURE IV-A

### CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

*(Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To,  
The Members of  
**Genesis Finance Company Limited**  
4 MMTC/STC Market, Geetanjali,  
New Delhi – 110070

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Genesis Finance Company Limited** having CIN: **L65910DL1990PLC040705** and having registered office at 4 MMTC/STC Market, Geetanjali, New Delhi – 110070 (hereinafter referred to as “the **Company**”), produced before me by the Company for the purpose of issuing this certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company, its officers and authorized representative, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Naresh Garg	<u>00916814</u>	10/07/1994
2.	Mrs. Sangeeta Garg	<u>01117956</u>	27/11/1997
3.	Mr. Gopal Bisht	<u>00597160</u>	30/06/2004
4.	Mr. Umang Sarkar	<u>03172902</u>	14/08/2014
5.	Mr. Aashish Ghai	<u>07276636</u>	21/08/2015
6.	Mr. Feroz Malik	<u>00262559</u>	04/01/2019

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Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For A. Upadhyaya & Associates**

**Sd/-**

**Abhimanyu Upadhyaya**

**Practicing Company Secretaries**

**COP: 4729**

**Membership No. FCS 592**

**Place:** New Delhi

**Date:** 23.06.2021

**UDIN: F005921C000502582**



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## ***ANNEXURE IV-B***

### **DECLARATION ON CODE OF CONDUCT**

To,  
The Board of Directors  
**Genesis Finance Company Limited**  
4 MMTC/STC Market, Geetanjali,  
New Delhi -110017

This is to inform that **Genesis Finance Company Limited** (hereinafter to be referred as “**the Company**”) has adopted a Code of Conduct for its Managing director and Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-executive Directors and Independent Directors.

I confirm that the Company has in respect of financial year ended 31<sup>st</sup> March, 2021, received from Senior Management of the Company and the Members of the Board, a declaration of compliance with the Code of Conduct as applicable to them.

**Sd/-**  
**Naresht Garg**  
**(Managing Director)**  
**DIN:** 00916814  
**Address:** B-24 Ground Floor,  
Geetanjali Enclave,  
New Delhi- 110017

**Date:** 30<sup>th</sup> June, 2021  
**Place:** New Delhi

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## **ANNEXURE IV-C**

### **Certificate on Corporate Governance**

*[Pursuant to the provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

To,  
The Members of  
**Genesis Finance Company Limited**  
4 MMTC/STC Market, Geetanjali,  
New Delhi – 110070

The Corporate Governance Report prepared by Genesis Finance Company Limited (“the **Company**”) for the financial year ended 31<sup>st</sup> March 2021, contains details as required by the provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**LODR Regulations**”) as amended. This report is required by the Company to be annexed with the Directors’ Report, in terms of Para E of Schedule V to the LODR Regulations, for further being sent to the Shareholders of the Company and we have examined the applicable compliance of conditions of Corporate Governance by the Company for the financial year ended 31<sup>st</sup> March 2021, as stipulated in Chapter IV of the LODR Regulations as amended from time to time.

#### **Management’s Responsibility for compliance with the conditions of LODR Regulations**

The Company’s Management is responsible for compliance of conditions of Corporate Governance including the preparation and maintenance of all relevant supporting records and documents as stipulated under the LODR Regulations. This responsibility includes the design, implementation and maintenance of corporate governance process relevant to the compliance of the conditions. Responsibility also includes collecting, collating and validating data and designing, implementing and monitoring of Corporate Governance process suitable for ensuring compliance with the LODR Regulations.

#### **Responsibility**

Pursuant to the requirements of the LODR Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in LODR Regulations for the financial year ended 31<sup>st</sup> March 2021.

We have examined the compliance of conditions of Corporate Governance by the Company for the period 1<sup>st</sup> April 2020 to 31<sup>st</sup> March 2021 as per the LODR Regulations. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We conducted our examination of the corporate governance compliance by the Company as per the Guidance Note on Reports or Certificates for Special purposes (Revised 2016), Guidance Note on Certification of Corporate Governance both issued by the Institute of Company Secretaries of India (“ICSI”) and the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as

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applicable for the purpose of this certificate. The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the ICSI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

**Opinion:**

In our opinion and to the best of our information and according to the explanations given to us, and the representation provided to us by the management of the Company, and considering the relaxations granted by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI)) warranted due to the spread of the COVID-19 pandemic, we certify that Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended 31<sup>st</sup> March, 2021.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**Other matters and Restriction on Use**

The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the SEBI LODR Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

**For A. Upadhyaya & Associates**

**Sd/-**

**Abhimanyu Upadhyaya**  
**Practicing Company Secretaries**  
**COP: 4729**  
**Membership No. FCS 5921**  
**UDIN: F005921C000502604**

**Place: New Delhi**

**Date: 23.06.2021**

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## ***ANNEXURE IV-D***

### **Certification in terms of Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To,  
**The Board of Directors**  
**Genesis Finance Company Limited**  
4 MMTC/STC Market, Geetanjali,  
New Delhi -110017

We, the undersigned in our respective capacities as Managing Director and Chief Financial Officer of **Genesis Finance Company Limited** (“**the Company**”), certify to the Board in terms of regulation 33(2)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 that:

1. We have reviewed the financial statements as at 31<sup>st</sup> March, 2021, Statement of Profit and Loss, the Statement of changes in Equity, the Statement of Cash Flows and a summary of the significant accounting policies and other explanatory information of the Company for the year ended 31<sup>st</sup> March, 2021.
2. These statements do not contain any materially untrue statement or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period.
3. The financial statements presents in all material respects a true and fair view of the Company’s affairs, the financial condition, results of operations and cash flows of the Company as at 31<sup>st</sup> March, 2021, and are in compliance with the existing accounting standards and/or applicable laws and/or regulations.
4. There are no transactions entered into by the Company during the year that are fraudulent, illegal or violate the Company’s Code of Conduct.
5. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiency in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to rectify these deficiencies.
6. We have disclosed, based on our most recent evaluation of the Company’s internal control over financial reporting, wherever applicable, to the Company’s auditors and the audit committee of the Company’s Board:
  - a. Any deficiencies in the design or operation of internal controls, that could adversely affect the Company’s ability to record, process, summarize and report financial data, and have confirmed that there have been no material weaknesses in internal controls over financial reporting including any corrective actions with regard to deficiencies.
  - b. Any significant changes in accounting policies during the year, if any, and the same have been disclosed in the notes to the financial statements.

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- c. Any instances of significant fraud of which we are aware that involve the management or other employees who have as significant role in the Company's internal control system over Financial Reporting.

**For and on behalf of  
Genesis Finance Company Limited**

**For and on behalf of  
Genesis Finance Company Limited**

**Sd/-  
Naresh Garg  
(Managing Director)  
DIN: 00916814**

**Sd/-  
Gopal Bisht  
(Chief Financial Officer)  
DIN: 00597160**

**Place: New Delhi  
Date: 30<sup>th</sup> June, 2021**

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

*[Pursuant to Regulation 34 read with the Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

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The Management of the Company is pleased to present its report on Industry Scenario including Company performance during the financial year 2020-21.

#### ECONOMIC OVERVIEW

In spite of another tough year, India's economy has been the fastest growing major economy in the world and is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. In the midst of this journey, the pandemic resulted in an unprecedented health crisis, prompting countries to implement lockdowns that led to a meltdown in economic activity. In this situation, global GDP growth is expected to have contracted by 3.3% in 2020 as against 2.8% in 2019 as per the International Monetary Fund (IMF).

Voluntary social distancing and lockdown restrictions brought steep income losses and dented consumer confidence worldwide. Firms became conservative in their investments when faced with negative demand shocks, supply interruptions, and uncertain future earnings prospects. The implementation of a national lockdown on March 24, 2020 (i.e. on the eve of the new FY21 fiscal year), brought economic activity to a halt, affecting both production and consumption. India's GDP growth was negative in the first half of the fiscal year (April to September 2020) and only modestly positive in the second half. Over the entire FY21, India's economy is estimated to have contracted by 8%. The combined impact of demand compression and supply disruptions led to an unprecedented decline in fixed investment, private consumption and exports, with overall GDP contracting 24.4% in Q1 of FY 2020. Even the second quarter was terrible, with GDP shrinking by 7.3% in July-September 2020. The third quarter (October-December 2020) saw a small positive growth of 0.4% compared to the same period in the previous year

The response of the Government to the COVID-19 outbreak has been swift and comprehensive. To revive the economy, the government announced the Atmanirbhar Bharat Package to strengthen infrastructure logistics, capacity building, governance and administrative reforms. The Government implemented the policy package to mitigate the impact on the poorest households (through various social protection measures) as well as on small and medium enterprises (through enhanced liquidity and financial support).

Structural reforms initiated by the government have helped restrict the fatality rate in India to 1.2% - one of the lowest in the world. However, over recent months, the unexpected second wave of the virus has started spreading rapidly which could impact recovery pace of the Economy. The RBI has projected FY22 GDP growth at 10.5%, while IMF and World Bank put it at 12.5% and 10.1% respectively.

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## OUTLOOK

The emergence of the more intense second wave with still mutating virus strains has posed significant challenges to the fragile economic recovery. The IMF has lowered India's economic growth forecast to 9.5% for FY22, as renewed lockdowns albeit localised dampened sentiments.

## INDUSTRY OVERVIEW

Non-banking financial companies (NBFCs) are used to enhance the mainstream banking system in the financial intermediation process and financial inclusion. NBFCs play a significant role in nation building and financial sector and have been recording higher credit growth compared to scheduled commercial banks (SCBs) over the past few years. Further, contraction of activity in 2020 on account of COVID-19 Pandemic led to incremental slowdown.

In order to mitigate the impact of Covid-19 pandemic, the Government of India and the Reserve Bank of India came up with stimulus package and announced various schemes such as Emergency Credit Line Guarantee Scheme (ECLGS), Partial Credit Guarantee Scheme (PCGS), Special Liquidity Scheme (SLS), extension of Credit Linked Subsidy scheme for MIG under PMAY(U), Targeted Long-Term Repo Operations (TLTRO), Moratorium etc., clearly laying down the vision for NBFCs and thus facilitated a strong recovery in second half of the year

Since the last decade, the NBFC sector has held critical importance in the Indian Financial Services sector. The main objective of NBFCs has been serving the underserved segment of the Indian economy such as MSME, microfinance and other retail segments. NBFCs are harnessing technology to reinvent traditional business models and offer loans in a faster, customised and more convenient way to the underbanked population of India.

## OUTLOOK

In the midst of Covid-19 pandemic, the NBFC sector remained flat last year, the outlook for FY22 still surrounds the evolving uncertainties of the second wave of COVID. The severity of infections and effect of lockdown on business on NBFC asset quality will only become apparent over time.

According to a report by Credit Rating Agency, ICRA Ltd, the NBFC sector may see a growth of 7-9% (excluding infra NBFCs and HFCs) in FY22. To achieve the expected growth in FY22, additional funding lines would be crucial apart from the existing lines.

## RESPONSE OF COVID-19 (2<sup>ND</sup> WAVE)

With the gradual unlocking of the economy from May/June 2020, signs of stabilization appeared and real GDP growth recorded sequential upturn in Q2 of FY-2021 and regained positive growth in Q3 of FY-2021. On the supply side, the sustained resilience of agriculture was complemented by the momentum in manufacturing and services sectors. As a result, both GDP and Gross Value Added (GVA) growth turned positive from Q3 of FY-2021.

Risks to economic activity continue with the second-wave of COVID-19 from March 2021. Given the sharp meltdown in economic activity during the lockdown, FY 2021 GDP growth is expected at (-)7.3% (as against

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4% in FY 2019-20), according to the National Statistical Office(NSO). On value added basis, the NSO has projected real GVA growth at (-)6.2% for FY 2020-21 compared to 4.1% in FY 2019-20.

Ind-AS accounting could impinge on the balance sheet risks, especially asset quality and provisioning; finances of NBFC-MFIs; contagion from Mutual Funds due to redemption pressures and customer confidence.

NBFCs have brought the sector under greater market discipline. NBFCs are expected to grow and to increase their share in the market in near future.

