

POST-OFFER PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF

# Genesis Finance Company Limited

(CIN: L65910DL1990PLC040705)

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Contact Person: Mr. Gopal Bisht, Whole-time Director and Chief Financial Officer

This post offer public announcement (the "Post Offer Public Announcement") is being issued by Sundae Capital Advisors Private Limited ("Manager" or "Manager to the Offer") for and on behalf of Naresh Garg, (referred to as the "Acquirer") Promoter of Genesis Finance Company Limited, (the "Company") to the Public Shareholders as defined under Regulation 2(1)(l) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended, ("SEBI Delisting Regulations") (as defined below) ("Public Shareholders") of Genesis Finance Company Limited (the "Company") in respect of the acquisition of the fully paid up equity shares of the Company with a face value Rs. 10 (Indian Rupees Ten) each ("Equity Shares") that are held by the Public Shareholders and consequent voluntary delisting of the Equity Shares from Metropolitan Stock Exchange of India Limited ("MSEI") ("Stock Exchange") pursuant to Regulation 17(4) and other applicable provisions of SEBI Delisting Regulations ("Delisting Offer"). This Post Offer Public Announcement is in continuation to and should be read in conjunction with:

- Initial Public Announcement made by the Manager to the Offer on behalf of the Acquirer to the Stock Exchange dated September 16, 2023 (the "IPA");
- the Detailed Public Announcement in connection with the Delisting Offer, published on May 23, 2024 in (i) Business Standard (English - all editions); (ii) Business Standard (Hindi - all editions); and (iii) Mumbai Lakshadeep (Marathi - Mumbai Edition) (the "DPA"); and
- the Letter of Offer dated May 27, 2024 in connection with the Delisting Offer ("Letter of Offer");
- the Public Notice dated May 31, 2024 ("Public Notice")

Capitalized terms used but not defined in this Post Offer Public Announcement shall have the same meaning assigned to them as in the Detailed Public Announcement and the Letter of Offer.

The Acquirer, along with other members of promoter and promoter group of the Company, issued the Detailed Public Announcement to acquire up to 1,56,80,296 (One Crore Fifty Six Lakh Eighty Thousand Two Hundred Ninety Six) Equity Shares ("Offer Shares") representing 33.80% of the total issued and paid up Equity Shares of the Company from the Public Shareholders pursuant to Part B of Chapter III read with Chapter IV and other applicable provisions of the SEBI Delisting Regulations and other applicable terms of the Detailed Public Announcement and Letter of Offer. The Public Shareholders holding Equity Shares of the Company were invited to submit their Bids pursuant to the Reverse Book Building process ("RBBP") as prescribed in the SEBI Delisting Regulations through the Stock Exchange Mechanism during the Offer Period (i.e. from June 04, 2024 to June 07, 2024), in accordance with the SEBI Delisting Regulations. The designated stock exchange for the Delisting Offer is Metropolitan Stock Exchange of India Limited, being the stock exchange where the Equity Shares of the Company are listed. Further, National Stock Exchange of India Limited's Acquisition Window have been used to facilitate placing of sell orders by shareholders who wished to tender Equity Shares in the Offer.

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## 1. DISCOVERED PRICE

In terms of Regulation 22(1) of SEBI Delisting Regulations, the acquirer shall be bound to accept the equity shares tendered or offered in the delisting offer, if the discovered price determined through the reverse book building process is equal to the floor price or the indicative price, if any, offered by the acquirer. Since, the discovered price determined through Reverse Book Building process, that is, Rs. 25.40 (Rupees Twenty Five and Paise Forty only) ("Discovered Price"), equals to the floor price, that is, Rs. 25.40 (Rupees Twenty Five and Paise Forty only) ("Floor Price"), offered by the Acquirer, therefore, in terms of Regulation 22 and other applicable provisions of the SEBI Delisting Regulations, since the reverse book building process is deemed to be successful, therefore, the Acquirer have accepted the Discovered Price of Rs. 25.40 (Indian Rupees Twenty-Five and Paise Forty) per Equity Share as the final price for the Delisting Offer ("Exit Price").

