

FOR THE ELIGIBLE SHAREHOLDERS OF GENUS PRIME INFRA LIMITED ONLY

This is an Abridged Letter of Offer containing salient features of the Letter of Offer dated April 04, 2019 (“**Letter of Offer**”). You are encouraged to read greater details available in the Letter of Offer. Capitalised terms not specifically defined herein shall have the meaning ascribed to them in the Letter of Offer.

THIS ABRIDGED LETTER OF OFFER CONTAINS 8 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES

Our Company has dispatched hard copy of the Abridged Letter of Offer along with the Composite Application Form (“**CAF**”) to the Eligible Shareholders at their Indian addresses registered with their depository or the Company. You may also download the Letter of Offer from the website of our Company and the Stock Exchange where the Equity Shares of the Company are listed i.e. the BSE Limited at www.genusprime.com and www.bseindia.com respectively.

**GENUS PRIME INFRA LIMITED**

Registered Office: Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad - 244001, Uttar Pradesh

Tel: 0591-2511171; **Fax:** 0591-2511242

Corporate Office: D-116, Okhla Industrial Area, Phase – 1, New Delhi – 110020

Tel: 011-47114800; **Fax:** 011-47114833

Contact Person: Mr. Kunal Nayar, Company Secretary and Compliance Officer

Tel: 0591-2511171; **Fax:** 0591-2511242; **Email:** cs.genusprime@gmail.com

Website: www.genusprime.com; **Corporate Identity Number:** L24117UP2000PLC032010

PROMOTERS OF THE COMPANY

Mr. Amit Kumar Agarwal, Mr. Jitendra Agarwal and Mr. Rajendra Agarwal

ISSUE DETAILS, LISTING AND PROCEDURE

ISSUE OF 8,52,940 EQUITY SHARES OF FACE VALUE OF ₹ 2 EACH (“EQUITY SHARES”) OF GENUS PRIME INFRA LIMITED (“GENUS” OR THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹ 3 (INCLUDING SHARE PREMIUM OF ₹ 1) PER EQUITY SHARE (“ISSUE PRICE”) FOR AN AGGREGATE AMOUNT OF ₹ 25,58,820 TO THE ELIGIBLE EQUITY SHAREHOLDERS ON RIGHTS BASIS IN THE RATIO OF 2 EQUITY SHARES FOR EVERY 33 EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, I.E. MARCH 28, 2019 (THE “ISSUE”). THE ISSUE PRICE IS 1.5 TIMES THE FACE VALUE OF THE EQUITY SHARES.

The existing Equity Shares of our Company are listed on the BSE Limited (“**BSE**” or “**Stock Exchange**”). Our Company has received “in-principle” approval from BSE for listing the Rights Equity Shares vide its letter dated February 28, 2019. For the purpose of the Issue, the Designated Stock Exchange is the BSE.

Procedure:

If you wish to know about processes and procedures applicable to rights issues, you may refer to the section titled “*Offering Information*” of the Letter of Offer, which can be downloaded from the website of our Company and BSE.

ELIGIBILITY FOR THE ISSUE

The Equity Shares of our Company are presently listed on the BSE. Our Company has received “in-principle” approval from BSE for listing the Rights Equity Shares vide its letter dated February 28, 2019. Our Company undertakes to make an application to the BSE for listing of the Rights Equity Shares to be issued pursuant to this Issue.

INDICATIVE TIMETABLE

| | | | |
|--|-----------------------|--|---------------------|
| Issue Opening Date | April 18, 2019 | Date of Allotment (on or about) | May 10, 2019 |
| Last date for receiving requests for Split Application Forms (SAFs) | April 25, 2019 | Date of Credit of Shares in Demat Account (on or about) | May 13, 2019 |
| Issue Closing Date | May 02, 2019 | Date of listing (on or about) | May 15, 2019 |

The above time table is indicative and does not constitute any obligation on our Company.

