



# **GENUS PRIME INFRA LIMITED**

**(Formerly Gulshan Chemfill Limited)**

A large, stylized graphic element consisting of several overlapping, thick, dark gray circular and semi-circular shapes. One large circle is on the left, and another smaller one is on the right, partially overlapping the first. The background is white with a light gray curved shape at the bottom right.

## **ANNUAL REPORT 2016-2017**

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# CORPORATE INFORMATION...>>>>

## BOARD OF DIRECTORS

Mr. Amit Agarwal  
Mr. Rameshwar Pareek  
Mr. Dharam Chand Agarwal  
Mr. Kamal Kant Agarwal  
Mrs. Simpall Agarwal

Whole Time Director & CEO  
Non-Executive Independent Director  
Non-Executive Independent Director  
Non-Executive Independent Director  
Non-Executive Non Independent Director

## Chief Financial Officer

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Mr. Hukam Singh

## COMPANY SECRETARY

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Mr. Kunal Nayar

## AUDITORS

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### M/s. D. Khanna & Associates

Chartered Accountants,  
G-6, Royal Sundram, Vivekanand Marg, C-Scheme,  
Jaipur-302001

## REGISTRAR AND SHARE TRANSFER AGENT

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### Alankit Assignments Limited

1E/13, Alankit Heights,  
Jhandewalan Extension,  
New Delhi – 110 055  
Tel: +91-11-42541234  
Fax: +91-11-42541201  
Email address: rta@alankit.com

## CORPORATE IDENTIFICATION NUMBER

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L24117UP2000PLC032010

## REGISTERED OFFICE

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

## CORPORATE OFFICE

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D-116, Okhla Industrial Area,  
Phase-I, New Delhi-110 020  
Tel: +91-11-47114800 Fax: +91-11-47114833

## WEBSITE & EMAIL ID

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Website: [www.genusprime.com](http://www.genusprime.com)  
E-mail : [cs.genusprime@gmail.com](mailto:cs.genusprime@gmail.com)

# NOTICE...>>>>

## GENUS PRIME INFRA LIMITED

(Formerly Gulshan Chemfill Limited)

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

**CIN:** L24117UP2000PLC032010

**Tel.** +91-11-47114800; **Fax** +91-11-47114833; **Email:** cs.genusprime@gmail.com **Website:** www.genusprime.com

### **NOTICE OF 17<sup>th</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 17<sup>th</sup> Annual General Meeting of Genus Prime Infra Limited (Formerly Gulshan Chemfill Limited) will be held on Thursday, 21<sup>st</sup> day of September, 2017 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, 2017 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** M/s. D. Khanna & Associates, Chartered Accountants (Registration No. 012917N), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, at such remuneration as shall be fixed by the Board of Directors of the Company.”

**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

Corporate Identification Number (CIN): L24117UP2000PLC032010

Moradabad, 31<sup>st</sup> July, 2017

#### **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.

## NOTICE...>>>>

- 4) The Register of Members and the Share Transfer Books of the Company shall remain closed from Friday, 15<sup>th</sup> September, 2017 to Thursday, 21<sup>st</sup> September, 2017 (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 "cs.genusprime@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) The Route map to the venue of the meeting is included in this Notice for easy location.
- 14) 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.
- 15) The relevant details of persons seeking appointment/re-appointment as Directors under Item No.2 of the Notice, as required under SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, entered into with the Stock Exchanges, are given in this Notice.
- 16) 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.
- 17) **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

# NOTICE...>>>>

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 Monday, 18<sup>th</sup> September, 2017 (9:00 a.m.) and ends on Wednesday, 20<sup>th</sup> September, 2017 (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 Thursday, 14<sup>th</sup> September, 2017 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. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on “Shareholders” tab.
- (iv) 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.
- (v) 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 Details	Enter the Bank Account Number as recorded in your demat account or in the Company records for the said demat account or folio. <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>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.

## NOTICE...>>>>

- (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, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdeskevoting@cdslindia.com](mailto:helpdeskevoting@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. Thursday, 14<sup>th</sup> September, 2017, 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 Thursday, 14<sup>th</sup> September, 2017.

## NOTICE...>>>>

- (vi) Mr. Nishant Agarwal, Practicing Company Secretary (Partner of M/s Gaurav Gupta & Associates, Moradabad, FCS No.8140, CP No.7965), 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 in the Company's website '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. Thursday, 21<sup>st</sup> September, 2017.

**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>	Mr. Amit Agarwal
<b>Date of Birth</b>	17.07.1973
<b>Date of original appointment</b>	15.08.2011
<b>Qualification</b>	Graduate
<b>Experience</b>	Business management with experience in Apparels
<b>Directorships in other Companies as on March 31, 2017</b>	<ul style="list-style-type: none"><li>• Genus Apparels Limited</li><li>• Genus International Commodities Limited</li><li>• J C Textiles Private Limited</li><li>• True Home Décor Private Limited</li><li>• M.K.J. Manufacturing Pvt Ltd</li></ul>
<b>Chairman/ Member of the Committee of Directors of other Companies in which he is a Director as on March 31, 2017</b>	Nil
<b>Number of shares held in the Company as on March 31, 2017</b>	33,87,520

**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, 31<sup>st</sup> July, 2017.



**Route Map of the venue of 17<sup>th</sup> Annual General Meeting of Genus Prime Infra Limited**



# DIRECTOR'S REPORT ...>>>>

## Dear Members,

Your Directors are pleased to present before you the Seventeenth Annual Report along with Audited Financial Statements of your Company for the year ended 31<sup>st</sup> March, 2017.

## FINANCIAL HIGHLIGHTS

(Rs. in Lacs)

Particulars	Current Year March 31, 2017	Previous Year March 31, 2016
Revenue	0.00	0.00
Total expenses	20.43	23.19
Profit/ (Loss) before Exceptional and Extraordinary Items and Tax	(12.18)	(23.19)
Exceptional Items	0.00	0.00
Profit/ (Loss) before Extraordinary Items and Tax	(12.18)	(23.19)
Extraordinary Items	0.00	0.00
Profit before Tax	(12.18)	(23.19)
Tax Expenses	0.00	0.00
Profit/ (Loss) for the period	(12.18)	(23.19)
Earnings per share (after extraordinary items) (Basic) (In Rs.)	(0.09)	(0.16)
Earnings per share (after extraordinary items) (Diluted) (In Rs.)	(0.09)	(0.16)

## Operations

The Company incurred a cash loss of Rs. 12.18 lacs in the financial year under review. The Company is optimistic of its business operations in the coming years through its continued strategic planning. Your Directors expect to minimize the losses in future through their efforts.

## Dividend

The Board of Directors does not recommend any dividend for the year.

## Share Capital

The equity shares of the Company are being traded on Bombay Stock Exchange. The paid up share capital as on 31<sup>st</sup> March, 2017, was Rs. 381.47 Lacs consisting of 14073500 equity shares of Rs. 2/- each and 100000 preference shares of Rs. 100 each. The Company has neither issued shares with differential voting rights nor sweat equity shares.

## Particulars of Loans, Guarantees or Investments

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

## Related Party Transactions

During the year, the Company has not entered into any contracts/arrangements/transactions which could be considered material in accordance with the policy of the Company on Material Related Party Transactions. The Policy on materiality of related party transactions and dealing with related party transactions can be accessed on the Company's website at the link [www.genusprime.com](http://www.genusprime.com).