## 2. SUCCESS OF THE DELISTING OFFER

- In accordance with Regulation 21(a) of the SEBI Delisting Regulations, the Detailed Public Announcement and Letter of Offer; the Delisting Offer would be deemed to be successful only if a minimum number of 1,10,40,584 (One Crore, Ten Lakh, Forty Thousand, Five Hundred and Eighty Four) Offer Shares are validly tendered at or below the Exit Price, and are acquired so as to cause the cumulative number of Equity Shares held by the Acquirer together with the promoters and the promoter group of the Company post the acquisition, through the Acquisition Window Facility, to be equal to or in excess of 4,17,57,408 (Four Crore Seventeen Lakh Fifty Seven Thousand Four Hundred and Eight) Equity Shares representing 90% (Ninety per cent) of the fully paid up share capital of the Company, excluding such Equity Shares in terms of Regulation 21(a) of SEBI Delisting Regulations ("Minimum Acceptance Condition"). In the RBBP, 1,51,68,786 (One Crore, Fifty One Lakh, Sixty Eight Thousand, Seven Hundred and Eighty Six) Equity Shares have been validly tendered at the Exit Price, which is higher than the Minimum Acceptance Condition threshold of Equity Shares to be acquired in the Delisting Offer.
- The Acquirer shall acquire all Equity Shares tendered through valid Bids at the Exit Price and post completion of the acquisition, the shareholding of the Acquirer together with the promoters and promoter group of the Company shall be 4,58,85,610 (Four Crore, Fifty Eight Lakh, Eighty Five Thousand, Six Hundred and Ten) Equity Shares representing 98.89% (Ninety Eight and Eighty Nine percent) of the fully paid up equity share capital of the Company, which would exceed the Minimum Acceptance Condition threshold required for Delisting Offer to be successful in terms of Regulation 21(a) and other applicable provisions of the SEBI Delisting Regulations.
- Skyline Financial Services Private Limited, Registrar to the Delisting Offer vide Certificate dated May 28, 2024, confirmed that the Letter of Offer has been dispatched to all the public shareholders whose e-mail ids were available, through email as an attachment to email and to the remaining shareholders (including those to whom e-mail cannot be delivered successfully) by Speed Post through the Indian Post and a detailed account regarding the status of delivery of the Letter of Offer is maintained.
- The Delisting Offer is thus deemed to be successful.
- All the Public Shareholders of the Company who have validly tendered their Equity Shares at the Exit Price of Rs. 25.40 (Indian Rupees Twenty-Five and Paise Forty only) per Equity Share will be paid the consideration at the Exit price of Rs. 25.40 (Indian Rupees Twenty-Five and Paise Forty only) per Equity Share. The last date for payment of consideration to all such Public Shareholders (in respect of whom no regulatory approvals are required) and whose Bids have been accepted will be June 19, 2024.
- The Equity Shares of the Public Shareholders whose Bids have been rejected in the RBBP, their demat shares or the physical shares would be returned to them in accordance with Methods of Settlement contained in the Detailed Public Announcement and Letter of Offer read along with SEBI Circulars, on June 19, 2024. Public Shareholders will have to ensure that they keep their depository participant account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or non-acceptance of Equity Shares under the Delisting Offer.

## 3. OUTSTANDING EQUITY SHARES AFTER DELISTING

- In accordance with Regulation 26 and other applicable provisions of the SEBI Delisting Regulations, all Public Shareholders of the Company who did not or were not able to participate in the RBBP or who unsuccessfully tendered their Equity Shares in the RBBP ("Residual Shareholders") will be able to offer their Equity Shares to the Acquirers at the Exit Price for a period of 1 (one) year following the date of delisting of Equity Shares from the Stock Exchange ("Exit Window").
- If the Public Shareholders have any query with regard to the Delisting Offer and / or Exit Window they should consult the Manager to the Offer or Registrar to the Offer as per the details given below.

The Post Offer Public Announcement is expected to be available on the websites of Metropolitan Stock Exchange of India Limited (MSEI).

### MANAGER TO THE DELISTING OFFER

# SUNDAE

Sundae Capital Advisors Private Limited  
SEBI Regn. No.: INM000012494  
404, 4th Floor, Vaibhav Chambers  
Bandra Kurla Complex, Bandra (East),  
Mumbai - 400 051, Maharashtra, India  
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Website: [www.sundaecapital.com](http://www.sundaecapital.com)  
Contact Person: Anchal Lohia / Rajiv Sharma

### REGISTRAR TO THE DELISTING OFFER

# Skyline

Financial Services Pvt. Ltd.

Skyline Financial Services Private Limited  
SEBI Regn. No.: INR000003241  
D-153A, 1st Floor, Okhla Industrial Area, Phase - I  
New Delhi - 110 020, India  
Tel No.: +91 11 4045 0193-197  
Fax: +91 11 2681 2683  
E-mail ID: [ipo@skylinert.com](mailto:ipo@skylinert.com)  
Investor Grievance e-mail id:  
[grievances@skylinert.com](mailto:grievances@skylinert.com)  
Website: <https://www.skylinert.com>  
Contact Person: Anuj Rana

For and on behalf of Acquirer to the Offer

Sd/-  
Naresh Garg

Place: New Delhi  
Date: June 10, 2024