

## LETTER OF OFFER

### THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as a registered equity shareholder of Genesis Exports Limited (the “Company”) as on the Record Date in accordance with Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, as amended (“Buyback Regulations”). If you require any clarifications about the action to be taken, you should consult your Stock Broker or Investment Consultant or the Manager to the Buyback Offer (VC Corporate Advisors Pvt. Ltd.) or to the Registrar to the Buyback Offer (Maheshwari Datamatics Private Limited). Please refer to the section on “Definitions” for the definition of capitalized terms used therein.

#### GENESIS EXPORTS LIMITED

CIN No.: L26919WB1981PLC033906

Registered Office: “Chittrakoot” 10<sup>th</sup> Floor, 230A, A.J.C. Bose Road, Kolkata- 700 020,

Tel. No. +91 7604088814/15/16/17, Fax No. +91 33 2287 0284,

Website:- [www.genesisexp.com](http://www.genesisexp.com), Email: [genesis.exports@genesisexp.com](mailto:genesis.exports@genesisexp.com)

**Cash offer to buyback not exceeding 179874 (One Lakh Seventy Nine Thousand Eight Hundred Seventy Four) fully paid up equity shares of face value of Rs. 10/- each representing 24.99% of the total number of equity shares in the issued, subscribed, paid up equity share capital of the Company from all the existing shareholders/beneficial owners of the Company as on the record date i.e. Friday, 19.06.2020 on a proportionate basis through the tender offer route at a price of Rs. 610/- (Six Hundred Ten Only) per equity share for an aggregate amount Rs. 10,97,23,140/- (Rupees Ten Crores Ninety Seven Lakhs Twenty Three Thousand One Hundred Forty Only).**

- 1.1. The Buyback is in accordance with Article 9A of the Articles of Association of the Company, the provisions of sections 68, 69, 70, 110 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Companies Act”), the Companies (Share Capital and Debentures) Rules, 2014 (hereinafter referred to as the “Share Capital Rules”) the Companies (Management and Administration) Rules, 2014 (“Management and Administration Rules”) to the extent applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and in compliance with Buyback Regulations, statutory modifications of re-enactments thereof, and such other approvals, permissions and exemptions as may be required, from time to time, from The Calcutta Stock Exchange Limited (the “CSE”) where the equity shares of the Company are listed and from any other statutory and /or regulatory authority, as may be required and which may be agreed to by the Board and/ or any other committee thereof. The Buyback would be undertaken in accordance with Circular No. CIR/CFD/POLICYCELL/1/2015 dated 13.04.2015 read with circular CFD/DCR2/CIR/P/2016/131 dated 09.12.2016 issued by the Securities and Exchange Board of India, which prescribes mechanism for acquisition of shares through Stock Exchange (“SEBI Circulars”) and in this regard, BSE Limited would be the “Designated Stock Exchange”.
- 1.2. The Buyback Offer Size is 18.33% of the fully paid-up equity share capital and free reserves as per audited standalone financials of the Company as on 30.09.2019 and is within the statutory limits of 25% of the fully paid-up equity share capital and free reserves as per the last audited accounts of the Company.
- 1.3. The Letter of Offer will be sent to the Equity Shareholder(s)/Beneficial Owner(s) of Equity shares of the Company as on the Record Date i.e., 19.06.2020.
- 1.4. The procedure for Tender and Settlement is set out in paragraph 20 of this Letter of Offer. The Form of Acceptance-cum-Acknowledgement (“Tender Form”) is enclosed together with this Letter of Offer.
- 1.5. For mode of payment of consideration to the Equity Shareholders refer Paragraph 20.16 of this Letter of Offer.
- 1.6. A copy of the Public Announcement and this Letter of Offer (including Tender Form) will be available on the website of Securities and Exchange Board of India- [www.sebi.gov.in](http://www.sebi.gov.in).
- 1.7. Equity Shareholders are advised to refer to paragraph 17 (Details of Statutory Approvals) and paragraph 21 (Notes on Taxation) before tendering their Equity Shares in the Buyback.

**BUYBACK OFFER OPENS ON : TUESDAY, JULY 28, 2020**

**BUYBACK OFFER CLOSES ON : MONDAY, AUGUST 10, 2020**

**LAST DATE/TIME OF RECEIPT OF COMPLETED APPLICATIONS FORMS AND OTHER SPECIFIED DOCUMENTS INCLUDING PHYSICAL SHARE CERTIFICATES BY THE REGISTRAR THE BUYBACK OFFER: WEDNESDAY, AUGUST 12, 2020 BY 5:00 P.M.**

All future correspondence in relation to Buyback, if any should be addressed to the Manager to the Buyback Offer or the Registrar to the Buyback Offer at the respective addresses mentioned below:

	<b>MANAGER TO THE BUYBACK OFFER:</b>		<b>REGISTRAR TO THE BUYBACK OFFER:</b>
	<b>VC Corporate Advisors Private Limited</b> CIN: U67120WB2005PTC106051 SEBI REGN No.: INM000011096 Validity of Registration: Permanent (Contact Person: Ms. Urvi Belani/ Mr. Premjeet Singh) 31, Ganesh Chandra Avenue, 2 <sup>nd</sup> Floor, Suite No. -2C, Kolkata-700 013, Tel. No.: 033- 2225 3940, Fax No.: 033 2225 3941, Email Id: <a href="mailto:mail@vccorporate.com">mail@vccorporate.com</a> Website: <a href="http://www.vccorporate.com">www.vccorporate.com</a>		<b>Maheshwari Datamatics Private Limited,</b> CIN: U20221WB1982PTC034886 SEBI REGN No.: INR000000353 Validity of Registration: Permanent (Contact Person: Mr. S. Rajagopal) 23, R. N. Mukherjee Road, 5 <sup>th</sup> Floor, Kolkata – 700 001 Tel. No.: 033 2248 2248 Fax No.: 033 2248 4787 Email Id: <a href="mailto:mdpldc@yahoo.com">mdpldc@yahoo.com</a> Website: <a href="http://www.mdpl.in">www.mdpl.in</a>

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**1. SCHEDULE OF ACTIVITIES OF THE OFFER:**

<b>ACTIVITY</b>	<b>DATE</b>	<b>DAY</b>
Date of Board Meeting Approving the Proposal of The Buyback	January 22, 2020	Wednesday
Date of declaration of results of the Postal ballot for special resolution by the equity shareholders of the Company, approving the Buyback Offer.	June 04, 2020	Thursday
Date of Public Announcement for the buyback	June 08, 2020	Monday
Record date for determining the Buyback entitlement and the names of the eligible shareholders	June 19, 2020	Friday
Date of Opening of the buyback Offer	July 28, 2020	Tuesday
Date of Closing of the Buyback Offer	August 10, 2020	Monday
Last Date of verification by the Registrar	August 12, 2020	Wednesday
Last date of providing acceptance to the Stock Exchange by the Registrar	August 18, 2020	Tuesday
Last date of Settlement of Bids on the Stock Exchange	August 19, 2020	Wednesday
Last date of dispatch of Share certificate(s)/return of unaccepted demat shares by Stock Exchange to Selling Member	August 19, 2020	Wednesday
Last date of Extinguishment of equity shares	August 26, 2020	Wednesday

## 2. DEFINITION OF KEY TERMS:

Acquisition Window	The facility for acquisition of Equity Shares through mechanism provided by Designated Stock Exchange in the form of a separate window in accordance with the SEBI circular dated April 13, 2015 read with the SEBI circular dated December 9, 2016.
Acceptance	Acceptance of Equity Shares, tendered by Eligible Persons in the Buyback Offer
Act/ Companies Act	The Companies Act, 2013 and subsequent amendments thereto, to the extant rules applicable and notified,
Additional Shares / Additional Equity Shares	Eligible Equity Shares tendered by an Eligible Person over and above the Buyback Entitlement of such shareholder.
Company / the Company/ GEL	M/s. Genesis Exports Limited
Board of Directors/ Board	Board of Directors of the Company, or the Committee of Directors or Buyback Committee for the purpose of the Buyback.
Buyback Committee	The Buyback Committee comprising of Ms. Suparna Chakrabortti, Director, Mr. Ajit Jhunjhunwala, Director, Mr. Nirmal Kumar Bengani, CFO of the Company and Ms. Nidhi Rathi, Company Secretary & Compliance Officer constituted and authorized for the purpose of the Buyback Offer vide resolution dated 22.01.2020 of the Board of Directors of the Company.
BSE	BSE Limited
Buyback Entitlement	The number of Equity Shares that a Shareholder is entitled to tender in the Buyback Offer, based on the number of Equity Shares held by that Shareholder, on the Record date and the Ratio of Buyback applicable in the category, to which such Shareholder belongs to.
Buyback Offer/ Buyback / Offer	Offer by GEL to buy back upto 179874 fully paid-up Equity Shares of face value of Rs. 10/- each at a price of Rs. 610/- per equity share from all the equity shareholders/ beneficial owners of the Company through Tender Offer process, on a proportionate basis.
Buy back Regulations	Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 as amended from time to time
CDSL	Central Depository Services (India) Limited
CSE	The Calcutta Stock Exchange Limited
DP	Depository Participant
Eligible Person(s)	Person(s) eligible to participate in the Buyback Offer and would mean all Equity Shareholders / Beneficial Owner(s) of Equity Shares of the Company as on the Record Date i.e., 19.06.2020.
Equity Shares/ Shares	Fully paid up Equity Shares of face value of Rs. 10/- each of the Company
Escrow Account	The Escrow Account opened with HDFC Bank Limited
Form/ Tender Form	Form of Acceptance-cum-Acknowledgement
HUF	Hindu Undivided Family
Income Tax Act	Income Tax Act,1961 as amended from time to time
LOF/ Offer Document	Letter of Offer
Manager to the Buyback	VC Corporate Advisors Private Limited
Non-Resident Shareholders	Includes Non-Resident Indians (NRI), Foreign Institutional Investors (FII) and Overseas Corporate Bodies (OCB)
NSDL	National Securities Depository Limited
Offer Period / Tendering Period	Period of ten working days from the date of opening of the Buyback Offer i.e., Tuesday, July 28, 2020 till its closure i.e., Monday, August 10, 2020 (both days inclusive)
Offer Price / Buyback Price	Price at which Equity Shares will be bought back from the Shareholders i.e. Rs. 610/- per fully paid up equity share, payable in cash
Offer Size / Buyback Size	Number of Equity Shares proposed to be bought back (i.e. upto 179874 equity shares) multiplied by the Offer Price (i.e. Rs. 610/- per equity share) aggregating to Rs. 10,97,23,140/- (Rupees Ten Crores Ninety Seven Lakhs Twenty Three Thousand One

	Hundred Forty Only).
PA / Public Announcement	Public Announcement regarding the Buyback dated 04.06.2020, which was published on 08.06.2020.
PAN	Permanent Account Number
RBI	Reserve Bank of India
Record Date	The date for the purpose of determining the entitlement and the names of the Shareholders, to whom the Letter of Offer and Tender Offer Form will be sent and who are eligible to participate in the proposed Buyback offer in accordance with the Regulations. The Record Date for the purpose of this Buy Back Offer is 19.06.2020.
Registrar to the Offer / Registrar to the Buyback / RTA	Maheshwari Datamatics Private Limited
Regulations / SEBI Regulations / SEBI Buyback Regulations / Buyback Regulations	Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 including any statutory modifications or re-enactments thereof
SEBI LODR Regulations / Listing Regulations	Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended from time to time
SEBI SAST Regulations / SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time
SEBI	The Securities and Exchange Board of India
Small Shareholder	Any equity shareholder who holds Equity Shares of the Company having market value, on the basis of closing price on CSE as on Record Date, of not more than Rs. 2,00,000/- (Rupees Two Lakhs Only). There is no trading facility available at CSE, thus the closing price for the same is not available. Hence, a shareholder who holds equity shares having value on the basis of Buyback Offer Price, of not more than Rs. 2,00,000/- (Rupees Two Lakhs Only) is considered for determination of Small Shareholders in terms of this Buyback Regulations. However, if on the record date the closing price on the CSE would be available then the same shall be considered for determination of Small Shareholders in terms of the Buyback Regulations
Stock Exchanges/Stock Exchange	CSE, being the only Stock Exchange where the equity shares of the Company are listed and BSE Limited being the Designated Stock Exchange for the usage of mechanism for acquisition of shares through the Stock Exchange.

### 3. DISCLAIMER CLAUSE:

As required, a copy of this Draft Letter of Offer has been submitted to SEBI. It is to be distinctly understood that submission of the Draft Letter of Offer to SEBI should not, in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet the Buyback commitments or for the correctness of the statements or opinions expressed in the Offer document. The Manager to the Buyback Offer, M/s. VC Corporate Advisors Private Limited, has certified that the disclosures made in the Offer document are generally adequate and are in conformity with the provisions of Companies Act and Buyback Regulations. This requirement is to facilitate investors to take an informed decision for tendering their Equity Shares in the Buyback.

It should be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosures of all relevant information in the Offer Document, the Manager to the Buyback Offer is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose, the Manager to the Buyback Offer, M/s. VC Corporate Advisors Private Limited has furnished to SEBI a Due Diligence Certificate dated 12.06.2020 in accordance with Buyback Regulations which read as follows:

“We have examined various documents and materials contained in the annexure to this letter, as part of the due-diligence carried out by us in connection with the finalization of the Public Announcement and the Draft Letter of Offer. On the basis of such examination and the discussions with the Company, we hereby state that:

- The Public Announcement and the Draft Letter of Offer are in conformity with the documents, materials and papers relevant to the Buyback offer;

- All the legal requirements connected with the said offer including SEBI (Buy Back of Securities) Regulations, 2018, as amended, have been duly complied with;
- The disclosures in the Public Announcement and the Draft Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the shareholders of the Company to make a well informed decision in respect of the captioned Buyback offer.
- Funds used for buy back shall be as per the provisions of the Companies Act.”

The filing of Draft Letter of Offer Document with the SEBI does not, however, absolve the Company from any liabilities under the provisions of the Companies Act, 2013, as amended or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed Buyback.

Promoters / Directors declare and confirm that no information / material likely to have a bearing on the decision of investors has been suppressed / withheld and / or incorporated in the manner that would amount to mis-statement / misrepresentation and in the event of it transpiring at any point of time that any information / material has been suppressed / withheld and / or amounts to a mis-statement/ misrepresentation, the Promoters / Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act, 2013 as amended and the SEBI (Buy Back of Securities) Regulations, 2018. Promoters / Directors also declare and confirm that funds borrowed from Banks and Financial Institutions will not be used for the Buyback.