GENERAL RISKS

Investments in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in relation to this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The securities being offered in the issue have not been recommended or approved by the BSE/Securities and Exchange Board of India, (“**SEBI**”), nor does BSE/SEBI guarantee the accuracy or adequacy of the Letter of Offer. **Investors are advised to refer to the section titled “Risk Factors” given in the Letter of Offer/ this Abridged Letter of Offer before making an investment in this Issue.**

| | |
|---|---|
| Name of Registrar to the Issue and contact details | Alankit Assignments Limited SEBI Reg. No.: INR000002532 1E/13, Alankit Heights, Jhandewalan Extension, New Delhi – 110055 Tel: 011-42541955; Fax: +91-11-23552001 E-mail: gpilright@alankit.com Investor Grievance e-mail id: gpilright@alankit.com Website: www.alankit.com Contact Person: Mr. Ram Avtar Pandey |
| Name of Statutory Auditor | M/s. D. Khanna & Associates, Chartered Accountants |
| Self Certified Syndicate Banks | The list of banks is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes |
| Banker to the Issue | Yes Bank Limited |

PROMOTERS OF THE COMPANY

Mr. Amit Agarwal, aged 45 years, is one of the promoters and a Whole Time Director of our Company. Mr. Amit Agarwal has more than 22 years of Garment Manufacturing experience. He has also promoted a knit garment export house with 300 sewing machines and in high fashion for ladies and men. He is also running a home textiles manufacturing and exports units with products such as cushions, quilts, comforters and duvet covers, which are exported. Mr. Amit has vast experience and proficiency in financial and business development functions. He is on the Board of Directors of several other Companies.

Mr. Jitendra Agarwal, aged 39 years, son of Sri I.C Agarwal, holds Master's Degree in Business Administration (Marketing) and has wide experience in diversified business activities. He is brother of Mr. Amit Agarwal and Mr. Rajendra Agarwal, the other two promoters of our Company.

Mr. Rajendra Agarwal, aged 41 years, son of Sri I.C Agarwal, holds a Bachelor's degree and has gained rich experience in operational management, risk management and technology development. He is brother of Mr. Amit Agarwal and Mr. Jitendra Agarwal, the other two promoters of our Company.

Our Listed Group Companies are Genus Power Infrastructures Limited and Genus Paper & Boards Limited.

BUSINESS

We were incorporated as 'Gulshan Chemfill Limited' on October 20, 2000, as a public limited company, under the Companies Act, 1956 and got Certificate of Commencement of business on 24th October, 2000. Subsequently, the name of our Company was changed to its current name, i.e., 'Genus Prime Infra Limited' (GPIL) on 21st February, 2008, as we decided to diversify our activities into infrastructure projects. BSE vide its notice no. 20190214-25 dated February 14, 2019 has accepted the change in name of our Company to its current name, i.e., 'Genus Prime Infra Limited' w.e.f. February 20, 2019 on Stock Exchange. Pursuant to the Scheme of Arrangement and demerger between our Company and Gulshan Sugars and Chemicals Limited ("GSCL") as sanctioned by the Hon'ble High Court of Uttar Pradesh at Allahabad vide its Order dated 28th February 2001 with rectification order 12th April 2001, the PCU division of GSCL was demerged to Gulshan Chemfill Limited with effect from 4th March 2001. On March 2005, under the scheme of merger/amalgamation, we acquired the assets and liabilities of Gulshan Chem Carb Limited, a company incorporated under the Companies Act 1956. Scheme of amalgamation was sanctioned by the Hon'ble High Court of Himachal Pradesh at Shimla vide its order dated 4th March 2005. The present promoters acquired the controlling stake and management control of the Company in April, 2015 subsequent to open offer given by them to Public shareholders in March, 2015.

Presently, we have negligible revenue from operations in more than last five financial years. Our Company intends to be engaged in the business of building, constructing, altering, improving, developing, working, controlling and managing in India or abroad any buildings, offices, apartments, colonies, factories, roads, railways and other related infrastructural work.