## **THE COMPANY**

Your company is one of the leading Indian Financial Institution specializing in providing debt financing to MSMEs and consumers in India. The founding theme of Genesis Finance is financing India's 50 million MSMEs and its emerging middle class, with a differentiated model, based on new technologies provides a large and unique opportunity. Genesis has been in the business for more than 25 years and was amongst the first 25 NBFCs registered with RBI.

Unlike traditional models of financing, Genesis Finance successfully creates innovative financial solutions for you and your business to fulfill all your financing needs. The company provides financing for various purposes like business expansion, working capital loans, car loans, home loans and personal loans.

As a result of its deeply embedded risk culture and robust risk management practices, the Company's portfolio quality as of 31 March 2021 continues to remain strong.

## **SEGMENT WISE PERFORMANCE**

The Company is a Non-Banking Finance Company (NBFC). It is engaged in the business of financing which is the only segment in the Company. Hence, the results for the year under review pertain to only financing activity.

## **OPPORTUNITIES & THREATS**

### **❖ Opportunities**

NBFCs have served the unbanked customers by pioneering into retail asset-backed lending, lending against securities and microfinance. Following variables in the external environment may be seen as opportunities for the Company:

- NBFCs aspire to emerge as a one-stop shop for all financial services;
- The sector has witnessed moderate consolidation activities in recent years, a trend expected to continue in the near future;
- New banking license-related guidelines issued by RBI place NBFCs ahead in competition for licenses owing largely to their rural network;
- New RBI guidelines on NBFCs with regard to capital requirements, provisioning norms & enhanced disclosure requirements are expected to benefit the sector in the long run.



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## ❖ Threats

Being an NBFC, the Company has to face various threats as under mentioned;

- High cost of funds;
- Financial services companies often compete on the basis of offering lower financing rates, higher deposit rates and investment services;
- Competition from other NBFCs and banks;
- Stringent regulatory norms prevent new entrants

## OUTLOOK

NBFC's has played an important role in the economic growth and financial inclusion. As the economy grows larger and continue to develop, the need for credit will rise disproportionately which will provide an opportunity to NBFC's to shine and increase their market share. In order to sustain in the Competitive market, the Company is following a customer relationship approach by raising the level of customer service and also focusing on certain areas through optimizing the funding costs, identification of potential business areas, widening geographical reach, cost efficiencies, strict credit monitoring, etc.

With the initiatives taken by the government to promote the growth of NBFC's in India, there is a potential for the Company to increase its market share in coming years.

## RISKS AND CONCERNS

The Company operates in an environment which is affected by various risks, some of which are identifiable and controllable. Some others are unexpected and cannot be controlled. Under these conditions, proper identification and management of risks is very important in determining the ability of the organization to sustain value creation for its stakeholders.

The Company has a proper Risk Management Committee which effectively identifies, measure, report, monitor and control operational risks. Identification and management of risk is a continuous process in the Company. Risk Management Committee works rigorously towards it. The Company is constantly on vigil to understand the changes at the market place from time to time. Timely and effectively risk management is a key to success considering the increased competition in the market.

## INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an effective internal control system to evaluate the adequacy of all internal controls, its processes and ensures strict adherence to clearly laid down processes as well as to the prescribed regulatory and legal framework. The Company's Internal Control System commensurate with its size and the nature of its operations with an aim to provide reasonable assurance that all assets are safeguard from unauthorized use, recording and providing reliable financial and operational information, ensuring compliance with applicable statutes and corporate policies. It evaluates the adequacy of all internal controls and processes and ensures strict adherence to clearly laid down processes and procedures as well as to the prescribed regulatory and legal framework.

A well-established, independent Internal Audit function is responsible for providing independent assurance on Company's system of internal controls, risk management and governance processes.

The Audit Committee of the Board of Directors regularly reviews the internal audit reports and the adequacy and effectiveness of internal controls.

#### **MATERIAL DEVELOPMENT IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED**

The Company recognizes people as its most valuable asset and it has built an open, transparent and meritocratic culture to nurture this asset. Employees are central as well as critical to the Company as they are the real assets of the organization. The Company believes in retaining high caliber employees while engaging and nurturing them to achieve great heights in the area of operations. The employee relationship with the company remained harmonious throughout the year.

The Company had 11 permanent employees on the rolls of the Company as at March 31, 2021.

#### **FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

During the financial year under review, the Company has recorded turnover of INR 22,62,67,070/- (Rupees Twenty two crore sixty two lakh sixty seven thousand seventy only) in comparison to INR 21,27,62,901/- (Rupees twenty one crore twenty seven lakh sixty two thousand nine hundred one Only) of the previous year.

Profit Before Tax (PBT) stands at INR 12,73,82,610/- (Rupees Twelve Crore Seventy Three Lakh Eighty Two Thousand Six Hundred Ten Only) as against INR 11,22,89,654/- (Rupees Eleven Crore Twenty Two Lakh Eighty Nine Thousand Six Hundred Fifty Four Only) of the previous financial year. The Company's Profit After Tax (PAT) increased to INR 9,26,77,359 /- (Rupees Nine Crore Twenty Six Lakh Seventy Seven Thousand Three Hundred Fifty Nine Only) in FY 2020-21 compared to INR 8,12,14,799 /- (Rupees Eight Crore Twelve Lakh Fourteen Thousand Seven Hundred Ninety Nine Only) in FY 2019-20. The earning per equity share of the Company (basic) has increased from INR 1.75/- to INR 2.00/-.

#### **DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS**

- a) The details of the key financial ratios in which there has been a significant change (i.e. change of 25% or more): Net profit Margin has increased from 38.17 as on 31<sup>st</sup> March 2020 to 54.01 as on 31<sup>st</sup> March 2021. This represents an increase of 42% (Approx.). This shows that the Company has generating profit on every INR 1 sales, after accounting for all business expenses involved in earning those revenues.
- b) Further, there is no significant changes in the following key financial ratios:

Sr. No.	Key Financial Ratios	FY 2020-21	FY 2019-20
1.	Debtors Turnover	NA	NA
2.	Inventory Turnover	NA	NA

3.	Interest Coverage Ratio	3.93	3.16
4.	Current Ratio	5.56	5.38
5.	Debt Equity Ratio	0.48	0.44
6.	Operating Profit Margin (%)	58.07	56.03
7.	Net Profit Margin (%)	54.01	38.17
8.	Return on Net Worth	11.77	8.87

## **FUTURE PROSPECTS**

The company continues to pursue the strategy of being multi product and multi locational, thus giving the distinct edge from the risk management and scalability perspective. The focus across the product is of catering to the lower and the middle income segment, which is the key driver of our economy.

## **CAUTIONARY STATEMENT**

This report contains forward-looking statements which are based on certain assumptions, risks, uncertainties and expectations of future events. All statements that address expectations or projections about the future are forward-looking statements. The actual results, performance or achievements can thus differ materially from those projected in any such statements depending on various factors including the demand supply conditions, change in government regulations, tax regimes, economic development within the country and such other incidental factors over which, the Company does not have any direct control. This report should be read in conjunction with the financial statements included herein and the notes thereto.

**For and on behalf of  
Genesis Finance Company Limited**

**Sd/-  
Naresh Garg  
(Managing Director)  
DIN: 00916814**

**Place: New Delhi  
Date: 30<sup>th</sup> June, 2021**

**For and on behalf of  
Genesis Finance Company Limited**

**Sd/-  
Gopal Bisht  
(Chief Financial Officer)  
DIN: 00597160**

## ANNEXURE VI

### Form No.MR-3

#### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH 2021

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members  
GENESIS FINANCE COMPANY LIMITED  
4, MMTC/STC MARKET, GEETANJALI,  
NEW DELHI-110 017

I, have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Genesis Finance Company Limited** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in our opinion, the Company has, during the audit period ended on 31<sup>st</sup> March 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I, have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Genesis Finance Company Limited ("**The Company**") for the period ended on 31<sup>st</sup> March, 2021 to the extend applicable to the Company according to the provisions of:
  - (i). The Companies Act, 2013 (**the Act**) and the Rules made there under;
  - (ii). The Securities Contracts (Regulation) Act, 1956 ("**SCRA**") and the Rules made thereunder;
  - (iii). The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - (iv). Foreign Exchange Management Act, 1999 and the rules and regulations made there under;
  - (v). The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") to the extent applicable to the Company:-
    - (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
    - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
    - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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- (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (e) The Securities and Exchange Board of India (ShareBased employee Benefits) Regulations, 2014;
  - (f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (vi). Further following Act(s) and regulations have been identified as specifically applicable on the Company;
- (1). The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
  - (2). The Reserve Bank of India Act, 1934 and the rules made thereunder (including Guidelines, Master Circulars, Notifications etc. issued by RBI);
  - (3). Income Tax Act, 1961 and rules made thereunder;
  - (4). Goods & Services Act, 2017 and rules made thereunder.

**I have also examined compliance with the applicable clauses of the following:**

- i) The company has entered into listing agreement with the Metropolitan Stock Exchange of India Limited on 17<sup>th</sup> September, 2018. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc. mentioned above.

**2. I, further report that the Company has, in my opinion, complied with the provisions of the Companies Act, 2013 and the Rules made under that Act and the provisions of Companies Act, 2013 as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with regard to:**

- a) Maintenance of various statutory registers and documents and making necessary entries therein;
- b) Closure of the Register of Members.
- c) Forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;
- d) Service of documents by the Company on its Members, Auditors and the Registrar of Companies;
- e) Notice of Board meetings and Committee meetings of Directors;
- f) The meetings of Directors and Committees of Directors;
- g) The 30<sup>th</sup> Annual General Meeting held on 24<sup>th</sup> September 2020 at 11.00 A.M at 4 MMTC/STC Market, Geetanjali, New Delhi-110017;
- h) Minutes of proceedings of General Meetings and of the Board and its Committee Meetings;
- i) Approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;
- j) Constitution of the Board of Directors / Committee(s) of Directors, appointment, Retirement and reappointment of Directors including the Managing Director, Whole-time Directors, and Chief Financial Officer (CFO) and company secretary (KMPs).
- k) Payment of remuneration to Directors including the Managing Director and Whole-time Directors,
- l) Appointment and remuneration of Auditors;
- m) Declaration and payment of dividends; (NA)

- n) Transfer of amounts as not required under the Act to the Investor Education and Protection Fund and uploading of details of unpaid and unclaimed dividends on the Websites of the Company and the Ministry of Corporate Affairs; (NA)
- o) Borrowings and registration, modification and satisfaction of charges wherever Applicable;
- q) Investment of the Company's funds including investments and loans to others;
- r) Form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as Prescribed in Schedule VI to the Act;
- s) Directors' report;
- t) Contracts, registered office and publication of name of the Company; and
- u) Generally, all other applicable provisions of the Act and the Rules made under the Act.
- v) The Company is registered as Non-Banking Financial Company (NBFC) under Section 45-IA of the RBI Act, 1934, and complied with all provision of RBI Act 1934 and filed the return with RBI from time to time.
- w) Secretarial Standards with respect to Meeting of Board of Directors (SS-1) and General Meeting (SS-2) issued by the Institute of Company Secretaries of India.