#### 4. TEXT OF THE RESOLUTION PASSED AT THE BOARD MEETING:

“**RESOLVED THAT** pursuant to the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (**the “Companies Act”**) and in accordance with the Articles of Association of the Company, and subject to the approval of shareholders of the Company by special resolution by way of postal ballot and the provisions contained in the Securities and Exchange Board of India (**SEBI**) (Buy Back of Securities) Regulations, 2018, as amended thereto (**“Buyback Regulations”**) and any statutory modification(s) or re-enactment of the Act or Rules framed there under from time to time or Buyback Regulations, for the time being in force and subject to such other approvals, permissions and sanctions of SEBI, Registrar of Companies and or other authorities, institutions or bodies (**the “appropriate authorities”**) as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which expression shall include the **Buyback Committee** which the Board has authorized to exercise its powers, including the powers conferred by this Resolution), the consent of the Board be and is hereby accorded to purchase by way of Buyback offer by the Company up to **1,79,874 (One Lakh Seventy Nine Thousand Eight Hundred and Seventy Four only)** fully paid-up Equity Shares of Rs. 10 (Rupees Ten Only) each constituting **24.99%** of the fully paid up Equity Share Capital of the Company at a price of Rs. **610/- (Rupees Six Hundred Ten Only)** per Equity Share (**“Buyback Offer Price”**) payable in cash for an aggregate amount of upto Rs. **10,97,23,140/- (Rupees Ten Crore Ninety-Seven Lakhs Twenty-Three Thousand One Hundred Forty Only)** (excluding Company’s expenses incurred or to be incurred for the Buyback like filing fees payable to **SEBI**, advisors/legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, transaction costs such as brokerage, securities transaction tax, goods and service tax, stamp duty, brokerage, etc.). (**“Buyback Offer Size”**) being **18.33%** of the fully paid up Equity Share Capital and Free Reserves as per the standalone audited accounts of the Company as on 30<sup>th</sup> September, 2019 from the Equity shareholders of the Company, as on the record date, on a proportionate basis through the **Tender Offer** route as prescribed under the Buyback Regulations, the Companies Act and the Management Rules.

“**RESOLVED FURTHER THAT** the Company, to the extent legally permissible, implement the Buyback using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016.”

“**RESOLVED FURTHER THAT** the approval of the shareholders by Postal Ballot for Buyback be obtained and any director and/or Company Secretary of the Company be and are hereby authorized to finalize the Notice for the Postal

Ballot, the accompanying Explanatory Statement, calendar of events and carry out all incidental activities in connection with the obtaining approval of shareholders by a Special Resolution through Postal Ballot.”

“**RESOLVED FURTHER THAT** the Company shall implement the Buyback from out of its current surplus and/or free reserves and that the Buyback shall be through the tender offer route in such manner as may be prescribed under the Companies Act and the SEBI Buyback Regulations and on such terms and conditions as the Board may deem fit, subject to members’ approval by way of postal ballot.”

“**RESOLVED FURTHER THAT** the Company shall not buyback the locked-in-shares or other specified securities and non-transferable shares or other specified securities till the pendency of the lock-in or till the shares or other specified securities become transferable.”

“**RESOLVED FURTHER THAT** as required by Regulation 6 of the SEBI Buyback Regulations, the Company shall Buyback Equity shares from the existing shareholders on a proportionate basis under the tender offer route, provided 15% (fifteen percent) of the number of Equity shares which the Company proposes to Buyback or the number of Equity shares entitled as per the shareholding of small shareholders as on the record date, whichever is higher, shall be reserved for the small shareholders, as defined in the SEBI Buyback Regulations.”

“**RESOLVED FURTHER THAT** all of the shareholders of the Company who hold equity shares as of a record date to be subsequently determined by the Company will be eligible to participate in the Buy Back including promoters, promoter group and persons in control of the Company who hold equity shares of the Company as on that date.”

“**RESOLVED FURTHER THAT** the proposed Buyback be implemented from the existing shareholders including Promoters, Promoters Group and Persons Acting in Concert (such shareholders herein after collectively as “**Persons in Control**”) and that persons in control will be such persons as have been disclosed under the shareholding pattern filings made by the Company from time to time under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations 2011 as amended thereto (“**SEBI Takeover Regulations**”) as on Record Date, from its free reserves and/or cash balances and/ or internal accruals and/or such other sources or by such mechanisms as may be permitted by Law, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit.”

“**RESOLVED FURTHER THAT** the Buyback from non-resident members, Overseas Corporate Bodies (OCBs) and Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) and members of foreign nationality, if any, etc. shall be subject to such approvals if, and to the extent necessary or required including approvals from the Reserve Bank of India under the applicable Foreign Exchange Management Act, 1999 and the rules, regulations framed there under, if any.”

“**RESOLVED FURTHER THAT** Company shall not use borrowed funds, directly or indirectly, whether secured or unsecured, of any form and nature, from Banks and Financial Institutions for paying the consideration to the equity shareholders who have tendered their equity shares in the Buyback Offer.”

“**RESOLVED FURTHER THAT** nothing contained hereinabove shall confer any right on any shareholder to offer and/or any obligation on the Company or the Board or the Buy-back Committee (BBC) to buyback any Shares and/or impair any power of the Company or the Board or the BBC to terminate any process in relation to such buyback, if so permissible by Law.”

“**RESOLVED FURTHER THAT** the Board hereby confirms that it has made a full equity into the affairs and prospects of the Company and has formed the opinion:

- a) that immediately following the date of this Board Meeting and the date on which the Special Resolution is passed by the shareholders of the Company, there will be no grounds on which the Company could be found unable to pay its debts;
- b) that as regards the Company's prospects for the year immediately following the date of this Board Meeting as well as for the year immediately following the date on which Special Resolution is passed by the shareholders of the Company approving the Buyback, and having regard to the Board's intentions with respect to the management of the Company's business during the year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this Board Meeting.
- c) that in forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company was being wound up under the provisions of the Companies Act."

**“RESOLVED FURTHER THAT** the buyback is subject to:

- a) the buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (as amended) (the "Listing Regulations");
- b) the Equity Shares that may be bought back do not exceed the maximum number of Shares permissible;
- c) the aggregate consideration payable pursuant to the buyback not exceeding the offer size; and
- d) complying with the statutory and regulatory timelines in respect of the buyback, on the terms and conditions as may be decided by the Board and in such manner as prescribed under the Act and/or the Regulations and any other applicable Laws.”

**“RESOLVED FURTHER THAT** confirmation is hereby made by the Board of Directors that:

- a) All the Equity Shares which the Company proposes to Buyback are fully paid up;
- b) The Buyback shall not result in delisting of the Equity Shares from the Stock Exchange;
- c) The Company shall not make an offer of Buyback within a period of one (1) year reckoned from the date of closure of the Buyback;
- d) The Company shall not issue and allot any Equity Shares or other securities (including by way of bonus or convert any outstanding ESOPs/ outstanding instruments into equity shares) till the date of closure of the Buyback period;
- e) The Company shall not raise further capital for a period of one year from the closure of the Buyback offer, except in discharge of its subsisting obligations.
- f) The Company shall not directly or indirectly purchase its own shares:
  - (i) through any subsidiary company including its own subsidiary companies, if any; and
  - (ii) through any investment company or group of investment companies;
- g) The Company shall not make further issue of the same kind of shares or specified securities within a period of six months after the completion of the buyback except by way of bonus shares or shares issued in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of Preference Shares or debentures into Equity Shares;
- h) The Company shall not buy back its Equity shares from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- i) There are no defaults subsisting in the repayment of deposits or interest payment thereon, redemption of debentures or preference shares or repayment of term loans or interest payable thereon to any financial institutions or banks;
- j) The funds borrowed from banks and financial institutions will not be used for the Buyback;

- k) That the Buyback Offer Size i.e. Rs. 10,97,23,140/- (Rupees Ten Crore Ninety-Seven Lakhs Twenty-Three Thousand One Hundred Forty Only), does not exceed 25% of the total paid-up equity capital and free reserves of the Company as on September 30, 2019;
- l) That the maximum number of Shares proposed to be purchased under the Buyback i.e. 1,79,874 Equity Shares does not exceed 25% of the total number of Shares in the paid-up equity capital as per the audited balance sheet as on September 30, 2019;
- m) There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, as on date;
- n) That the debt equity ratio of the Company after the buyback will be well within the limit of 2:1 as prescribed under the Act;
- o) The promoters and / or their associates, other than the Company, shall not deal in the Equity Shares or other specified securities of the Company either through the Stock exchanges or off market transactions (including inter-se transfer of Equity Shares among the promoters of the Company) from the date of the board resolution approving the Buyback till the closure of the Buyback offer;
- p) That the Company has complied and will continue to comply with sections 92, 123, 127 and 129 of the Companies Act, 2013 and
- q) The Company shall not withdraw the Buyback Offer after the draft letter of offer is filed with SEBI.

**“RESOLVED FURTHER THAT** no information / material likely to have a bearing on the decision of investors has been suppressed / withheld and /or incorporated in the manner that would amount to mis-statement / misrepresentation and in the event of it transpiring at any point of time that any information / material has been suppressed / withheld and/or amounts to a mis-statement / mis-representation, the Board of Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the Buyback Regulations.”

**“RESOLVED FURTHER THAT** a Committee (Buyback of Shares) (**“Buyback Committee”**) comprising of Ms. Suparna Chakraborti, Director, Mr. Ajit Jhunjhunwala, Director, Mr. Nirmal Kumar Bengani, CFO of the Company and Ms. Nidhi Rathi, Company Secretary, be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper, as the Buyback Committee may consider to be in the best interests of the members, including but not limited to :

- a) entering into escrow arrangements as required in terms of the Buyback Regulations;
- b) opening, operation and closure of all necessary accounts including bank accounts, depository accounts (including escrow account) for the purpose of payment and authorizing persons to operate the said accounts;
- c) the appointment and finalization of the scrutinizer, bankers, solicitors, escrow agents, brokers, registrars, lawyers, depository participants, advertising agencies and other advisors/ consultants/intermediaries/agencies, as may be required, for the implementation of the Buyback;
- d) filing of the Public Announcement, the Draft Letter of Offer/Letter of Offer with the Securities and Exchange Board of India, the Stock Exchanges and other appropriate authorities.
- e) making all applications to the appropriate authorities for their requisite approvals.
- f) dealing with stock exchange (including their clearing corporations), where the equity shares of the Company are listed and BSE Limited, and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April, 13, 2015 read with SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016.
- g) obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law;
- h) extinguishment of equity shares bought back by the Company and filing of certificates of extinguishment required to be filed in connection with the Buyback on behalf of the Company and/or the Board.
- i) Do all such acts, matters and things incidental and in connection with the buyback and sign, execute and deliver such documents as may be necessary or desirable and execution of documents under the Common Seal of the Company as may be required.”

**“RESOLVED FURTHER THAT** the quorum for any meeting of the Buyback Committee for implementing the Buyback shall be any two members.”

**“RESOLVED FURTHER THAT** any Director and the Company Secretary be and are hereby severally authorized to send the necessary intimations to the Stock Exchanges in regard to this resolution, as may be required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**“RESOLVED FURTHER THAT** any of the Directors of the Company &/or the Company Secretary for the time being, be and are hereby severally authorized to furnish a copy of this Resolution certified as true to the relevant Authority(ies).”

**“RESOLVED FURTHER THAT** Ms. Nidhi Rathi, Company Secretary of the Company be and is hereby appointed as the Compliance Officer for the purposes of the Buyback.”

**“RESOLVED THAT** in compliance with the Buyback Regulations, M/s. VC Corporate Advisors Private Limited (VCAPL), a SEBI registered, Category I Merchant Banker be and is hereby appointed as the 'Merchant Banker' to the proposed Buyback.”

**“RESOLVED THAT** in compliance with the Buyback Regulations, M/s. Maheshwari Datamatics Private Limited (MDPL) be and is hereby appointed as the 'Registrar and Share Transfer Agent' to the proposed Buyback.”

**“RESOLVED THAT** as required under the proviso to Section 68(6) of the Companies Act and Regulation 8(i)(b) of the Buyback Regulations, the draft of the Declaration of Solvency along with the annexure on the Statement of Assets and Liabilities as on 30<sup>th</sup> September, 2019 prepared in the prescribed form and placed before the meeting be and is hereby approved and Mr. Sushil Jhunjhunwala, Director, Ms. Ishita Jhunjhunwala, Whole Time Director, be and are hereby authorized to sign the same, for and on behalf of the Board and file the same with the Registrar of Companies (ROC) and the Securities and Exchange Board of India (SEBI).

**“RESOLVED FURTHER THAT** Mr. Sushil Jhunjhunwala, Director, Ms. Ishita Jhunjhunwala, Whole Time Director be and are hereby jointly authorized to make changes in the Declaration of Solvency as may be necessary, to sign and to file the same with the ROC and SEBI.”

**“RESOLVED THAT** Mr. Atul Kumar Labh of M/s. A. K. LABH & Co., Company Secretaries, 40, Weston Street, 3rd Floor, Kolkata – 700 013 be and is hereby appointed as the Scrutinizer for conducting the Postal Ballot voting process and Scrutinizing the e-voting process under the Companies Act, 2013 and providing the report thereof and the Board be and is hereby authorized to fix the remuneration payable to Mr. Atul Kumar Labh in consultation with him.”

*However SEBI, vide their circular SEBI/HO/CFD/DCR2/CIR/P/2020/69 dated April 23, 2020 has temporarily reduced the said restriction period on further raising of capital from one year to six months from the closure of the Buyback offer, except in discharge of subsisting obligations in compliance with 68(8) of the Companies Act, 2013 and 24(i)(f) of the Buy-back Regulations and the said relaxations will be applicable till 31st December, 2020 only.*

## **5. DETAILS OF PUBLIC ANNOUNCEMENT:**

The Public Announcement dated 04.06.2020 was published in the following newspapers on 08.06.2020, in accordance with Regulation 7(1) of the Buyback Regulations, within two working days from the date of passing of the Special Resolution by the equity shareholders of the Company approving the Buyback through Postal ballot, results of which were declared 04.06.2020.

<b>Publication</b>	<b>Language</b>	<b>Edition</b>
The Financial Express	English Daily	All editions
Jansatta	Hindi Daily	All editions
Sukhabar	Bengali Daily	Kolkata

The Public Announcement is available on the Company’s website ([www.genesisexp.com](http://www.genesisexp.com)) and is also available on the website of SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and on the website of the stock exchange ([www.cse-india.com](http://www.cse-india.com)).