BOARD OF DIRECTORS

| Sl. No | Name | Designation | Experience |
|---------------|-------------------------|---|--|
| 1. | Mr. Amit Agarwal | Whole Time Director and Chief Executive Officer | Mr. Amit Agarwal, aged 45 years, has more than 22 years of Garment Manufacturing experience. He has also promoted a knit garment export house with 300 sewing machines and in high fashion for ladies and men. He is also running a home textiles manufacturing and exports units with products such as cushions, quilts, comforters and duvet covers, which are exported. Mr. Amit has vast experience and proficiency in financial and business development functions. He is on the Board of Directors of several other Companies. |

| | | | |
|----|---------------------------------|--|---|
| 2. | Mr. Rameshwar Pareek | Independent Director | Mr. Rameshwar Pareek, aged 74 years, has extensive experience of more than 36 years in implementation of Government policies and their governance. He has worked as Senior Executive of Rajasthan Financial Corporation, Jaipur and also served on deputation to Bureau of Industrial Promotion (BIP), Jaipur. He has vast industrial exposure and in-depth knowledge of trade policies and their implications. He has also considerable experience and immense knowledge in varied fields like finance, accounting, auditing, corporate affairs and allied legal and taxation matters. |
| 3. | Mrs. Simple Agarwal | Non-Executive Non Independent Director | Mrs. Simple Agarwal, aged 45 years, is a Bachelor of Arts (B.A) and has vast industrial exposure and in-depth knowledge of handling the business matters. |
| 4. | Mr. Dharam Chand Agarwal | Independent Director | Mr. Dharam Chand Agarwal, aged 67 years, is a commerce graduate and has vast business experience. |
| 5. | Mr. Kamal Kant Agarwal | Independent Director | Mr. Kamal Kant Agarwal, aged 59 years, is a commerce graduate and has vast industrial exposure and in-depth knowledge of handling the business matters. |

Our Company has complied with the requirements of Corporate Governance contained in Equity Listing Agreement particularly those relating to composition of Board of Directors, constitution of committees etc. For further details of Directors and Corporate Governance please refer chapter titled “*Our Management*” of the Letter of Offer.

OBJECTS OF THE ISSUE

Requirement of Funds

| Sr. No. | Particulars | Amount (in Rs.) |
|--------------|--|------------------|
| 1 | Long term Working Capital Requirements | 18,00,000 |
| 2 | General Corporate Purposes | 4,00,000 |
| 3 | Expenses for the issue | 3,58,820 |
| Total | | 25,58,820 |

Means of Finance

| Sr. No. | Particulars | Amount (in Rs.) |
|--------------|--------------------------------|------------------|
| 1 | Proceeds from the Rights Issue | 25,58,820 |
| Total | | 25,58,820 |

The fund requirement and deployment is based on our Management estimates and has not been appraised by any bank or financial institution or any other independent agencies. The fund requirement above is based on our current business plan.

Estimated Schedule of Deployment of Funds

As estimated by our management, the entire proceeds received from the issue would be utilized in current financial year 2019-20.

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/rights issues, if any, of the Company in the preceding 10 years: Not Applicable.

Name of monitoring agency, if any: Not Applicable

SHAREHOLDING PATTERN AS ON DECEMBER 31, 2018

| Sr. No. | Particulars | Pre Issue number of shares | % Holding of Pre issue |
|--------------|---------------------------|----------------------------|------------------------|
| 1. | Promoter & Promoter Group | 1,11,89,523 | 79.51% |
| 2. | Public | 28,83,977 | 20.49% |
| Total | | 1,40,73,500 | 100.00% |

FINANCIAL INFORMATION

Standalone

(In ₹ Lakhs)

| Particulars | Nine months ended December 31, 2018 (Audited) | FY 2018 (Audited) | FY 2017 (Audited) |
|--|---|-------------------|-------------------|
| Total Income | 13.58 | 18.81 | 8.25 |
| Net Profit / (Loss) before tax and extraordinary items | (3.59) | (0.80) | (12.18) |
| Net Profit / (Loss) after tax and extraordinary items | (3.59) | (0.80) | (12.18) |

| | | | |
|--------------------------------|----------|---------|---------|
| Equity Share Capital | 381.47 | 381.47 | 381.47 |
| Other Equity | 6156.00 | 6159.59 | 5246.83 |
| Net worth | 6537.47 | 6541.06 | 5628.30 |
| Basic earnings per share (₹) | (0.01) # | (0.01) | (0.09) |
| Diluted earnings per share (₹) | (0.01) # | (0.01) | (0.09) |
| Return on net worth (%) | (0.05) # | (0.01) | (0.22) |
| Net asset value per share (₹) | 46.45 | 46.48 | 39.99 |

not annualized.