### 3. I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors as mentioned below:

S. No.	Name of Director(s)
<b>A) Executive Directors:</b>	
1.	Naresh Garg
2.	Sangeeta Garg
3.	Gopal Bisht
<b>B) Non-Executive Independent Directors:</b>	
1.	Umang Sarkar
2.	Aashish Ghai
3.	Feroz Malik

During the year under review following changes in the composition of the Board of Directors were made:

- (a). Mr. Aashish Ghai (DIN: 07276636) was re-appointed as an Independent Non-Executive Director of the Company for a second term of five consecutive years at the 30<sup>th</sup> Annual General Meeting held on 24<sup>th</sup> September, 2020.
- Further the Company has following whole time KMPs along with the changes in their positions, made during the year:

S. No.	Name of Key Managerial Personnel	Designation
1.	Naresh Garg	Managing Director
2.	Gopal Bisht	Chief Financial Officer
3.	Neeti Alwani	Company Secretary and Compliance Officer (01.04.2020 upto 01.07.2020)
4.	Krishna Rajendra Dayma	Company Secretary and Compliance Officer (10.07.2020 upto 18.03.2021)

- Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
- The Company has obtained all necessary approvals under the various provisions of the Act; and
- There was no prosecution and penalty initiated under SEBI Act, SCRA, Depositories Act against / on the Company, its Directors and Officers.
- The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;
- As per the records, the Company generally filed all the forms, returns, documents and resolutions as were required to be filed with the Registrar of Companies ('ROC') within the stipulated time. Further, the company is recommended to take utmost care while filling & filing the forms with MCA.
- During the audit period of the company following events / actions have a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.
  - Resignation of Ms. Neeti Alwani, Company Secretary and Compliance Officer w.e.f. 1<sup>st</sup> July, 2020;
  - Appointment of Mr. Krishna Rejendra Dayma, Company Secretary and Compliance Officer w.e.f. 10<sup>th</sup> July, 2020;
  - Re-Appointment of Mr. Aashish Ghai, Independent Non-Executive Director of the Company for a second term 30<sup>th</sup> Annual General Meeting held on 24<sup>th</sup> September, 2020;

- 
- Decision of Board of Directors for voluntary delisting the equity shares of the company from Metropolitan Stock Exchange of India Limited in its Board Meeting held on 15<sup>th</sup> October, 2020;
  - Loan Borrowing by the Board of the Company from Moneywise Financial Services Private Limited of INR 100,000,000/-;
  - Holding of postal ballot notice for approving delisting of equity shares due to re negotiations with scrutinizer appointed for the process of postal ballot notice;
  - Resignation of Mr. Krishna Rejendra Dayma, Company Secretary and Compliance Officer w.e.f. 18<sup>th</sup> March, 2021.

4. I further report that the Company has complied with the provisions of the Depositories Act, 1996 and the Byelaws framed thereunder by the Depositories with regard to Dematerialization / rematerialisation of securities and reconciliation of records of Dematerialized securities with all securities issued by the Company.

**5. I, further report that:**

- a. The Company has complied with the requirements under the Equity Listing Agreements entered into with The Metropolitan Stock Exchange of India Limited.
- b. The Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
- c. The Company has complied with the provisions of the Securities and exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 including the provisions with regard to disclosures and maintenance of records required under the said Regulations.

**I, further report that** there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.**

**For A. Upadhyaya & Associates  
Company Secretaries**

**Sd/-  
(Abhimanyu Upadhyaya)  
Proprietor  
M.No-5921  
C.P. No-4729  
UDIN: F005921C000502494**

**Place: New Delhi  
Date: 23/06/2021**



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## ANNEXURE –A

To,  
The Members  
Genesis Finance Company Limited  
4, MMTC/STC Market, Geetanjali,  
New Delhi-110 017

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the Correctness of the contents of the secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. **Due to the outbreak of COVID -19 pandemic and the current lockdown in the entire country, physical examination of documents under Companies Act, 2013 is not possible; we have therefore relied upon the documents provided by the Company in electronic mode for Audit purpose**

**For A. Upadhyaya & Associates  
Company Secretaries**

Sd/-  
(Abhimanyu Upadhyaya)  
Proprietor  
M.No-5921  
C.P. No-4729  
UDIN: F005921C000502494

Place: New Delhi  
Date: 23/06/2021

**STANDALONE FINANCIAL  
STATEMENTS FOR THE FINANCIAL  
YEAR 2020-2021**

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## **INDEPENDENT AUDITOR'S REPORT**

### **TO THE MEMBERS OF GENESIS FINANCE COMPANY LIMITED**

#### **Report on the Audit of the Standalone Financial Statements**

##### **Opinion**

We have audited the accompanying standalone financial statements of **GENESIS FINANCE COMPANY LIMITED** (the "Company"), which comprise the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows ended on that date, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

##### **Basis for Opinion**

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report.

We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

##### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

## Description of Key Audit Matters

Key audit matter	How the matter was addressed in our audit
<p>Subjective estimates</p> <p>Recognition and measurement of impairment f loans and advances involve significant management judgment. Under Ind AS 109, Financial Instruments, allowance for loan losses is determined using expected credit loss (ECL) model. The company's impairment allowance is derived from estimates including the historical default and loss ratios. Management exercises judgement in determining the quantum of loss based on a range of factors. The most significant areas are:</p> <ul style="list-style-type: none"> <li>• Segmentation of loan book</li> <li>• Determination of exposure at default</li> <li>• Loan staging criteria</li> <li>• Calculation of probability of default/loss given default</li> <li>• Consideration of probability weighted scenarios and forward looking macro economic factors</li> <li>• Complexity of disclosures</li> <li>• There are many data inputs required by the ECL model. This increases the risk of completeness and accuracy of the data that has been used to create assumptions in the model. In some cases, data is unavailable and reasonable alternatives have been applied to allow calculations to be performed.</li> </ul>	<p>Our audit procedures included</p> <p>Design/ Controls:</p> <ul style="list-style-type: none"> <li>• Evaluation of the appropriateness of the impairment principles used by the management based on the requirements of Ind AS 109, our business understanding and industry practice.</li> <li>• Assessing the design and implementation of key internal financial controls over loan impairment process used to calculate the impairment charge.</li> <li>• Understanding management's revised processes, systems and controls implemented in relation to impairment allowance process, particularly in view of COVID-19 regulatory package.</li> <li>• Evaluating management's control over collation of relevant information used for determining estimates for management overlays on account of COVID-19.</li> <li>• Testing the controls over "Governance Framework in line with the RBI guidance.</li> <li>• Testing of review controls over measurement of impairment allowances and disclosures in financial statements</li> </ul>
<p>Classification norms for NPAs</p> <p>The RBI guidelines on income recognition and asset classification ("IRAC") prescribe the prudential norms for identification and classification of non-performing assets ("NPA") and the minimum provision required for such assets.</p>	<p>Substantive tests</p> <ul style="list-style-type: none"> <li>• Focus on appropriate application of accounting principles, validating completeness and accuracy of the data and reasonableness of assumptions used in the model.</li> <li>• Involving our specialists to test the model</li> </ul>

<p>The NBFCs are required to have Board approved policy as per IRAC guidelines for NPA identification and provision. They are also required to apply its judgement to determine the identification and provision required against NPAs by applying quantitative as well as qualitative factors. The risk of identification of NPAs is affected by factors like stress and liquidity concerns in certain sectors.</p> <p>The provision on NPA is estimated based on ageing and classification of NPAs, recovery estimates, nature of loan product, value of security and other qualitative factors and is subject to the minimum provisioning norms specified by RBI and approved policy of the NBFC in this regard.</p> <p>The management of the Bank also made an assessment of the impact on borrowers' account due to COVID-19 pandemic and in line with the COVID-19 Regulatory Package announced by the RBI in respect of moratorium and restructuring of advances as relief measures to the borrowers.</p>	<p>methodology and reasonableness of assumptions used, including management overlays.</p> <ul style="list-style-type: none"> <li>• Test of details over calculation of impairment allowance for assessing the completeness, accuracy and relevance of data.</li> <li>• Model calculations testing through performance where possible.</li> <li>• The appropriateness of management's judgements was also independently reconsidered in respect of calculation methodologies, segmentation, economic factors, the period of historical loss rates used and the valuation of recovery assets and collaterals.</li> <li>• Assessing the appropriateness of management rationale for determination of criteria for SICR considering both: adverse effects of COVID 19 and mitigants in the form of the RBI/Government financial relief package.</li> <li>• Assessing the appropriateness of changes made in macroeconomic factors and management overlays to calibrate the risks that are not yet fully captured by the existing model.</li> <li>• Checked the reasonableness of management's assessment of grading of severity of impact of COVID 19 on segments of its loan portfolio and the resultant impairment provision computed.</li> <li>• Assessing the factual accuracy and appropriateness of the additional financial statements disclosures made by the company regarding impact of COVID 19.</li> <li>• Considered the appropriateness of disclosures relating to financial risk management including those relating to ECL provision on loans and advances.</li> </ul>
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The Company's Board of Directors is responsible for the other information. The other information

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comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance Report, and Shareholder Information, but does not include the Standalone Financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

### **Management's Responsibilities for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

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- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
  - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
  - Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:

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- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act. In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its subsidiary companies incorporated in India.
- iv. The disclosures in the Standalone Financial Statements regarding the holdings as well as dealings in specified bank notes during the period from 8th November,2016 to 30 the December,2016 have not been made in the standalone financial statements since they do not pertain to the financial year ended 31st March,2021.

With respect to the matter to be included in the Auditors’ Report under Section 197(16):  
In our opinion and according to the information and explanations given to us, the remuneration paid by the company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are



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required to be commented upon by us.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For M.C. Jain & Co.**  
**Chartered Accountants**  
**FRN 304012E**

**Sd-**  
**CA Sahil Singla**  
**Partner**  
M. No. 0550530

**Place:** New Delhi  
**Dated:** 30<sup>th</sup> June 2021

**UDIN:** 21550530AAAADF1842

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## **Annexure “A” to the Independent Auditor’s Report**

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **Genesis Finance Company Limited** of even date)

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

We have audited the internal financial controls over financial reporting of **GENESIS FINANCE COMPANY LIMITED** (the “Company”) as of March 31, 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### **Management’s Responsibility for Internal Financial Controls**

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

### **Auditor’s Responsibility**

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

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

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

### **Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal

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

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

#### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal financial control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

**For M.C.Jain & Co.**  
**Chartered Accountants**  
**FRN 304012E**

**Sd/-**  
**CA Sahil Singla**  
**Partner**  
M. No. 0550530

**Place:** New Delhi  
**Dated:** 30<sup>th</sup> June 2021

**UDIN:** 21550530AAAADF1842

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## Annexure 'B' to the Independent Auditor's Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Genesis Finance Company Limited of even date)

(i) In respect of its fixed assets:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a regular program of verification of fixed assets to cover all the items in a phased manner over a period of one year which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, fixed assets were physically verified by the Management during the year. According to the information and explanation given to us, no material discrepancies were noticed on such verification.

***(c) According to the information and explanations given to us and the records examined by us and based on the examination of these records conveyance deed of immovable property being office space have not been executed in the name of the company due to technical reasons, as the property is leasehold and not freehold. We would also like to draw attention to Note no. 36 of the financial statements which mentions that the sale deed of a residential flats is in the name of one of the directors on behalf of the company due to technical reasons.***

(ii) The company is a service company, primarily engaged in financing activities, it does not hold any inventories and as such clause 3(ii) of the order is not applicable to it.

(iii) According to the information and explanations given to us, the Company has not granted loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013.

(iv) The company is a registered Non-Banking Finance Company to which provisions of Section 185 and 186 of the Companies Act, 2013 are not applicable, hence reporting under clause (iv) of the Order is not applicable.

(v) According to the information and explanations given to us, the Company has not accepted any deposit from public during the year as provided under Section 73 to 76 or any other relevant provisions of the Company's Act, 2013. Accordingly, the provisions of clause

(v) of the Order are not applicable. There are no unclaimed deposits with the company any time during the year.

(vi) The maintenance of cost records has not been specified by the Central Government under Section 148(1) of the Companies Act, 2013 hence no cost records have been maintained by the company.

(vii) According to the information and explanations given to us, in respect of statutory dues:

(a) The Company has generally been regular in depositing undisputed statutory dues of income-tax and Goods & Service Tax and other material statutory dues applicable to it with the appropriate authorities. However on certain occasion they have defaulted in payment of dues which have been rectified later.

- (b) There were no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales tax, wealth tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues in arrears as at 31st March, 2021 for a period of more than six months from the date they became payable.
- (c) Details of dues of income-tax, sales tax, wealth tax, service tax, customs duty, excise duty and value added tax which have not been deposited as on 31st March, 2021 on account of disputes are given below:

Sl. No	Assessment Year	Amount (Rs)	Reason for non deposit
1	2012-13	3,55,030	Rectification for giving appeal effect is pending with Assessing Officer
2	2013-14	10,42,230	Appeal is pending with CIT (A). Grounds are same as in earlier years in which company has been given relief in appeals.
3	2017-18	4,00,740	Rectification application is pending with Assessing Officer
4	2001-02 to 2019-20 TDS Demand	76,471	Company has requested for details of demands. As the demands are for very old years it is taking time. On receipt of the details necessary action will be taken by the company. The amount involved is insignificant.

