

GENESIS EXPORTS LIMITED

"Chitrakoot" 10th Fl., 230A, A.J.C. Bose Road, Kolkata - 700 020, INDIA

Tel. : 91- 7604088814/15/16/17. Fax : 91 - 33 -2287 0284

E-mail: genesis.exports@genesisexp.com

CIN: L26919WB1981PLC033906

Website: www.genesisexp.com

Date: Tuesday, September 07, 2021

To,
The Listing Department
The Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata - 700 001

CSE Scrip Code: 017135

Sub: Outcome of meeting of the Board of Directors of Genesis Exports Limited ("Company and together with the foregoing, the "Board") held on Tuesday, September 07, 2021 in accordance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended.

Dear Sir/Madam,

1. This is with reference to the captioned subject and in continuation of:
 - (a) our Intimation dated August 20, 2021, with respect to receipt of Initial Public Announcement dated August 20, 2021 from Mr. Sushil Jhunjunwala, Ms. Gyaneshwari Jhunjunwala, Mr. Ajit Jhunjunwala, Ms. Nidhi Jhunjunwala, and M/s. SKJ Investments Private Limited, members of the promoter/promoter group of the Company expressing their intention ("Acquirers") to acquire all fully paid-up equity shares of the Company ("Equity Shares") that are held by the public shareholders (as defined under Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended ("Delisting Regulations") and consequently voluntarily delist the equity shares from The Calcutta Stock Exchange Limited, being the recognized stock exchange where the equity shares of the company is presently listed ("Stock Exchange/CSE") in accordance with the provisions under the Delisting Regulations ("Delisting Proposal"); and
 - (b) our intimation dated August 25, 2021 regarding outcome of the meeting of the Board inter alia taking on record the Initial Public Announcement received from acquirers and appointing M/s. R M MIMANI & ASSOCIATES LLP, a firm of Company Secretaries in Practice and Peer Review Company Secretary, in accordance with Regulation 10(2) of the Delisting Regulations, for the purposes of carrying out the due diligence in accordance with the relevant provisions of the Delisting Regulations ("August 25th Intimation).
2. As stated in the August 25th Intimation after the receipt of the due diligence report from the Peer Review Company Secretary, the Board is to meet again to discuss and take a decision on the Delisting Proposal.
3. This is to inform you that a meeting of the Board of Directors has been held today i.e. September 07, 2021, pursuant to the receipt of the due diligence report from the Peer Review Company Secretary ("Company Secretary Report") on September 02, 2021.
4. In view of the above, the Board in its meeting held today has:
 - (a) taken on record the Company Secretary Report, in accordance with the provisions of the Delisting Regulations;
 - (b) taken on record the objective and rationale of the Delisting Proposal as presented by the Acquirers for:
 - (i) To provide an exit opportunity to the public shareholders of the company as the equity shares are not traded in CSE;
 - (ii) Eliminate the on-going expenses of the Company in maintaining a listing on the Stock Exchange, including investor relations expenses associated with these continued listing which will cease once the delisting is effective; and



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- (iii) the need to dedicate management time to comply with the requirements associated with the continued listings and the needs of the Public Shareholders will be reduced and can be refocused on the Company's business.
5. Relying on the information available with the Company, the Company Secretary Report and other confirmations received by the Board:
- (a) the Board discussed and provided its consent to the Proposed Delisting, in accordance with Regulation 10 of the Delisting Regulations. This consent is subject to consent of the shareholders of the Company through postal ballot in accordance with Delisting Regulations and subject to any other consents and requirements under applicable law including any conditions as may be prescribed or imposed by any authority while granting any approvals;
- (b) the Board provided the confirmations required under Regulation 10(4) of Delisting Regulations; and
- (c) the Board inter alia authorized the identified personnel to issue the notice and the accompanying explanatory statement to the shareholders in the form of Postal Ballot for seeking their consent for the Proposed Delisting and for taking necessary steps to finalize the draft notice and the accompanying explanatory statement and for undertaking allied and incidental matters in relation to the Postal Ballot exercise.
- (d) the board appointed Mr. Pravin Kumar Drolia, Proprietor of M/s. Drolia & Company, Practicing Company Secretaries (FCS - 2366 / CP - 1362) as the scrutinizer in terms of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, to conduct the process of the Postal Ballot in a fair and transparent manner.