## 6. DETAILS OF THE BUYBACK:

The Board of Directors (“**Board**”) of Genesis Exports Limited (the “**Company**”), which expression shall include any committee constituted and authorized by the Board to exercise its powers, including the powers conferred by the resolution at its meeting held on Wednesday, January 22, 2020 (“**Board Meeting**”) where in the Board has, subject to the approval of the members of the Company by way of Special Resolution through Postal Ballot/e-voting pursuant to the provisions of Article 9A of the Articles of Association of the Company, Section 68, 69, 70, 110 and all other applicable provisions, if any, of the Companies Act, 2013 as amended (the “**Companies Act**”) read with the Companies (Share Capital and Debentures Rules), 2014 (the “**Share Capital Rules**”), the Companies (Management and Administration) Rules, 2014 (“**Management and Administration Rules**”) to the extent applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the Buyback Regulations read with Securities and Exchange Board of India circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 as amended by way of SEBI circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 (the “**SEBI Circulars**”) and subject to such approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the buyback of upto 1,79,874 fully paid up equity shares of face value of Rs. 10/- each (“**Equity Shares**”) on a proportionate basis, through the “**Tender Offer**”, the tendering and the settlement of the same shall be facilitated through Stock Exchange mechanism in accordance with the provisions of the Buyback Regulations, at a price of Rs. 610/- (Rupees Six Hundred Ten Only) per Equity Share (the “**Buyback Offer Price**”) payable in cash, for an aggregate amount not exceeding Rs.10,97,23,140/- (Rupees Ten Crores Ninety-Seven Lakhs Twenty-Three Thousand One Hundred Forty Only) (“**Buyback Offer Size**”) excluding Company’s expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India (“**SEBI**”), advisors/legal fees, Public Announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, transaction costs such as brokerage, securities transaction tax, goods and service tax, stamp duty etc.) (“**Transaction Costs**”) being 18.33% of the fully paid up equity share capital and free reserve as per latest Audited Standalone Financials of the Company as on 30<sup>th</sup> September, 2019 (which is within the limit of 25% of the fully paid up equity share capital and free reserves of the Company as per latest Audited Standalone Financials) from all the equity shareholders/beneficial owners who hold equity shares as on Record Date (hereinafter referred to as “**Eligible Shareholders**”)

The Buyback is in accordance with Article 9A of the Articles of Association of the Company, the provisions of Sections 68, 69, 70, 110 and all other applicable provisions, if any, of the Companies Act, the Share Capital Rules, Management and Administration Rules framed thereunder and the provisions of the Buyback Regulations. The Buyback is subject to approvals, permissions and sanctions as may be necessary from regulatory authorities as required under applicable laws, including but not limited to Securities and Exchange Board of India (“**SEBI**”), The Calcutta Stock Exchange Limited (“**CSE**”), the only stock exchange where the equity shares of the Company are listed. The Buyback shall be implemented using the “Mechanism for acquisition of shares through Stock Exchange” as notified by the SEBI vide circulars CIR/CFD/POLICYCELL/ 1/2015 dated April 13, 2015 as amended by way of SEBI circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 (“**SEBI Circulars**”) and on such terms and conditions as may be permitted by law from time to time. In this regard, the Company shall make an application to the BSE Limited (“**BSE**”) to provide the acquisition window. For the purpose of the captioned buyback, BSE would be the “**Designated Stock Exchange**”.

The Buyback Size of Rs.10,97,23,140/- (Rupees Ten Crores Ninety-Seven Lakhs Twenty-Three Thousand One Hundred Forty Only) represents 18.33% of the fully paid up equity share capital and free reserve as per latest Audited Standalone Financials of the Company as on 30<sup>th</sup> September, 2019 (which is within the limit of 25% of the fully paid up equity share capital and free reserves of the Company as per latest Audited Financials). Further, under the Companies Act, the number of equity shares that can be bought back in any financial year cannot exceed 25% of the total paid up equity share capital of the Company in that financial year. Since the Company proposes to Buyback up to 1,79,874 (One Lakh Seventy-Nine Thousand Eight Hundred Seventy-Four) equity shares representing 24.99% of the total number of shares in the paid-up equity capital of the Company as at March 31, 2019, the same is within the aforesaid 25% limit.

The Buy Back shall be undertaken on a proportionate basis from the Eligible Shareholders through the Tender Offer process prescribed under Regulation 4(iv)(a) of the Buy Back Regulations. Additionally, the Buy Back shall be implemented by the Company using the “Mechanism for acquisition of shares through stock exchange” as specified by the SEBI Circulars. Please see paragraph 19.4 below for details regarding the Record Date and share entitlement for tender in the Buyback. Once the Buy Back is concluded, all Equity Shares purchased by the

Company in the Buy Back will be extinguished.

The details of shareholding of the Promoters/ Promoter Group and Persons in Control of the Company, Directors and Key Managerial Personnel of the Company as on the date of the Public Announcement (i.e., 04.06.2020) is as follows:

(a) Shareholding of the entities forming part of the Promoters / Promoter Group as on 04.06.2020:

Sr. No.	Name	Total number of equity shares held	Total % of shareholding
1	Sushil Jhunjunwala	61,442	8.54
2	Ajit Jhunjunwala	97,083	13.49
3	Gyaneshwari Devi Jhunjunwala	55,175	7.67
4	Nidhi Jhunjunwala	82,900	11.52
5	Sushil Kumar Jhunjunwala HUF	63,466	8.82
6	La Opala RG Limited	75,330	10.47
7	SKJ Investments Private Limited	93,845	13.04
	<b>Total</b>	<b>5,29,241</b>	<b>73.56</b>

(b) Shareholding of Directors of the Promoter Group Companies [mentioned in point (a) above] as on 04.06.2020 is given below:

Sl. No.	Name of the Directors	No. of Equity shares	% of Shareholding
1.	Arun Kumar Churiwal	Nil	Nil
2.	Amal Chandra Chakrabortti	Nil	Nil
3.	Sushil Jhunjunwala	61,442	8.54
4.	Ajit Jhunjunwala	97,083	13.49
5.	Rajiv Gujral	Nil	Nil
6.	Mamta Binani	Nil	Nil
7.	Nidhi Jhunjunwala	82,900	11.52
8.	Santanu Ray	Nil	Nil
9.	Subir Bose	Nil	Nil

*Note: Except from that stated above, none of the other Director of the Promoter Group Companies hold any equity shares in the Company.*

(c) The aggregate shareholding of Directors and Key Managerial Personnel of the Company as on as on 04.06.2020 is given below:

DIN/PAN	Name	Designation	No. of Equity Shares	% of Shareholding
08325065	Ishita Jhunjunwala	Whole-time Director	Nil	Nil
00082461	Sushil Jhunjunwala	Director	61,442	8.54
00111872	Ajit Jhunjunwala	Director	97,083	13.49
00642736	Santanu Ray	Director	Nil	Nil
07090308	Suparna Chakrabortti	Director	Nil	Nil
08452233	Shyam Sunder Maheswari	Director	Nil	Nil
AFLPB5836M	Nirmal Bengani	Chief Financial Officer	202	0.03
AZPPB7570A	Nidhi Rathi	Company Secretary	Nil	Nil
	<b>Total</b>		<b>158525</b>	<b>22.03</b>

No Equity Shares or other specified securities in the Company were either purchased or sold (either through the stock exchange or off market transactions) by any of the (i) promoters; (ii) members of the promoter group and of persons who are in control of the Company (iii) KMP during a period of six months preceding the date of the board meeting at which the Buyback was approved till the date of the Public Announcement.

In terms of the Buyback Regulations, under the Tender Offer route, the Promoters/ Promoter Group and Persons In Control of the Company have the option to participate in the Buy-back. The Promoters/ Promoter Group and Persons In Control of the Company vide letter dated 21<sup>st</sup> January, 2020 have expressed their intention to tender their Equity

Shares in the Buy-back. The Promoters/ Promoter Group and Persons In Control of the Company hereby intend to offer at least such number of shares which is equal to its pro rata entitlement under the Buy-back. In addition, the Promoters/ Promoter Group and Persons In Control of the Company may offer additional shares in the Buyback as it may determine subsequently (up to the maximum extent available for tendering by Promoters/ Promoter Group and Persons In Control of the Company, in accordance with the Buy-back Regulations). The Promoters/ Promoter Group and Persons In Control of the Company have expressed their intention to participate in the Buyback and offer up to an aggregate maximum of 1,24,874 (as detailed below) equity shares or such lower number of shares as required in compliance with the Buyback Regulations/ terms of the Buyback. The Company has received intention letters from the following Promoters/ Promoter Group and Persons In Control of the Company who intends to offer up to their respective shareholding as on the Record Date, or such lower number of shares as required in compliance with the Buyback Regulations/ terms of the Buyback (as detailed below):

Sl. No.	Name of the Promoters/ Promoter Group and Persons in Control of the Company	Maximum number of Equity Shares intended to be offered
1	Sushil Jhunjunwala	31,874
2	Ajit Jhunjunwala	31,000
3	Gyaneshwari Devi Jhunjunwala	31,000
4	Nidhi Jhunjunwala	31,000
5	Sushil Kumar Jhunjunwala HUF	NA
6	La Opala RG Limited	NA
7	SKJ Investments Private Limited	NA
	<b>Total</b>	<b>1,24,874</b>

The Buyback will not result in any benefit to Promoter/Promoter Group or any Director of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as equity shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback.

The details of date and average cost of acquisition of the equity shares that the Promoters / Promoter's Group are stated below:

Sr. No.	Nature of Transaction	Date of Acquisition/Disposal	No. of Shares acquired/sold	Price (Rs. Per share)
<b>1</b>	<b>Sushil Jhunjunwala</b>			
	Holding as on	25.03.1999	81,763	4.02
	Transfer by way of gift to Ajit Jhunjunwala, Promoter	14.03.2017	(20,321)	-
	<b>Total</b>		<b>61,442</b>	
<b>2.</b>	<b>Ajit Jhunjunwala</b>			
	Holding as on	25.03.1999	12,183	34.72
	Shares Acquired	21.09.2000	44,165	6.95
	Shares Acquired	15.07.2001	20,414	10.00
	Gift received from Sushil Jhunjunwala	14.03.2017	20,321	-
	<b>Total</b>		<b>97,083</b>	
<b>3.</b>	<b>Gyaneshwari Devi Jhunjunwala</b>			
	Holding as on	25.03.1999	55,175	3.91
<b>4.</b>	<b>Nidhi Jhunjunwala</b>			
	Holding as on	25.03.1999	82,900	5.00
<b>5.</b>	<b>Sushil Kumar Jhunjunwala HUF</b>			
	Holding as on	25.03.1999	49,300	3.98
	New Allotment pursuant to Merger	25.03.1999	14,166	23.82
	<b>Total</b>		<b>63,466</b>	

<b>6.</b>	<b>La Opala RG Limited</b>			
	Holding as on	25.03.1999	18,000	6.80
	Shares acquired	21.09.2000	47,331	13.21
	Shares acquired	14.07.2001	9,999	13.21
	<b>Total</b>		<b>75,330</b>	
<b>7.</b>	<b>SKJ investments Private Limited</b>			
	Holding as on	25.03.1999	20,266	12.84
	Shares acquired	21.09.2000	38,582	12.84
	Shares acquired	21.06.2010	34,997	12.00
	<b>Total</b>		<b>93,845</b>	

Pursuant to the proposed Buyback and depending on the response to the Buyback, the shareholding and the voting rights of the Promoter / Promoter Group in the Company may increase or decrease from their existing shareholding and Voting Rights in the Company. The Promoter/ Promoter Group of the Company are already in control over the Company and therefore such further increase or decrease in Voting Rights of the Promoter and Promoter Group will not result in any change in control over the Company.

The Promoter / Promoter Group have undertaken that in case there is an increase in voting rights of the Promoter / Promoter Group beyond 75%, necessary steps will be taken to reduce the shareholding of the Promoter / Promoter Group in accordance with the provisions contained under Rule 19A of the Securities Contract (Regulation) Rules, 1957, so that the Company is in due compliance of the Minimum Public Shareholding requirement of the SEBI LODR Regulations. The Company along with the Promoters confirms to bring the Promoters / Promoter Group shareholding to permissible limits within a maximum period of twelve months from the date of completion of Buyback in the manner specified by SEBI from time to time.

#### **7. AUTHORITY FOR THE BUYBACK:**

The Buyback is in accordance with the provisions of sections 68, 69, 70, 110 and all other applicable provisions, if any, of the Companies Act and in compliance with the Buyback Regulations, the Articles of Association of the Company and such other approvals, permissions and exemptions as may be required, from time to time, from the CSE and from any other statutory and /or regulatory authority, as may be required and which may be agreed to by the Board and/ or any other committee thereof. The Buyback would be undertaken in accordance with Circular No. CIR/CFD/POLICYCELL/1/2015 dated 13.04.2015 read with circular CFD/DCR2/CIR/P/2016/131 dated 09.12.2016 issued by the Securities and Exchange Board of India, which prescribes mechanism for acquisition of shares through Stock Exchange. For the purpose of this Buyback, BSE Limited would be the Designated Stock Exchange.

On 22.01.2020, the Board of Directors of the Company passed a resolution to Buyback Equity shares of the Company and sought approval of its shareholders, as a special Resolution through the Postal Ballot notice dated 22.01.2020. The results of the Postal Ballot were announced on 04.06.2020 which was withheld due to COVID - 19 pandemic with effect from 23.03.2020. Consequently after the relaxation granted by the Government and pursuant to the approval of the shareholders further formalities of the Buyback are being proceeded.

#### **8. NECESSITY OF THE BUYBACK:**

Share buyback is the acquisition by a company of its own shares. The objective is to return surplus cash to the members holding equity shares of the Company. The Board at its meeting held on Wednesday, January 22, 2020, considered the accumulated free reserves as well as the cash liquidity reflected in the audited standalone accounts of the Company as on 30th September, 2019 and considering these, the Board decided to allocate a sum of Rs.10,97,23,140/- (Rupees Ten Crores Ninety Seven Lakhs Twenty Three Thousand One Hundred and Forty Only) (excluding Company's expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India ("SEBI"), advisors/legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, transaction costs such as brokerage, securities transaction tax, goods and service tax, stamp duty, brokerage, etc.) "**Transaction Costs**" for returning to the members holding Equity shares of the Company through the Buyback.