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, banks, government and dues to debenture holders.
- (ix) The company has not raised moneys by way of initial public offer/ further public offer during the year. Loans availed have been applied for the purpose for which they were raised.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the Company is in

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compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.

(xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3(xiv) of the Order is not applicable to the Company.

(xv) In our opinion and according to the information and explanations given to us, during the year, the Company has not entered into any non-cash transactions with its directors or directors of its holding, subsidiary or associate company or persons connected with them and hence provisions of Section 192 of the Companies Act, 2013 are not applicable.

(xvi) The Company is required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and it has obtained the registration required vide certificate no 14.00023 dated 21-02-1998.

**For M.C. Jain & Co.**  
**Chartered Accountants**  
**FRN 304012E**

**Sd/-**  
**CA Sahil Singla**  
**Partner**  
**M. No. 0550530**

**Place:** New Delhi  
**Dated:** 30th June 2021

**UDIN:** 21550530AAAADF1842

## Balance Sheet as at 31<sup>st</sup> March, 2021

Amount in Rs.

Particulars		Note No.	As at 31.03.2021	As at 31.03.2020
<b>A</b>	<b>ASSETS</b>			
<b>1</b>	<b>Financial Assets</b>			
	(a) Cash and cash equivalents	4	4,93,416	8,00,849
	(b) Bank balance other than cash and cash equivalents		0	0
	(c) Derivative financial instruments		0	0
	(d) Receivables		0	0
	(i) Trade Receivables		0	0
	(ii) Others		0	0
	(e) Loans	5	1,35,16,73,031	1,32,99,10,448
	(f) Investments	6	17,88,01,120	0
	(g) Other financial assets	7	85,23,454	7,20,71,664
	<b>Sub-total - Financial Assets</b>		<b>1,53,94,91,021</b>	<b>1,40,27,82,961</b>
<b>2</b>	<b>Non - Financial Assets</b>			
	(a) Current tax assets (net)		0	0
	(b) Deferred tax assets (net)	8	30,66,777	30,49,403
	(c) Property, plant and equipment	9	91,11,831	1,33,14,008
	(d) Intangible assets		0	0
	(e) Other Non financial assets	10	15,29,055	1,40,002
	<b>Sub-total - Non-Financial assets</b>		<b>1,37,07,663</b>	<b>1,65,03,413</b>
	<b>TOTAL - ASSETS</b>		<b>1,55,31,98,684</b>	<b>1,41,92,86,374</b>
<b>B</b>	<b>LIABILITIES</b>			
<b>1</b>	<b>Financial Liabilities</b>			
	(a) Derivative financial instruments		0	0
	(b) Trade Payables		0	0
	(c) Debt Securities		0	0
	(d) Borrowings (Other than Debt Securities)	11	50,09,14,377	44,10,72,280
	(e) Deposits		0	0
	(f) Subordinated liabilities		0	0
	(g) Other financial liabilities	12	54,36,150	2,97,04,587
	<b>Sub-total - Financial Liabilities</b>		<b>50,63,50,527</b>	<b>47,07,76,867</b>
<b>2</b>	<b>Non Financial Liabilities</b>			
	(a) Current tax liabilities (Net)	13	2,79,01,075	2,16,33,937
	(b) Provisions	14	69,03,077	74,31,360
	(c) Other non financial liabilities	15	33,92,767	34,70,330
	<b>Sub-total - Non Financial Liabilities</b>		<b>3,81,96,919</b>	<b>3,25,35,627</b>
<b>3</b>	<b>Equity</b>			
	(a) Equity Share Capital	16	46,39,71,200	46,39,71,200
	(b) Other equity	17	54,46,80,039	45,20,02,680
	<b>Sub-total - Equity</b>		<b>1,00,86,51,239</b>	<b>91,59,73,880</b>
	<b>TOTAL - LIABILITIES</b>		<b>1,55,31,98,684</b>	<b>1,41,92,86,374</b>

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The Significant accounting policies and Notes No. 1 to 38 form an integral part of the Standalone Financial Statements.

**For M C Jain & Co**  
**Chartered Accountants**  
**FRN: 304012E**

For and on behalf of the Board  
**GENESIS FINANCE COMPANY LIMITED**

**Sd/-**  
**CA Sahil Singla**  
Partner  
MRN: 550530

**Sd/-**  
**Naresh Garg**  
Managing  
Director  
DIN: 00916814

**Sd/-**  
**Sangeeta Garg**  
Whole Time  
Director  
DIN: 01117956

**Sd/-**  
**Gopal Bisht**  
Chief Financial  
Officer  
DIN:00597160

**Date:** 30<sup>th</sup> June 2021  
**Place:** New Delhi



## Statement of Profit and Loss for the year ended 31<sup>st</sup> March 2021

		Amount in Rs		
Particulars		Note No.	For year ended 31.03.2021	For year ended 31.03.2020
<b>1</b>	<b>Income</b>			
a	Revenue from operations			
	Interest Income	18	22,62,67,070	21,27,62,901
b	Other income		0	0
	<b>Total Income</b>		<b>22,62,67,070</b>	<b>21,27,62,901</b>
<b>2</b>	<b>Expense</b>			
a	Employee benefit expense	19	1,32,14,993	1,62,18,072
b	Finance Cost	20	4,48,89,929	5,19,94,706
c	Impairment of financial assets	21	73,08,339	42,77,298
d	Depreciation and amortisation	9	39,92,765	26,39,346
e	Other Expenses	22	2,94,68,876	2,53,43,826
f	Loss on sale of assets		9,559	0
	<b>Total Expenses</b>		<b>9,88,84,461</b>	<b>10,04,73,248</b>
3	Profit/(Loss) before tax and exceptional items		12,73,82,610	11,22,89,654
4	Exceptional items(net)		0	0
5	Profit/(Loss) before tax for the Period		12,73,82,610	11,22,89,654
<b>6</b>	<b>Tax Expense</b>			
	Current Tax	23	3,47,22,625	3,09,03,135
	Deferred Tax	24	-17,374	1,71,719
<b>7</b>	<b>Profit After tax</b>		<b>9,26,77,359</b>	<b>8,12,14,799</b>
<b>8</b>	<b>Other Comprehensive income</b>			
	A. (i) Items that will not be reclassified to Profit or Loss		0	0
	(ii) income tax related to items that will not be reclassified to Profit or Loss		0	0
	B. (i) Items that will be reclassified to Profit or Loss		0	0
	(ii) income tax related to items that will be reclassified to Profit or Loss		0	0
	<b>Total other comprehensive income (net of tax)</b>		<b>0</b>	<b>0</b>
<b>9</b>	<b>Total comprehensive income for the period (7+8)</b>		<b>9,26,77,359</b>	<b>8,12,14,799</b>
10	Paid-up Equity Share Capital (Face Value Rs.10)		46,39,71,200	46,39,71,200
11	Other equity		54,46,80,039	45,20,02,680
12	Basic and diluted earning per share		2.00	1.75

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The Significant accounting policies and Notes No. 1 to 38 form an integral part of the Standalone Financial Statements.

**For M C Jain & Co**  
**Chartered Accountants**  
**FRN: 304012E**

For and on behalf of the Board  
**GENESIS FINANCE COMPANY LIMITED**

**Sd/-**  
**CA Sahil Singla**  
Partner  
MRN: 550530

**Sd/-**  
**Naresh Garg**  
Managing  
Director  
DIN: 00916814

**Sd/-**  
**Sangeeta Garg**  
Whole Time  
Director  
DIN: 01117956

**Sd/-**  
**Gopal Bisht**  
Chief Financial  
Officer  
DIN:00597160

**Date:** 30<sup>th</sup> June 2021

**Place:** New Delhi

## Statement of Cash Flow for the year ended 31<sup>st</sup> March 2021

Sl. No.	Particulars	For year ended 31.03.2021	For year ended 31.03.2020
<b>A</b>	<b><u>CASH FLOW FROM OPERATING ACTIVITIES</u></b>		
	PROFIT BEFORE TAX	12,73,82,610	11,22,89,654
	ADJUSTMENTS FOR:		
	Interest Income	-22,62,67,070	-21,27,62,901
	Depreciation and Amortization	39,92,765	26,39,346
	Finance Cost	4,46,56,557	5,15,47,493
	Impairment loss	73,08,339	42,77,298
	Provision for Employee Benefit (Gratuity)	0	10,17,902
	(Profit)/ Loss on sale of Assets and Investment	9,559	0
	<b>Cash from Operation before Working Capital Changes</b>	<b>-4,29,17,241</b>	<b>-4,09,91,209</b>
	ADJUSTMENTS FOR CHANGES IN WORKING CAPITAL:		
	(Increase) / Decrease in Loans	-2,17,62,583	-18,55,96,691
	(Increase) / Decrease in other Financial Assets	6,35,48,210	-20,66,374
	(Increase) / Decrease in other Non-Financial Assets	-13,89,053	-34,545
	Increase / (Decrease) in other Financial Liabilities	-2,42,68,437	2,49,11,008
	Increase / (Decrease) in other Non-Financial Liabilities	-77,563	17,14,639
	Cash inflow from Interest on loans	22,40,99,320	21,03,65,551
	Cash outflow towards finance cost	-4,44,74,817	-5,13,65,753
	<b>Cash Generated from Operations</b>	<b>15,27,57,836</b>	<b>-4,30,63,374</b>
	Taxes Paid (net of refunds)	3,43,06,099	1,95,45,717
	<b>Net Cash Generated from Operating Activities</b>	<b>11,84,51,737</b>	<b>-6,26,09,091</b>
<b>B</b>	<b><u>CASH FLOW FROM INVESTING ACTIVITIES</u></b>		
	Purchase of Property, Plant & Equipment's	-2,00,147	-87,31,159
	Proceeds from Property, Plant & Equipment's	4,00,000	0
	Investment in immovable properties	-17,88,01,120	0
	<b>Net Cash from Investing Activities</b>	<b>-17,86,01,267</b>	<b>-87,31,159</b>
<b>C</b>	<b><u>CASH FLOW FROM FINANCING ACTIVITIES</u></b>		
	Proceeds from Share allotment	0	0
	Securities Premium received (Net of adjustment on issue of bonus shares)	0	0
	Availment (Repayment) of Borrowings (Other than Debt Securities) (Net of repayments)	5,98,42,096	7,19,40,263
	<b>Net Cash used in Financing Activities</b>	<b>5,98,42,096</b>	<b>7,19,40,263</b>
	<b>Net increase / (decrease) in Cash and Cash Equivalents</b>	<b>-3,07,433</b>	<b>6,00,013</b>
	<b>Add: Cash and Cash Equivalents at the beginning of the year</b>	<b>8,00,849</b>	<b>2,00,836</b>
	<b>Cash and Cash Equivalents at the end of the year</b>	<b>4,93,416</b>	<b>8,00,849</b>

	Components of Cash and Cash Equivalents:		
	a) Cash on hand	4,93,416	8,00,849
	b) Balance with Banks in Current Account	0	0
	c) Cheques on hand	0	0

The Significant accounting policies and Notes No. 1 to 38 form an integral part of the Standalone Financial Statements.

**For M C Jain & Co**  
**Chartered Accountants**  
**FRN: 304012E**

For and on behalf of the Board  
**GENESIS FINANCE COMPANY LIMITED**

Sd/-  
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 DIN: 01117956

Sd/-  
**Gopal Bisht**  
 Chief Financial  
 Officer  
 DIN:00597160

**Date:** 30<sup>th</sup> June 2021  
**Place:** New Delhi

## Statement of Changes in Equity for the year ended 31<sup>st</sup> March, 2021

### A. Equity Share Capital (Also refer Note No. 16)

Particular	Amount in Rs
Balance at 31 <sup>st</sup> March 2020	46,39,71,200
Changes in Equity	-
Balance at 31 <sup>st</sup> March 2021	46,39,71,200

### B. Other Equity (Also refer Note No. 17)

Particular	Reserves and Surplus			Other Comprehensive Income	Total
	Security Premium	Statutory Reserve u/s 45-IC of RBI Act, 1934	Retained Earnings		
Balance at 31 <sup>st</sup> March 2020	16,78,77,720	5,46,00,000	22,91,56,835	3,68,125	45,20,02,680
Profit for the year	-	-	9,26,77,359	-	9,26,77,359
Other comprehensive income (net of tax)	-	-	-	-	-
Issue of Debenture / Bonus share	-	-	-	-	-
Transfer to special Reserve	-	1,85,36,000	-1,85,36,000	-	-
Balance at 31 <sup>st</sup> March 2021	16,78,77,720	7,31,36,000	30,32,98,194	3,68,125	54,46,80,039

As required by section 45-IC of the RBI Act 1934, the Company maintains a reserve fund and transfers there in a sum not less than twenty per cent of its net profit every year as disclosed in the statement of profit and loss.