## Fixed Deposits

During the year under review, your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

# DIRECTOR'S REPORT ...>>>>

## Report On Corporate Governance

Your Company upholds the standards of governance and is compliant with the Corporate Governance

Provisions as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Our report on Corporate Governance forms part of this annual report and attached with this report. Certificate from the Statutory Auditors of the Company viz. M/s. D. Khanna & Associates, Chartered Accountants confirming the compliance with the conditions of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is included as a part of this report.

Further, the Management Discussion and Analysis Report and CEO/CFO Certificate as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are also presented in separate sections forming part of the Annual Report.

## Code of Conduct

All board members and senior management personnel have affirmed compliance with the provisions of Code of Conduct of the Company on annual basis, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Code of Conduct is also placed on Company's website [www.genusprime.com](http://www.genusprime.com).

## Material Changes and Commitments affecting the Financial Position of the Company between the End of the Financial Year and the Date of this Report

No material changes and commitments have occurred after the close of the year till the date of this Report which affect the financial position of the Company.

## Subsidiaries, Joint Ventures and Associate Companies

The Company has three subsidiaries as on March 31, 2017 and it has published the audited consolidated financial statements for the financial year 2016-17 and the same forms part of the Annual Report for the financial year commencing from the 1st day of April, 2016 and ending on the March 31, 2017 pursuant to the Companies (Accounts) Amendment Rules, 2014 issued vide notification dated October 14, 2014. The consolidated financial statements presented by the Company include financial information of its subsidiaries 'Sansar Infrastructure Private Limited', 'Sunima Trading Private Limited' and 'Star Vanijya Private Limited' prepared in compliance with applicable Accounting Standards. Further, a statement containing salient features of the financial statement of our subsidiaries in the prescribed format Form AOC-1 is attached as Annexure A.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and audited accounts of the subsidiaries are available on the website of the Company at [www.genusprime.com](http://www.genusprime.com).

The Policy for determining material subsidiaries may be accessed on the Company's website at the link [www.genusprime.com](http://www.genusprime.com).

## Risk Management and Internal Control Systems

The Company has laid down a procedure to inform Board members about the risk assessment and minimization procedures. The Board of Directors has framed the Risk Management Policy to anticipate and report potential risk in time and proper implementation of control to mitigate the negative impact of risk.

## Whistle blower and Vigilance Mechanism

Your Company has formulated and implemented a 'Whistleblower and Vigilance Policy' with a view to provide a mechanism for directors and employees of the Company to approach the Vigilance Officer /Chairperson of the Audit Committee of the Company. Under this mechanism, Whistleblower can report the concerns of unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy. Any actual or potential fraud or violation of the Company's Codes/Policies, howsoever insignificant or perceived as such, remains a matter of serious concern for the Company. The Company takes appropriate action against any Officer whose actions are found to violate the Code or any other policy of the Company, after giving him a reasonable opportunity of being heard. The Whistleblower and Vigil Mechanism Policy has been uploaded on the website of the Company and can be accessed at the link [www.genusprime.com](http://www.genusprime.com).

# DIRECTOR'S REPORT ...>>>>

## Prevention of Insider Trading

Pursuant to the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and to prevent Insiders from procuring, communicating, providing or allowing access to unpublished price sensitive information unless required for discharge of duties, the Company has formulated and adopted the code of conduct (“the Code”) for regulating, monitoring and reporting of trading by insiders, with effect from 15<sup>th</sup> May, 2015. The Company has received an affirmation for compliance with the Code, from all the designated persons as defined in the Code.

## Directors

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Amit Agarwal, (DIN: 00016133) Whole time Director of the Company, retire by rotation at the ensuing Annual General Meeting and he being eligible, has offered himself for re-appointment. The brief resume of Director seeking appointment/reappointment is given in the Notice of the AGM

## Key Managerial Personnel

Mr. Amit Agarwal, Whole Time Director & Chief Executive Officer, Mr. Hukam Singh, **Chief Financial Officer** and Mr. Kunal Nayar, Company Secretary of the Company are the Key Managerial Personnel as per the provisions of the Companies Act, 2013. Mr. Kunal Nayar was appointed as Company Secretary of the Company w.e.f. 1<sup>st</sup> February, 2017 in place of Mr. Pulkit Ahuja who resigned from the post w.e.f. 1<sup>st</sup> February, 2017. Further, Mr. Pradeep Kumar, Chief Financial Officer (CFO) of the Company has resigned from the post w.e.f. 14<sup>th</sup> November, 2016.

## Number of Board Meetings Held

During the Financial Year 2016-2017, the Board of Directors of the Company met 5 (five) times on 26<sup>th</sup> May, 2016, 13<sup>th</sup> August, 2016, 14<sup>th</sup> November, 2016, 01<sup>st</sup> February, 2017 and 10<sup>th</sup> February, 2017.

Further, a separate meeting of the Independent Directors of the Company was also held on 18<sup>th</sup> February, 2017, where at the prescribed items enumerated under schedule IV to the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, were discussed.

Further, details of board meetings have been provided in the Corporate Governance Report.

## Committees of the Board

The Board has constituted three committees Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee to manage the work of the Board in effective manner and to deal with urgent or special issues/matters and in compliance with the requirements of the relevant provisions of applicable laws and statutes. A detailed note on Board and its committees, terms of reference etc. is provided under the Corporate Governance Report section of this Report.

## Board Evaluation

In line with the statutory requirements enshrined under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board carried out performance evaluation of itself, its committees, the Chairman and each of the other directors.

All the Directors and the Board as a whole and its committees were evaluated on the basis of framework adopted by the Board of the Company. The Board and the performance of committees was evaluated after taking inputs and recommendations from all the directors on the basis of the criteria such as the composition and structure, effectiveness, functioning, governance, level of engagement, contribution of time & efforts, independence of judgment etc.

The Nomination and Remuneration Committee also reviewed the performance of the individual directors on the basis of the criteria such as the performance of specific duties, obligations and governance, level of engagement, independence of judgment and contribution of the individual director to the Board and committee meetings. The performance of the Independent Directors and Non-Independent Directors was evaluated separately.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of Executive and Non-Executive Directors.

# DIRECTOR'S REPORT ...>>>>

The details of programme for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, and related matters are uploaded on the website of the Company at the link [www.genusprime.com](http://www.genusprime.com).

## **Company Policy on Directors appointment and remuneration including criteria for determining qualifications, positive attributes, independence.**

The company has adequate policy for appointment and remuneration of its Directors. The managing director, whole-time director/ executive director are appointed taking into account their skills, knowledge, personal and professional ethics and does not appoint or continue the employment of any person as managing director or whole-time director/ executive director who -

- a is below the age of twenty-one years or has attained the age of seventy years;
- b is an undischarged insolvent or has at any time been adjudged as an insolvent;
- c has at any time suspended payment to his creditors or makes, or has at any time made, a composition with them; or
- d has at any time been convicted by a court of an offence and sentenced for a period of more than six months.