After considering several factors and benefits to the members holding equity shares of the Company, the Board decided to recommend Buyback of not exceeding 1,79,874 (One Lakh Seventy-Nine Thousand Eight Hundred

Seventy-Four) Equity shares (representing 24.99% of the total number of Equity shares in the paid-up share capital of the Company) at a price of Rs. 610/- (Rupees Six Hundred Ten Only) per Equity share. Buyback is a more efficient form of returning surplus cash to the members holding equity shares of the Company, inter-alia, for the following reasons:

- i. The Buyback will help the Company to return surplus cash to its members holding Equity shares broadly in proportion to their shareholding, thereby, enhancing the overall return to members;
- ii. The Buyback, which is being implemented through the Tender Offer route as prescribed under the Buyback Regulations, would involve allocation of higher number of shares as per their entitlement or 15% of the number of shares to be bought back, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as “**small shareholder**”. As defined in the Buyback Regulations, a “small shareholder” is a shareholder who holds equity shares of the Company as on Record Date of not more than Rs. 2,00,000/- (Rupees Two Lakhs Only) in value. Presently, the equity shares of the Company are not traded on CSE, thus the closing price for the same is not available. Hence, a shareholder who holds equity shares on the basis of Buyback Offer Price, of not more than Rs. 2,00,000/- (Rupees Two Lakhs Only) is considered for determination of Small Shareholders in terms of this Buyback Regulations. However, if on the Record Date the closing price on the CSE would be available then the same shall be considered for determination of Small Shareholders in terms of the Buyback Regulations;
- iii. The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders’ value;
- iv. The Buyback gives an option to the members holding Equity shares of the Company, who can choose to participate and get cash in lieu of equity shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.
- v. Optimizes the capital structure.

The Buyback Offer price of Rs. 610/- (Rupees Six Hundred Ten Only) per equity share is in the interest of the shareholders of the Company.

## **9. MANAGEMENT DISCUSSION AND ANALYSIS OF THE LIKELY IMPACT OF THE BUYBACK ON THE COMPANY:**

- 9.1 The Buyback is not likely to cause any material impact on the profitability/earnings of the Company except a reduction in the investment income, which the Company could have otherwise earned on the amount distributed towards Buyback. Assuming there is full response to the Buyback, the funds deployed by the Buyback would be Rs. 10,97,23,140/- (Rupees Ten Crores Ninety Seven Lakhs Twenty Three Thousand One Hundred and Forty Only) (Company’s expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India (“**SEBI**”), advisors/legal fees, Public Announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, transaction costs such as brokerage, securities transaction tax, goods and service tax, stamp duty etc.. This shall impact the investment Income earned by the Company, on account of the reduced amount of funds available for investments.
- 9.2 The Buyback will not in any manner impair the ability of the Company in meeting to pursue growth opportunities or meet its cash requirements for business operations.
- 9.3 In terms of the Buyback Regulations, under the Tender Offer route, the Promoters/ Promoter Group and Persons In Control of the Company have the option to participate in the Buyback. In this regard, few Promoters/ Promoter Group and Persons In Control of the Company mentioned above have expressed their intention, all vide their individual letters dated 21.01.2020 to participate in the Buyback and offer upto an aggregate maximum of 124874 equity shares or such lower number of equity shares as required in compliance with the Buyback Regulations / terms of the Buyback. Each consenting Promoter intends to offer upto their respective shareholding as on the Record Date, or such lower number of equity shares as required in compliance with the Buyback Regulations / terms of the Buyback.

- 9.4 The Buyback of Equity shares of the Company will not result in a change in control or otherwise affect the existing management structure of the Company.
- 9.5 The Promoters/ Promoter Group of the Company states that they shall also comply with the Regulation 10(6) and 10(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto, as per the specified timelines therein, if applicable.
- 9.6 Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Equity Shareholders upto their entitlement, the aggregate shareholding of the Promoters/ Promoter Group, post Buyback will increase to 86.27% from 73.56% (Pre Buyback shareholding) and the aggregate shareholding of the Public shareholders in the Company shall decrease to 13.73% (Post Buyback shareholding) from 26.44% (Pre Buyback shareholding).
- 9.7 Consequent to the Buyback and based on the number of Equity shares bought back from the Non- resident Shareholders, Indian Financial Institutions, Mutual Funds and the Public including other bodies corporate, their shareholding would undergo a change.
- 9.8 The debt-equity ratio post buyback will be compliant with the permissible limit of 2:1 prescribed by the Companies Act, even if the response to the buyback is to the extent of 100% (full acceptance).
- 9.9 The Promoters / Promoter Group and Persons acting in control of the Company shall not deal in the Equity Shares of the Company off market, including by way of inter-se transfer(s) of equity shares among the Promoters during the period from the date of passing the special resolution through Postal Ballot till the closing of the Offer.
- 9.10 The Company does not have any subsidiary or joint venture companies during the Financial Year 2019- 2020 and all the equity shares of the Company for Buyback are fully paid-up.
- 9.11 The Company shall not issue any equity shares or other specified securities (including by way of bonus or convert any outstanding ESOPs/outstanding instruments into equity shares) from the date of resolution passed by the shareholders approving the proposed Buyback till the date of closure of the Buyback in compliance with Regulation 24(i)(b) of the Buy-back Regulations.
- 9.12 The Company shall not raise further capital for a period of one year from the closure of the Buyback offer, except in discharge of subsisting obligations. However, the SEBI, vide their circular SEBI/HO/CFD/DCR2/CIR/P/2020/69 dated April 23, 2020 has temporarily reduced the said restriction period on further raising of capital from one year to six months from the closure of the Buyback offer, except in discharge of subsisting obligations in compliance with 68(8) of the Companies Act, 2013 and 24(i)(f) of the Buy-back Regulations and the said relaxations will be applicable till 31<sup>st</sup> December, 2020 only.
- 9.13 Salient Financial Parameters consequent to the Buyback based on the latest audited results as on 30.09.2019 are as under:

Parameters	Pre- Buyback	Post- Buyback**
Networth^ (Rs. in Lakhs)	6967.46	5870.23
Return on Networth^	8.21%	9.75%
Earnings Per Equity Share (net of tax) [Basic & Diluted] Rs.	79.52	106.03
Book value per share (Rs.)^	968.36	1087.81
P/E based as on latest audited financial results^^	Not Ascertainable	Not Ascertainable
Total Debt/Equity Ratio	Not Ascertainable	Not Ascertainable

**Notes:**

^Pre and post Buy Back calculations are based on the financial figures as on 30.09.2019. The post Buyback numbers are calculated by reducing the net worth by the proposed Buyback amount (assuming full acceptance) without factoring in any impact on the statement of profit & loss. Net worth used excludes revaluation reserves.  
Return on net worth is computed as profit after tax for the relevant year divided by closing net worth as at 30.09.2019.

*Earnings per share is calculated as profit after tax for the relevant year divided by total number of shares pre Buyback and total number of shares post Buyback.*

*Book value per Share is calculated as pre Buyback net worth divided by total number of shares pre Buyback and post Buyback net worth divided by total number of shares post Buyback.*

*Total debt/equity ratio is calculated as total debt divided by net worth*

*^^P/E Ratio based on the closing market price as on date. As there is no trading in the equity shares of the Company on the CSE on 30.09.2019, the market price of shares is not available.*

*\*\* The Post buyback numbers are calculated by reducing the net worth by the proposed buyback amount (assuming full acceptance).*

## **10. BASIS OF CALCULATING THE BUYBACK PRICE:**

- **Trends in the market price of the equity shares of the Company:** Since there is no trading in the equity shares of the Company for the last many years at the Calcutta Stock Exchange Limited (“CSE”), i.e., the only Stock Exchange where the equity shares of the Company are listed, the same is not applicable to us.
- **The closing market price of the equity shares as on date of intimation of the date of board meeting for considering the Buyback to the Stock Exchanges:** There has been no trading in the equity shares on the Company as on the date of intimation of the date of board meeting for considering the Buyback at the CSE, the same is not applicable to us.

The equity shares of the Company are proposed to be bought back at a price of Rs. 610/- (Rupees Six Hundred Ten Only) per equity share (“**Buyback Offer Price**”) which has been arrived at after considering various appropriate factors (including but not limited to), such as Book Value Per Share and Profit Earning Capacity Value. There has been no trading in the equity shares of the Company on the CSE for more than last one year, the minimum justified price for the buyback was arrived at Rs. 609.43 per equity share in the manner specified in other relevant SEBI regulations and more specifically SEBI (SAST) Regulations, 2011, by Ms. Vidhi Chandak, Membership No. 057114, Partner of Chandak & Associates, Chartered Accountants, FRN No. 321039E, UDIN: 20057114AAAAAF8219, having its office at 15B, Hemanta Basu Sarani, Octavius Centre, Kolkata- 700001, Tel No. +91 9830043572, Email: vchandak@yahoo.com. Thus the Buyback price of Rs. 610/- per equity share offers a premium of 0.09% on the price so arrived.

## **11. SOURCES OF FUNDS FOR THE BUYBACK:**

- 11.1 Assuming full acceptance, the funds that will be required by the Company for the purpose of Buyback of 179874 equity shares would be Rs. 10,97,23,140/- (Rupees Ten Crores Ninety Seven Lakhs Twenty Three Thousand One Hundred Forty Only) .
- 11.2 The funds for the Buyback will be sourced from cash balances available with the Company and/or liquidation of financial instruments held by the Company. These funds have been generated through internal accruals. The Company does not intend to raise debt for the explicit purposes of the Buyback. Accordingly, borrowed funds will not be used for the Buyback. However, if required, the Company may borrow funds in the ordinary course of its business.

## **12. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT DEPOSITED THEREIN:**

- 12.1 In accordance with the Regulation 9(xi) of the Buyback Regulations, an Escrow Agreement has been entered into between the Company, VC Corporate Advisors Private Limited and HDFC Bank Limited (“**Escrow Agent**”) having its branch at Central Plaza, 2/6 Sarat Bose Road, Kolkata- 700 020.
- 12.2 In accordance with the Escrow agreement, the Company has opened an Escrow account with the Escrow agent and has deposited a sum of Rs. 2,74,31,000/- (Rupees Two Crores Seventy Four Lakhs Thirty One Thousand Only) which is in excess of 25% of the Buyback Offer Size in accordance with the Buyback Regulations. The Merchant Banker is empowered to operate the Escrow account in terms of the Buyback Regulations.
- 12.3 Mr. Aniruddh Dhand (Membership No. 062628, Firm Registration No. 327662E), Proprietor of M/s. Dhand & Co., Chartered Accountants having its Registered Address at 4B, Ram Krishna Apartment, 16A, Raja Ram Mohan Roy Road, Kolkata- 700008, Tel No. +91 98314 64354, E-mail: caaniruddhdhand@gmail.com, vide their

certificate dated 11.06.2020 and UDIN No.: 20062628AAAABM7090 have confirmed that the Company has adequate funds for the purposes of buyback of 179874 equity shares at Rs. 610/- per equity share.

12.4 Based on the aforementioned certificate, the Manager to the Buyback Offer has satisfied itself in regard to the ability of the Company to implement the Buyback Offer in accordance with the Buyback Regulations.

### 13. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN:

13.1 The capital Structure of the Company as on the date of the Public announcement is as follows:

Particulars	No. of Shares of face value of Rs. 10/- each	Amount Rs.
Authorised Equity Share Capital	1000000	1,00,00,000/-
Issued, Subscribed and Paid-up Equity Shares	719509	71,95,090/-

13.2 The Company has not undertaken any Buyback of its Shares in the last three years

13.3 As on the date of the Public Announcement there are no outstanding preference shares, partly paid-up equity shares or outstanding convertible instruments or calls in arrears.

13.4 The shareholding pattern of the Company pre- buyback, taken on 19.06.2020 (Record Date), as well as Post Buyback shareholding pattern, is as shown below:

Particulars	Pre- Buyback		Post Buyback	
	No. of equity shares	% of existing equity share capital	No. of equity shares	% of Post- Buyback equity share capital*
Promoters and Promoters Group (Collectively “the Promoters”)	529241	73.56	465537	86.27
Foreign Investors (Including Non Resident Indians, FIIs and Foreign Mutual Funds)	0	0.00	0	0.00
Financial Institutions/Banks & Mutual Funds promoted by Banks/Institutions	0	0.00	0	0.00
Others (Public, Public Bodies Corporate etc.)	190268	26.44	74098	13.73
<b>Total</b>	<b>719509</b>	<b>100.00</b>	<b>539635</b>	<b>100.00</b>

\* assuming full acceptance of Equity Shares in the Buyback as per the Buyback Entitlement.

Note: Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders up to their entitlement, the aggregate shareholding of the Promoter and Promoter Group Companies after the completion of the Buyback shall increase to 86.27% of the post-Buyback total paid-up equity share capital of the Company from 73.56% of the pre-Buyback total paid-up equity share capital of the Company, and the aggregate shareholding of the public in the Company shall decrease to 13.73% of the post-Buyback total paid-up equity share capital of the Company from 26.44% of the pre-Buyback total paid-up equity share capital of the Company. The participating Promoter and Promoter Group of the Company has undertaken that in case there is an increase in their voting rights beyond 75% of the paid up capital of the Company post Buyback, necessary steps will be taken to reduce their shareholding in accordance with the provisions contained under Rule 19(2)(b) and 19A of the Securities Contract (Regulation) Rules, 1957 read with Regulation 38 of the SEBI (LODR) Regulations, 2015, so that the Company is in due compliance of the Minimum Public Shareholding requirement. However if the participating Promoters tender upto their intent the shareholding of the promoter /Promoter Group shall not increase beyond 75%.

13.5 Assuming 100% response to the Buyback Offer, the Issued, Subscribed and Paid-up Equity Share Capital of the Company after the completion of the Buyback Offer will be as follows:

Particulars	No. of shares	Amount(Rs.)
Issued, Subscribed and Paid up equity share capital	539635	53,96,350/-

13.6 Assuming response to the Buyback is 100% (full acceptance) from all the equity shareholders upto their entitlement, the aggregate shareholding of the Promoters/ Promoter Group, Post Buyback, will increase to 86.27% of the Post Buyback equity share capital of the Company.

13.7 No Equity Shares or other specified securities in the Company were either purchased or sold (either through the stock exchange or off market transactions) by any of the (i) promoters; (ii) members of the promoter group and of persons who are in control of the Company (iii) KMP during a period of six months preceding the date of the board meeting at which the Buyback was approved till the date of the Public Announcement.

#### 14. BRIEF INFORMATION ABOUT THE COMPANY:

14.1 Genesis Exports Limited was incorporated under the provisions of the Companies Act, 1956 on 23.07.1981 as a Public Limited Company with the Registrar of Companies, West Bengal and also obtained Certificate of Commencement of business from the Registrar of Companies, West Bengal on 20.08.1981. The CIN of GEL is L26919WB1981PLC033906 and its registered office is situated at Chitrakoot, 10<sup>th</sup> Floor, 230A, A.J.C. Bose Road, Kolkata- 700020, Tel. No.: +91 7604088814/15/16/17, Fax No.: +91 33 22870284, email: [genesis.exports@genesisexp.com](mailto:genesis.exports@genesisexp.com) and website: [www.genesisexp.com](http://www.genesisexp.com).

14.2 The Company is engaged in the business of investments in shares and securities and generates dividend income. The Company also generates rental income.

14.3 The equity shares of GEL are listed only on the Calcutta Stock Exchange Limited.

14.4 The Buyback will not result in any benefit to any Directors of the Company / Promoters / Promoter Group and persons in control of the Company except to the extent of their intention to participate in the Buyback and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to a reduction in the Equity Share capital post Buy Back.