The Company cannot appropriate any sum from the reserve fund except for the purpose specified by Reserve Bank of India from time to time. Till date RBI has not specified any purpose for appropriation of Reserve fund maintained under section 45-IC of RBI Act, 1934.

The Significant accounting policies and Notes No. 1 to 38 form an integral part of the Standalone Financial Statements.

**For M C Jain & Co**  
**Chartered Accountants**  
**FRN: 304012E**

For and on behalf of the Board  
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Sd/-  
**Gopal Bisht**  
 Chief Financial  
 Officer  
 DIN: 00597160

**Date:** 30<sup>th</sup> June 2021  
**Place:** New Delhi

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## **Notes to financial statements for the year ended 31st March 2021**

### **1 Company overview**

Genesis Finance Company Limited ('the Company'), incorporated in New Delhi, India, on 3<sup>rd</sup> July 1990 is a Non Deposit taking Non-Banking Financial Company ('NBFC') as defined under section 45-IA of the Reserve Bank of India ('RBI') Act, 1934. The Company provides lending services.

### **2 Significant accounting policies**

#### **2.1 Basis of preparation of financial statements**

##### **(A) Compliance with Ind-AS**

The financial statements of the Company comply in all material aspects with Indian Accounting Standards ('Ind-AS') notified under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act. Any directions issued by the RBI or other regulators are implemented as and when they become applicable.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to the existing accounting standard requires a change in the accounting policy hitherto in use.

##### **(B) Presentation of financial statements**

The Balance Sheet, the Statement of Changes in Equity and the Statement of Profit and Loss are presented in the format prescribed under Division III of Schedule III of the Act, as amended from time to time, for Non-Banking Financial Companies ('NBFCs') that are required to comply with Ind-AS. The Statement of Cash Flows has been presented as per the requirements of Ind-AS 7 Statement of Cash Flows.

##### **(C) Basis of preparation**

The financial statements have been prepared under the historical cost convention on the accrual basis except for certain financial instruments and plan assets of defined benefit plans, which are measured at fair values at the end of each reporting period as explained in the accounting policies below. All amounts disclosed in the financial statements and notes have been rounded off to the nearest rupee (INR) in compliance with Schedule III of the Act, unless otherwise stated.

##### **(D) Use of estimates and judgments**

The preparation of financial statements in conformity with Ind-AS requires management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported

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amounts of assets and liabilities (including contingent liabilities) and disclosures as of the date of the financial statements and the reported amounts of revenues and expenses for the reporting period.

Actual results could differ from these estimates. Accounting estimates and underlying assumptions are reviewed on an ongoing basis and could change from period to period. Appropriate changes in estimates are recognized in the periods in which the Company becomes aware of the changes in circumstances surrounding the estimates. Any revisions to accounting estimates are recognized prospectively in the period in which the estimate is revised and future periods. The estimates and judgments that have significant impact on the carrying amount of assets and liabilities at each balance sheet date are discussed in Note 3.

## **2.2 Financial Instruments**

### **(A) Date of recognition**

Financial assets and financial liabilities are recognized in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

### **(B) Initial measurement**

Recognized financial instruments are initially measured at transaction price, which equates fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognized immediately in the statement of profit and loss.

### **(C) Classification and subsequent measurement**

#### **(i) Financial assets**

Based on the business model, the contractual characteristics of the financial assets and specific elections where appropriate, the Company classifies and measures financial assets at Amortized cost only.

#### **Financial assets carried at amortized cost**

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- a) the asset is held within a business model whose objective is to hold assets to collect contractual cash flows ('Asset held to collect contractual cash flows'); and
- b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest ('SPPI') on the principal amount outstanding.

After initial measurement and based on the assessment of the business model as asset held to collect

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contractual cash flows and SPPI, such financial assets are subsequently measured at amortized cost using effective interest rate ('EIR') method. Interest income and impairment expenses are recognized in statement of profit and loss. Interest income from these financial assets is included in finance income using the EIR method. Any gain and loss on derecognition is also recognized in statement of profit and loss. The EIR method is a method of calculating the amortized cost of a financial instrument and of allocating interest over the relevant period. The EIR is the rate that exactly discounts estimated future cash flows (including all fees paid or received that form an integral part of the EIR, transaction costs and other premiums or discounts) through the expected life of the instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. The Company records loans at amortized cost. These financial instruments are in the scope of expected credit loss ('ECL') calculation and are subject to impairment loss according to Ind AS 109.

## **(ii) Financial liabilities and equity instrument**

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

### **(a) Equity instrument**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. An equity instrument issued by the Company is recognized at the proceeds received, net of directly attributable transaction costs.

### **(b) Financial liabilities**

Financial liabilities are measured at amortized cost. The carrying amounts are determined based on the EIR method. Interest expense is recognized in statement of profit and loss. Any gain or loss on de-recognition of financial liabilities is also recognized in statement of profit and loss. Undrawn loan commitments are not recorded in the balance sheet.

## **(D) Reclassification**

Financial assets are not reclassified subsequent to their initial recognition, apart from the exceptional circumstances in which the Company acquires, disposes of, or terminates a business line or in the period the Company changes its business model for managing financial assets. Financial liabilities are not reclassified.

## **(E) Derecognition**

### **(i) Financial assets**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets)



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is derecognized when:

- a) The contractual rights to receive cash flows from the financial asset have expired, or
- b) The Company has transferred its rights to receive cash flows from the asset and the Company has transferred substantially all the risks and rewards of the asset, or the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

If the Company neither transfers nor retains substantially all of the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the asset and an associated liability for the amount it may have to pay.

If the Company enters into transactions whereby it transfers assets recognized on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not de-recognized and the proceeds received are recognized as a collateralized borrowing.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognized in OCI is recognized in statement of profit and loss.

## **(ii) Financial liabilities**

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying value of the original financial liability and the new financial liability with modified terms is recognized in statement of profit and loss.

## **(F) Impairment of financial assets**

The Company applies the ECL model in accordance with Ind-AS 109 for recognizing impairment loss on financial assets. The ECL allowance is based on the credit losses expected to arise from all possible default events over the expected life of the financial asset ('lifetime ECL'), unless there has been no significant increase in credit risk since origination, in which case, the allowance is based on the 12-month ECL. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

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ECL is calculated on a collective basis, considering the non-retail nature of the underlying portfolio of financial assets. The impairment methodology applied depends on whether there has been a significant increase in credit risk. When determining whether the risk of default on a financial asset has increased significantly since initial recognition, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis based on a provision matrix which takes into account the Company's historical credit loss experience, current economic conditions, forward looking information and scenario analysis. The expected credit loss is a product of exposure at default ('EAD'), probability of default ('PD') and loss given default ('LGD'). The Company has devised an internal model to evaluate the PD and LGD based on the parameters set out in Ind-AS 109. Accordingly, the financial assets have been segmented into three stages based on the risk profiles. The three stages reflect the general pattern of credit deterioration of a financial asset.

The Company categorizes financial assets at the reporting date into stages based on the days past due ('DPD') status as under:

- a) Stage 1: Low credit risk, i.e. 0 to 90 days past due
- b) Stage 2: Significant increase in credit risk, i.e. 91 to 180 days past due
- c) Stage 3: Impaired assets, i.e. more than 180 days past due

LGD is an estimate of loss from a transaction given that a default occurs. PD is defined as the probability of whether the borrowers will default on their obligations in the future. For assets which are in Stage 1, a 12-month PD is required. For Stage 2 assets a lifetime PD is required while most of the Stage 3 assets are considered to have a 100% PD. EAD represents the expected exposure in the event of a default and is the gross carrying amount in case of the financial assets held by the Company.

The Company incorporates forward looking information into both assessments of whether the credit risk of an instrument has increased significantly since its initial recognition and its measurement of ECL. Based on the consideration of external actual and forecast information, the Company forms a 'base case' view of the future direction of relevant economic variables. This process involves developing two or more additional economic scenarios and considering the relative probabilities of each outcome. The base case represents a most likely outcome while the other scenarios represent more optimistic and more pessimistic outcomes.

The measurement of impairment losses across all categories of financial assets requires judgment, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances. The Company's ECL calculations are outputs of complex models with a number of underlying assumptions

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regarding the choice of variable inputs and their interdependencies. The inputs and models used for calculating ECLs may not always capture all characteristics of the market at the date of the financial statements. The Company regularly reviews its models in the context of actual loss experience and makes adjustments when such differences are significantly material. Adjustments including reversal of ECL (if any) are recognized through the statement of profit and loss.

#### **(G) Write offs**

The gross carrying amount of a financial asset is written-off (either partially or in full) to the extent that there is no reasonable expectation of recovering the asset in its entirety or a portion thereof. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written-off could still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognized in statement of profit and loss.

#### **(H) Offsetting**

Financial assets and financial liabilities are generally reported gross in the balance sheet. They are only offset and reported net when, the Company has a legally enforceable right to offset the recognized amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

### **2.3 Cash and cash equivalents**

Cash and cash equivalents includes cash at banks and on hand, demand deposits with banks, other short term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts.

Bank overdrafts are shown within borrowings in working capital facilities in the balance sheet. The Company follows the policy of crediting the customer's account only on receipt of amount in the bank and as such no cheques in hand are taken into consideration.

### **2.4 Property, plant and equipment**

#### **(A) Recognition and measurement**

Tangible property, plant and equipment are stated at cost less accumulated depreciation and impairment, if any. The cost of property, plant and equipment comprise purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Advances paid towards acquisition of property, plant and equipment outstanding at each balance sheet

date is classified as capital advances under other non-financial assets and cost of assets not put to use before such date are disclosed under Capital work-in-progress

**(B) Subsequent expenditure**

Subsequent expenditure incurred on assets put to use is capitalized only when it increases the future economic benefits / functioning capability from / of such assets.

**(C) Depreciation, estimated useful lives and residual value**

Depreciation is calculated using the written down value method to write down the cost of property and equipment to their residual values over their estimated useful lives in the manner prescribed in Schedule II of the Act. The estimated lives used and differences from the lives prescribed under Schedule II are noted in the table below:-

Type of Assets	Estimated useful life considered by the Company
Office Equipments	10 years
Electrical installations and Equipment	15 years
Motor Cars	8 years
Motor Cycles, scooter and other mopeds	10 years
Computers	3 years
Furniture & Fixtures	10 years
Buildings (other than factory buildings) RCC Frame Structure	60 years

The Company uniformly estimates five percent residual value for all these assets. Items costing less than Rs. 5,000 are fully depreciated in the year of purchase. Depreciation is pro-rated in the year of acquisition as well as in the year of disposal. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. Consequently, the useful life of certain computer-related assets, furniture and fixtures, office equipment and motor cars differ from the life prescribed in Schedule II of the Act.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. Changes in the expected useful life are accounted for by changing the depreciation period or methodology, as appropriate, and treated as changes in accounting estimates.

Property, plant and equipment is de-recognized on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on de-recognition of the asset (calculated as the difference

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between the net disposal proceeds and the carrying amount of the asset) is recognized in other income/expense in the statement of profit and loss in the year the asset is de-recognized.

## **2.5 Impairment of non-financial assets**

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired due to events or changes in circumstances indicating that their carrying amounts may not be realized. If any such indication exists, the Company estimates the recoverable amount of the asset or the cash generating unit ('CGU'). If such recoverable amount of the asset or the recoverable amount of the CGU to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss.

If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the revised recoverable amount, subject to maximum of the depreciated historical cost.