Consolidated

(In ₹ Lakhs)

| Particulars | Nine months ended December 31, 2018 (Audited) | FY 2018 (Audited) | FY 2017 (Audited) |
|--|---|----------------------|----------------------|
| Total Income | 13.58 | 21.27 | 10.67 |
| Net Profit / (Loss) before tax and extraordinary items | (5.65) | (0.29) | (11.71) |
| Net Profit / (Loss) after tax and extraordinary items | (5.65) | (0.29) | (11.71) |
| Equity Share Capital | 381.47 | 381.47 | 381.47 |
| Other Equity | 7506.59 | 7512.25 | 6190.40 |
| Net worth | 7888.06 | 7893.72 | 6571.87 |
| Basic earnings per share (₹) | (0.04) # | (0.002) | (0.08) |
| Diluted earnings per share (₹) | (0.04) # | (0.002) | (0.08) |
| Return on net worth (%) | (0.07) # | (0.004) | (0.18) |
| Net asset value per share (₹) | 56.05 | 56.09 | 46.70 |

not annualized.

INTERNAL RISK FACTORS – Top 10 risk factors as per the Letter of Offer

1. Our Listed Group Companies namely Genus Power Infrastructure Limited and Genus Paper and Boards Limited have outstanding/disputed dues of Rs. 2,680.84 Lakhs and Rs. 814.05 Lakhs respectively to various statutory bodies like Income Tax, Sales Tax, Service Tax, Custom Duty, VAT and GST as on March 31, 2018.
2. Our Company doesn't have revenue from operations on standalone basis in the last three financial years.
3. We have incurred losses in the past and as a result we had negative earnings per share. If we continue to incur losses, the results of our operations and financial condition may be materially and adversely affected.
4. Significant differences exist between IND AS and Indian GAAP, which may be material to investor's assessments of financial condition of our company.
5. We have not undertaken an independent appraisal for proposed fund requirement and the deployment of the proceeds of the issue.
6. Our subsidiaries, Sansar Infrastructure Private Limited, Star Vanijya Private Limited and Sunima Trading Private Limited have negligible revenue and profit for FY 2017-18, 2016-17 and 2015-16.
7. Our Promoters may have the ability to determine the outcome of any shareholder resolution.
8. Inability to obtain adequate financing to meet our Company's liquidity and capital resource requirements may have an adverse effect on the proposed expansion activities of our Company and business operations.
9. Any future equity offerings or issue of options under employee stock option scheme may lead to dilution of investor's shareholding in our company.
10. Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

Except as described below, there are no outstanding litigations including, suits, criminal or civil prosecutions and taxation related proceedings against our company, or our subsidiaries or our Promoters or our Directors whose outcome could have a material adverse effect on our operations and financial position. Further, except as stated in the Letter of Offer, there are no defaults, non-payment of statutory dues including institutional / bank dues/ Fixed Deposits / Debentures that would have a material adverse effect on our business as of the date of the Letter of Offer. Further, no disciplinary action has been taken by SEBI or any stock exchanges against our Company, our Subsidiaries, our Directors and our Promoters except as mentioned below. Except as disclosed below, we are not aware of any litigation involving moral turpitude, material violations of statutory regulations and or proceedings relating to economic offences which have arisen in the last ten years.

