

## **GENUS PRIME INFRA LIMITED**

(Formerly Gulshan Chemfill Limited)

**Regd. Office:** Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad, U.P.-244001

CIN: L24117UP2000PLC032010

**Tel.:** +91-591-2511171; **Fax:** +91-591-2511242; **Email:** cs.genusprime@gmail.com; **Website:** www.genusprime.com

### **Notice of the 19<sup>th</sup> Annual General Meeting**

Notice is hereby given that the 19<sup>th</sup> Annual General Meeting of Genus Prime Infra Limited (Formerly Gulshan Chemfill Limited) will be held on Monday, 30<sup>th</sup> day of September, 2019 at 2.00 pm at the Registered Office of the Company at Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad, U.P.-244001, to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2019 together with Reports of the Directors' and the Auditors' thereon.
2. To appoint a director in place of Mr. Amit Agarwal (DIN: 00016133), who retires from office by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration.

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, as amended or re-enacted from time to time, and pursuant to the recommendation of the Audit Committee of the Board of Directors of the Company, M/s D. Khanna & Associates, Chartered Accountants (ICAI Firm Registration No. 012917N) be and are hereby appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company, at such remuneration as may be fixed by the Board of Directors of the Company.”

#### **SPECIAL BUSINESS:**

##### **4. Re-appointment of Mr. Rameshwar Pareek as an Independent Director**

To consider and, if thought fit, to pass, with or without modification, the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of section 149, 152 and other applicable provisions, of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV to the Act, as amended from time to time, Mr. Rameshwar Pareek (DIN 00014224), Non-Executive Director of the Company, who has consented to act as such, be and is hereby re-appointed as an

Independent Director of the Company for a second term of 5 consecutive years with effect from April 01, 2019 up to March 31, 2024, not liable to retire by rotation.”

**5. Re-appointment of Mr. Kamal Kant Agarwal as an Independent Director**

To consider and, if thought fit, to pass, with or without modification, the following resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of section 149, 152 and other applicable provisions, of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV to the Act, as amended from time to time, Mr. Kamal Kant Agarwal (DIN 01641506), Non-Executive Director of the Company, who has consented to act as such, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 consecutive years with effect from April 01, 2019 up to March 31, 2024, not liable to retire by rotation.”

**6. Re-appointment of Mr. Dharam Chand Agarwal as an Independent Director**

To consider and, if thought fit, to pass, with or without modification, the following resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of section 149, 152 and other applicable provisions, of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV to the Act, as amended from time to time, Mr. Dharam Chand Agarwal (DIN 00014211), Non-Executive Director of the Company, who has consented to act as such, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 consecutive years with effect from April 01, 2019 up to March 31, 2024, not liable to retire by rotation.”

**7. Transaction with Related Party under Section 188 of the Companies Act, 2013**

To consider and, if thought fit, to pass, with or without modification, the following resolution as **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment, modification or re-enactment thereof), consent of the Members of the Company be and is hereby accorded for entering into related party transactions by the Company with effect from 1<sup>st</sup> April, 2019 up to the maximum per annum amounts as appended below:

(Rs. in Laacs)

<b>Maximum Value Of Contract /Transaction (Per Annum) wef 1<sup>st</sup> April, 2019</b>					
<b>Transactions defined u/s 188(1) of the Companies Act, 2013</b>					
	Sale, Purchase or supply	Loans & Advances/ Borrowings	Leasing of property of any kind	Availing or rendering of any services;	Appointment of any agent for purchase

	of any goods, materials				or sale of goods, materials, services or property
<b>Name of Related Parties :</b>					
<b>Companies :</b>					
Genus International Commodities Limited	-	40.00	-	-	-
<b>Directors / KMPs / Relatives of Directors and KMPs /other firms and Companies in which directors have some interest as per provisions of Section 2(76) of the Companies Act, 2013</b>	-	-	-	-	-

**RESOLVED FURTHER THAT** the Board of Directors and /or any committee thereof be and is hereby authorized to do and perform all such acts, deeds or things as may be necessary or incidental thereto including to finalize any documents and writings thereto as in its absolute discretion deem proper and desirable to give effect to this resolution.”