#### 14.5 The details of the changes in share capital of the company till the date of the Public Announcement:

Date of Board Resolution authorizing allotment	Shares issued		Face Value	Cumulative paid-up share capital		Mode of allotment	Identity of allottees (Promoters/ Others)
	No.	% to share Capital		No.	% to share capital		
23.07.1981	700	0.10	10	700	0.10	Cash	Promoters
-	239300	33.26	10	240000	33.36	Cash	Promoters & others
26.04.1991	160000	22.24	10	400000	55.59	Pursuant to amalgamation	Promoters & others
25.03.1999	319509	44.41	10	719509	100.00	Pursuant to amalgamation	Promoters & others
<b>Total</b>	<b>719509</b>	<b>100.00</b>					

#### 14.6 The details of the Board of Directors as on the Public Announcement:

Sl. No.	Name, Occupation, Qualifications & Age of the Directors	Address	Designation (Date of appoint.)	DIN No.	Other Directorships
1.	<b>Name:</b> Sushil Jhunjunwala <b>Occupation:</b> Business <b>Qualification:</b> B.Com <b>Age:</b> 69 years	White House Gardens, 17/B2, Alipore Road, Kolkata- 700027	Non Executive Director (15.01.1996)	00082461	1. La Opala RG Limited 2. BSL Limited 3. SKJ Investments Private Limited 4. Ishita Housing Private Limited 5. SKJ Estate Private Limited 6. GDJ Housing Private Limited
1.	<b>Name:</b> Ajit Jhunjunwala <b>Occupation:</b> Business <b>Qualification:</b> B.Com <b>Age:</b> 49 years	White House Gardens, 17/B2, Alipore Road, Kolkata- 700027	Non Executive Director (30.08.2019)	00111872	1. La Opala RG Limited 2. SKJ Investments Private Limited 3. Ishita Housing Private Limited 4. SKJ Estate Private Limited 5. GDJ Housing Private Limited

3.	<b>Name:</b> Ishita Jhunjhunwala <b>Occupation:</b> Business <b>Qualification:</b> BA & Masters in Management Studies <b>Age:</b> 24 years	White House Gardens, 17/B2, Alipore Road, Kolkata- 700027	Whole Time Director (14.02.2019)	08325065	Not Applicable
4.	<b>Name:</b> Suparna Chakrabortti <b>Occupation:</b> Consultant <b>Qualification:</b> CA, MBA and M. Ed <b>Age:</b> 53 years	22/2A Gora Chand Road Kolkata - 700014	Non Executive Director (18.05.2019)	07090308	1. Rydak Syndicate Limited 2. Dhelakhat Tea Company Limited
5.	<b>Name:</b> Prof. Santanu Ray <b>Occupation:</b> Business <b>Qualification:</b> CA <b>Age:</b> 70 years	P-14, Bangur Avenue, Block-B Kolkata- 700055	Non Executive Independent Director (30.08.2019)	00642736	1. Century Plyboards India Limited 2. La Opala RG Limited 3. Star Cement Limited 4. Shyam Century Ferrous Limited 5. Bharat Road Network Limited 6. SKP Securities Limited 7. Kariwala Industries Limited 8. Megha Technical and Engineers Private Limited 9. Star Cement Meghalaya Limited
6.	<b>Name:</b> Shyam Sunder Maheshwari <b>Occupation:</b> Business <b>Qualification:</b> CA <b>Age:</b> 72 years	Brindaban Gardens, Building No. 22, 3rd Floor, Flat No. 1 98 Christopher Road, Gobinda Khatick Road Kolkata 700046	Non Executive Independent Director (30.08.2019)	08452233	Not Applicable

14.7 Mr. Ajit Jhunjhunwala, Mr. Shyam Sunder Maheshwari, Ms. Ishita Jhunjhunwal, Ms. Suparna Chakrabortti and Prof. Santanu Ray have been appointed as Directors in the Company in the last 3 years preceding the date of Public Announcement.

## 15. FINANCIAL INFORMATION ABOUT THE COMPANY:

15.1 The salient financial information of the Company, as extracted from the audited results for the last three financial years ended 31.03.2019, 31.03.2018 and 31.03.2017 and unaudited and certified financials for the 9 months period ended 31.12.2019 is detailed below:

(Amount Rs. In Lakhs)

Particulars	Nine months ended 31.12.2019 (Un-audited & Certified)	For the year ended 31.03.2019 (Audited)	For the year ended 31.03.2018 (Audited)	For the year ended 31.03.2017 (Audited)
Revenue from operations	753.92	1029.91	758.42	820.00
Other income	5.00	6.38	0.00	59.30
<b>Total Revenue</b>	<b>758.91</b>	<b>1036.29</b>	<b>758.42</b>	<b>879.3</b>
Materials and Stores	0.00	0.00	0.00	0
(Increase) /Decrease in Inventories	0.00	0.00	0.00	0
Employees Benefits expense	59.08	56.25	47.21	45.44
Finance Cost	0.00	9.00	0.01	0.01

Depreciation and Amortization	12.31	17.26	18.21	19.27
Other expenses	38.29	122.82	114.29	53.29
<b>Total Expenditure</b>	<b>109.68</b>	<b>205.33</b>	<b>179.72</b>	118.01
P/L before tax	649.22	830.96	578.70	761.29
<b>Tax Expenses</b>				
Current Tax	8.30	56.10	10.50	46.5
Deferred Tax	-2.07	0.02	9.07	19.36
MAT Credit Entitlement	0.00	0.00	52.05	-34.12
Tax adjustment for earlier years	0.00	0.00	-2.86	0
P/L after tax	<b>642.99</b>	<b>774.84</b>	<b>509.94</b>	<b>729.55</b>
Paid up equity share capital	71.95	71.95	71.95	71.95
Reserves & surplus	6978.84	5249.10	4474.26	3964.32
Net worth	7050.79	5321.05	4546.21	4036.27
Total Debt	0.00	0.00	0.00	0.00

**Financial Ratios are as under:**

Particulars	Nine months ended 31.12.2019 (Un-audited & Certified)	For the year ended 31.03.2019 (Audited)	For the year ended 31.03.2018 (Audited)	For the year ended 31.03.2017 (Audited)
Basic Earnings Per Share (EPS) (Rs.)	89.37*	107.69	70.87	101.40
Diluted Earnings Per Share (EPS) (Rs.)	89.37*	107.69	70.87	101.40
Debt Equity Ratio <sup>^</sup>	Not Ascertainable			
Book Value (per share) Rs.	979.96	739.55	631.86	560.98
Return on Networth (In %)	9.12	14.56	11.22	18.07
Total Debt/ Networth <sup>^</sup>	Not Ascertainable			

\* Non Annualised

<sup>^</sup>The Company has no debts as on 30.09.2020 and therefore both debt equity ratio and Total Debt / Networth are not ascertainable

The Financial Ratios have been computed as follow:

Key Ratios	Basis of Calculation
Basic & Diluted Earnings per Share	Net profit before exceptional items net of tax attributable to equity shareholders/ Weighted average number of equity shares outstanding during the year
Book value per Share	(Paid up equity share capital + Free Reserves and surplus)/ No. of equity shares at the end of the year
Return on Net worth excluding Revaluation Reserve	Net profit after tax attributable to equity shareholders / Net worth excluding revaluation reserve.
#Debt-Equity	Debt (Long term Borrowings + Long term Liabilities + Short Term Borrowings + Current Maturities of Long term borrowings + Current Maturity of Long Term liabilities)/Net worth excluding Revaluation reserve.

16.2 The Company will comply with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, wherever and if applicable. The Company hereby declares that it has complied with Section 68(2)(c), 68(2)(d), 70(1) and 70(2) of the Companies Act.

#### **16. STOCK MARKET DATA:**

16.1 The Company's equity shares are listed only on The Calcutta Stock Exchange Limited.

16.2 There has been no trading in the equity shares of the Company on the CSE for more than last 4-5 years. Hence, the information regarding high, low and average market prices for the last three years and the monthly high, low and average market prices for the six months preceding the date of Public Announcement and their corresponding volumes on stock exchange is not available.

16.3 The Board of Directors of the Company at its meeting held on 22.01.2020 approved the proposal for the Buy-back. The equity shares were not traded on CSE on 21.01.2020 i.e., the working day previous to the date of resolution of the Board of Directors approving the Buy-back.

16.4 The equity shares were not traded on the CSE on 24.03.2020 and 03.06.2020, i.e., the working day previous to the deemed date of resolution passed by the shareholders and the actual date of declaration of results respectively approving the Buyback.

#### **17. DETAILS OF THE STATUTORY APPROVALS:**

17.1 The Buyback offer is subject to approval, if any required, under the provisions of Companies Act, FEMA, Buyback Regulations, and/or such other rules and regulations for the time being in force.

17.2 Non- Resident Shareholders (excluding OCBs) permitted under general permissions under the consolidated Foreign Direct Investment Policy issued by the Government of India read with applicable FEMA Regulations, are not required to obtain approvals from RBI.

17.3 As of date, there are no other statutory or regulatory approvals required to implement the Buyback Offer other than the mentioned above. If any statutory or Regulatory approval becomes applicable subsequently, the Buyback Offer will be subject to such statutory or regulatory approval(s). In the event of any delay in the receipt of statutory or regulatory approval, the changes in the time table of the Buyback offer, if any, shall be intimated to the CSE.

#### **18. DETAILS OF THE REGISTRAR TO THE BUYBACK:**

Eligible persons who wish to tender their equity shares in the Buyback offer can hand deliver the Tender form and the TRS generated by the Exchange Bidding System along with all the relevant documents at the below mentioned address of the Registrar to the Buyback offer in accordance with the procedure set out in this Letter of Offer. Equity shareholders are advised to ensure that Tender forms and the other documents including TRS are complete in all respect; otherwise the same are liable to be rejected.

##### **Maheshwari Datamatics Private Limited,**

CIN: U20221WB1982PTC034886

SEBI REGN No.: INR000000353

Validity of Registration: Permanent

(Contact Person: Mr. S. Rajagopal)

23, R. N. Mukherjee Road, 5<sup>th</sup> Floor,

Kolkata – 700 001

Tel. No.: 033 2248 2248

Fax No.: 033 2248 4787

Email Id: [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com)

Website: [www.mdpl.in](http://www.mdpl.in)

Equity shareholders who cannot hand deliver the tender form, TRS and other documents at the above mentioned address may send the same by Speed post/ Registered post/Recognized Courier at their own risk, by super

subscribing the envelope as “Genesis Exports Limited – Buyback Offer” to the Registrar to the Buyback at their abovementioned Office address, so the same are received not later than two days from the Closing of the Buyback Offer Period – by 5:00 p.m.

**The TRS and other documents should not be sent to the Company or the Manager to the Buyback Offer.**

## **19. PROCESS AND METHODOLOGY FOR THE BUYBACK:**

19.1 The Company proposes to Buyback not exceeding 179874 Equity Shares of the Company from all the existing equity shareholders/beneficial owners of Equity shares of the Company, on a proportionate basis, through the Tender Offer route, at a price of Rs. 610/- per equity share for an aggregate amount of Rs. 10,97,23,140/- (Rupees Ten Crores Ninety Seven Lakhs Twenty Three Thousand One Hundred Forty Only) (excluding Transaction Costs). The maximum number of Equity shares proposed to be bought back represents 24.99% of the total number of equity shares in the paid-up equity share capital of the Company. The Buyback is in accordance with the provisions of sections 68, 69, 70, 110 and all other applicable provisions, if any, of the Companies Act and in compliance with the Buyback Regulations, and the Articles of Association of the Company and such other approvals, permissions and exemptions as may be required, from time to time, from the CSE and from any other statutory and /or regulatory authority, as may be required and which may be agreed to by the Board and/ or any other committee thereof. The aggregate Buyback Offer Price represents 18.33% of the fully paid-up equity share capital and free reserves as per the audited standalone financial statements of the Company as on 30.09.2019.

19.2 The aggregate shareholding of the Promoters/ Promoter Group is 529241 equity shares which represents 73.56% of the existing equity share capital of the Company. In terms of the Buyback regulations, under the Tender Offer Route, the Promoters of the Company have the option to participate in the proposed buyback. In this regard, the few Promoters as detailed in paragraph 6 of this Letter of Offer have expressed their intention, all vide their individual letters dated 21.01.2020, to participate in the Buyback and offer upto an aggregate maximum of 124874 equity shares or such lower number of equity shares as required in compliance with the Buyback Regulations / terms of the Buyback.

19.3 Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Equity Shareholders upto their entitlement, the aggregate shareholding of the Promoters/ Promoter Group, post Buyback will increase to 86.27% from 73.56% (Pre Buyback shareholding) and the aggregate shareholding of the Public shareholders in the Company shall decrease to 13.73% (Post Buyback shareholding) from 26.44% (Pre Buyback shareholding).

### **19.4 Record Date, ratio of Buyback and entitlement of each shareholder.**

19.4.1. The Buyback Committee has fixed Friday, 19.06.2020 as the Record Date for the purpose of determining the entitlement and the names of the shareholders who are eligible to participate in the Buyback offer.

19.4.2. The equity shares proposed to be bought back shall be divided into two categories:

- Reserved category for small shareholders (“Reserved Category”).
- General category for all shareholders other than small shareholders (“General Category”).

19.4.3. As defined in Regulation 2(i) (n) of the Buyback Regulations, a “small shareholder” is a shareholder who holds equity shares having market value, on the basis of closing price of shares on stock exchanges as on Record Date, of not more than Rs. 2,00,000/- (Rupees Two Lakhs Only). Presently, the equity shares of the Company are not traded on the CSE, thus the closing price for the same is not available. Hence, a shareholder who holds equity shares on the basis of Buyback Offer Price, of not more than Rs. 2,00,000/- (Rupees Two Lakhs Only) is considered for determination of Small Shareholders in terms of this Buyback Regulations. However, if on the record date the closing price on the CSE would be available then the same shall be considered for determination of Small Shareholders in terms of the Buyback Regulations.

19.4.4. Based on the above definition, there are 88 Small shareholders with aggregate shareholding of 7660 equity shares as on the Record Date, which constitutes 1.06% of outstanding paid up equity share capital of the company and 4.26% of the equity shares which the Company proposes to Buyback as a part of this Buyback Offer.

19.4.5. In compliance with Regulation 6 of the Buyback Regulations, the reservation for small shareholders will be 26981 equity shares which are higher of:

- 15% of the number of equity shares which the company proposes to buyback i.e., 15% of 179874 Equity shares which works out to 26981 Equity shares;
- The number of Equity shares entitled as per their holding as on the Record Date.