| S. No. | Parties in the Suit/Show Cause Notices | Case Number / Court / Authority | Brief facts of the Case | Present Status and Amount Involved |
|--------|--|---------------------------------|--|--|
| 1 | Genus Prime Infra Limited V/S SEBI | A&E/EAD-/KSVB/2206/1/2017 | SEBI issued SCN (Show Cause Notice) number A&E/EAD-/KS-VB/2206/1/2017 dated May 29, 2017 under Rule 4(1) of SEBI (Procedure for Holding Inquiry and Imposing penalties by Adjudicating Officer) Rules, 1995. | The SEBI vide its letter dated March 08, 2019, allowed our company to take benefit of summary settlement on remittance of settlement amount of Rs.16,83,213/- (Rupees Sixteen Lakh Eighty Three Thousand Two hundred and Thirteen Only). On March 16, 2019, We remitted a sum of Rs.16,83,213/- through RTGS. SEBI vide its Settlement Order (No: CFD/GPIL/EAD-8/AO/KS/CO-04/2019) dated March 29, 2019 on our Settlement Application (No. 3313/2017) informed that the adjudication proceedings initiated against the applicant viz. Genus Prime Infra Limited vide SCN dated May 29, 2017 has been disposed off . |

For details in relation to the proceedings relating to outstanding dues involving our Listed Group Companies, please refer to the section titled “*Outstanding Litigations and Material Developments*” of the Letter of Offer,

ANY OTHER IMPORTANT INFORMATION

Rights Entitlement Ratio

The Equity Shares are being offered on a rights basis to the existing equity shareholders of our Company in the ratio of 2 Equity Shares for every 33 Equity Shares held as on the Record Date.

Terms of Payment

The entire amount of ₹ 3 per Equity Share is payable on application.

Fractional Entitlements

The Equity Shares are being offered on a rights basis under the Issue in the ratio of 2 Equity Shares for every 33 Equity Shares held as on the Record Date. For the Equity Shares being offered on rights basis under this Issue, if the shareholding of any of the Eligible Equity Shareholders is less than 33 Equity Shares or is not in multiples of 33, the fractional entitlement less than 0.5 of such Eligible Equity Shareholders shall be ignored and more than 0.5 of such Eligible Equity Shareholders shall be rounded off to the next integer for computation of the Rights Entitlement. However, Eligible Equity Shareholders whose fractional entitlements are being ignored earlier will be given preference in the Allotment of one additional Equity Share each, if such Eligible Equity Shareholders have applied for additional Equity Shares over and above their Rights Entitlement, if any. An illustration stating the rights entitlement for number of Equity Shares is set out below:

Those Eligible Equity Shareholders having fractional entitlement of less than 0.5 Equity Share will be entitled to zero Equity Shares under the Issue and shall be dispatched a CAF with zero entitlement. Such Eligible Equity Shareholders are entitled to apply for additional Equity Shares. However, they cannot renounce the same in favour of any third parties. CAF with zero entitlement will be non-negotiable/ non-renounceable.

Listing and trading of Rights Equity Shares proposed to be issued

Our existing Equity Shares are currently listed and traded on BSE (Scrip Code: 532425) as Genus Prime Infra Ltd under the ISIN INE256D01014. The fully paid-up Rights Equity Shares proposed to be issued pursuant to the Issue shall, in terms of SEBI Circular No. CIR/MRD/DP/21/2012 dated August 2, 2012, be Allotted under a temporary ISIN shall be frozen till the time final listing and trading approval is granted by the Stock Exchange. Upon receipt of such listing and trading approval, the Rights Equity Shares proposed to be issued pursuant to the Issue shall be debited from such temporary ISIN and credited in the existing ISIN and thereafter be available for trading. The listing and trading of the Equity Shares shall be based on the current regulatory framework applicable thereto. Accordingly, any change in the regulatory regime would affect the listing and trading schedule. Upon Allotment, the Equity Shares shall be traded on Stock Exchanges in the demat segment only. The Rights Equity Shares allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of the necessary formalities for listing and commencement of trading of the Rights Equity Shares shall be taken within seven Working Days of finalization of Basis of Allotment. We have made an application for “in-principle” approval for listing of the Equity Shares to the BSE and have received such approval from the BSE pursuant to the letter number DCS/RIGHT/SD/FIP/3415/2018-19 dated February 28, 2019. Our Company will apply to the BSE for final approval for the listing and trading of the Rights Equity Shares.

