

CIN No. L65910DL1990PLC040705

Regd. Office: 4, MMTC/STC Market, Geetanjali, New Delhi-110017.

Corp. Office: 315, 3rd Floor, Square One Mall, Saket, New Delhi-110017.

Ph. No. 011-42181244, Email ID: genesis599@gmail.com / cs.gfcl@gmail.com

Website: www.genesisfinance.net

December 31, 2020

To,
The Manager,
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.

Scrip Symbol: GENESISFIN

Dear Sir(s),

Sub: Intimation in accordance with Regulation 29(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Regulation 8(1A)(i) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (the "Delisting Regulations") with respect to the meeting of the Board of Directors of Genesis Finance Company Limited (the "Company") to be held on January 05, 2021 to consider and approve the proposal for voluntary delisting of equity shares of the Company.

This is in reference to the captioned subject and in continuation to our Board Meeting held on October 23, 2020 appointing Sundae Capital Advisors Private Limited as the Merchant Banker to issue Due Diligence Report under Regulation 8(1A)(ii) of the **Securities and Exchange Board of India (Delisting of Securities) Regulations, 2009 ("Delisting Regulations")**.

Meeting of the Board of Directors of the Company is proposed to be held on January 05, 2021 at 11.00-am at the registered office the Company situated at 4, MMTC/STC Market, Geetanjali, New Delhi - 110017 to consider *inter-alia* the following:

1. To Take on record the valuation certificate by the Registered Valuer for computation of Floor Price;
2. To take on record and review the Due Diligence Report dated December 31, 2020 in terms of Regulation 8(1D) & 8(1E) of the Delisting Regulations submitted by M/s Sundae Capital Advisors Private Limited;
3. To accord approval of the Board to the Delisting Proposal;
4. To finalise and approve the notice for postal ballot seeking shareholders approval for the proposed delisting of the equity shares of the Company; and
5. Any other matter incidental thereto.

Kindly take on record the above intimation.

Thanking You,

Yours sincerely,

for Genesis Finance Company Limited


Gopal Bisht
(Whole Time Director)
DIN: 00597160
Encl.: As above



October 23, 2020

To,
Mr. Naresh Garg
B-24, Geetanjali Enclave,
New Delhi – 110 017

Sub.: Calculation of Floor Price in terms of Regulation 15(2) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 for the proposed voluntary delisting offer to delist the equity shares of Genesis Finance Company Limited

Dear Sir,

1. This report is issued in accordance with the terms of our engagement letter dated October 20, 2020. Mr. Naresh Garg ("**Acquirer**"), along with other persons / entities forming part of the Promoter Group of Genesis Finance Company Limited ("GFCL") have proposed to delist the equity shares of GFCL from Metropolitan Stock Exchange of India Limited ("**MSEI**") in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended ("**SEBI Delisting Regulations**").
2. Accordingly, GFSL has given an intimation on October 20, 2020 to MSEI informing that the Board of Directors of MSEI will consider the delisting proposal in their meeting to be held on October 23, 2020.

Management's Responsibility for the Statement

3. The preparation of the Statement is in accordance with the SEBI Delisting Regulations & Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SEBI Takeover Regulations**"). The Acquirer do not have any responsibility of preparation of this statement.

Auditors' Responsibility

4. Pursuant to the requirements of the SEBI Delisting Regulations, it is our responsibility to compute:
 - i. The floor price for the proposed delisting of equity shares of GFCL in terms of Regulation 15(2) of SEBI Delisting Regulations, read with Regulation 8 of the SEBI Takeover Regulations.
5. We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.



PANKAJ GUPTA

Registered Valuer (S&FA)

Reg Address: 117 Mukherjee Nagar, Sri Ganganagar, Rajasthan-335001

6. 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.
7. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Opinion

8. We hereby certify that the Floor Price of the equity shares of Genesis Finance Company Limited under Regulation 15(2) of the SEBI Delisting Regulations read with Regulation 8(2) of the SEBI Takeover Regulations and the decision of the Hon'ble Supreme Court in the matter of Hindustan Lever Employees Union v/s Hindustan Lever Limited has been worked out as Rs. 6.69 (Indian Rupees Six and Paise sixty nine only) per equity share.
9. The relevant date for the purpose of calculation of the Floor Price is considered as October 20, 2020, being the date on which MSEI, the stock Exchange on which shares of GFCL are listed, was informed of the meeting of the board of directors of Genesis Finance Company Limited in which the delisting proposal will be considered.