19.4.6. Accordingly, General Category shall consist of 152884 Equity shares.

19.4.7. Based on the above the entitlement ratio of Buyback for both categories is decided as below:

Category	Entitlement ratio of buyback
Reserved Category	1:1
General Category	122:568*

\* The above ratio of Buyback is approximate and provides indicative Buyback Entitlement. Any computation of the entitled Equity Shares using the above Ratio of Buyback may provide a slightly different number due to rounding off.

#### 19.5 Fractional Entitlements:

If the entitlement under Buyback, after applying the abovementioned ratios to the Equity Shares held on Record Date, is not a round number (i.e. not in the multiple of 1 Equity Share) then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback Offer, for both categories of Shareholders.

There shall be no fractional entitlement for the small shareholder category.

#### 19.6 Basis of acceptance of equity shares validly tendered in the Reserved Category:

Subject to the provisions contained in this Letter of Offer, the Company will accept the Shares tendered in the Buyback Offer by the Small Shareholders in the Reserved Category in the following order of priority:

- a) Full acceptance of Shares from Small Shareholders in the Reserved Category who have validly tendered their Shares, to the extent of their Buyback Entitlement, or the number of Shares tendered by them, whichever is less.
- b) Post the acceptance as described in paragraph 19.6 (a), in case, there are any Shares left to be bought back in the Reserved Category, the Small Shareholders who were entitled to tender zero Shares (on account of ignoring the fractional entitlement), and have tendered Additional Shares, shall be given preference and one Equity Share each from the Additional Shares tendered by these Small Shareholders shall be bought back in the Reserved Category.
- c) Post the acceptance as described in paragraph 19.6 (a) and (b), in case there are any validly tendered unaccepted shares in the Reserved Category (“**Reserved Category Additional Shares**”) and shares left to be bought back in the Reserved Category, the Reserved Category Additional Shares shall be accepted in a proportionate manner and the acceptances shall be made in accordance with the Buyback Regulations, i.e. valid acceptances per Shareholder shall be equal to the Reserved Category Additional Shares by the Shareholder divided by the total Reserved Category Additional Shares and multiplied by the total number of Shares remaining to be bought back in Reserved Category. For the purpose of this calculation, the Reserved Category Additional Shares taken into account for such Small Shareholders, from whom one Equity Share has been accepted in accordance with paragraph 19.6 (b), shall be reduced by one.
- d) Adjustment for Fractional results in case of proportionate acceptance, as described in Paragraph 19.6 (c), will be made as follows:
  - For any shareholder, if the number of additional shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
  - For any shareholder, if the number of additional shares to be accepted, calculated on a proportionate basis is not in the multiples of 1 and the Fractional acceptance is less than 0.50, then the Fraction shall be ignored.

#### 19.7 Basis of acceptance of equity shares validly tendered in the General Category:

Subject to the provisions contained in this Letter of Offer, the Company will accept the shares tendered in the Buyback Offer by shareholders (other than the small shareholders) in the General category in the following order of priority:

- a. Full acceptance of shares from shareholders in the General Category who have validly tendered their shares, to the extent of their Buyback entitlement, or the number of shares tendered by them, whichever is less.
- b. Post the acceptance as described in paragraph 19.7(a), in case there are any validly tendered unaccepted shares in the General Category (“**General Category Additional Shares**”) and shares left to be bought back in General Category, the General Category shares will be accepted in a proportionate manner and the acceptances shall be made in accordance with Buyback Regulations, i.e., valid acceptances per shareholders shall be equal to General Category additional shares by the shareholders divided by the total General Category Additional shares and multiplied by the total number of additional shares remaining to be bought back in the General Category.
- c. Adjustment for Fractional Results in case of proportionate acceptance as described in paragraph 19.7 (b) will be made as follows:
  - For any shareholder, if the number of additional shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is greater than or equal to 0.50, then the fraction would be rounded off to next higher integer.
  - For any shareholder, if the number of additional shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is less than equal to 0.50, then the fraction shall be ignored.

19.8 In case of any practical issues, resulting out of rounding-off of Shares or otherwise, the Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 19 of this Letter of Offer.

#### 19.9 Basis of acceptance of equity shares between the two Categories:

- a. After acceptance of tenders, as mentioned in paragraph 19.6 and 19.7, in case there are any shares left to be bought back in one category (“**Partially Filled Category**”) and there are additional unaccepted validly tendered shares (“**Further Additional Shares**”) in the second category (“**Over Tendered Category**”), then the further additional shares in the over tendered category shall be accepted in a proportionate manner i.e., valid acceptances per shareholder shall be equal to further additional shares validly tendered by the shareholder in the over tendered category divided by the total further additional shares in the over tendered category and multiplied by the total shares left to be bought back in the partially filled category.
- b. If the Partially Filled Category is the General Category and the Over Tendered Category is the Reserved Category, then any Small Shareholder who has received a Tender Form with zero Buyback Entitlement and who has tendered Additional Shares shall be eligible for priority acceptance of one Equity Share before acceptance in paragraph 19.9(a) out of the Shares left to be bought back in the Partially Filled Category provided no acceptance could take place from such Shareholder in accordance with paragraph 19.6.
- c. Adjustment for Fractional Results in case of proportionate acceptance as described in paragraph 19.9(b) will be made as follows:
  - For any shareholder, if the number of additional shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is greater than or equal to 0.50, then the fraction would be rounded off to next higher integer.
  - For any shareholder, if the number of additional shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is less than equal to 0.50, then the fraction shall be ignored.

#### 19.10 For avoidance of doubt, it is clarified that:

- the Equity Shares Accepted under the Buyback from each Eligible Person, in accordance with clauses above, shall not exceed the number of Equity Shares tendered by the respective Eligible Person;

- the Equity Shares Accepted under the Buyback from each Eligible Person, in accordance with clauses above, shall not exceed the number of Equity Shares held by respective Eligible Person as on the Record Date; and
- the Equity Shares tendered by any Eligible Person over and above the number of Equity Shares held by such Eligible Person as on the Record Date shall not be considered for the purpose of Acceptance in accordance with the clauses above.

**19.11 Clubbing of Entitlements:**

In order to ensure that the same shareholders with multiple demat accounts/ folios do not receive a higher entitlement under the Small Shareholder category, the Company will club together the Equity Shares held by such shareholders with a common PAN for determining the category (Small Shareholder or General Category) and the Buyback Entitlement. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of Eligible Shareholders holding physical shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buyback will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, pension funds/ trusts, insurance companies, foreign institutional investors/ foreign portfolio investors etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes/sub-accounts and have a different demat account nomenclature based on information prepared by the Registrar to the Buyback as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of “clearing members” or “corporate body margin account” or “corporate body – broker” as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

**20. PROCEDURE FOR TENDER OFFER AND SETTLEMENT:**

- 20.1 The Buyback is open to all equity shareholders/ beneficial owners of the Company holding Equity Shares either in physical and/or electronic form on the Record Date.
- 20.2 The Buyback shall be implemented using the “Mechanism for Acquisition of Shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated 13.04.2015 read with SEBI Circular CFD/DCR2/CIR/P/2016/131 dated 09.12.2016 and following the procedure prescribed in the Companies Act and the Buyback Regulations and as may be determined by the board (including the committee authorized to complete the formalities of the buyback) and on such terms and conditions as may be permitted by law from time to time.
- 20.3 The Company proposes to implement the Buyback through the tender offer process, on a proportionate basis. The Letter of Offer and Tender Form, outlining the terms of the Buyback and additional disclosures as specified in the Buyback Regulations, will be sent to Eligible Shareholders whose names appear on the register of members of the Company, or who are beneficial owners of Equity Shares as per the records of Depositories, on the Record Date, as per the Buyback Regulations and such other circulars or notifications, as may be applicable.
- 20.4 The Company shall comply with Regulation 24(v) of the Buy-back Regulations which states that the Company shall not Buy-back the locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable.
- 20.5 The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date
- 20.6 For implementation of the Buyback, the Company has appointed Baljit Securities Private Limited as the registered broker of the Company (the “**Company’s Broker**”) through whom the purchases and settlement on account of the Buyback would be made by the Company. The contact details of the Stock Broker are as follows:  
**Name of the Broker:** Baljit Securities Pvt. Ltd.  
**Contact Person:** Ashok Kumar Maji  
**Address:** 7A, Pretoria Street, Kolkata-700071  
**Tel: No.:** 033-40511199

**SEBI Registration:** INZ000194035  
**E-Mail:** ashokmajee@baljitgroup.com  
**Website:** www.baljitsecurities.com

20.7 The Company will request to the BSE to provide the separate Acquisition Window to facilitate placing of sell orders by shareholders who wish to tender Equity Shares in the Buyback. BSE would be the Designated Stock exchange for this Buyback.

**20.8 Additional procedural requirements for Eligible Shareholders, whose stock Broker are not registered with BSE:**

20.8.1 In the event Selling Member of any Eligible Shareholder is not registered with BSE trading member / stock broker, then that Eligible Shareholder can approach any BSE registered stock broker and can register himself by using quick unique client code (UCC) facility through that BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In case the Eligible Shareholder is unable to register himself by using quick UCC facility through any other BSE registered stock broker, then that Eligible Shareholder may approach the Company's Broker, viz. Baljit Securities Private Limited, to register himself by using quick UCC facility.

20.8.2 The public shareholder approaching the BSE registered broker with whom he does not have an account:

**I. In case of Public Shareholder being an individual**

- a. If Public Shareholder is registered with KYC Registration Agency (“KRA”): Forms required:
  - 1. Central Know Your Client (“CKYC”) form including Foreign Account Tax Compliance Act (“FATCA”), In Person Verification (“IPV”), Original Seen and Verified (“OSV”) if applicable
  - 2. “OSV”) if applicable
  - 3. Know Your Client (“KYC”) form documents required (all documents self-attested):
    - Bank details (cancelled cheque)
  - 4. Demat details for Equity Shares in demat mode (demat master /latest demat statement)
- b. If Public Shareholder is not registered with KRA: Forms required:
  - 1. CKYC form including FATCA, IPV, OSV if applicable
  - 2. KRA form
  - 3. KYC form documents required (all documents self-attested):
    - Permanent Account Number (“PAN”) card copy
    - Address proof
    - Bank details (cancelled cheque)
  - 4. Demat details for Equity Shares in demat mode (demat master /latest demat statement)

It may be noted, that other than submission of above forms and documents, in person verification may be required.

**II. In case of Public Shareholder, being a Hindu Undivided Family (“HUF”):**

- a. If Public Shareholder is registered with KRA: Forms required:
  - 1. CKYC form of karta including FATCA, IPV, OSV if applicable
  - 2. KYC form documents required (all documents self-attested):
  - 3. Bank details (cancelled cheque)
  - 4. Demat details for Equity Shares in demat mode (demat master /latest demat statement)
- b. If Public Shareholder is not registered with KRA: Forms required:
  - 1. CKYC form of karta including FATCA, IPV, OSV if applicable
  - 2. KRA form
  - 3. KYC form documents required (all documents self-attested):
    - i. PAN card copy of HUF &karta
    - ii. Address proof of HUF &karta
    - iii. HUF declaration

- iv. Bank details (cancelled cheque)
- 4. Demat details for Equity Shares in demat mode (demat master /latest demat statement)

It may be noted that, other than submission of above forms and documents, in person verification may be required.

### III. In case of Public Shareholder other than Individual and HUF:

- a. If Public Shareholder is KRA registered: Form required:
  - 1. KYC form documents required (all documents certified true copy):
  - 2. Bank details (cancelled cheque)
  - 3. Demat details for Equity Shares in demat mode (demat master /latest demat statement)
  - 4. FATCA, IPV, OSV if applicable
  - 5. Latest list of directors/authorised signatories/partners/trustees
  - 6. Latest shareholding pattern
  - 7. Board resolution
  - 8. Details of ultimate beneficial owner along with PAN card and address proof
  - 9. Last 2 years financial statements
- b. If Public Shareholder is not KRA registered: Forms required:
  - 1. KRA form
  - 2. KYC form documents required (all documents certified true copy):
  - 3. PAN card copy of company/ firm/trust
  - 4. Address proof of company/ firm/trust
  - 5. Bank details (cancelled cheque)
  - 6. Demat details for Equity Shares in demat mode (demat master /latest demat statement)
  - 7. FATCA, IPV, OSV if applicable
  - 8. Latest list of directors/authorized signatories /partners/trustees
  - 9. PAN card copies & address proof of directors/authorized signatories/ partners/trustees
  - 10. Latest shareholding pattern
  - 11. Board resolution/partnership declaration
  - 12. Details of ultimate beneficial owner along with PAN card and address proof
  - 13. Last 2 years financial statements
  - 14. Memorandum of association/partnership deed /trust deed

***It may be noted that, other than submission of above forms and documents, in person verification may be required. It may be noted that the above-mentioned list of documents is an indicative list. The requirement of documents and procedures may vary from broker to broker.***

- 20.9 During the tendering period, the order for selling the shares will be placed in the Acquisition Window by eligible sellers through their respective stock brokers during normal trading hours of the secondary market. The stock brokers (“Seller Member(s)”) can enter orders for demat shares as well as physical shares. In the tendering process, the Company’s Broker may also process the orders received from the Eligible Shareholders
- 20.10 Multiple bids made by single Eligible Shareholder for selling the Equity Shares shall be clubbed and considered as ‘one’ bid for the purposes of Acceptance. Modification/ cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the Tendering Period of the Buyback. The cumulative quantity tendered shall be made available on the website of BSE i.e., [www.bseindia.com](http://www.bseindia.com) throughout the trading session and will be updated at specific intervals during the Tendering Period.
- 20.11 The Eligible Shareholders, who have registered their email IDs with the depositories/the Company, shall be dispatched the Letter of Offer along with the Tender Form through electronic means. The Company through the Registrar to the Buyback will also attempt to dispatch the Letter of Offer to only those eligible shareholders whose email ids are not registered with the depositories / Company through Registered Post or Speed Post or Courier (in case if Registered Post & Speed Post is not available). The Letter of Offer along with Tender Form will also be available on the website of the Company i.e., [www.genesisexp.com](http://www.genesisexp.com), the Registrar to the Buyback i.e., [www.mdpl.in](http://www.mdpl.in) and the Manager to the Buyback i.e., [www.vccorporate.com](http://www.vccorporate.com).

**THE NON-RECEIPT OF THE LETTER OF OFFER BY, OR ACCIDENTAL OMISSION TO DISPATCH THE LETTER OF OFFER TO ANY PERSON WHO IS ELIGIBLE TO RECEIVE THE LETTER OF OFFER, SHALL NOT INVALIDATE THE BUYBACK IN ANY MANNER.**

20.12 In Case of non-receipt of letter of Offer and Tender Form:

**20.12.1. In case the Eligible Shareholders holds Demat Shares:**

An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the website of the Company (i.e., [www.genesisexp.com](http://www.genesisexp.com)) or by providing their application in writing on plain paper, signed by Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name), stating name and address of Eligible Shareholders, number of Equity Shares held as on the Record Date, Client ID number, DP Name/ ID, beneficiary account number and number of Equity Shares tendered for the Buyback. For further process, please refer to paragraph 20.14 titled “*Procedure to be followed by Eligible Shareholders holding Demat Shares*” on page 28 of this Letter of Offer.