Subscription by the Promoter/Promoter Group

Mr. Amit Kumar Agarwal, Promoter of our Company, have given an undertaking, on behalf of the Promoter Group, vide his letter dated August 25, 2018 that the promoter group do not intend to subscribe in the Rights Issue, in order to ensure that our Company achieves minimum public shareholding as per SEBI Circular “SEBI/HO/CFD/CMD/CIR/P/43/2018” dated February 22, 2018.

Procedure for Application

The CAF for Rights Equity Shares offered as a part of the Issue would be printed for all Eligible Equity Shareholders and shall be sent only to their registered address provided in India. In case the original CAFs are not received by the Eligible Equity Shareholders or is misplaced by the Eligible Equity Shareholders, the Eligible Equity Shareholders may request the Registrar to the Issue, for issue of a duplicate CAF, by furnishing the registered folio number, DP ID, Client ID and their full name and address. In case the signature of the Eligible Equity Shareholder(s) does not match with the specimen registered with us or the DP, the application is liable to be rejected. Please note that neither our Company, nor the Registrar shall be responsible for delay in the receipt of the CAF/ duplicate CAF attributable to postal delays or if the CAF/ duplicate CAF are misplaced in the transit. Eligible Shareholders should note that those who are making the application in such duplicate CAF should not utilize the original CAF for any purpose, including renunciation, even if the original CAF is received or found subsequently. If any Eligible Shareholder violates any of these requirements, he/she shall face the risk of rejection of both applications.

Please note that in accordance with the provisions of the SEBI circular no. CIR/CFD/DIL/1/2011 dated April 29, 2011 QIB Applicants, Non-Institutional Investors and other Applicants whose application amount exceeds ₹2,00,000 complying with the eligibility conditions prescribed under the SEBI circular no. SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009 must mandatorily participate in the Issue only through the ASBA process. The Investors who are not (i) QIBs, (ii) Non-Institutional Investors or (iii) Investors whose application amount is less than ₹ 2,00,000, can participate in the Issue either through the ASBA process or the non ASBA process

No Offer in the United States

The Rights Entitlements and Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (The “US Securities Act”) or any U.S. State securities laws and may not be offered, sold, resold or otherwise transferred within the United States of America or the territories or possessions thereof (The “United States” or “U.S.”), except in a transaction exempt from the registration requirements of the Securities Act. The Rights Entitlements and Equity Shares referred to in the Letter of Offer are being offered in India, but no in the United States. The offering to which the Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights for sale in the United States or as a solicitation therein of an offer to buy any of the said securities. Accordingly, the Letter of Offer / Abridged Letter of Offer and the enclosed CAF should not be forwarded to or transmitted in or into the United States at any time.

Application on Plain Paper (Non - ASBA)

An Eligible Equity Shareholder who has neither received the original CAF nor is in a position to obtain the duplicate CAF may make an application to subscribe to the Issue on plain paper, along with account payee cheque drawn on a bank payable at par, pay order/demand draft (after deducting banking and postal charges) payable at Delhi, in case of resident shareholders and payable at Mumbai in case of non-resident shareholders, which should be drawn in favour of “*Genus Prime Infra Limited – Rights Issue - R*” in case of resident shareholders and non-resident shareholders applying on non-repatriable basis and in favour of “*Genus Prime Infra Limited – Rights Issue – NR*” in case of non-resident shareholders applying on repatriable basis and send the same by registered post directly to the Registrar to the Issue so as to reach Registrar to the Issue on or before the Issue Closing Date. The envelope should be super scribed “*Genus Prime Infra Limited – Rights Issue - R*” in case of resident shareholders and Non-resident shareholders applying on non-repatriable basis, and “*Genus Prime Infra Limited – Rights Issue – NR*” in case of non-resident shareholders applying on repatriable basis.