Their terms and conditions of such appointment and remuneration payable are approved by the Board of Directors at a meeting, subject to approval of the shareholders at the next general meeting of the Company and by the Central Government in case such appointment is at variance to the conditions specified in that Schedule. All the other provisions under section 196, 197 and rules as applicable of Companies Act, 2013 are considered for their appointment and remuneration.

The Nomination and Remuneration Committee has laid down the evaluation criteria for performance evaluation of independent directors. The performance evaluation of independent directors is done by the entire Board of Directors (excluding the director being evaluated). On the basis of the report of performance evaluation, it is determined whether to extend or continue the term of appointment of the independent director.

## **Directors' Responsibility Statement**

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, your Directors, hereby state and confirm that:

- (i) in the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2017 and of the profit and loss of the Company for that period;
- (iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- (iv) the annual accounts are prepared on a 'going concern' basis.
- (v) they have laid down internal financial controls in the Company that are adequate and were operating effectively.
- (vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

## **Auditors and Auditor's Report**

### **(1) Statutory Auditors**

The Auditors, M/s. D. Khanna & Associates, Chartered Accountants, hold office until the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. The Audit Committee and the Board of Directors of the Company have recommended the re-appointment of M/s. D. Khanna & Associates, Chartered Accountants, as the Statutory Auditors of the Company. The Company has received a letter from them to the effect that their reappointment, if made, would be within the limits

# DIRECTOR'S REPORT ....>>>>

prescribed under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for re-appointment. The Notes on Financial Statements referred to in the Auditors' Report are self-explanatory and do not call for any comments/explanations.

## **(2) Secretarial Audit**

According to the provisions of section 204 of Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit Report submitted by Company Secretary in Practice is enclosed as an Annexure-B of this report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

## **Corporate Social Responsibility**

In terms of reference to Section 135 of Companies Act, 2013, the Company does not need to constitute a Corporate Social Responsibility Committee. Your Directors have immense pleasure in sharing that the Company has always been earnest for contributing towards the betterment of society. The Company strives to achieve a fine balance between social, environmental and economic benefits to the communities in which it operates.

## **Extract of Annual Return**

As provided under Section 92(3) of the Companies Act, 2013, the extract of annual return is given in Annexure-C in the prescribed Form MGT-9, which forms part of this report.

## **Listing of Shares**

The shares of the Company are listed on BSE Limited (BSE).

## **Conservation of Energy, Research and Development, Technology Absorption, Foreign Exchange Earnings and Outgo**

The information required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is not applicable as at present, your Company does not have any business operations.

## **Particulars of Employees and Other Related Disclosures**

In terms of provision of Section 197 (12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company will be furnished upon request. In terms of proviso to Section 136(1) of the Companies Act 2013, the Annual Report is being sent to the shareholders excluding the information as aforesaid. The said statement is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of ensuing Annual General Meeting.

## **Acknowledgements**

The Directors wish to place on record their deep sense of appreciation to all the employees of the Company for their support given to the management of the Company. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on the Company.

**For and on behalf of the Board of Directors**

**Simpal Agarwal**  
Director  
DIN: 03072646

**Amit Agarwal**  
Whole Time Director & CEO  
DIN: 00016133

31<sup>st</sup> July, 2017  
Moradabad

## FORM AOC-I

Statement pursuant to first proviso to Section 129(3) of the Companies Act, 2013 read with rule 5 of Companies (Accounts) Rules, 2014

S.No.	Particulars	(Amount in Rs.)		
		Sansar Infrastructure Private Limited	Sunima Trading Private Limited	Star Vanijya Private Limited
1	Name of the Subsidiary Company			
2	Financial year of the subsidiary companies ended on	31.03.2017	31.03.2017	31.03.2017
3	Date from which it became subsidiary	2012-13	2012-13	2012-13
4	(i) No. of shares held by holding company with its nominee in the subsidiary at 31.03.2017	330600	340000	376800
	ii) Extent of interest of holding company as at 31.03.2017	100%	100%	100%
5	The net aggregate amount of profits/(losses ) of the subsidiary for the above financial year of the subsidiary so far as it concern the members of holding company:	-	-	-
	(i) dealt with in the accounts of holding company for the financial year ended March 31 <sup>st</sup> , 2017	-	-	-
	(ii) not dealt with in the accounts of holding company for the financial year ended March 31 <sup>st</sup> , 2017 (Rs.)	19346	14595	13274
6	The net aggregate amount of profits/(losses ) of the subsidiary for the previous financial year of the subsidiary since it become a subsidiary so far as it concerns the members of holding company:			
	(i) dealt with in the accounts of holding company for the financial year ended March 31 <sup>st</sup> , 2016	-	-	-
	(ii) not dealt with in the accounts of holding company for the financial year ended March 31 <sup>st</sup> , 2016 (Rs.)	(17370)	(182)	(15334)

For and on behalf of the Board of Directors

**Simpal Agarwal**  
Director  
DIN NO. 03072646

**Amit Agarwal**  
Whole Time Director & CEO  
DIN NO. 00016133

**Hukum Singh**  
Chief Financial Officer

**Kunal Nayar**  
Company Secretary

# SECRETARIAL AUDIT REPORT ...>>>>

FORM NO. MR-3

## Secretarial Audit Report

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
Genus Prime Infra Limited (Formerly: Gulshan Chemfill Ltd.),  
Near Mordabad Dharam Kanta, Kanth Road,  
Harthala, Moradabad-244001 (U.P.)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Genus Prime Infra Limited (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017 (audit period), complied with the statutory provisions listed hereunder and also that the company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2017, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and the SEBI (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014-notified on 28-10-2014 (not applicable to company during the audit period);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to company during the audit period);
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the audit period);
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to company during the audit period); and



# SECRETARIAL AUDIT REPORT ...>>>>

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to company during the audit period);
- (vi) There being no business activity within the company during audit period the company has a few employees only, and that during audit period, no industrial and special laws otherwise were applicable to the company.
- (vii) We have also examined compliance with the applicable clauses/regulations of the following:-
  - (i) Secretarial Standards issued by the Institute of Company Secretaries of India;
  - (ii) The Listing Agreement entered into by the company with Stock Exchanges;
  - (iii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 –notified on 02-09-2015 and effective from 01-12-2015, subject to the Following:-
    - (a) In response to SEBI's communications dated 18<sup>th</sup> May, 2016 with respect to company's public shareholders fell below threshold limit of 25%, as required under Rules 19A of SCR, 1957 and Regulation 38 of SEBI (LODR), 2015, the company vide its letter dated 19.06.2016/21.05.2016 addressed to SEBI, submitted the steps being taken to comply with the requirement and requested to grant one year extension for the said purpose. The SEBI has yet to reply in the matter, as explained.
    - (b) Company received a Notice dated 29.05.2017 from SEBI on violations of provisions of SAST Regulations,1997 and Prohibition of Insider Trading Regulations,1992 for failure of making disclosures and under Listing Agreement for wrongful quarterly disclosure. Written submissions and representation explaining the position were made and the proceedings thereof are before the Hon'ble Adjudicating Officer, SEBI, Mumbai, for consideration in the matter, as explained.
    - (c) The CSR provisions were not applicable to the company during the audit period.