## **2.6 Dividend**

Provision is made for the amount of any dividend declared on or before the end of the reporting period but not distributed at the end of the reporting period, being appropriately authorized and no longer at the discretion of the Company. The final dividend on shares is recorded as a liability on the date of approval by the shareholders, and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

During the current and previous years reported in the financial statements

## **2.7 Revenue recognition**

### **(A) Income from lending business**

#### **Interest income**

Interest income on a financial asset at amortized cost is recognized on a time proportion basis taking into account the amount outstanding and the effective interest rate ('EIR'). The EIR is the rate that exactly discounts estimated future cash flows of the financial asset through the expected life of the financial asset or, where appropriate, a shorter period, to the net carrying amount of the financial instrument. The internal rate of return on financial asset after netting off the fees received and cost incurred approximates the effective interest rate of return for the financial asset. The future cash flows are estimated taking into account all the contractual terms of the instrument.

The interest income is calculated by applying the EIR to the gross carrying amount of non-credit impaired financial assets (i.e. at the amortized cost of the financial asset before adjusting for any expected credit loss

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allowance). For credit-impaired financial assets the interest income is calculated by applying the EIR to the amortized cost of the credit-impaired financial assets (i.e. the gross carrying amount less the allowance for ECLs).

### **Other financial charges**

Cheque bouncing charges, late payment charges, prepayment charges and application money are recognized on a point-in-time basis, and are recorded when realized since the probability of collecting such monies is established when the customer pays.

## **2.8 Employee benefits**

### **(A) Gratuity**

The Company calculates a defined benefit gratuity plan that provides for gratuity benefit to all employees who have been in employment for at least one completed year. The Company does not make any contributions to fund.

The provision of gratuity is an amount equivalent to 15 days basic salary payable for each completed year of service. Vesting occurs upon completion of five years of service.

## **2.9 Provisions and contingences**

The Company recognizes a provision when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

In cases where the available information indicates that the loss on the contingency is reasonably possible but the amount of loss cannot be reasonably estimated, a disclosure is made in the financial statements.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimates. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that may arise from past events but probably will not require an outflow of resources to settle the obligation.

When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resource is remote, no provision or disclosure is made. Contingent assets are neither recognized nor disclosed in the financial statements.

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## **2.10 Leases**

All leases are accounted for by recognizing a right-of-use asset and a lease liability except for:

- Leases of low value assets; and
- Leases with a duration of 12 months or less.

## **2.11 Goods and services tax paid on acquisition of assets or on incurring expenses**

Expenses and assets are recognized net of the goods and services tax paid, except when the tax incurred on a purchase of assets or services is not recoverable from the tax authority, in which case, the tax paid is recognized as part of the cost of acquisition of the asset or as part of the expense item, as applicable.

The net amount of tax recoverable from, or payable to, the tax authority is included as part of receivables or payables, respectively, in the balance sheet.

## **2.12 Income tax**

### **(A) Current tax**

Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 in respect of taxable income for the year and any adjustment to the tax payable or receivable in respect of previous years.

### **(B) Deferred tax**

Deferred tax is provided on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognized for all taxable temporary differences, except:

- a) Where the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit and loss.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized, except:

- b) When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit and loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent

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that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

### **2.13 Earnings per share**

The Company reports basic and diluted earnings per equity share. Basic earnings per equity share have been computed by dividing net profit / loss attributable to the equity share holders for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share have been computed by dividing the net profit attributable to the equity share holders after giving impact of dilutive potential equity shares for the year by the weighted average number of equity shares and dilutive potential equity shares outstanding during the year, except where the results are anti-dilutive.

### **2.14 Segment reporting**

Since the company has only one segment no separate disclosure is made in this regards.

### **2.15 Statement of cash flows**

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

## **3 Critical accounting estimates and judgments**

In the process of applying the Company's accounting policies, management has made the following estimates and judgments, which have a significant impact on the carrying amounts of assets and liabilities at each balance sheet date.

### **(A) Gratuity provision**

The cost of the defined benefit plans and the present value of the defined benefit obligation are based on management valuation. The valuation involves making various assumptions that may differ from actual developments in the future. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The company has not requested gratuity valuation from a qualified actuary as according to Para 59 of Ind AS 19 it is not mandatory and the management of the company observes that the numbers of employees are quite less.

### **(B) Expected credit loss**

When determining whether the risk of default on a financial instrument has increased significantly since



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initial recognition, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and credit assessment and including forward looking information.

**(C) Effective interest rate**

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected behavioral life of the financial asset to the gross carrying amount of the financial asset. This estimation, by nature, requires an element of judgment regarding the expected behavior and life-cycle of the instruments, the effect of potentially different interest rates at various stages and other characteristics of the product life cycle (including prepayments and penalty interest and charges) as well expected changes to the base rate and other transaction costs and fees paid or received that are integral parts of the instrument.

**(D) Business model assessment**

Classification and measurement of financial assets depends on the results of the business model test. The Company determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgment reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. Monitoring is part of the Company's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets.

**(E) Useful life and expected residual value of assets**

Depreciation and amortization is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

**(F) Deferred Tax**

Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profits during

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the periods in which those temporary differences become deductible. The Company considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of the deferred tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry-forward period are reduced.

**(H) Upfront processing fees booked on direct assignment**

Processing fees receivable for servicing loan contracts under direct assignment are discounted at the applicable rate entered into with the assignee and recognized upfront in the balance sheet and amortized on a straight line basis over the remaining contractual maturity of the underlying loans.

**(I) Provisions and contingences**

The Company operates in a regulatory and legal environment that, by nature, has a heightened element of litigation risk inherent to its operations. As a result, it is involved in statutory litigation in the ordinary course of the Company's business. Given the subjectivity and uncertainty of determining the probability and amount of losses, the Company takes into account a number of factors including legal advice, the stage of the matter and historical evidence from similar incidents. Significant judgments are required to conclude on these estimates.

**4 Cash and cash equivalents**

**Amount in Rs**

Particulars	As at 31.03.2021	As at 31.03.2020
a) Cash on hand	493,416	800,849
b) Balance with Banks in Current Account	0	0
c) Cheques on hand	0	0
<b>Total</b>	<b>493,416</b>	<b>800,849</b>

**5 Loans**

**Amount in Rs**

Particulars	As at 31.03.2021	As at 31.03.2020
<b>A Loans (at amortized cost)</b>		
i) Secured	1,334,243,931	1,310,891,773
ii) Unsecured	34,643,945	28,396,899
<b>Total Loans (Gross)</b>	<b>1,368,887,877</b>	<b>1,339,288,672</b>
Less: Impairment loss allowance	17,214,846	9,378,224
<b>Total Loans (Net)</b>	<b>1,351,673,031</b>	<b>1,329,910,448</b>
<b>B Loans (at amortized cost)</b>		
<b>(I) Loans in India</b>		
a) Public Sector	0	0
b) Others	1,368,887,877	1,339,288,672
<b>Total Loans in India</b>	<b>1,368,887,877</b>	<b>1,339,288,672</b>
<b>(II) Loans outside India</b>		
a) Public Sector	0	0
b) Others	0	0
<b>Total Loans outside India</b>	<b>0</b>	<b>0</b>
<b>Total Loans (Gross)</b>	<b>1,368,887,877</b>	<b>1,339,288,672</b>
Less: Impairment loss allowance	17,214,846	9,378,224
<b>Total Loans (Net)</b>	<b>1,351,673,031</b>	<b>1,329,910,448</b>

**Stage wise impairment of Loans (As at 31.03.2021)**

**Amount in Rs**

Particulars	Loan Amount	Impairment provisioning
a) Stage 1	1,135,890,524	5,816,263
b) Stage 2	214,701,923	6,035,752
c) Stage 3	18,295,429	5,362,831
<b>Total</b>	<b>1,368,887,877</b>	<b>17,214,846</b>

**Stage wise impairment of Loans (As at 31.03.2020)**

		Amount in Rs
Particulars	Loan Amount	Impairment provisioning
a) Stage 1	1,292,292,476	6,563,115
b) Stage 2	31,419,392	879,743
c) Stage 3	15,576,804	1,935,366
<b>Total</b>	<b>1,339,288,672</b>	<b>9,378,224</b>

**Loans at amortized cost (Net of impairment)**

		Amount in Rs
Particulars	As at 31.03.2021	As at 31.03.2020
Current	535,863,531	602,244,405
Non-Current	815,809,500	727,666,043
<b>Total</b>	<b>1,351,673,031</b>	<b>1,329,910,448</b>

Also refer Note No. 27 and 28 for comparison of provisions under Ind AS & IRACP norms and analysis of movement of loans

**6 Investments**

		Amount in Rs
Particulars	As at 31.03.2021	As at 31.03.2020
a) Investment in immovable properties (Refer note no 36)	41,628,508	0
b) Advance for purchase of property (Refer note no 36)	137,172,612	0
<b>Total</b>	<b>178,801,120</b>	<b>0</b>

**7 Other financial assets**

		Amount in Rs
Particulars	As at 31.03.2021	As at 31.03.2020
a) Interest accrued but not due	7,159,274	4,988,271
b) Staff advance	0	0
c) Refundable deposits	0	65,719,213
d) Security deposits	1,364,180	1,364,180
<b>Total</b>	<b>8,523,454</b>	<b>72,071,664</b>

**8 Deferred tax assets**

		Amount in Rs
Particulars	As at 31.03.2021	As at 31.03.2020
a) due to Depreciation on Property, plant and equipments	1,329,411	1,280,448
b) due to Employee benefits (Gratuity)	1,737,366	1,768,955
<b>Total</b>	<b>3,066,777</b>	<b>3,049,403</b>

**10 Other Non-financial assets****Amount in Rs**

Particulars	As at 31.03.2021	As at 31.03.2020
a) Balance with Revenue departments	1,529,055	140,002
b) Other Non-financial assets	0	0
<b>Total</b>	<b>1,529,055</b>	<b>140,002</b>

**11 Borrowings (Other than Debt Securities)****Amount in Rs**

Particulars	As at 31.03.2021	As at 31.03.2020
<b>A</b>		
<b>(Borrowings at amortized cost)</b>		
<b>a) Term Loans</b>		
i) Secured Loan from Bank	150,781,819	173,982,696
ii) Secured Loan from Others (NBFC)	2,161,497	4,074,211
<b>b) Loans repayable on demand</b>		
i) Secured Working capital from Bank	65,436,776	42,185,419
<b>c) Loans from Related parties</b>		
i) Unsecured Loan from directors	182,415,279	185,959,444
ii) Unsecured Loan from related companies	87,677,271	22,350,318
<b>d) Other Loans</b>		
i) Unsecured Loan from other companies	12,441,735	12,520,192
<b>Total A</b>	<b>500,914,377</b>	<b>441,072,280</b>
<b>B</b>		
i) Borrowings in India	500,914,377	441,072,280
ii) Borrowings outside India	0	0
<b>Total B</b>	<b>500,914,377</b>	<b>441,072,280</b>

**Borrowings****Amount in Rs**

Particulars	As at 31.03.2021	As at 31.03.2020
<b>a) Current</b>		
i) Working capital loan repayable on demand	65,436,776	42,185,419
ii) Current maturity of term loans from Banks and NBFC	28,425,123	28,211,415
<b>b) Non-Current</b>	407,052,478	370,675,445
<b>Total</b>	<b>500,914,377</b>	<b>441,072,280</b>

### Details about nature of securities given to Banks / NBFC

1. Borrowings of secured term loan from banks and secured working capital from banks are secured against assignment of loan agreements and personal guarantees of two promoter directors of the company and equitable mortgage of property owned by promoter directors. Term loans are repayable in 83 monthly installments and working capitals is payable on demand. Interest is payable at MCLR plus 4.75% for term loans and MCLR plus 2.00% for working capital.

2. Vehicle loans from Banks and NBFC are secured against hypothecation of vehicle, repayable in 60 equated monthly installments. Interest rate is from 8.00% to 9.10% p.a.