- The application on plain paper, duly signed by the applicant(s) including joint holders, in the same order as per specimen recorded with us or the Depositories, must reach the office of the Registrar to the Issue before the Issue Closing Date and should contain the following particulars:
- Name of Issuer, being Genus Prime Infra Limited;
- Name and address of the Equity Shareholder including joint holders;
- Registered Folio Number/ DP and Client ID no.;
- Number of Rights Equity Shares held as on Record Date;
- Number of Rights Equity Shares entitled to;

- Number of Rights Equity Shares applied for;
- Number of additional Rights Equity Shares applied for, if any;
- Total number of Rights Equity Shares applied for;
- Total amount paid at the rate of ₹ 3 per Rights Equity Share;
- Particulars of cheque/ demand draft;
- Savings/ current account number and name and address of the bank where the Eligible Equity Shareholder will be depositing the refund order. In case of Rights Equity Shares allotted in demat form, the bank account details will be obtained from the information available with the Depositories;
- Except for applications on behalf of the Central or State Government and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue; Documentary evidence for exemption to be provided by the applicants;
- Share certificate numbers and distinctive numbers of Rights Equity Shares, if held in physical form;
- Allotment option preferred - physical or demat form, if held in physical form;
- If the payment is made by a draft purchased from NRE/ FCNR/ NRO account, as the case may be, an account debit certificate from the bank issuing the draft confirming that the draft has been issued by debiting the NRE/ FCNR/ NRO account;
- Signature of the Applicant to appear in the same sequence and order as they appear in our records / Depositories.

Application on Plain Paper under the ASBA process

An Eligible Equity Shareholder who has neither received the original CAF nor is in a position to obtain the duplicate CAF and who is applying under the ASBA Process may make an application to subscribe to the Issue on plain paper giving details of ASBA Account such as the account number, name, address and branch of the relevant SCSB, in addition to the applicable details given under the head “**Application on plain paper (Non-ASBA)**”. The Equity Shareholder shall submit the plain paper application to the Designated Branch of SCSB for authorising such SCSB to block an amount equivalent to the amount payable on the application in the said bank account maintained with the same SCSB. Applications on plain paper from any address outside India will not be accepted. Additionally, all such applicants applying on plain paper are deemed to have accepted the following:

"I am/we are entitled to subscribe for and acquire the Rights Equity Shares under the laws of all relevant jurisdictions that apply to me/us and I/we have fully observed such laws and complied with all necessary formalities to enable me/us to subscribe for the Rights Equity Shares. I was/we were outside the United States (within the meaning of Regulation S) under the Securities Act, at the time the offer of the Rights Equity Shares was made to me/us and I was/we were outside the United States when my/our buy order for the Rights Equity Shares was originated. I/we did not purchase the Rights Equity Shares as a result of any “directed selling efforts” (as defined in Regulation S). I/ we understand that the Rights Equity Shares have not been and will not be registered under the Securities Act or the securities law of any state of the United States and I/we will not offer or sell the Rights Equity Shares except in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S or pursuant to any other available exemption from registration under the Securities Act and in accordance with all applicable securities laws of the states of the United States and any other jurisdiction, including India. If I/we acquired any of the Rights Equity Shares as fiduciary or agent for one or more investor accounts, I/we have sole investment discretion with respect to each such account and I/we have full power to make the foregoing representations, warranties, acknowledgements and agreements on behalf of each such account. I/we shall indemnify and hold Genus Prime Infra Limited harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties or agreements. I/we agree that the indemnity set forth in this paragraph shall survive the resale of the Rights Equity Shares. I/we acknowledge that Genus Prime Infra Limited and others will rely upon the truth and accuracy of the foregoing representations, warranties and acknowledgements."

Please note that those who are making the application otherwise than on original CAF shall not be entitled to renounce their rights and should not utilize the original CAF for any purpose including renunciation even if it is received subsequently. If the Eligible Equity Shareholder violates such requirements, he/ she shall face the risk of rejection of both the applications. We shall refund such application amount to the Eligible Equity Shareholder without any interest thereon and no liability shall arise on part of our Company and our Directors. In cases where multiple CAFs are submitted, including cases where an investor submits CAFs along with a plain paper application, such applications shall be liable to be rejected. Investors are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company and the Registrar not having any liability to the Investor. The plain paper application format will be available on the website of the Registrar to the Issue.