We further report that:

- (i) The Board of Directors of the company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- (ii) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- (iii) All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of all such meetings.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there are no specific events/actions having a major bearing on the company's affairs in pursuance of laws, rules, regulations, guidelines, standards, etc. referred to above.

For **C. M. BINDAL & COMPANY**  
COMPANY SECRETARIES

**(C.M. BINDAL)**

Date: 31<sup>st</sup> July, 2017  
Place: Jaipur

PROPRIETOR  
FCS No.103, CP No.176

*This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.*

# SECRETARIAL AUDIT REPORT ...>>>>

‘Annexure-A’

To,  
The Members,  
Genus Prime Infra Limited,  
(Formerly: Gulshan Chemfill Limited)  
Near Moradabad Dharam Kanta, Kanth Road,  
Harthala, Moradabad-244001 (U.P.)

Our Report of even date is to be read along with this Letter.

1. Maintenance of Secretarial Records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **C. M. BINDAL & COMPANY**  
COMPANY SECRETARIES

**(C.M. BINDAL)**

Date: 31<sup>st</sup> July, 2017  
Place: Jaipur

PROPRIETOR  
FCS No.103, CP No.176

## FORM NO. MGT-9

### Extract of Annual Return

as on the financial year ended on 31<sup>st</sup> March, 2017

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS:

- i) CIN : L24117UP2000PLC032010
- ii) Registration Date : 20.10.2000
- iii) Name of the Company : Genus Prime Infra Limited  
(Formerly Gulshan Chemfill Limited)
- iv) Category / Sub-Category of the Company : Company Limited by Shares
- v) Address of the Registered Office and contact details : Near Moradabad Dharam Kanta, Kanth Road,  
Harthala, Moradabad-244001, U.P.  
Telefax +91-591-2511242
- vi) Whether listed company : Yes
- vii) Name, Address and Contact details of Registrar and Transfer Agent : Alankit Assignments Limited  
1E/13, Alankit House, Jhandewalan Extension,  
Delhi-110055  
Tel: 011-42541234; Fax: 011-42541201  
E-mail- rta@alankit.com

#### II) PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company are given below:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	Infrastructure	42100	Nil

#### III) PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	StarVanijya Pvt. Ltd., Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad-244001, U.P.	U51109UP2008PTC093817	Subsidiary	100%	2(87)(ii)
2	Sansar Infrastructure Private Ltd., Village Aghwanpur Kanth Road Moradabad, U.P. 244001	U70109UP2008PTC093173	Subsidiary	100%	2(87)(ii)
3	Sunima Trading Private Limited Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad-244001, U.P.	U51909UP2008PTC093761	Subsidiary	100%	2(87)(ii)

Note: The register office of the about Subsidiary Companies have been shifted from the State of West Bengal to the State of Uttar Pradesh.

# FORM NO. MGT-9...>>>>

## IV) SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	11226993	0	11226993	79.77	11189523	0	11189523	79.51	0.26
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt. (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other....	0	0	0	0	0	0	0	0	0
<b>Sub-total (A) (1):-</b>									
<b>(2) Foreign</b>									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
<b>Sub-total (A) (2):-</b>	0	0	0	0.00	0	0	0	0.00	0.00
<b>Total shareholding of Promoter (A) = (A) (1)+(A)(2)</b>	<b>11226993</b>	<b>0</b>	<b>11226993</b>	<b>79.77</b>	<b>11189523</b>	<b>0</b>	<b>11189523</b>	<b>79.51</b>	<b>0.26</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds									
b) Banks/FII	200	0	200	0.001	200	0	200	0.001	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0

# FORM NO. MGT-9...>>>>

i) Others:									
FPI – Corporate Cat-II	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</b>	200	0	200	0.001	200	0	200	0.001	0
<b>(2) Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	697967	13200	711167	5.05	695507	13200	708707	5.04	0.01
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs 2 lakh	1629085	364810	1993895	14.17	1810760	361510	2172270	15.44	-1.27
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	138305	0	138305	0.98	0	0	0	0	0.98
c) Others:									
i) NRI's	2940	0	2940	0.02	2800	0	2800	0.02	0
ii) Clearing Members	0	0	0	0	0	0	0	0	0.06
<b>Sub-total (B)(2):-</b>	2468597	378010	2846307	20.22	2509067	374710	2883777	20.50	-0.28
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>2468797</b>	<b>378010</b>	<b>2846507</b>	<b>20.22</b>	<b>2509267</b>	<b>374710</b>	<b>2883977</b>	<b>20.50</b>	<b>-0.28</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>13695490</b>	<b>378010</b>	<b>14073500</b>	<b>100</b>	<b>13698790</b>	<b>374710</b>	<b>14073500</b>	<b>100</b>	<b>0</b>

## ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			Shares of % change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Rajendra Agarwal	4405252	31.30	0	4367782	31.04	0	-0.01
2	Jitendra Agarwal	3434221	24.40	0	3434221	24.40	0	0.00
3	Amit Kumar Agarwal	3387520	24.07	0	3387520	24.07	0	0.00

# FORM NO. MGT-9...>>>>

## iii) Change in Promoters' Shareholding

Sl. No.	Name of Promoter	Shareholding		Change during the year			Cumulative Shareholding during the year (01-04-16 to 31-03-17)	
		No. of Shares at the beginning (01-04-16) / end of the year (31-03-17)	% of total shares of the company	Date	Increase / decrease in shareholding	Reason	No. of Shares	% of total shares of the company
1	Rajendra Agarwal	4405252	31.30					
					37470	Sale	4367782	31.04
		4367782	31.04					
2	Jitendra Agarwal	3434221	24.40	No Change				
		3434221	24.40					
3	Amit Kumar Agarwal	3387520	24.07	No Change				
		3387520	24.07					

## iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name of Shareholder	Shareholding		Change during the year			Cumulative Shareholding during the year (01-04-16 to 31-03-17)	
		No. of Shares at the beginning (01-04-16) / end of the year (31-03-17)	% of total shares of the company	Date	Increase / Decrease in shareholding	Reason	No. of Shares	% of total shares of the company
1	ARHAM VYAPAAR PRIVATE LIMITED	533000	3.79	No change				
		533000	3.79					
2	SNEHALATHA SINGHI	115017	0.82	No change				
		115017	0.82					

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3	PUSHKAR BANIJYA LIMITED	75678	0.53					
		No change						
		75678	0.53					
		16150	0.11					
4	JOSHI BIPULKUMAR KIRIT BHAI			13-05-2016	850	purchase	17000	0.12
				08-07-2016	2679	purchase	19679	0.14
				29-07-2016	3465	purchase	23144	0.16
				01-08-2016	6994	Sale	16150	0.11
				05-08-2016	6994	purchase	23144	0.16
				02-09-2016	353	purchase	23497	0.17
				26-09-2016	353	Sale	23144	0.16
				30-09-2016	353	purchase	23497	0.17
				21-10-2016	2303	purchase	25800	0.18
				30-12-2016	450	purchase	26250	0.19
				13-01-2017	400	purchase	26650	0.19
				24-02-2017	4000	purchase	30650	0.21
				17-03-2017	3800	purchase	34450	0.24
5	ANKUR PASARI	34450	0.24					
		49806	0.35					
		No change						
		49806	0.35					
6	PALLVI BAJORIA	41918	0.30					
		No change						
		41918	0.30					
7	THAKKER BHUPENDRA	34152	0.24					
		No change						
		34152	0.24					
8	SHANKAR LAL AGARWAL	27223	0.19					
		No change						
		27233	0.19					
9.	TAPTI GUPTA	25350	0.18					
				10/06/2016	1000	Purchase	26350	0.18
				01/08/2016	1000	Sale	25350	0.18
				05/08/2016	1000	Purchase	26350	0.19
				07/10/2016	1000	Purchase	27350	0.19
		27350	0.19					