We further wish to inform you that the Company has received a letter from the Acquirers dated September 07, 2021 along with the certificate dated September 02, 2021 from J P M K and Company, Independent Chartered Accountants, certifying that the floor price of the Delisting Proposal is INR 945/- (Rupees Nine Hundred Forty Five Only) which is determined in accordance with Regulation 20 of the Delisting Regulations read with Regulation 8 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. However, the final offer price for the Delisting Proposal will be determined in accordance with the reverse book building mechanism set out in the Delisting Regulations.

In compliance with Regulation 10(5) of the Delisting Regulations, enclosing herewith the due - diligence report of the Company Secretary in terms of Regulation 10(3) and the audit report under regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 in respect of the equity shares sought to be delisted covering a period of six months.

The meeting of the Board of Directors commenced at 4:30 P.M. and concluded at 5.15 P.M.

You are requested to please take the above on record.

Thanking you,

For Genesis Exports Limited

Nidhi Rathni

Nidhi Rathni

Company Secretary and Compliance Officer

Encl: a/a



R M MIMANI & ASSOCIATES LLP

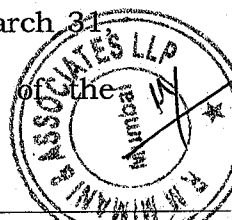
COMPANY SECRETARIES

To
The Board of Directors
Genesis Exports Limited
[CIN: L26919WB1981PLC033906]
Chitrakoot 10th Floor,
230A- A J C Bose Road
Kolkata - 700020

Dear Sirs,

Ref.: Report on Due-Diligence carried out for Genesis Exports Limited ("the Company") in terms of provisions of Sub-Regulation (3) of Regulation 10 under the SEBI (Delisting of Equity Shares) Regulations, 2021, as amended ("Delisting Regulations").

1. We, R M Mimani & Associates LLP, Company Secretaries, having Peer Reviewed Certificate No. 1065/2021, has been appointed by the Board of Directors of Genesis Exports Limited at its Meeting held on August 25, 2021 to carry out the due diligence pursuant to Sub Regulation (2) of Regulation 10 of Delisting Regulations.
2. We have obtained following details/information/documents for the purpose of carrying out due diligence in terms of Sub-Regulation (2) of Regulation 10 of Delisting Regulations:
 - a. the details of buying, selling and dealing in the equity shares of the company by the acquirer or its related entities during the period of two years prior to the date of Board Meeting held to consider the proposal for delisting i.e., August 25, 2021, including the details of the top twenty-five shareholders, for the said period.
 - b. the details of off-market transactions of such shareholders as per para 2(a) above during the period of two years prior to the date of Board Meeting held to consider the proposal for delisting i.e., August 25, 2021.
 - c. Shareholding pattern as on August 20, 2021 and for the preceding 9 quarters as per Regulation 31 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
 - d. Confirmation that the acquirers and its related entities are in compliance with sub-regulation (5) of Regulation 4 of Delisting Regulations in connection with the proposal for proposed voluntary delisting and shall comply with the same.
 - e. Undertaking that acquirer had not sold shares the equity shares of the company during the period of six months prior to the date of the initial public announcement made in terms of sub-regulation (1) of regulation 8 of these regulations.
 - f. Copy of resolution passed by the Board of Directors of the Company at its meeting held on August 25, 2021 approving the De-listing Proposal.
 - g. Other Details:
 - i. Annual Report of the Company for the financial ended on March 31, 2019, March 31, 2020 and March 31, 2021.
 - ii. Memorandum of Association and Articles of Association of the Company.