By Order of the Board of Directors

Kunal Nayar  
Company Secretary

**Registered Office:**

Near Moradabad Dharam Kanta, Kanth Road, Harthala,  
Moradabad, U.P.-244001

Tele: +91-591-2511171 fax: +91-591-2511242;

E-mail: cs.genusprime@gmail.com;

Website: www.genusprime.com

Corporate Identification Number (CIN): L24117UP2000PLC032010

Moradabad, 14<sup>th</sup> August, 2019

## NOTES:

- 1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote instead of himself. The proxy need not be a member of the company. The proxy form duly stamped, completed and signed should be received by the company not later than 48 hours before the time fixed for the commencement of the meeting. The proxy form is enclosed herewith.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

- 2) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
- 3) The explanatory statement pursuant to section 102(1) of the Companies Act, 2013, which sets out details relating to special business to be transacted at the Meeting, is annexed herewith.
- 4) The Register of Members and the Share Transfer Books of the Company shall remain closed from Tuesday, 24<sup>th</sup> September, 2019 to Monday, 30<sup>th</sup> September, 2019 (both days inclusive).
- 5) Members who hold shares in dematerialized form are requested to bring their DP ID and Client ID numbers for easy identification of their attendance at the meeting.
- 6) Since the Company has never declared any dividend since its incorporation. No amount is, therefore, has fallen due for transfer to Investor Education & Protection Fund.
- 7) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent.
- 8) Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (i.e. Agency/Bank, with whom they are maintaining their demat accounts), directly. Members, who hold shares in physical form, are requested to notify such changes to the Company's Registrars and Share Transfer Agents (i.e. M/s. Alankit Assignments Limited, Delhi).
- 9) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository

Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent.

- 10) The Company has designated a separate e-mail ID of the grievance redressal division / compliance officer named 'investor.redressal.gcl@gmail.com' exclusively for the purpose of registering complaints by investors.
- 11) As per the provisions of the Companies Act, 2013, facility for making nominations is available to the members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrar and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participants.
- 12) Members/Proxies are requested to bring copy of the Annual Report with them, as copies of the Report will not be distributed at the Meeting.
- 13) Relevant documents referred to in the accompanying Notice and Explanatory Statement will be available for inspection by the members at the registered office of the Company between 11.00 a.m. and 1.00 p.m. on all working days upto the date of the AGM.
- 14) The relevant details of persons seeking appointment/re-appointment as Directors under Item No. 2, 4, 5 and 6 of the Notice, as required under SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, entered into with the Stock Exchanges, are given in this Notice.
- 15) With a view to support the 'Green Initiative', we are sending the Notice of the General Meetings, Financial Statements, Annual Reports or all other communications required to be sent to the members of the Company, to the e-mail address given by the members to their Depositories. We request the members, who have not registered their e-mail address, so far, to register their e-mail addresses with their concerned Depository Participants or the Company at "cs.genusprime@gmail.com" or Registrar, M/s. Alankit Assignments Limited at "rta@alankit.com" for receiving all communication from the Company electronically. A form for updating email Id's with the Company for receiving the notices and other documents at their email address is also enclosed.
- 16) **Voting through electronic means:** In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services Limited ("CDSL"). Members have an option to either cast their vote through ballot paper by attending the Annual General Meeting or through e-voting facility from a place other than the venue of the Meeting.

Members can opt for only one mode of voting. However, in case Members cast their vote both via physical ballot and e-voting, then voting through electronic mode would prevail and voting done by physical ballot shall be treated as invalid.

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on Friday, 27th September, 2019 (9:00 a.m.) and ends on Sunday, 29th September, 2019 (5:00 p.m.). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, 23rd September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on “Shareholders” tab.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank	Enter the Bank Account Number as recorded in your demat account or in the company records for the said demat account or folio.

Details	<ul style="list-style-type: none"> <li>Please enter the DOB or Bank Account Number in order to login. If the details are not recorded with the depository or company please enter user id/folio number in the Dividend Bank details field.</li> </ul>
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- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Genus Prime Infra Limited (Formerly Gulshan Chemfill Limited)> on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non-Individual Shareholders & Custodians:
  - Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Monday, 23rd September, 2019, may follow the same instructions as mentioned above for e-voting.
  - (ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - (iii) The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Monday, 23rd September, 2019.
  - (iv) Ms. Komal, Practicing Company Secretary (Prop of M/s Komal & Associates, Delhi ACS No.48168, CP No.17597), of Delhi has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
  - (v) The results of the e-voting along with the scrutinizer’s report shall be placed on the Company’s website ‘[www.genusprime.com](http://www.genusprime.com)’ and on the website of CDSL immediately after the result is declared. The results will also be communicated to BSE Limited.
  - (vi) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Monday, 30th September, 2019.