# FORM NO. MGT-9...>>>>

10.	ABHISHEK AGARWAL	25424	0.18					
NO CHANGE								
		25424	0.18					

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of Shareholder	Shareholding		Change during the year			Cumulative Shareholding during the year (01-04-16 to 31-03-17)	
		No. of Shares at the beginning (01-04-16) / end of the year (31-03-17)	% of total shares of the company	Date	Increase / Decrease in shareholding	Reason	No. of Shares	% of total shares of the company
1	<b>Amit Agarwal</b>	3387520	24.07		No Change		3387520	24.07

## V) INDEBTEDNESS (Rs In Lakhs):

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

Particular	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>				
<b>Change in Indebtedness during the financial year</b>				
Addition				
Reduction				
<b>Net Change Indebtedness</b>				
<b>At the end of the financial year</b>				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>				

Nil



# FORM NO. MGT-9...>>>>

## VI.) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

### A. Remuneration to Managing Director, Whole-Time Directors and/or Manager

(Rs in Lacs)

Sl. No.	Particulars of Remuneration	Whole-Time Director	Total Amount
		Amit Agarwal	
1	Gross salary	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit - others, specify...	-	-
5	Others, please specify	-	-
	Total (A)	-	-
Ceiling as per the Act (@ 10% of net profits calculated under Section 198 of the Companies Act, 2013)			

### B. Remuneration to other directors

(Rs in Lacs)

Sl. No.	Particulars of Remuneration	Rameshwar Pareek	Dharam Chand Agarwal	Kamal Kant Agarwal	Simpal Agarwal	Total Amount
1	Independent Directors					
	Fee for attending board / committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
2	Other Non-Executive Directors					
	Fee for attending board / committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration (A+B)	-	-	-	-	-

# FORM NO. MGT-9...>>>>

## C. Remuneration to Key Managerial Personnel Other Than Md/Manager/WTD

(Rsin Lacs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CFO	Company Secretary		
1	Gross salary	Pradeep Kumar*	Pulkit Ahuja*	Kunal Nayar	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6,82,380	2,00,000	40,000	9,22,380
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-			-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-		-
2	Stock Option	-	-		-
3	Sweat Equity	-	-		-
4	Commission - as % of profit - others, specify...	-	-		-
5	Others, please specify	-	-		-
	(a) LTA, Reimbursement and Others	-	-		-
	Total (C)	6,82,380	2,00,000	40,000	9,22,380

\*Note: Mr. Pradeep Kumar, CFO of the Company had resigned w.e.f 14<sup>th</sup> November, 2016  
Mr. Pulkit Ahuja, Company Secretary of the Company has resigned w.e.f 01<sup>st</sup> February, 2017 and in place of him  
Mr. Kunal Nayar is appointed as Company Secretary of the Company w.e.f 01<sup>st</sup> February, 2017

## VII.) PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

NIL

# MANAGEMENT DISCUSSION AND ANALYSIS REPORT...>>>>

(Forming part of Directors' Report)

## **Economic Review & Industry Review**

The Economic Survey 2015-16 had predicted the Indian economy to register the GDP growth rate in the range of 7 to 7.75 per cent in the year 2016-17. The economy was indeed treading along that path and clocked 7.2 per cent in the first half of the current financial year, as per the estimates released by the Central Statistics Office (CSO). However, consequent upon the radical measures initiated in November 2016 in the form of demonetization of Rs. 1000 and Rs. 500 currency notes, the Indian economy is likely to experience a slowdown in the growth rate that could be lower than the first advance estimates of CSO. The first advance estimates released in early January 2017 were arrived at mainly based on data prior to demonetization and largely reflect the economic situation prevailing in the first seven to eight months of the financial year. Even the likely reduction in the rate of real GDP growth of 1/4 percentage points to 1/2 percentage points relative to the baseline of about 7 per cent still makes India's growth noteworthy given the weak and unsettled global economy which posted a growth rate of a little over 3 per cent in 2016. That India managed to achieve this high growth in the aftermath of demonetization and amidst the global slowdown, along with a macro-economic environment of relatively lower inflation (unlike a generally higher inflation in the previous episodes of high growth), moderate current account deficit coupled with broadly stable rupee-dollar exchange rate and the economy treading decisively on the fiscal consolidation path, makes it quite creditable. Most external debt indicators also point towards an improvement as at end September 2016.

However, challenges abound. The investment to GDP ratio has not only been lower than the desirable levels but has been consistently declining over the last few years. This trend needs to be reversed at the earliest in order to realize higher and lasting economic growth. Similarly, the savings rate will have to be raised, so that investment can be financed without resorting to high dose of external financing. After remaining fairly stable for much of the last two years, international prices of crude oil have started to trend up. This along with rise in the prices of other commodities like coal, etc. could exert inflationary pressure and have the potential to adversely impact the trade and fiscal balances. The outlook for the next financial year suggests that growth is set to recover, as the currency in circulation returns to normal levels and taking into account the significant reform measures initiated by the government.

## **Opportunities and Threats, Outlook, Performance and Risks and Concern**

The Company understands that in order to ensure consistent business growth, it is indispensable that risks be effectively identified, analyzed and then mitigated by means of appropriate control measures. Your Company is exposed to a number of risks such as economic, regulatory, operational, taxation and environmental risks. Your company foresees some of the risks that may arise in its normal course of its business and impact its ability for future developments include inter-alia, credit risk, liquidity risk, regulatory risk and market risk. Accordingly, your Company has established a framework and process to monitor the exposures to implement appropriate measures in a timely and effective manner.

## **Internal Control Systems and Their Adequacy**

The Company has a proper and adequate system of internal controls to ensure that all resources are utilized optimally, compliances are done regularly and financial reports are accurate. The internal control system is supplemented by an internal audits, review by management and documented policies, guidelines and procedures. The Statutory Auditors and Internal Auditors of the Company also interact with the Audit Committee to share their findings and the status of corrective actions under implementation. The Audit Committee regularly evaluates the internal financial controls and risk management systems of the Company.

## **Human Resource Development and Industrial Relations**

Your Company lay great emphasis on proper management of human resource and recognizes human assets as a primary source for the accomplishment of its long term goals and objectives. Your Company has qualified and experienced staff, ready to take challenges in day-to-day activities. Their unflinching and on-time performance allows us to run the Company smoothly.

## **Disclaimer Clause**

Statements in the Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and incidental factors.

# CORPORATE GOVERNANCE REPORT...>>>>

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of the Listing Agreement with the Stock Exchange, a report on Corporate Governance in accordance with SEBI prescribed format is given below:

## (A) Company's Corporate Governance Philosophy

Genus Prime Infra Limited (Formerly Gulshan Chemfill Limited) always ensures building trust with its all stakeholders based on the principles of good corporate governance. The Company has always adopted 'best practices' to ensure that the Company's affairs are being managed in the most accountable, professional and transparent manner in order to protect the interest of all the Stakeholders as a whole. Our philosophy is concerned with the compliance of all laws as are applicable on the Company.