#### Maturity of term loans from banks outstanding on 31st March 2021

Financial Year	Amount in Rs
2021-22	26,441,868
2022-23	26,527,830
2023-24	26,621,949
2024-25	26,724,996
2025-26	25,536,000
2026-27	15,766,696
<b>Total</b>	<b>147,619,339</b>

#### Maturity of term loans from NBFC outstanding on 31st March 2021

Financial Year	Amount in Rs
2021-22	1,983,255
2022-23	178,242
<b>Total</b>	<b>2,161,497</b>

### 12 Other financial liabilities

Amount in Rs

Particulars	As at 31.03.2021	As at 31.03.2020
a) Expenses payable	5,436,150	5,207,670
b) Margin money from customers	0	24,496,917
<b>Total</b>	<b>5,436,150</b>	<b>29,704,587</b>

### 13 Current tax liabilities (Net)

Amount in Rs

Particulars	As at 31.03.2021	As at 31.03.2020
Opening Balance	21,633,937	10,276,519
Add: Provision made	32,593,917	28,998,254
Less: Tax paid	26,326,779	17,640,836
<b>Closing balance</b>	<b>27,901,075</b>	<b>21,633,937</b>

**14 Provisions****Amount in Rs**

Particulars	As at 31.03.2021	As at 31.03.2020
a) Provision for Employee benefit (Gratuity) (Unfunded)	6,903,077	6,903,077
b) COVID provision on Loans as per RBI guidelines	0	528,283
<b>Total</b>	<b>6,903,077</b>	<b>7,431,360</b>

**15 Other Non financial liabilities****Amount in Rs**

Particulars	As at 31.03.2021	As at 31.03.2020
a) Statutory dues payable	3,392,767	2,020,330
b) Advances received	0	1,450,000
c) Other liabilities	0	0
<b>Total</b>	<b>3,392,767</b>	<b>3,470,330</b>

**16 Equity Share Capital****Amount in Rs**

Particulars	As at 31.03.2021	As at 31.03.2020
<b>(I) Authorized share capital</b>		
4,70,00,000 (31st March 2020 - 4,70,00,000) Equity shares of Rs.10 each	470,000,000	470,000,000
<b>(II) Issued, subscribed and paid up share capital</b>		
4,63,97,120 (31st March 2020 - 4,63,97,120) Equity shares of Rs.10 each	463,971,200	463,971,200
<b>Total</b>	<b>463,971,200</b>	<b>463,971,200</b>

**Reconciliation of number of Equity shares outstanding**

Particulars	No of shares
Balance at 31st March 2020	463,971,200
Add: Shares issued on conversion of Debentures	0
Add: Shares issued by way of bonus shares	0
<b>Balance at 31st March 2021</b>	<b>463,971,200</b>

**Shareholders holding more than 5% of equity shares as at the end of the year**

Particulars	As at 31.03.2021	As at 31.03.2020
Genesis Dream Merchants Private Limited	1,09,25,152 (23.55%)	78,53,728 (16.93%)
Bhagwati Devi	45,06,880 (9.71%)	45,06,880 (9.71%)

Sangeeta Garg	44,80,560 (9.66%)	44,80,560 (9.66%)
Shashi Bala Garg	42,47,680 (9.16%)	42,47,680 (9.16%)
Prateet Garg	35,73,048 (7.70%)	35,73,048 (7.70%)
Naresh Garg	35,48,480 (7.65%)	35,48,480 (7.65%)
Sahil Garg	28,30,704 (6.10%)	28,30,704 (6.10%)
Nirmala Devi	27,92,000 (6.02%)	27,92,000 (6.02%)
Sharan Tayal	23,66,552 (5.10%)	23,66,552 (5.10%)

The company has one class of equity shares having a par value of rupees 10 per share. Each shareholder is eligible for one vote per share held.

#### 17 Other Equity

Amount in Rs

Particulars	As at 31.03.2021	As at 31.03.2020
a) Security Premium	167,877,720	167,877,720
b) Statutory Reserve	73,136,000	54,600,000
c) Retained Earnings	303,298,194	229,156,835
d) Other Comprehensive Income	368,125	368,125
<b>Total</b>	<b>544,680,039</b>	<b>452,002,680</b>

#### 18 Interest Income

Amount in Rs

Particulars	For year ended 31.03.2021	For year ended 31.03.2020
a) Interest on loans at amortised cost	226,267,070	212,762,901
b) Interest on loans at FVOCI	0	0
c) Interest on loans at FVTPL	0	0
<b>Total</b>	<b>226,267,070</b>	<b>212,762,901</b>

#### Interest on loans at amortised cost

Amount in Rs

Particulars	For year ended 31.03.2021	For year ended 31.03.2020
a) Interest received	224,099,320	210,365,551
b) Processing fees amortized as per EIR approach	2,167,751	2,397,350
<b>Total</b>	<b>226,267,070</b>	<b>212,762,901</b>



**19 Employee benefit expense****Amount in Rs**

Particulars	For year ended 31.03.2021	For year ended 31.03.2020
a) Staff Salary(including bonus, conveyence,etc)	5,163,116	6,965,000
b) Director Remuneration (Refer Note No. 29)	7,800,000	7,775,000
c) Gratuity expense	0	1,017,902
d) Staff Welfare Expenses	251,877	460,170
<b>Total</b>	<b>13,214,993</b>	<b>16,218,072</b>

**20 Finance Cost****Amount in Rs**

Particulars	For year ended 31.03.2021	For year ended 31.03.2020
a) Interest Paid at amortised cost		
(i) to Banks / FI for Term Loans	16,301,362	19,658,511
(ii) to Banks / FI for Working capital	6,230,679	8,214,932
(iii) to Others	22,124,516	23,674,050
b) Other Interest	3,677	21,944
c) Bank Charges	229,695	425,269
<b>Total</b>	<b>44,889,929</b>	<b>51,994,706</b>

**Interest paid to Banks/ FI for Term Loans at amortised cost****Amount in Rs**

Particulars	For year ended 31.03.2021	For year ended 31.03.2020
a) Interest paid	16,119,622	19,476,771
b) Processing fees amortized as per EIR approach	181,740	181,740
<b>Total</b>	<b>16,301,362</b>	<b>19,658,511</b>

**21 Impairment of financial assets****Amount in Rs**

Particulars	For year ended 31.03.2021	For year ended 31.03.2020
a) Impairment on Loans at amortized cost	7,836,622	3,749,015
b) COVID provision on Loans as per RBI guidelines	-528,283	528,283
<b>Total</b>	<b>7,308,339</b>	<b>4,277,298</b>

**Stage wise impairment of Loans****Amount in Rs**

Particulars	For year ended 31.03.2021	For year ended 31.03.2020
a) Stage 1	-746,852	3,735,523
b) Stage 2	5,156,009	271,259
c) Stage 3	3,427,465	-257,767
<b>Total</b>	<b>7,836,622</b>	<b>3,749,015</b>

**22 Other expenses****Amount in Rs**

<b>Particulars</b>	<b>For year ended 31.03.2021</b>	<b>For year ended 31.03.2020</b>
Advertisement	54,080	55,855
Annual General Meeting Expenses	665,000	631,313
Annual Listing Fees	250,000	258,550
Audit Fees (Refer Note No. 30)	200,000	200,000
Books & Periodicals	13,125	26,454
Business Promotion Expenses	47,954	1,124,569
Club Expenses	17,664	12,308
Collection Charges	78,700	0
Commission	2,900,000	5,718,200
Computer Operation & Maintenance	210,000	106,068
Conference Expenses	791,065	6,216,112
Conveyance Expenses	273,057	395,239
Courier & Postage	9,782	15,942
CSR Expenses (Refer note no. 35)	1,351,000	0
Electricity & Water Expenses	514,516	555,567
Fees & Registration	0	93,480
Festival Expenses	317,745	37,050
Filing Fees	13,800	12,600
Generator Expenses	15,183	31,500
Insurance Expenses	335,815	234,594
Legal & Professional Expenses	16,450,853	2,755,990
Miscellaneous Expenses	127,345	177,193
Office Repair & Maintenance	1,301,710	2,857,207
Printing Stationery & Photostat	254,090	170,227
Property Tax	4,554	4,471
Rates & taxes(GST)	58,025	185,708
Rental Expenses (Refer Note No. 31)	2,511,351	1,176,015
Software Expenses	0	123,898
Telephone Expenses	41,953	94,881
Travelling Expenses	282,093	1,800,172
Vehicle Running & Maintenance	378,417	272,662
<b>Total</b>	<b>29,468,876</b>	<b>25,343,826</b>

**23 Components of Income tax expense:****Amount in Rs**

<b>Particulars</b>	<b>For year ended 31.03.2021</b>	<b>For year ended 31.03.2020</b>
a) Current year tax expense	32,593,917	28,998,254
b) Previous year tax expense	2,128,708	1,904,881
<b>Total</b>	<b>34,722,625</b>	<b>30,903,135</b>

**24 Components of Deferred tax expense:**
**Amount in Rs**

Particulars	For year ended 31.03.2021	For year ended 31.03.2020
a) due to Depreciation on Property, plant and equipment's	-48,963	303,418
b) due to Employee benefits (Gratuity)	31,589	-131,699
<b>Total</b>	<b>-17,374</b>	<b>171,719</b>

**9 Property, Plant & Equipments**
**Amount in Rs**

Particulars	Office Equipments	Electrical installations and Equipment	Motor Cars (other than those used in business of running them on hire)	Motor Cycles, scooter and other mopeds	Computers (End user devices such as desktop, laptops, etc)	Furniture & Fixtures	Buildings (other than factory buildings) RCC Frame Structure	Total
Gross Block as on 01.04.2020	715,201	158,000	25,569,989	62,318	3,984,485	1,032,300	100,000	31,622,293
Addition during the period	68,000	0	0	67,740	64,407	0	0	200,147
Deletion during the period	0	0	3,849,500	0	0	0	0	3,849,500
Gross Block as on 31.03.2021	783,201	158,000	21,720,489	130,058	4,048,892	1,032,300	100,000	27,972,940
Depreciation till 01.04.2020	606,927	150,100	13,567,312	44,306	3,638,565	244,607	56,468	18,308,285
Depreciation for the year	33,303	0	3,620,531	22,201	113,589	201,021	2,120	3,992,765
Depreciation on assets disposed	0	0	3,439,941	0	0	0	0	3,439,941
Depreciation till 31.03.2021	640,230	150,100	13,747,902	66,507	3,752,154	445,628	58,588	18,861,109
<b>WDV as on 31.03.2020</b>	<b>108,274</b>	<b>7,900</b>	<b>12,002,677</b>	<b>18,012</b>	<b>345,920</b>	<b>787,693</b>	<b>43,532</b>	<b>13,314,008</b>
<b>WDV as on 31.03.2021</b>	<b>142,971</b>	<b>7,900</b>	<b>7,972,587</b>	<b>63,551</b>	<b>296,738</b>	<b>586,672</b>	<b>41,412</b>	<b>9,111,831</b>

**25 As required in terms of Paragraph 13 of Non-Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Banks) Directions, 2007**

LIABILITIES SIDE				
Serial No.	Particulars		Amount in Rs Lakhs	
			Amount Outstanding	Amount Overdue
1	Loans and Advances availed by NBFC inclusive of Interest Accrued thereon but not paid			
	(a)	Debentures		
		- Secured	Nil	Nil

		- Unsecured			Nil	Nil
		(Other than falling within the meaning of public deposits)				
	(b)	Deferred Credits			Nil	Nil
	(c)	Term Loans			1,529.43	Nil
	(d)	Inter-corporate Loans and borrowings			2,825.34	Nil
	(e)	Commercial Paper			Nil	Nil
	(f)	Public Deposits			Nil	Nil
	(g)	Cash Credit/ Working Capital Limit from Bank			654.37	Nil
2	Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):					
	(a)	In the form of unsecured debentures			Nil	Nil
	(b)	In the form of secured debentures i.e.. debentures where there is a shortfall in value of security			Nil	Nil
	(c)	Other public deposits			Nil	Nil
<b>ASSETS SIDE</b>						
3	Break-up of Loans and Advances including Bills receivables (other than those included in (4) below):					
	(a)	Secured			13,342.44	
	(b)	Unsecured			346.44	
		Total			<b>13,688.88</b>	
4	Break-up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP activities					
	(i)	Lease assets including lease rentals under sundry debtors			Nil	
	(ii)	Stock on hire including hire charges under sundry debtors			Nil	
	(iii)	Hypothecation loans counting towards EL/HP activities			Nil	
5	Break-up of Investments					
	<u>Current Investments*</u>					
	1	Quoted				
		(i)	Shares			
			(a) Equity		Nil	
			(b) Preference		Nil	
		(ii)	Debentures and Bonds		Nil	
		(iii)	Units of mutual funds		Nil	
		(iv)	Government Securities		Nil	
		(v)	Others (please specify)		Nil	
	2	Unquoted				
		(i)	Shares			
			(a) Equity		Nil	
			(b) Preference		Nil	
		(ii)	Debentures and Bonds		Nil	
		(iii)	Units of mutual funds		Nil	
		(iv)	Government Securities		Nil	
		(v)	Others (please specify)		Nil	
	<u>Long Term Investments</u>					
	1	Quoted				