Additional Rights Equity Shares

You are eligible to apply for additional Rights Equity Shares over and above the number of Rights Equity Shares that you are entitled to, provided that you are eligible to apply for the Rights Equity Shares under applicable law and you have applied for all the Rights Equity Shares (as the case may be) offered without renouncing them in whole or in part in favour of any other person(s). Where the number of additional Rights Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment in consultation with the Designated Stock Exchange. Applications for additional Rights Equity Shares shall be considered and Allotment shall be made at the sole discretion of our Board, in consultation with the Designated Stock Exchange and in the manner prescribed under “*Offering Information*” of the Letter of Offer.

Renunciation

This Issue includes a right exercisable by you to renounce the Rights Equity Shares offered to you either in full or in part in favour of any other person or persons. Your attention is drawn to the fact that we shall not Allot and/ or register the Rights Equity Shares in favour of the following Renounees (i) more than three persons (including joint holders), (ii) partnership firm(s) or their nominee(s), (iii) minors (except applications by minors having valid demat accounts as per the demographic details provided by the depositories), (iv) HUF, or (v), HUF, any trust or society (unless the same is registered under the Societies Registration Act, 1860 or the Indian Trust Act, 1882 or any other applicable law relating to societies or trusts and is authorized under its constitution or bye-laws to hold Equity Shares, as the case may be). Additionally, existing Eligible Equity Shareholders may not renounce in favour of persons or entities in the U.S., or to, or for the account or benefit of a “U.S. Person” (as defined in Regulation S), or who would otherwise be prohibited from being offered or subscribing for Rights Equity Shares or Rights Entitlement under applicable securities laws.

Procedure for renunciation:

To renounce all the Rights Equity Shares offered to an Equity Shareholder in favour of one Renounee

If you wish to renounce the Rights Entitlement indicated in Part ‘A’, in whole, please complete Part ‘B’ of the CAF. In case of joint holding, all joint holders must sign Part ‘B’ of the CAF. The person in whose favour renunciation has been made should complete and sign Part ‘C’ of the CAF. In case of joint Renounees, all joint Renounees must sign Part ‘C’ of the CAF.

To renounce in part/ or renounce the whole to more than one person(s)

If you wish to either accept this offer in part and renounce the balance or renounce the entire Rights Entitlement under this Issue in favour of two or more Renounees, the CAF must be first split into requisite number of SAFs. Please indicate your requirement of SAFs in the space provided for this purpose in Part ‘D’ of the CAF and return the entire CAF to the Registrar to the Issue so as to reach them latest by the close of business hours on the last date of receiving requests for SAFs as mentioned herein. On receipt of the required number of SAFs from the Registrar, the procedure as mentioned in paragraph above shall have to be followed. In case the signature of the Eligible Equity Shareholder(s), who has renounced the Rights Equity Shares, does not match with the specimen registered with us/ Depositories, the application is liable to be rejected.

Renounee(s)

The person(s) in whose favour the Equity Shares are renounced should fill in and sign Part ‘C’ of the CAF and submit the entire CAF to the Banker to the Issue or to any of the collection branches of the Bankers to the Issue as mentioned in the reverse of the CAF on or before the Issue Closing Date along with the application money in full. The Renounee cannot further renounce.

Change and/ or introduction of additional holders

If you wish to apply for the Rights Equity Shares jointly with any other person(s), not more than three (including you), who is/ are not already a joint holder with you, it shall amount to renunciation and the procedure as stated above for renunciation shall have to be followed. Even a change in the sequence of the name of joint holders shall amount to renunciation

Ex-rights Price

The ex-rights price of the Equity Shares as per Regulation 10(4)(b) of the SEBI Takeover Regulations is ₹3.49/-.

DECLARATION BY THE COMPANY

No statement made in the Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. All the legal requirements connected with the said issue as also the regulations, instructions etc. issued by SEBI, Government of India, Reserve Bank of India and any other competent authority in this behalf, have been duly complied with. We further certify that all statements made in the Letter of Offer are true and correct.

Place: Moradabad

Date: April 04, 2019