## (B) Board Of Directors

**A brief profile of each of the Board members is presented below-**

**Mr. Amit Agarwal** (DIN: 00016133), aged 44 years, is a Commerce graduate. He has vast and rich experience of apparels industry. He is an energetic businessman with strong ability to provide suggestions and value addition to the business of the Company. He is also Director in Genus Apparels Limited, Genus International Commodities Limited, J C Textiles Private Limited, True Home Décor Private Limited and M.K.J. Manufacturing Pvt Ltd.

**Mr. Rameshwar Pareek** (DIN: 00014224), aged 73 years, holds a Master's degree in Economics. He brings with him vast rich experience of nearly 38 eminent years in the field of trade policies, corporate & commercial law, accounting and auditing techniques. He was associated with Rajasthan Financial Corporation, Jaipur and also served on deputation the Bureau of Industrial Promotion (BIP), Jaipur. His focus always remains on improvising standard of Accounting and Corporate Governance in the Company by adopting and adhering to the policies and practices that are ethical and transparent. He is a Non-Executive and Independent Director of the Company. He is also a Director of Kailash Vidyut & Ispat Limited, K G Petro Chem Ltd, Genus Power Infrastructures Limited, Genus Paper & Boards Limited, Virtuous Infra Limited and Star Vanijya Private Limited.

**Mr. Kamal Kant Agarwal** (DIN: 01641506), aged 57 years, is a Commerce graduate. He has a rich and vast experience of automobile industry especially retail, distribution etc. He has a pioneering vision and strive to look for business opportunities. He is also a Director in Ganganagar Agencies Limited, Mata Stone Private Limited, Sansar Infrastructure Private Limited and Sunima Trading Private Limited.

**Mr. Dharam Chand Agarwal** (DIN: 00014211), aged 65 years, is a Commerce graduate. He is a prominent businessman and has vast experience and proficiency in business management with a strong background in financial arenas. With great entrepreneur skills, he has made his mark in the business of Timber & Plywood in India. He is a Non-Executive and Independent Director of the Company. He is also a Director on the Board of Genus Power Infrastructures Limited.

**Mrs. Simpall Agarwal** (DIN: 03072646), aged 43 years, is an Arts graduate. She has a rich experience and in-depth knowledge of business environment and operational structure. She is a Non-Executive Non Independent Director of the Company. She is also Director in Kailash Vidyut & Ispat limited, Kailash Industries Limited, Virtuous Mining Limited and Yajur Coal & Coke Limited (formerly Virtuous Paper & Urja Limited).

## (i) Composition

The composition of the Board is in conformity with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Listing Agreements entered into with the stock exchanges. The Board has an optimal combination of executive and non-executive directors with one woman director. As on March 31<sup>st</sup>, 2017, the Company has five directors. Out of the five directors, one is executive director, one is non-executive non-independent director and three are independent directors. The Chairman of the Company, Mr. Rameshwar Pareek, is a non-executive director and one-third of the Board comprises independent directors.

The names and categories of the Directors, their attendance at the Board meetings held during the year under review and at the last Annual General Meeting, the number of Directorships and Committees positions held by them in other public limited companies as on 31<sup>st</sup> March, 2017 are given below:

# CORPORATE GOVERNANCE REPORT...>>>>

Name of the Director	Category	Promoter (P) / Non Promoter (NP)	Attend-ance at last AGM	No. of Board Meetings attended	No. of Director-ships of other Indian Companies	No. of Membership(s) / Chairmanship(s) of Board Committees in other Companies
Mr. Amit Agarwal	Executive Director	P	Yes	5	5	-
Mrs. Simpall Agarwal	Non-Executive, Non Independent Director	NP	Yes	5	4	-
Mr. Rameshwar Pareek	Non-Executive Independent Director	NP	Yes	5	6	5 (Including 2 as Chairman)
Mr. Dharam Chand Agarwal	Non-Executive Independent Director	NP	Yes	5	1	2 (Including 1 as Chairman)
Mr. Kamal Kant Agarwal	Non-Executive Independent Director	NP	Yes	4	4	-

The Directorships held by Directors as mentioned above, do not include directorships in foreign companies and companies under Section 8 of the Companies Act, 2013.

The Committee Chairmanships/Memberships are within the limits laid down in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Committee membership includes memberships of Audit Committee and Stakeholders' Relationship Committee in all public limited companies (whether listed or not) excluding Genus Prime Infra Limited (Formerly Gulshan Chemfill Limited).

No Director is related to any other Director on the Board in terms of the definition of 'relative' given under the Companies Act, 2013.

As per requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, particulars of directors seeking appointment/re-appointment at the ensuing AGM are given in the Notice of the AGM.

## (ii) Number of Board Meetings held:

The Board of Directors duly met 5 times during the financial year from 1<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2017. The dates on which the meetings were held are as follows:

26.05.2016, 13.08.2016, 14.11.2016, 01.02.2017 and 10.02.2017

The Meetings of the Board have been held at regular intervals with a maximum time gap between two meetings of not more than one hundred and twenty days. The necessary quorum was present for all the meetings. All the requisite matters of business including the information as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were placed before the board for its consideration and/or approval. The Minutes of the proceedings of the Board of Directors are noted and the draft minutes are circulated amongst the Members of the Board for their perusal.

## (iii) Independent Directors:

The Company has complied with the provisions of Section 149(6) of Companies act, 2013 and provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the Independent Directors have confirmed that they meet the criteria as mentioned under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013.

None of the Independent Directors of the Company served as Independent Director in more than seven listed companies and those

# CORPORATE GOVERNANCE REPORT...>>>>

Independent Directors who are serving as a whole-time director in any listed company has not served as Independent Director in more than three listed companies. The maximum tenure of Independent Directors is in accordance with the Companies Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has issued formal letter of appointment to Independent Directors in the manner as provided in the Companies Act, 2013.

The Directors are provided with necessary documents, reports and internal policies to enable them to familiarize with the Company's procedures and practices. They are also familiarized with their roles, rights and responsibilities, nature of the industry in which the Company operates, business model of the Company, etc. The details of such familiarization programme have been disclosed on the website of the Company and a web link thereto is [www.genusprime.com](http://www.genusprime.com).

The performance evaluation of Independent Directors has been done by the entire Board of Directors (excluding the director being evaluated). All the Directors possess knowledge in the field of administration, business and industry. The presence of directors in our Board is advantageous and their continuing efforts for the welfare of the Company as a whole may lead to great heights.

The Independent Directors of the Company meet at least once in every financial year without the presence of Executive directors and Management Personnel. All the Independent Directors of the Company were present at this meeting. The Independent Directors in this meeting have:

- Reviewed the performance of non-independent directors and the Board as a whole;
- Reviewed the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors; and
- Assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.
- The Company has not paid any fees/compensation, to its non-executive directors, including independent directors.