R M MIMANI & ASSOCIATES LLP

COMPANY SECRETARIES

- iii. Details of Directors and Promoters and/or Promoter Group along with their Permanent Account Number (PAN).
3. Based on the information and explanation given to us, the relevant records and documents produced before us and representation made to us by the Company and its officials; we hereby certify that:
- the buying, selling and dealing in the equity shares of the company carried out by the acquirer or its related entities and the top twenty-five shareholders is in compliance with the applicable provisions of securities laws including compliance with sub-regulation (5) of regulation 4 of these regulations.
4. We further confirm that:
- We are Company Secretary in Practice and holds a valid certificate of peer review issued by the Institute of Company Secretaries of India.
 - We are not associate of the acquirer or promoter or promoter group or their related entities

For **R M MIMANI & ASSOCIATES LLP**
[Company Secretaries]
[Firm Registration No.: L2015MH008300]



Manoj Mimani
(Partner)

ACS No: 17083

CP No: 11601

PR. No.: 1065/2021

UDIN: A017083C000879450



Place: Mumbai

Dated: September 02, 2021

CS PRAVIN KUMAR DROLIA

(Company Secretary in whole time practice)

RECONCILIATION OF SHARE CAPITAL AUDIT FOR SIX MONTHS PERIOD FROM 04/03/2021 TO 03/09/2021**Under Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 read with****Regulation 12(2) of SEBI (Delisting of Equity Shares) Regulations, 2021**

- 1 Name of the Company **Genesis Exports Limited**
- 2 ISIN : **INE 341D01014**
- 3 Face Value : **Rs. 10/-**
- 4 Registered Office Address : **CHITRAKOOT, 10TH FLOOR, 230A, A J C BOSE ROAD, KOLKATA 700020**
- 5 Correspondence Address : **Same as above**
- 6 Telephone, Fax Nos. : **7604088814-17**
- 7 Names of the Stock Exchanges where the Company's securities are listed : **CALCUTTA STOCK EXCHANGE LT**

	Number of shares	% of Total Issued Capital
8 Issued Capital	539636	
9 Listed Capital (Exchange-wise) CSE (as per company records)	539636	100.00
10 Held in dematerialised form in CDSL	468010	86.73
11 Held in dematerialised form in NSDL	0	0
12 Physical	71626	13.27
13 Total No. of shares (11+12+13)	539636	100.00

- 14 Reasons for difference if any, between (8&9) , (8 &13) , (9 &13) : **NIL**

- 15 **Certifying that there is no changes in share capital during the period under consideration as compare to details as on 3rd March 2021**

- 16 Register of Members is updated (Yes / No) **Yes**
If not, updated upto which date **N.A.**

- 17 Mention the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay :

Total No. of demat requests	No. of requests	No. of shares	Reasons for delay
Confirmed after 21 Days	NA	NA	NA
Pending for more than 21 days	NA	NA	NA

- 18 Name, Telephone & Fax No. of the Compliance Officer of the Co. **Ms Nidhi Rath**
7604088814-17
- 19 Name, Address, Tel. & Fax No., Regn. no. of the Certifying Company Secretary **Pravin Kumar Drolia**
9, Crooked Lane, 3rd Floor, R.N. 19, Kolkata 700069
Phone: 9831196869
FCS 2366, CP 1362
- 20 Appointment of common agency for share registry work if yes (name & address) **Maheswari Datamatics Pvt Ltd**
23, R N Mukherjee Road, 5th Floor, Kolkata- 700001
Email: mdpldc@yahoo.com
Phone Nos: 033- 2243-5029/2248-2248

- 21 Any other detail that the auditor may like to provide.
(e.g. BIFR company, delisting from SE, company changed its names, etc.) **NO**

PRAVIN
KUMAR
DROLIA

Digitally signed by
PRAVIN KUMAR
DROLIA
Date: 2021.09.07
17:13:17 +05'30'

Pravin Kumar Drolia
(Company Secretary in whole time practice)
FCS 2366, CP 1362
UDIN: F002366C0000612569

PLACE: 9, CROOKED LANE,
3RD FLOOR,
KOLKATA 700 069
DATE: 07/09/2021

My attendance for the purpose of physical verification and examination of relevant records in relation to the issue of above report was impracticable due to the prevailing restrictions caused by CORONA Pandemic and I relied on the records as made available to me by the Company and RTA through digital mode and I have also relied on the Certificate and information made available by the Company and RTA in this regard.