**20.12.2. In case the Eligible Shareholders holds Physical Shares:**

An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the website of the Company (i.e., [www.genesis.exp.com](http://www.genesis.exp.com)) or by providing their application in writing on plain paper signed by Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name) stating name, address, folio number, number of Equity Shares held, share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, bank account details together with the original share certificate(s), copy of Eligible Shareholders PAN card(s) and executed Form SH-4 in favour of the Company. The transfer Form (SH-4) can be downloaded from the Company’s website (i.e., [www.genesis.exp.com](http://www.genesis.exp.com)). Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents (as mentioned in paragraph 20.15 below), reach the Registrar to the Buyback not later than 2 (two) days from the Buyback Closing Date (by 5:00 p.m.). If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar to the Buyback/Company or are not in the same order (although attested), the Company/Registrar to the Buyback shall have a right to reject such applications. For further process, please refer to paragraph 20.15 titled “*Procedure to be followed by Eligible Shareholders holding Physical Shares*” on page 29 of this Letter of Offer.

20.13 All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to adequately safeguard their interests in this regard.

**20.14 Procedure to be followed by Registered Equity Shareholders holding Equity shares in the dematerialized form:**

- a. Shareholders who desire to tender their Equity Shares in the electronic form under the Buyback would have to do so through their respective Seller Member by indicating to their broker the details of Equity Shares they intend to tender under the Buyback.
- b. The Seller members would be required to place an order/bid on behalf of the Shareholders who wish to tender Equity Shares in the Buyback using the acquisition window of the BSE. Before placing the bid, the concerned Seller Member would be required to transfer the number of Equity Shares by using the settlement number and the procedure prescribed by the Indian Clearing Corporation Limited (“**Clearing Corporation**”) by using the settlement number and the procedure prescribed by the Clearing Corporation. This shall be validated at the time of order/bid entry.
- c. The details of the Special Account of the Clearing Corporation shall be informed in the issue opening circular that will be issued by BSE Limited/Clearing Corporation.
- d. For Custodian Participant orders for demat Equity Shares early pay-in is mandatory prior to confirmation of order by custodians. The custodian shall either confirm or reject the orders not later than the closing of the Trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed Custodian Participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

- e. Upon placing the bid, the Seller member shall provide a Transaction Registration Slip (“TRS”) generated by the Exchange Bidding System to the Shareholder. TRS will contain the details of order submitted like Bid ID No., Application No., DP ID., Client ID, No. of equity Shares tendered etc.
- f. Eligible Shareholders who have tendered their Demat Shares in the Buyback may deliver the Tender Form duly signed (by all Eligible Shareholders in case Demat Shares are in joint names) in the same order in which they hold the Equity Shares, along with TRS generated by the stock exchange bidding system upon placing of a bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback at the address mentioned on the cover page of this Letter of Offer, so that the same are received not later than 2 (two) days of Buyback Offer Closing Date i.e., Wednesday, August 12, 2020. The envelope should be super scribed as “*Genesis Exports Limited – Buyback Offer*”. In the event of non-receipt of the completed Tender Form and other documents, but receipt of Equity Shares in the special account of the Clearing Corporation and a valid bid in the stock exchange bidding system, the Buyback shall be deemed to have been accepted for such shareholders holding Demat Shares.
- g. The Eligible Shareholders who have tendered their Demat Shares in the Buyback will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or partial acceptance. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to Acceptance of Buyback of Equity Shares by the Company.
- h. Excess Demat Shares or unaccepted Demat Shares, if any, tendered by the Eligible Shareholders would be returned to them by Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Shareholder Broker’s depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, Demat Shares or unaccepted Demat Shares, if any, will be returned to the respective custodian depository pool account.
- i. Eligible Shareholders who have tendered their Demat Shares in the Buyback shall also provide all relevant documents, which are necessary to ensure transferability of the Demat Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):
  - (i) Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;
  - (ii) Duly attested death certificate and succession certificate/ legal heirship certificate, in case any Eligible Shareholder is deceased, or court approved scheme of merger/ amalgamation for a company; and
  - (iii) In case of companies, the necessary certified corporate authorisations (including board and/ or general meeting resolutions).

**20.15 Procedure to be followed by Registered Equity Shareholders holding Equity shares in the Physical Form:**

- a. In accordance with the Frequently Asked Questions issued by SEBI, “FAQs - Tendering of physical shares in buyback offer/ open offer/ exit offer/delisting” dated February 20, 2020, shareholders holding securities in physical form are allowed to tender shares in buyback through tender offer route. However, such tendering shall be as per the provisions of the Buyback Regulations.
- b. Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (i) the Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (ii) original share certificate(s), (iii) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of PAN Card(s) of all Eligible Shareholders, (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the

following documents: valid Aadhar card, voter identity card or passport. However, in case any shareholder who does not has an account with any Broker or whose Broker is not registered with BSE, the shareholder must complete the additional procedural requirements as detailed in point no 20.8.2 above.

- c. Based on the above documents (20.14.b), the concerned Shareholder Broker shall place an order/bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the acquisition window of BSE. Upon placing the bid, the Shareholder's Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.
- d. Any Shareholder Broker/Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback i.e. Maheshwari Datamatics Private Limited (at the address mentioned at paragraph 18) not later than 2 (two) days from the buyback offer closing date. The envelope should be super scribed as "**Genesis Exports Limited – Buyback Offer**". One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Shareholder Broker.
- e. The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, BSE shall display such bids as 'unconfirmed physical bids'. Once Registrar to the Buyback confirms the bids, they will be treated as 'confirmed bids'.
- f. In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.
- g. An unregistered shareholder holding Physical Shares may also tender his shares for Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to Record Date, in his name, along with the offer form, copy of his PAN card and of the person from whom he has purchased shares and other relevant documents as required for transfer, if any.
- h. Modification/ cancellation of the orders and multiple bids from a single eligible shareholder will be allowed during the tendering period of the buyback. Multiple bids made by single shareholder for selling the equity shares shall be clubbed and considered as one bid for the purpose of acceptance. The cumulative quantity tendered shall be made available on the website of the BSE Limited ([www.bseindia.com](http://www.bseindia.com)) throughout the trading sessions and will be updated at specific intervals during the tendering period.

#### 20.16 METHOD OF SETTLEMENT:

Upon Finalization of the basis of acceptance as per Buyback Regulations:

- a. The settlement of Trades shall be carried out in the manner similar to the settlements of Trade in the secondary markets.
- b. The Company will pay funds pertaining to the Buyback to the Company Broker who will transfer the funds to the Clearing Corporation's bank account as per the prescribed schedule. The settlements of fund obligation for Demat Shares shall be affected as per the SEBI circulars and as prescribed by BSE and the Clearing Corporation from time to time. For Demat Shares accepted under the Buyback, such beneficial owners will receive funds payout in their bank account as provided by the depository system directly to the Clearing Corporation and in case of Physical Shares, the Clearing Corporation will release the funds to the Shareholder Broker(s) as per secondary market payout mechanism. If such shareholder's bank account details are not available or if the funds transfer instruction is rejected by RBI/ bank(s), due to any reasons,

then the amount payable to the concerned shareholders will be transferred to the Shareholder Broker for onward transfer to such shareholders.

- c. The equity shares bought back in the demat form would be transferred directly to the escrow account of the Company (the “**Demat Escrow Account**”) provided it is indicated by the Company’s Broker or it will be transferred by the Company’s Broker to the Demat Escrow Account on receipt of the Equity Shares from the Clearing and Settlement Mechanism of the BSE.
- d. The Eligible Shareholders will have to ensure that they keep the depository participant (“**DP**”) account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non acceptance.
- e. Excess Demat equity shares or unaccepted demat Equity Shares, if any, tendered by the Shareholders would be returned to the Selling Member by Clearing Corporation in payout. Any excess physical Equity Shares pursuant to Proportionate acceptance/rejection will be returned back to the shareholders directly by the RTA. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by Eligible Sellers holding Equity Shares in the physical form.
- f. The Clearing Corporation would settle the trades by making direct funds payout to the Eligible Shareholders and the Seller Member would issue contract note. Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback. If Eligible Sellers bank account details are not available or if the fund transfer instruction is rejected by Reserve Bank of India or bank, due to any reasons, then the amount payable to Eligible Shareholders will be transferred to the Seller Member for onward transfer to the Eligible Sellers.
- g. Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the selling shareholders for Tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the selling Shareholders from their respective Seller Member, in respect of accepted equity shares, could be net of such costs, charges and expenses (including brokerage) and the company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred by the selling shareholders.
- h. The Equity Shares lying to the credit of the Demat Escrow Account and the equity shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.

**Please note that Eligible Person(s) who intend to participate in the Buyback will be required to approach their respective Seller Member (along with the complete set of documents for verification procedures) and have to ensure that their bid is entered by their respective Seller Member or broker in the electronic platform to be made available by BSE before the Closing Date.**

**The Company shall accept Equity Shares validly tendered by the Shareholder(s) in the Buyback on the basis of their shareholding as on the Record Date and the Buyback Entitlement. Eligible Person(s) who intend to participate in the Buyback using the ‘plain paper’ option as mentioned in this paragraph are advised to confirm their entitlement from the Registrar to the Buyback Offer, before participating in the Buyback.**

- 20.17 The acceptance of the Buyback Offer made by the Company is entirely at the discretion of the Equity shareholders of the Company. The Company does not accept any responsibility for the decision of any equity shareholder to either participate or not to participate in the buyback offer. The Company will not be responsible in any manner for any loss of share Certificate(s) and other documents during transit and the Equity shareholders are advised to adequately safeguard their interest in this regard.

## 20.18 Rejection Criteria:

The Equity Shares tendered by Eligible Shareholders holding Demat Shares would be liable to be rejected on the following grounds:

- (i) the Equity Shareholder is not an Eligible Shareholder of the Company as on the Record Date; or
- (ii) in the event of non-receipt of the completed Tender Form and other documents from the Eligible Shareholders who were holding Physical Shares as on the Record Date and have placed their bid in demat form; or
- (iii) if there is a name mismatch in the demat account of the Eligible Shareholder and PAN; or
- (iv) where there exists any restraint order of a Court/any other competent authority for transfer/disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.

The Equity Shares tendered by Eligible Shareholders holding Physical Shares would be liable to be rejected on the following grounds, if:

- (i) The documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours on Wednesday, August 12, 2020 by 5:00 p.m; or
- (ii) If there is any other company's share certificate enclosed with the Tender Form instead of the share certificate of the Company; or
- (iii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; or
- (iv) If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate; or
- (v) In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar to the Buyback; or
- (vi) The documents mentioned in instruction of the Tender Form for physical Equity Shareholders are not received by the Registrar before the close of business hours to the Registrar on or before Wednesday, August 12 by 5:00 p.m.; or
- (vii) Where there exists any restraint order of a Court/any other competent authority for transfer/disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.

## 21 NOTES ON TAXATION:

Disclosures in this paragraph are based on expert opinion sought by the Company.

**THE FOLLOWING SUMMARY OF THE TAX CONSIDERATIONS IS BASED ON THE READING OF THE CURRENT PROVISIONS OF THE TAX LAWS OF INDIA AND THE REGULATIONS THEREUNDER, THE JUDICIAL AND ADMINISTRATIVE INTERPRETATIONS THEREOF, WHICH ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT IMPLICATIONS ON THESE TAX CONSIDERATIONS.**

**FINANCE (NO.2) ACT, 2019 HAS AMENDED THE PROVISIONS OF SECTION 115QA OF THE INCOME TAX ACT, 1961 BY OMITTING THE WORDS "NOT BEING SHARES LISTED ON A RECOGNISED STOCK EXCHANGE". THE EFFECT OF THIS OMISSION IS THAT THE PROVISIONS OF SECTION 115QA RELATING TO THE BUY BACK OF THE SHARES, WHICH WERE HITHERTO NOT APPLICABLE TO THE BUY BACK OF SHARES WHICH WERE LISTED ON A RECOGNISED STOCK EXCHANGE, HAVE NOW BECOME APPLICABLE EVEN TO THE BUY BACK OF SHARES LISTED ON A RECOGNISED STOCK EXCHANGE. SECTION 115QA HAS BEEN FURTHER AMENDED BY TAXATION LAWS (AMENDMENT) ACT, 2019 TO STATE THAT THE PROVISIONS OF SECTION 115QA ARE APPLICABLE IN RESPECT OF ALL THE BUYBACK OF SHARES LISTED ON A RECOGNISED STOCK EXCHANGE WHOSE PUBLIC ANNOUNCEMENT HAS BEEN MADE ON OR AFTER JULY 5, 2019.**

**IN VIEW OF THE COMPLEXITY AND SUBJECTIVITY INVOLVED IN THE TAX CONSEQUENCES OF A BUY BACK TRANSACTION, ELIGIBLE SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE TAX TREATMENT IN THEIR HANDS CONSIDERING THE RELEVANT TAX PROVISIONS, FACTS AND CIRCUMSTANCES OF THEIR CASE.**

## 1. GENERAL

The Indian tax year runs from 1 April to 31 March. The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. A person who is a tax resident of India is liable to taxation in India on his worldwide income, subject to certain prescribed tax exemptions provided under the Income Tax Act, 1961 (“**Income Tax Act**” or “**ITA**”).

A person who is treated as a non-resident for Indian tax purposes is generally liable to tax in India only on his/her India sourced income or income received by such person in India. In case of shares of a company, the source of income from shares would depend on the ‘situs’ of the shares. As per judicial precedents, generally the “situs” of the shares is where company is “incorporated” and where its shares can be transferred. Accordingly, since the Company is incorporated in India, the shares of the Company would be “situated” in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the ITA subject to any specific exemption in this regard. Further, the non-resident can avail the beneficial tax treatment prescribed under the relevant Double Tax Avoidance Agreement (“**DTAA**”) subject to satisfaction of the relevant conditions including non-applicability of General Anti-Avoidance Rule (“**GAAR**”) and providing and maintaining necessary information and documents as prescribed under the ITA.

The summary of tax implications on buyback of equity shares listed on the stock exchanges in India is set out below. All references to equity shares in this note refer to equity shares listed on the stock exchanges in India unless stated otherwise.