## (C) Committee

The Board has constituted committees to provide detailed and necessary assistance in Company's matters. The terms of reference of the Board's committees are determined by the Board. Minutes of the proceedings of each Committee meetings are circulated to the Directors and placed before Board Meeting for noting. The details of the Committees constituted by the Board are given herein below:

### I. Audit Committee:

The Audit Committee reviews the audit reports submitted by Internal Auditors, Statutory Auditors, financial results, effectiveness of internal audit processes and the Company's risk management strategy. The committee's composition of the Company is in conformance with the regulatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 177 of the Companies Act, 2013.

All the members of Audit Committee except Mr. Amit Agarwal are Independent Non-Executive Directors. The Chairman of the Audit Committee is financially literate and majority of them are having accounting or related financial management experience. The representative of statutory auditors and internal auditor are generally the invitees of the meeting. The Company Secretary of the Company is Secretary of the Committee. The Committee had total four meetings during the year i.e. 26.05.2016, 13.08.2016, 14.11.2016 and 10.02.2017. The requisite quorum was present for all the meetings. The maximum time gap between any two meetings was not more than four calendar months. The Chairman of the Audit Committee was present at the last Annual General Meeting.

The powers of the Audit Committee are as under:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

The terms of reference of the Audit Committee, interalia, includes the following:

# CORPORATE GOVERNANCE REPORT...>>>>

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommend the appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to;
- a) Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section 3 of section 134 of the Act;
- b) Changes, if any, in accounting policies and practices and reasons for the same;
- c) Major accounting entries involving estimates based on the exercise of judgment by management;
- d) Significant adjustments made in the financial statements arising out of audit findings;
- e) Compliance with listing and other legal requirements relating to financial statements;
- f) Disclosure of any related party transactions; and
- g) Qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- Review and monitor the auditors' independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors for any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults, if any in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- To review and oversees the vigil mechanism of the Company in-line with the requirement of provisions of Section 177(9) of the Companies Act, 2013 read with rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014;
- Approval of appointment of CFO after assessing the qualifications, experience & background, etc. of the candidate;
- To mandatorily review the following information:
  - a) Management discussion and analysis of financial condition and results of operations;
  - b) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
  - c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - d) Internal audit reports relating to internal control weaknesses; and
  - e) The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee.

# CORPORATE GOVERNANCE REPORT...>>>>

- To review the financial statements, in particular, the investments made by the unlisted subsidiary company, if any; and
- Carrying out any other function as assigned by the Board of Directors.

The details of Composition, name of Members and attendance during the year:

Name of the Director	Position	No. of Meetings held	No. of Meetings Attended
Mr. Dharam Chand Agarwal	Chairman	4	4
Mr. Kamal Kant Agarwal	Member	4	4
Mr. Amit Agarwal	Member	4	4

## II. Nomination and Remuneration Committee:

The Nomination and Remuneration Committee of the Company is in conformance with section 178 of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The committee comprises of three directors and all of whom are Non-Executive and Independent Directors. The Chairman of the Committee, Mr. Dharam Chand Agarwal is an Independent Director. The committee had total three meetings during the year i.e. 10.08.2016, 21.11.2016 and 01.02.2017.

The terms of reference of the Committee inter alia, includes the following:

- To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and also recommend to the Board their appointment and removal;
- To formulate criteria for evaluation of Independent Directors and the Board;
- To carry out evaluation of every director's performance;
- To recommend/review remuneration of the Managing Directors and Whole-time Directors based on their performance and assessment criteria;
- To formulate the criteria for determining qualifications, positive attributes and independence of a director;
- To recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
- To devise a policy on board diversity;
- To formulate, approve, implement, supervise and administer employee stock option schemes of the Company;
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable; and
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

The details of Composition, name of Members and attendance during the year:

Name of the Director	Position	No. of Meetings held	No. of Meetings Attended
Mr. Dharam Chand Agarwal	Chairman	3	3
Mr. Kamal Kant Agarwal	Member	3	3
Mr. Rameshwar Pareek	Member	3	3



# CORPORATE GOVERNANCE REPORT...>>>>

## Details of remuneration for the year 2016-2017

### (i) **Managing/Whole Time Director** : NIL

The Whole Time Director is not entitled to any commission.

### (ii) **Non-Executive Directors:** No remuneration was paid to Non-Executive Directors during the year.

The Company's Remuneration Policy to Directors as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has been made available on the website and the link thereto is [www.genusprime.com](http://www.genusprime.com).

## III. Stakeholders Relationship Committee:

The Stakeholders' Relationship Committee of the Company has been constituted to assist the Board in safeguarding the interest of shareholders and redressal of grievances of shareholders and other security holders. To facilitate fast redressal of shareholders grievances, the Board of the Company has delegated some of its power to the Company's registrar and share transfer agent ("RTA"), M/s. Alankit Assignments Limited.

The Stakeholders' Relationship Committee comprises of two Non-Executive Directors. The committee had total three meetings during the year i.e. 15.06.2016, 22.07.2016 and 13.02.2017.

The Company Secretary as well as the Compliance Officer of the Company also acts as Secretary of the Committee.

During the year under review, the Company received no complaints from shareholders.

The terms of reference of the Committee inter alia, includes the following:

- To oversee and review all matters related with transfer, transmission, transposition, dematerialisation, rematerialisation and mutation of securities, if required;
- To approve issue of share certificates including duplicate, splitted /sub-divided or consolidated certificates;
- To oversee and review redressal / removal of shareholders' grievances related to transfer, transmission, transposition, dematerialisation, rematerialisation, mutation of securities and issue of share certificates including duplicate, splitted /sub-divided or consolidated certificates;
- To look into redressal/removal of shareholders' grievances relating to non-receipt of declared dividends, non-receipt of Annual Report, share certificates etc.;
- To oversee the performance of the Registrar and Share Transfer Agents of the Company; and
- To oversee and redress grievance of any other stakeholder under provision of Companies Act, 2013 to avoid any class action.

The details of Composition, name of Members and attendance during the year:

Name of the Director	Position	No. of Meetings held	No. of Meetings Attended
Mr. Dharam Chand Agarwal	Chairman	3	3
Mr. Kamal Kant Agarwal	Member	3	3

## D) Separate Meeting of Independent Directors

During the Financial Year, a Separate Meeting of the Independent Directors of the Company, was held on 18<sup>th</sup> day of February, 2017, at the Registered Office of the Company Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad-244001 where at the following items as enumerated under Schedule IV to the Companies Act, 2013 and Regulations 25 of the SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 were discussed;-

- (a). Review of performance of Non-Independent Directors and the Board as a whole.
- (b). Review of performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors
- (c). Assessment of the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

## **(E) Subsidiary Company**

The Company has three unlisted Indian Subsidiary Companies namely 'Sansar Infrastructure Private Limited', 'Sunima Trading Private Limited' and 'Star Vanijya Private Limited'. The minutes and statement of all significant transactions/arrangements of the said subsidiaries were also placed at the meeting of the Board of Directors of the Company. The performance of its subsidiaries is also reviewed by the Board periodically. There was no investment made by the Company in subsidiaries during the year under review. The Independent Directors are also Director on the Board of Director of material non-listed Indian subsidiary company.