**Pursuant to Regulations 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchanges and secretarial standard 2 issued by ICSI, information about the directors proposed to be appointed is furnished below:**

<b>Name of Director</b>	<b>Mr. Amit Agarwal</b>	<b>Mr. Rameshwar Pareek</b>	<b>Mr. Kamal Kant Agarwal</b>	<b>Mr. Dharam Chand Agarwal</b>
<b>Date of Birth</b>	17.07.1973	01.11.1944	03.03.1960	08.02.1952
<b>Date of original appointment</b>	15.08.2011	31.07.2008	10.04.2010	10.04.2010
<b>Qualification</b>	Graduate	Post Graduate	Graduate	Graduate
<b>Experience</b>	Business management with experience in apparels	Business management with experience of corporate laws & accounts	Business management with rich experience in automobile industry	Business management with a strong background in financial arenas
<b>Directorships in other Companies as on March 31, 2019</b>	<ul style="list-style-type: none"> <li>• Genus Apparels Limited</li> <li>• True Home Décor Private Limited</li> <li>• Genus International Commodities Limited</li> <li>• Genus Mobility Solutions Limited</li> <li>• J C Textiles Private Limited</li> <li>• M.K.J. Manufacturing Pvt Ltd</li> <li>• IOJO Fashion Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Genus Paper &amp; Boards Limited</li> <li>• Genus Power Infrastructures Limited</li> <li>• Kailash Vidyut &amp; Ispat Limited</li> <li>• Virtuous Infra Limited</li> <li>• Star Vanijya Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Ganganagar Agencies Limited</li> <li>• Sunima Trading Private Limited</li> <li>• Sansar Infrastructure Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Genus Power Infrastructures Limited</li> </ul>

<p><b>Chairman/ Member of the Committee of Directors of other Companies in which he is a Director as on March 31, 2019</b></p>	<p>Chairman:</p> <ul style="list-style-type: none"> <li>• Genus Apparels Limited-Audit Committee</li> </ul>	<p>Chairman:</p> <ul style="list-style-type: none"> <li>• Genus Power Infrastructures Limited-Audit Committee</li> </ul> <p>Member:</p> <ul style="list-style-type: none"> <li>• Genus Power Infrastructures Limited-Nomination &amp; Remuneration Committee</li> <li>• Genus Power Infrastructures Limited-Stakeholder's Relationship Committee</li> <li>• Genus Paper &amp; Boards Limited-Nomination &amp; Remuneration Committee</li> <li>• Genus Paper &amp; Boards Limited-Stakeholder's Relationship Committee</li> <li>• Genus Paper &amp; Boards Limited-Audit Committee</li> <li>• Genus Paper &amp; Boards Limited-CSR Committee</li> </ul>	<p>Nil</p>	<p>Chairman:</p> <ul style="list-style-type: none"> <li>• Genus Power Infrastructures Limited-Nomination &amp; Remuneration Committee</li> <li>• Genus Power Infrastructures Limited-Stakeholder's Relationship Committee</li> <li>• Genus Power Infrastructures Limited-Risk Management Committee</li> </ul> <p>Member:</p> <ul style="list-style-type: none"> <li>• Genus Power Infrastructures Limited- Audit Committee</li> <li>• Genus Power Infrastructures Limited-CSR Committee</li> </ul>
<p><b>Number of shares held in the Company as on March 31, 2019</b></p>	<p>3387520</p>	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>

## **Explanatory Statement**

As required by Section 102 of the Companies Act, 2013 (hereinafter referred to as “the Act”) the following Explanatory Statements set out all material facts relating to the business mentioned under Item No. 4 to 7 of the accompanying notice dated August 14<sup>th</sup>, 2019.

### **Item No. 4 to 6**

Mr. Rameshwar Pareek, Mr. Kamal Kant Agarwal and Mr. Dharam Chand Agarwal (hereinafter collectively referred to as the 'Directors'), were appointed as non-executive directors pursuant to the provisions of section 149 of the Act, which came into effect from April 1, 2014, where every listed public company was required to have at least one-third of the total number of directors as independent directors, who were not liable to retire by rotation. Hence, in compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of the aforesaid three directors as Independent Directors for five consecutive years for a term from April 01, 2014 to March 31, 2019 were placed before the Members for their approval.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company; but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Section 149, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rameshwar Pareek, Mr. Kamal Kant Agarwal and Mr. Dharam Chand Agarwal, being eligible for re-appointment as Independent Directors and offering themselves for re-appointment, are proposed to be re-appointed as Independent Directors for second term of five consecutive years from April 01, 2019 up to March 31, 2024.