## 2. INCOME TAX PROVISIONS IN RESPECT OF BUYBACK OF EQUITY SHARES LISTED ON THE RECOGNISED STOCK EXCHANGE (BUYBACK WHOSE PUBLIC ACCOUNCEMENT HAS BEEN MADE ON OR AFTER JULY 5, 2019) CONSIDERING RELEVANT AMENDMENTS UNDER THE FINANCE (NO. 2) ACT, 2019) AND TAXATION LAWS (AMENDMENT) ACT, 2019

- a. Section 115QA of the ITA provides for the levy of additional Income-tax at the rate of twenty per cent (as increased by surcharge and Health and Education cess, as applicable) of the distributed income on account of buyback of shares of all domestic Indian companies including listed companies i.e. companies whose shares are listed on a recognised stock exchange. In respect of listed companies, the provisions of section 115QA are applicable in respect of all the buyback of shares whose public announcement has been made on or after July 5, 2019. Accordingly, the Company would be subject to an additional Income-tax at the rate of twenty per cent (as increased by surcharge and Health and Education cess, as applicable) of the distributed income on account of buyback of shares.
- b. As additional income-tax has been levied on the company under Section 115QA of the ITA, the consequential income arising in the hands of shareholders has been exempted from tax under sub-clause (34A) of section 10 of the ITA. Accordingly, any income arising in the hands of shareholder on account of buyback of shares shall be exempt from tax under sub-clause (34A) of section 10 of the ITA. The said income will be exempted in the hands of the shareholder irrespective of the class/residential status of the shareholder and purpose for which shares are held (i.e. as “Investments” or “Stock in Trade”).
- c. In absence of any specific provision under the Income Tax Act, the Company is not required to deduct tax at source on the consideration payable to resident shareholders pursuant to the Buyback.

## 3. TAX DEDUCTION AT SOURCE:

Amount paid in respect of the buy-back of shares is not subjected to any Tax Deduction at Source. Even provisions of Sec 195 (in case of payment to any non-resident) are not triggered since the sum is not chargeable to Income Tax Act, 1961 by virtue of section 10(34A) – thus obviating any withholding tax obligation

**The above note on taxation sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences of the disposal of equity shares. This note is neither binding on any regulator nor can there be any assurance that they will not take a position contrary to the comments mentioned herein.**

## 22 DECLARATION BY THE BOARD OF DIRECTORS:

Declaration as required under Clause (ix) and (x) of the Schedule I, Buyback Regulations, is as under:

- i) The Board of Director confirms there are no defaults subsisting repayment of deposits, interest payable thereon, redemption of debentures & interest payable thereon, redemption of preference or payment of dividend due to any shareholder or repayment of any loans and interest payable thereon to any financial institution or banking company.
- ii) The board of Directors confirm that based on a full enquiry conducted into the affairs and prospects of the Company and taking into account all the liabilities including prospective and Contingent liabilities payable as if the Company were being wound up under the companies Act, the board of Directors have formed an opinion that:
  - a. that immediately following the date of the Board Meeting and the date on which the results of the Postal Ballot will be declared, there will be no grounds on which the Company could be found unable to pay its debts;
  - b. that as regards the Company's prospects for the year immediately following the date of the Board Meeting as well as for the year immediately following the date on which the results of the Postal Ballot will be declared approving the Buyback, and having regard to the Board's intentions with respect to the management of the Company's business during the year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting or within a period of one year from the date on which the results of the Postal Ballot will be declared, as the case may be.
  - c. that in forming its opinion aforesaid, the Board has taken into account the liabilities as if the Company was being wound up under the provisions of the Companies Act, 1956 or Companies Act or the Insolvency and Bankruptcy Code 2016 (including prospective and contingent liabilities) .”

## 23 AUDITOR'S CERTIFICATE:

To  
**The Board of Directors**  
**Genesis Exports Limited**  
Chitrakoot Building, 10<sup>th</sup> Floor,  
230A, A.J.C. Bose Road,  
Kolkata – 700020

1. This Report is issued in accordance with the terms of our engagement letter dated 20<sup>th</sup> January, 2020.
2. The Board of Directors (the 'Board') of the Company have approved a proposal for buy-back of equity shares by the Company at its meeting held on 22nd January 2020, in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 as amended ('the Act') and the Buy-back Regulations.
3. We have been requested by the management of the Company (the 'Management') to provide a report on the accompanying statement of permissible capital payment (including premium) ('Annexure-A') as at 30<sup>th</sup> September, 2019 (herein referred together as the 'Statement'). The statement contains the computation of amount of permissible capital payment towards buy-back of equity shares in accordance with the requirements of section 68(2)(c) of the Act and based on the latest audited standalone financial statements for the period ended 30<sup>th</sup> September, 2019. This statement is prepared by the Management, which we have initialed for identification purposes only.

### **Management's Responsibility for the Statement**

4. The preparation of the statement in accordance with Section 68(2) of the Act, and the compliance with the Buy-back Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

## **Auditor's Responsibility**

5. Pursuant to the requirements of the Buyback Regulations, it is our responsibility to provide reasonable assurance on whether:
  - (i) We have inquired into the state of affairs of the Company in relation to the audited standalone financial statements for the period ended 30th September, 2019;
  - (ii) the amount of permissible capital payment, as stated in the statement, has been fairly determined considering the audited financial statements as aforesaid in accordance with Section 68(2)(c) of the Act;
  - (iii) whether the Board of Directors of the Company, in its meeting dated meeting dated 22<sup>nd</sup> January 2020, has formed the opinion as specified in clause (x) of Schedule I to the Buy-back Regulations, on reasonable grounds and that having regard to its state of affairs, the Company will not be rendered insolvent within a period of one year from the aforesaid date.
6. The standalone financial statements referred to in paragraph 5 above, which we have considered for the purpose of this report, have been subject to audit by us, on which we have issued an unqualified audit report dated 22<sup>nd</sup> January 2020. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (ICAI). Those Standards require that we plan and whether we are aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of the declaration.
7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by ICAI (the "Guidance note"). The Guidance Note require that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
8. 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.
9. Based on inquiries conducted and our examination as above, we report that:
  - a) We have inquired into the state of affairs of the Company in relation to its audited standalone financial statements of the Company as at and for the period ended 30<sup>th</sup> September 2019, which have been approved by Board of Directors of the Company on 22<sup>nd</sup> January 2020;
  - b) The amount of permissible capital payment towards the proposed buy back of 1,79,874 equity shares as computed in the Statement attached herewith as Annexure A, in our view, has been properly determined in accordance with Section 68(2) of the Act. The amounts of share capital and free reserves have been extracted from the audited standalone financial statements of the Company as at and for period ended 30<sup>th</sup> September 2019; and
  - c) The Board of Directors of the Company, in their meeting held on 22<sup>nd</sup> January, 2020 have formed their opinion as specified in clause (x) of Schedule I to the Buy-back Regulations, on reasonable grounds and that the Company, having regard to its state of affairs will not be rendered insolvent within a period of one year from the date of passing the Board meeting resolution dated 22<sup>nd</sup> January, 2020.

## **Restriction on Use**

This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buy-back of equity shares of the Company in pursuance to the provisions of Section 68 and other applicable provisions of the Companies Act, 2013 and the buy-back Regulations, (ii) to enable the Board of Directors of the Company to include in the public announcement, draft letter of offer, letter of offer pertaining to buy-back 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 in pursuance to the provisions of Section 68 and other applicable provision of the Act and the buy-back Regulations and may not be suitable for any other purpose. Therefore, it should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent.

**For S. N. Roy & Co.**  
**Chartered Accountants**  
**Firm Registration No – 313054E**  
**Sd/-**  
**Ranajit Majumdar**  
**Partner**  
**Membership No – 060098**  
**UDIN – 20060098AAAAAI9989**

**Place of Signature: 29-A, Madan Mohan Tala Street, Kolkata-700005**

**Date: January 22, 2020**

*Annexure A*

**Statement of Determination of the Maximum Amount of Permissible Capital Payment for Buy-back of Equity Shares in accordance with the provisions of the Act and the Buy-back Regulations (the “Statement”) as on 30<sup>th</sup> September 2019:**

*Computation of amount of permissible capital payment towards proposed buy-back of equity shares by Genesis Exports Limited in terms of Section 68 of Companies Act 2013 read with Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended -*

<b>Particulars</b>	<b>Standalone (Amount in Rs.)</b>
A-Paid-up equity share capital	71,95,090.00
<b>Free Reserves</b>	
B- Retained Earnings	47,83,48,768.00
C- General Reserve	3,00,00,000.00
D- Securities Premium	-
E – Statutory Reserve	8,30,00,000.00
<b>Total Free Reserve (F=B+C+D+E)</b>	<b>59,13,48,768.00</b>
G- Total Paid up Capital and Free Reserve (A+F)	59,85,43,858.00
<b>Amount permissible for buy-back, i.e. 25% of (G) above</b>	<b>14,96,35,965.00</b>

Note 1- The balance in the Retained Earnings is excluding of unrealized gains and notional gains adjusted through Other Comprehensive Income.

Note 2 - Statutory Reserve under section 45-IC of the Reserve Bank of India Act, 1934 has been considered as free reserve for the above purpose.

Unquote

**24 DOCUMENTS FOR INSPECTION:**

The following material documents are available for inspection by the shareholders of the Company at their Registered Office at Chittrakoot, 10th Floor, 230A, A.J.C. Bose Road, Kolkata- 700020 from to 11:00 A.M. to 1:00 P.M. on any day except Saturdays, Sundays and public holidays, during the Tendering Period.

- (i). Copy of the Certificate of Incorporation and the Memorandum and Articles of Association of Genesis Exports Limited.

- (ii). Copy of the Annual Reports of Genesis Exports Limited for the year ended 31.03.2017, 31.03.2018 and 31.03.2019 and audited Standalone Financial of the Company as on 30.09.2019 and unaudited and certified financial results for the nine months period ended 31.12.2019.
- (iii). Copy of the Resolution passed by the Board of Directors at its meeting held on 22.01.2020 approving proposal for Buyback.
- (iv). Copy of the Certificate dated 21.01.2020 received from M/s. S.N. Roy & Co., the Statutory Auditor of the Company, in terms of Clause (xi) of Schedule I of the Buyback Regulations.
- (v). Copy of the Postal Ballot notice to the equity shareholders dated 22.01.2020, along with the Explanatory Statement.
- (vi). Copy of the Special Resolution passed by the equity shareholders of the Company by Postal Ballot, the results of which were announced on 04.06.2020.
- (vii). Copy of the Declaration of Solvency and an Affidavit in form SH-9 as prescribed under section 68(6) of the Companies Act.
- (viii). Copy of the escrow account opening letter.
- (ix). Valuation Certificate from Ms. Vidhi Chandak, Chartered Accountants, certifying the Fair Value of the equity shares of the Company.
- (x). Copy of the Certificate from Mr. Aniruddh Dhand, Chartered Accountants, certifying that the Company has adequate funds for the purposes of buyback of not exceeding 179874 equity shares @ Rs. 610/- each.
- (xi). Copy of the Public Announcement published in the newspapers on 08.06.2020 and dispatch add published in the newspapers in compliance with SEBI Circular SEBI/CIR/CFD/DCR1/CIR/P/2020/83 dated May 14, 2020.
- (xii). Copy of SEBI observation letter.

## 25 DETAILS OF THE COMPLIANCE OFFICER

**Ms. Nidhi Rathi,**  
 Company Secretary,  
**Genesis Exports Limited,**  
 Chitrakoot, 10<sup>th</sup> Floor,  
 230A, A.J.C. Bose Road  
 Kolkata- 700020  
 Email: [genesis.exports@genesisexp.com](mailto:genesis.exports@genesisexp.com)  
 Tel. No.: +91 7604088814  
 Website: [www.genesisexp.com](http://www.genesisexp.com)

## 26 DETAILS OF THE REMEDIES AVAILABLE TO THE SHAREHOLDERS/BENEFICIAL OWNERS

- a) In case of any Grievance related to the buyback Offer (i.e. non receipt of the buyback consideration, Share certificate, Demat Credit, etc) the investors can approach the compliance officer/or the Manager to the buyback Offer/or The Registrar to the buyback for redressal.
- b) If the Company makes any default in complying with the provisions of Section 68(6), 69, 70 of the companies Act or any rules made thereunder or any regulation or under clause (f) of sub- section (2) of the Companies Act, the company or any officer of the Company who is in default shall be punishable for a term and its limit or with a fine or its limit or with both in terms of Companies Act.

- c) The address of the Concerned office of the Registrar of Companies is as follows:  
Registrar of Companies, West Bengal,  
Nizam Palace, 2<sup>nd</sup> MSO Building, 2<sup>nd</sup> Floor,  
234/4, A.J.C. Bose Road,  
Kolkata - 700020

## 27 DETAILS OF THE INVESTOR SERVICE CENTRES



**Maheshwari Datamatics Private Limited,**  
CIN: U20221WB1982PTC034886  
SEBI REGN No.: INR000000353  
Validity of Registration: Permanent  
(Contact Person: Mr. S. Rajagopal)  
23, R. N. Mukherjee Road, 5<sup>th</sup> Floor,  
Kolkata – 700 001  
Tel. No.: 033 2248 2248  
Fax No.: 033 2248 4787  
Email Id: [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com)  
Website: [www.mdpl.in](http://www.mdpl.in)

## 28 MANAGER TO THE BUYBACK OFFER



**VC Corporate Advisors Private Limited**  
CIN: U67120WB2005PTC106051  
SEBI REGN No.: INM000011096  
Validity of Registration: Permanent  
(Contact Person: Ms. Urvi Belani/ Mr. Premjeet Singh)  
31, Ganesh Chandra Avenue, 2<sup>nd</sup> Floor,  
Suite No. –2C, Kolkata-700 013,  
Tel. No.: 033- 2225 3940,  
Fax No.: 033 2225 3941,  
Email Id: [mail@vccorporate.com](mailto:mail@vccorporate.com)  
Website: [www.vccorporate.com](http://www.vccorporate.com)

## 29 DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE OFFER DOCUMENT

As per Regulation 24(i)(a) of the Buyback regulations, the Board of Directors of the Company accept full responsibility for the information contained in this Letter of Offer. The Letter of Offer is issued under the authority of the Board of Directors by the Buyback Committee through resolution passed by the buyback committee meeting held on 16.07.2020.

**For and on behalf of the Board of Directors of Genesis Exports Limited**

Sd/-  
**Ishita Jhunjunwala**  
Whole Time Director  
DIN: 08325065

Sd/-  
**Ajit Jhunjunwala**  
Director  
DIN: 00111872

Sd/-  
**Nidhi Rathi**  
Company Secretary  
ACS No. 32449

Place: Kolkata

Date: 16.07.2020

### Enclosure:

Tender Form for Eligible Shareholders holding Equity Shares in dematerialized form  
Tender Form for Eligible Shareholders holding Equity Shares in physical form  
SH-4

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