The working for arriving at such minimum offer price have been attached herewith as **Annexure I**.

Restriction on Use

10. This report has been issued at the request of Mr. Naresh Garg solely for the use (i) in connection with the proposed delisting of equity shares of the Company in pursuance to the SEBI Delisting Regulations, (ii) to enable the Board of Directors of the Company to include in the documents pertaining to delisting to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the managers, each for the purpose of extinguishment of equity shares and may not be suitable for any other purpose.


Pankaj Gupta
Registered Valuer (S&FA)

Registration No. IBBI/RV/11/2019/11931



Date: October 23, 2020

Place: Ghaziabad

Annexure I

Date of Intimation by Genesis Finance Company Limited to MSEI for holding a meeting of its Board of Directors to consider the voluntary delisting offer received from the Promoters & Promoter Group: October 20, 2020

Details of equity shares traded on MSEI during the period from **October 01, 2019 to September 30, 2020** (i.e. 12 calendar months prior to month in which the intimation for delisting was given to MSEI).

Particulars	MSEI
No. of shares traded	Nil
Average number of shares outstanding during the aforesaid period	4,63,97,120
Traded volume (in %age)	0.00%

(source: www.msei.in)

Hence, the equity shares of Genesis Finance Company Limited are in-frequently traded on MSEI in terms of Regulation 2(1)(j) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Therefore, the floor price is calculated as per Regulation 8(2)(e) of the SEBI takeover Regulations after considering various factors like Book Value Multiple, P/E Multiple etc.

SUMMARY OF VALUATION

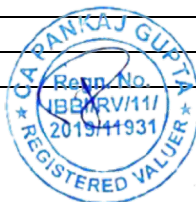
Calculation of Fair Value of Equity Share of GFCL		
Particulars	Weight	Value per share (in ₹)
Value of shares as per Book Value Multiple (Refer Point I of A)	1	5.37
Value of shares as per Price Earning Ratio Multiple (Refer Point II of A)	1	8.01
Weighted average value of equity shares of face value ₹ 10 each of GFCL		6.69

Hence, the floor price per share is computed as Rs. 6.69/-.

Notes :**A. MARKET APPROACH****I. Price to Book Value Multiple (PBV)**

Calculation of book value per share, as on March 31, 2020

Particulars	Amount (Rs. In Lakh)
Paid up share capital	4,639.71
Reserves & Surplus	4,520.03
Net worth	9,159.74



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Particulars	Amount (Rs. In Lakh)
No. of shares outstanding (in number)	4,63,97,120
Book Value per share (in Rs.)	19.74

Value per share on PBV

Particulars	Figures
Discounted BV multiple	0.27*
Book Value per share (in Rs.)	19.74
Equity Value per share	5.37

II. Price Earning Multiple (P/E)

Calculation of weighted average EPS for last three financial years:

Particulars	Weights	Amount (in Rs.)
EPS as on March 31, 2020	3	1.75
EPS as on March 31, 2019	2	0.92
EPS as on March 31, 2018	1	0.67
Total	6	7.76
Weighted Average EPS		1.29

Value per share on P/E Multiple

Particulars	Figures
Discounted P/E multiple	6.20*
Weighted average EPS	1.29
Equity Value per share	8.01

(*) PBV Multiple and P/E Multiple has been taken from the peers listed on BSE Limited.

Sr.No	Company Name	Price BV	P/E Multiple
1	Baid Leasing & Finance Company Ltd.	0.27	4.9
2	BNK Capital Markets Ltd.	0.31	7.29
3	Ceejay Finance Ltd.	0.96	10.2
4	CSL Finance Ltd.	0.53	5.63
5	Kiran Vyapar Ltd.	0.32	11.63
6	Mansi Finance (Chennai) Ltd.	0.32	7.15
7	Mukesh Babu Financial Services Ltd.	0.72	21.33
8	Shalibhadra Finance Ltd.	0.76	6.31
9	UY Fincorp Ltd.	0.17	19.38
Median		0.32	7.29
Discount@15% for lack of liquidity		0.27	6.20



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Name of the Company	Sales	PE	BV Multiple
BNK Capital Markets Ltd.	18.47	6.79	0.29
Mercantile Ventures Ltd.	16.06	5.73	0.34
Nahar Capital And Financial Services Ltd.	15.85	4.9	0.17
SIL Investments Ltd.	33.64	5.15	0.21
Median		5.44	0.25

(Source : www.bseindia.com)