The Company has received declaration from them stating that they meet the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. They have also given the consent to continue to act as Directors of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Rameshwar Pareek, Mr. Kamal Kant Agarwal and Mr. Dharam Chand Agarwal fulfil the conditions specified under Section 149(6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for their re-appointment as Independent Non-Executive

Directors of the Company and are independent of the management. Copy of the draft letter for appointment of Mr. Rameshwar Pareek, Mr. Kamal Kant Agarwal and Mr. Dharam Chand Agarwal as Independent Non-Executive Directors setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (09.00 am to 6.00 pm) on any working day, except Saturday up to and including the date of AGM of the Company.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Rameshwar Pareek, Mr. Kamal Kant Agarwal and Mr. Dharam Chand Agarwal as Independent Directors.

Accordingly, the Board recommends passing of the Special Resolution in relation to the re-appointment of Mr. Rameshwar Pareek, Mr. Kamal Kant Agarwal and Mr. Dharam Chand Agarwal as Independent Directors for another term of five consecutive years with effect from April 01, 2019 up to March 31, 2024, for the approval by the shareholders of the Company.

Except the appointee directors, being individual appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is/are, in any way, concerned or interested in the said resolution/matter, except to the extent of their respective shareholdings in the Company, if any.

### **Item No. 7**

#### **Transaction with Related Party under Section 188 of the Companies Act, 2013**

Pursuant to Section 188 of the Companies Act, 2013 (the Act), such Related Party Transactions as specified under the Act, which are not in the ordinary course of business and/or are not on arms length basis, shall be subject to prior approval of the Audit Committee or Board, and prior approval of the shareholders by way of special resolution if the amount of such transaction exceeds the limit as prescribed.

Further, Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all material Related Party Transactions shall require approval of the shareholders through special resolution and the related parties shall abstain from voting on such resolutions.

(As per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a transaction with a related party shall be considered material if the transaction /transactions to be entered into individually or taken together with previous transactions during a financial year exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.)

Though your Company always seeks to enter into transactions with related parties in the ordinary course of business and at arm's length basis; still there may be some such transactions which are done in the interest of the Company and for which your approval is required under the provisions of the Companies Act, 2013.

In the light of provisions of the Act, the Board of Directors of the Company has approved the transactions along with the limits that your Company may enter into with its Related Parties (as defined under the Act and SEBI (LODR) Regulations, 2015) for the financial year 2018-19 and beyond.

All prescribed disclosures as required to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 are given here in below in a tabular format for kind perusal of the members.

<b>Particulars of Transactions entered or proposed to be entered for approval u/s 188 of the Companies Act, 2013</b>					
<b>Maximum value of Contract /Transaction(per annum) wef 1<sup>st</sup> April, 2019</b>					
<b>(Rs. in Lacs)</b>					
<b>Transactions defined u/s 188(1) of the Companies Act, 2013</b>					
	Sale, Purchase or supply of any goods, materials	Loans & Advances/Borrowings	Leasing of property of any kind	Availing or rendering of any services;	Appointment of any agent for purchase or sale of goods, materials, services or property
<b>Name and Nature of Relationship with Related Parties :</b>					
<b>Companies :</b>					
<b>Genus International Commodities Limited</b> Group Company (shareholding interest of promoters/directors/KMPs/their relatives u/s 102 of the Companies Act, 2013)	-	40.00	-	-	-

<b>Directors/KMPs/ Relatives of Directors and KMPs /other Firms and Companies in which Directors have some interest as per provisions of Section 2(76) of the Companies Act, 2013</b>	-	-	-	-	-
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1. Name of the related party and nature of relationship: As provided in table above.
2. Name of the director or key managerial personnel who is related, if any;  
  
Mr. Amit Agarwal, Director of the Company is deemed to be interested in the above resolution.
3. Nature, duration of the contract and particulars of the contract or arrangement: As provided in table above.
4. Material terms of the Contract or arrangement including the value, if any: As referred in point (3) above.
5. Any advance paid or received for the contract or arrangement, if any: As referred in above table
6. Manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract: All proposed transactions would be carried out as part of the business requirements of the Company and would be at arm's length basis.
7. Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors: All factors have been considered.
8. Any other information relevant or important for the Board to take a decision on the proposed transaction: NIL

As per second proviso to section 188 (1) of the Companies Act 2013, if any member is a related party in any contract or arrangement, then that party shall not vote in the special resolution, wherein such contract or arrangement is considered for approval. Therefore, no member of the Company shall vote on above resolution, if such member is a related party.

Except above, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is in any way concerned or interested in the said Resolution.

The Board recommends the Special Resolution set out at Item No.7 of the Notice for approval by the Shareholders.