		(i)	Shares							
			(a)	Equity					Nil	
			(b)	Preference					Nil	
		(ii)	Debentures and Bonds					Nil		
		(iii)	Units of mutual funds					Nil		
		(iv)	Government Securities					Nil		
		(v)	Others (please specify)					Nil		
	2	Unquoted								
		(i)	Shares							
			(a)	Equity					Nil	
			(b)	Preference					Nil	
		(ii)	Debentures and Bonds					Nil		
		(iii)	Units of mutual funds					Nil		
		(iv)	Government Securities					Nil		
		(v)	Investment in property					Nil		
6	Borrower group-wise classification of all leased assets, stock on hire and loans and advances Please see Note 2 below									
	Category						Amount net of provisions			
							Secured	Unsecured	Total	
	1	Related Parties**								
		(a)	Subsidiaries					Nil	Nil	Nil
		(b)	Companies in the same group					Nil	Nil	Nil
		(c)	Other related parties					Nil	Nil	Nil
	2	Other than related parties					13,342.44	346.44	13,688.88	
		Total					13,342.44	346.44	13,688.88	
7	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):									
	Category							Market Value/Break up or fair value or NAV	Book Value (Net of Provisions )	
	1	Related Parties								
		(a)	Subsidiaries					Nil	Nil	
		(b)	Companies in the same group					Nil	Nil	
		(c)	Other related parties					Nil	Nil	
	2	Other than related parties					Nil	Nil		
		Total					Nil	Nil		
8	Other Information								Amount	
	(i)	Gross Non-Performing Assets								
		(a)	Related Parties							Nil
		(b)	Other than Related Parties							183.69
	(ii)	Net Non-Performing Assets								
		(a)	Related Parties							Nil
		(b)	Other than Related Parties							130.06

(iii)	Assets acquired in satisfaction of debts	Nil
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## 26. Comparison of Impairment Loss provisioning as per Ind AS and IRACP norms as at 31st March 2021

Amount in Rs

Asset classification as per RBI Norms (1)	Asset classification as per Ind AS (2)	Gross Carrying Amount as per Ind AS (3)	Loss allowance (provisions) as per Ind AS 109 (4)	Net Carrying Amount as per Ind AS (5) = (3) - (4)	Provisions required as per IRACP norms (6)	Difference between provisions as per Ind AS and IRACP norms (7) = (4) - (6) (6)
<b>Performing Assets (PA)</b>						
Standard	Stage 1	1,140,444,012	5,816,263	1,134,627,749	4,561,775	1,254,488
Standard	Stage 2	215,562,607	6,035,752	209,526,855	7,544,693	-1,508,941
Subtotal for PA (a)		1,356,006,619	11,852,015	1,344,154,604	12,106,468	-254,453
<b>Non Performing Assets (NPA)</b>						
Sub Standard (b)	Stage 3	17,341,254	4,335,314	13,005,940	4,335,314	0
Doubtful upto 1 year	Stage 3	0	0	0	0	0
Doubtful from 1 year to 3 years	Stage 3	1,027,517	1,027,517	0	256,880	770,637
Doubtful more than 3 years	Stage 3	0	0	0	0	0
Subtotal for Doubtful (c)		1,027,517	1,027,517	0	256,880	770,637
Loss (d)	Stage 3	0	0	0	0	770,637
Subtotal for NPA (b+c+d)		18,368,771	5,362,831	13,005,940	4,592,194	1,541,274
<b>Total</b>						
	Stage 1	1,140,444,012	5,816,263	1,134,627,749	4,561,775	1,254,488
	Stage 2	215,562,607	6,035,752	209,526,855	7,544,693	-1,508,941
	Stage 3	18,368,771	5,362,831	13,005,940	4,592,194	1,541,274
	Total	1,374,375,390	17,214,846	1,357,160,544	16,698,662	1,286,821

## 27 Analysis of Stage wise movements of loans

Amount in Rs

Loans	As at 31st March 2021			
	Stage 1	Stage 2	Stage 3	Total
Opening balance	1,292,292,476	31,419,392	15,576,804	1,339,288,672
Changes during the year (disbursal net of repayments)	-155,863,653	0	-343,763	-156,207,416
Transfer to Stage 1	0	0	0	0
Transfer to Stage 2	0	185,818,046	0	185,818,046

Transfer to Stage 3	-528,818	-2,533,723	3,062,541	0
<b>Closing balance</b>	<b>1,135,900,004</b>	<b>214,703,715</b>	<b>18,295,582</b>	<b>1,368,899,302</b>

Amount in Rs

Loans	As at 31st March 2020			
	Stage 1	Stage 2	Stage 3	Total
Opening balance	1,131,036,596	20,892,370	712,380	1,152,641,346
Changes during the year (disbursal net of repayments)	193,444,544		-712,380	186,647,325
Transfer to Stage 1	0	0	0	0
Transfer to Stage 2	-31,419,392	31,419,392	0	0
Transfer to Stage 3	-769,273	-14,807,531	15,576,804	0
<b>Closing balance</b>	<b>1,292,292,476</b>	<b>31,419,392</b>	<b>15,576,804</b>	<b>1,339,288,672</b>

## 28. Break up of payment to the directors

Amount in Rs

Particulars	For year ended 31.03.2021	For year ended 31.03.2020
a) Director remuneration	78,00,000	77,75,000
b) Director sitting fees	0	0
<b>Total</b>	<b>78,00,000</b>	<b>77,75,000</b>

## 29. Break up of payment to the auditors (excluding GST)

Amount in Rs

Particulars	For year ended 31.03.2021	For year ended 31.03.2020
a) Statutory Audit Fees	1,00,000	1,00,000
b) Tax Audit Fees	50,000	50,000
c) Other Matters including certification	50,000	50,000
<b>Total</b>	<b>2,00,000</b>	<b>2,00,000</b>

## 30 Disclosure for rental expense

The company has entered into rent agreements for the first time during the year ended 31st March 2021.

### Future cashflow of rental expense

Period	For year ended 31.03.2021	For year ended 31.03.2020
Not later than 1 year	28,25,568	28,25,568
Later than 1 year but not later than 5 years	11,77,320	40,02,888
Later than 5 years	0	0

### 31 Related Party Transactions

#### A List of related party and relationship:

##### i) Key management personnel

- (a) Naresh Garg (Managing director)
- (b) Sangeeta Garg (Whole time director)
- (c) Gopal Bisht (Whole time director and CFO)
- (d) Neeti Alwani (Company secretary)
- (e) Krishna Dayma (Company secretary)
- (f) Umang Sarkar (Non-executive independent director)
- (g) Ashish Ghai (Non-executive independent director)
- (h) Feroz Malik (Non-executive independent director)

##### ii) Relative of key management personnel

- (a) Prateet Garg
- (b) Sahil Garg

##### iii) Company in which key management personnel is interested

- (a) Genesis Dream Merchants Private Limited (GDMPL)
- (b) Kaizen Realtors Private Limited (merged with GDMPL)

#### B Related party transactions during the year:

Particulars	Amount in Rs	
	For year ended 31.03.2021	For year ended 31.03.2020
<b>i) Naresh Garg</b>		
(a) Director remuneration paid	42,00,000	42,00,000
(b) Loan repaid by the company	8,08,00,000	3,38,25,000
(c) Loan taken by the company	8,73,64,949	16,34,42,996
(d) Closing balance for the year	15,74,88,337	14,07,98,135
(e) Interest paid on loan taken (Gross of TDS)	1,09,46,219	1,24,22,377
<b>ii) Sangeeta Garg</b>		
(a) Director remuneration paid	30,00,000	30,00,000
(b) Loan repaid by the company	12,62,00,000	0
(c) Loan taken by the company	10,59,65,633	2,51,00,000
(d) Closing balance for the year	2,49,26,942	4,51,61,309
(e) Interest paid on loan taken (Gross of TDS)	38,54,738	31,47,391
<b>iii) Gopal Bisht</b>		
(a) Director remuneration paid	6,00,000	5,75,000
<b>iv) Neeti Alwani</b>		
(a) Remuneration Paid	51,000	2,04,000
<b>v) Krishna Dayma</b>		



(a) Remuneration Paid	3,60,000	0
<b>vi) Prateet Garg</b>		
(a) Professional Charges Paid	15,00,000	12,50,000
<b>vii) Genesis Dream Merchants Private Limited</b>		
(a) Interest paid on loan taken (Gross of TDS)	18,10,942	23,71,610
(b) Loan repaid by the company	3,46,00,000	7,21,50,000
(c) Loan taken by the company	10,20,84,787	7,85,50,000
(d) Closing Balance for the year	8,76,77,271	2,01,92,484
<b>viii) Kaizen Realtors Private Limited</b>		
(a) Loan repaid by the company	21,57,834	54,657
(b) Closing balance for the year	0	21,57,834
(c) Interest paid on loan taken (Gross of TDS)	0	2,51,238

### 32 Segment Reporting

The company is primarily engaged in the financing activities and all other activities revolve around the main business of the company the financial results of the company have been prepared in accordance with the companies Indian accounting standards rules 2015 as amended and as prescribed under section 133 of the companies act 2013 and all activities are conducted within India and as such there is no reportable separate segment as per the India is 108 operating segments.

### 33. Disclosure under Micro, Small and Medium Enterprises Development Act, 2006

There are no amount due to Micro and Small scale business enterprises, which are outstanding for more than 45 days as at 31st March 2020. This information is required to be disclosed under Micro, Small and Medium Enterprises Development Act, 2006 and has been determined on the basis of information available with the company.

### 34 CSR Expenditure

During the financial year 2020-21 CSR provisions became applicable to the company. To comply with the provisions of the CSR, the company has formulated a suitable CSR policy. Below is the breakup of amount spent and pending:

Particulars	Amount in Rs Lakhs
Amount required to be spent (FY 2020-21)	14.15
Amount spent (FY 2020-21)	13.51
Amount unspent* (FY 2020-21)	0.64

\*Unspent amount has been spent before signing of the balance sheet in FY 2021-22

- 35 (i) Investment in immovable properties includes residential flat owned by the company. The sale deed of the same has been registered in the name of one of the director of the company due to technical reasons.

(ii) The company has entered into an agreement to purchase a hotel property in Goa for rupees thirty crores. Out of which an amount of thirteen crores and seventy one lakh had been paid till 31st March 2021.

**36 Contingent Liabilities**

- i. Claims against the company not acknowledged as debts- NIL (Previous Year NIL)
- ii. Guarantees to Banks and financial institutions against credit facilities extended to third parties- NIL(Previous Year NIL)
- iii. Future capital commitments Rs.16.29 crores (Previous Year NIL)

**37** In accordance with the Reserve Bank of India ('RBI') guidelines relating to 'COVID-19 Regulatory Package' dated 27 March 2020 and subsequent guidelines on moratorium dated 17 April 2020 and 23 May 2020, the company had offered moratorium to its customers based on requests as well as on suo-moto for EMLs falling due between 1 March 2020 to 31 August 2020. Further, the company offered resolution plan to its customers pursuant to the RBI's guideline 'Resolution framework for COVID-19 related stress' dated 6 August 2020.

**38.** Previous year figures have been regrouped/rearranged, where necessary.

**For M C Jain & Co**  
**Chartered Accountants**  
**FRN: 304012E**

For and on behalf of the Board  
**GENESIS FINANCE COMPANY LIMITED**

Sd/-  
**CA Sahil Singla**  
Partner  
MRN: 550530

Sd/-  
**Naresh Garg**  
Managing  
Director  
DIN: 00916814

Sd/-  
**Sangeeta Garg**  
Whole Time  
Director  
DIN: 01117956

Sd/-  
**Gopal Bisht**  
Chief Financial  
Officer  
DIN:00597160

**Date:** 30<sup>th</sup> June 2021

**Place:** New Delhi