**By Order of the Board of Directors**

**Kunal Nayar**  
**Company Secretary**

**Registered Office:**

Near Moradabad Dharam Kanta, Kanth Road, Harthala,  
Moradabad, U.P.-244001

Tele: +91-591-2511171 fax: +91-591-2511242;

E-mail: [cs.genusprime@gmail.com](mailto:cs.genusprime@gmail.com);

Website: [www.genusprime.com](http://www.genusprime.com)

Corporate Identification Number (CIN): L24117UP2000PLC032010

Moradabad, 14<sup>th</sup> August, 2019

## PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

### GENUS PRIME INFRA LIMITED

(Formerly Gulshan Chemfill Limited)

**Regd. Office:** Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad (UP)-244001; **CIN:** L24117UP2000PLC032010

**Corp. Office:** D-116, Okhla Industrial Area, Phase-I, New Delhi-110020

**Tel.** +91-591-2511171; **Fax** +91-591-2511242; **Email:** cs.genusprime@gmail.com **Website:** www.genusprime.com

Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No / *Client-ID – *DPID:	

(\*Applicable for investors holding shares in electronic form)

I/We, being the member(s) of \_\_\_\_\_ shares of above named company, hereby appoint:

(1) Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/her;

(2) Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/her;

(3) Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19<sup>th</sup> Annual General Meeting of the Company, to be held on **Monday, September 30, 2019** at 2:00 p.m. at Near Moradabad Dharam Kanta, Kanth Road Harthala, Moradabad (U.P.)-244001, and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions	Optional**	
		For	Against
<b>Ordinary Business</b>			
1	Adoption of Standalone and Consolidated Financial Statements for the year ended March 31, 2019		
2	Re-appointment of Mr. Amit Agarwal, who retires by rotation		
3	Appointment of M/s. D. Khanna & Associates, Chartered Accountants, Jaipur as Auditors and fix their remuneration		
4	Re-appointment of Mr. Rameshwar Pareek as an Independent Director*		
5	Re-appointment of Mr. Kamal Kant Agarwal as an Independent Director*		
6	Re-appointment of Mr. Dharam Chand Agarwal as an Independent Director*		
7	Transaction with Related Party under section 188 of the Companies Act, 2013*		

\*Special resolution

**Signed this..... day of.....2019**

Signature of Shareholder : \_\_\_\_\_

Signature of Proxy holder(s) : \_\_\_\_\_

Affix Revenue Stamp of One Rupee
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**Notes:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. A Proxy need not be a member of the Company.**
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- \*\*This is only optional. Please put an 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



## ATTENDANCE SLIP

**GENUS PRIME INFRA LIMITED**

(Formerly Gulshan Chemfill Limited)

**Regd. Office:** Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad, Uttar Pradesh-244001

**CIN:** L24117UP2000PLC032010, **Corp. Office:** D-116, Okhla Industrial Area, Phase-I, New Delhi-110020

**Tel.** +91-591-2511171; **Fax** +91-591-2511242; **Email:** cs.genusprime@gmail.com **Website:** www.genusprime.com

DP ID No.*		Folio No.	
Client ID No *		No. of Shares	

\* Applicable for investors holding shares in electronic form.

Name of Member	
Address of Member	
Name of Proxy	

I certify that I am a registered member / proxy for the registered member of the Company. I hereby record my presence at the 19<sup>th</sup> Annual General Meeting of the Company to be held on **Monday, September 30, 2019 at 2:00 p.m.** at Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad-244001, Uttar Pradesh.

### Notes:

- Equity Shareholders are requested to bring the Attendance Slip with them when they come to the meeting and hand it over at the gate after signing it.
- Incomplete attendance slips shall not be accepted.
- The Equity Shareholders / proxies are advised to bring original photo identity proof for verification.
- Joint shareholders may obtain additional Slip at the venue of the meeting.
- Members are requested to bring their copy of Annual Report at AGM.

\_\_\_\_\_  
Signature of Member / Proxy

## FORM FOR REGISTRATION/UPDATION OF EMAIL ADDRESS

To\*:

The Company (for members holding shares in physical mode)/

The Depository Participants (for members holding shares in Demat mode)

Dear Sir,

**Sub: Registration/Updation of email address (Genus Prime Infra Limited)** Formerly Gulshan Chemfill Limited

Please register/update my email address for the purpose of sending Annual Report and other notices/documents in electronic mode:

Name of the Shareholder(s)	
Email Id	
Folio No. / DP Id	
Client Id	
Mobile No	

Date:

Place:

\_\_\_\_\_  
Signature of the Shareholder(s)\*

\* Please ensure that the form is signed by the registered shareholder himself, alongwith joint shareholders, if any.

### ELECTRONIC VOTING PARTICULARS

<b>EVSN</b>	<b>User Id</b>	<b>Password</b>
<b>190807014</b>		