## **(F) Code of Conduct for Directors and Senior Management Personnel**

The Board has laid down a code of conduct for all the Board members and senior management personnel of the Company, in pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The code of conduct has also been posted on the website of the Company. All board members and senior management personnel of the Company have affirmed compliance with the code of conduct of the Company on annual basis. A declaration pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, signed by the CEO is published in this Report.

## **(G) CEO/CFO Certification**

The WTD & CEO and the CFO have issued certificate pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The copy of the said certificate forms part of the Annual Report.

## **(H) Code of Conduct for Prevention of Insider Trading**

The Securities and Exchange Board of India vide its Notification dated January 15, 2015 has notified the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Board has approved and adopted the 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' and 'Code of Conduct' for regulating, monitoring and reporting of trading by insiders' as per the requirements of the Regulation 8 (Code of Fair Disclosure) and Regulation 9 (Code of Conduct) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and SEBI Circular No. CIR/ISD/01/2015 dated May 11, 2015, with effect from 15.05.2015.

## **(I) Whistle Blower Policy**

The Company promotes ethical behaviour and has accordingly adopted a whistle blower policy and has established the necessary vigil mechanism for its directors and employees and has put in place a mechanism to report unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. Under this policy, adequate safeguards against victimization

# CORPORATE GOVERNANCE REPORT...>>>>

of director(s)/ employee(s) who avail of the mechanism has been provided. It provides direct access to the Chairman of the Audit Committee in exceptional cases. The Company has disclosed its policy on the website of the Company.

## (J) General Body Meetings

The location, date and time of last three Annual General Meetings are as under:

Year	Location	Date & Time	Special Resolution Passed
2013-14	9 <sup>th</sup> K.M., Jansath Road, Muzaffarnagar-251001 (UP)	27.09.2014 2:00 P.M.	i) Amendment in the Articles of Association of the Company ii) Appointment of Mrs. Seema Agarwal as a Whole Time Director iii) Amendment in terms of Appointment of Mr. Amit Agarwal, Whole Time Director
2014-15		24.09.2015 2:00 P.M.	i) Appointment of Mrs. Simpal Agarwal as Director of the Company
2015-16	Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad-244001 (UP)	10.09.2016 2:00 P.M.	i) Re-appointment of Mr. Amit Agarwal, as Whole Time Director and Chief Executive Officer of the Company ii) To approve the alteration of Articles of Association of the Company

## (K) Disclosures

### (a) Related party transactions:

During the year under review, Company had not entered into any material related party transaction i.e transaction of material nature with its promoters, directors or the management, their relatives etc, that may have potential conflict with the interests of the Company at large.

The Policy on Materiality of Related Party Transactions and dealing with related party transactions can be accessed on the Company's website at the link [www.genusprime.com](http://www.genusprime.com).

### (b) Compliance by the Company of Capital Market Guidelines

The Company had complied with all the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of the Stock Exchange, SEBI, and other statutory authorities on all the matters related to the capital market during the last three years. No penalties or strictures have been imposed on the Company by the Stock Exchange, SEBI or any other Statutory Authorities relating to the above.

### (c) Whistle Blower Policy and affirmation that no personnel have been denied access to the audit committee:

The Company is committed to conduct its business in accordance with the applicable laws, rules and regulations and with highest standards of business ethics. The Company has a well-established whistle blower policy as a part of vigil mechanism for its directors and employees to report their concerns about any unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.

No complaint was received under the policy. It is affirmed that no personnel have been denied access to the Chairman of the Audit Committee of the Company.

### (d) Compliance with mandatory requirements and adoption of the non-mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company had complied with all the mandatory requirements and followed guidelines of SEBI (Listing Obligations and

# CORPORATE GOVERNANCE REPORT...>>>>

Disclosure Requirements) Regulations, 2015. The Company has also adopted several non-mandatory requirements as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**(e) Risk Management**

The Company has a risk management framework in place. Under this framework, the management identifies and monitors business risks on a continuous basis and initiates appropriate risk mitigation steps, as and when deemed necessary.

**(L) Means of Communication**

- (a) Quarterly, Half Yearly and Annual Results of the Company were sent to the concerned Stock Exchange immediately after they were approved by the Board of Directors and published in prominent daily newspaper viz. the Financial Express (English) and Jansatta (Hindi) and/or Business Standard (Hindi & English).
- (b) Annual Reports, notices and all other documents that were needed to be sent to the shareholders were sent via email to all those shareholders, who have registered their e-mail addresses to the Depository Participants and physical copies were sent to those shareholders who have not registered their email addresses or those who wish to get the physical copies of the aforesaid documents.
- (c) Management's Discussion & Analysis forms part of the Annual Report.
- (d) All price sensitive information or clarifications on the decisions of the Board are communicated immediately to the Stock Exchange for dissemination to the shareholders.
- (e) Annual Reports, Quarterly Results, Shareholding Patterns etc. of the Company are available on BSE website at [www.bseindia.com](http://www.bseindia.com) with Scrip code 532425.
- (f) BSE's Listing Centre is a web-based application designed and all periodical compliances like shareholding pattern, corporate governance report among others are filed electronically on the listing centre.

**(M) General shareholders information:**

- (a) The 17<sup>th</sup> Annual General Meeting is proposed to be held on Thursday, 21<sup>st</sup> September, 2017 at 2.00 P.M. at the Registered Office of the Company at Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad-244001, U.P.
- (b) **Financial Year:** April 01<sup>st</sup> to March 31<sup>st</sup>
- (c) **Book Closure period:** From 15<sup>th</sup> September, 2017 to 21<sup>st</sup> September, 2017 (both days inclusive).
- (d) **Dividend payment date:** Not Applicable, as no dividend has been recommended for the year.
- (e) **Listing of Equity Shares on Stock Exchange at:** Bombay Stock Exchange.

The equity shares of the Company are listed and traded at BSE. The Company has paid the Listing Fees to BSE for the year 2017-18 and Annual Custody/Issuer fee for the year 2017-18 will be paid by the Company to NSDL and CDSL on receipt of the invoices.

# CORPORATE GOVERNANCE REPORT...>>>>

- (f) **Stock Code at Bombay Stock Exchange:** 532425
- (g) **Demat ISIN number in NSDL & CDSL:** INE256D01014
- (h) **Company Identification Number:** L24117UP2000PLC032010
- (i) **Stock Market price data for the year 2016-17:** Equity shares (Face Value Rs. 2/- each) of the Company are listed at Bombay Stock Exchange Limited. The stock market data is given as under:

Stock Market Data	Bombay Stock Exchange Limited		
	Month High (Rs.)	Month Low (Rs.)	Volume (No.)
April, 2016	5.22	4.52	11089
May, 2016	4.99	4.1	16895
June, 2016	4.04	3.2	19996
July, 2016	4.88	3.78	16878
August, 2016	5.14	3.76	4905
September, 2016	5.29	4.12	1827
October, 2016	5.29	3.71	19611
November, 2016	5.65	4.74	21827
December, 2016	5.29	3.92	6065
January, 2017	3.91	3.07	29772
February, 2017	3.5	2.93	35904
March, 2017	3.66	2.85	51281

**j) Registrar and Share Transfer Agent (RTA):**

M/s Alankit Assignments Ltd, 1E/13,  
Alankit House, Jhandewalan Extension,  
New Delhi 110055  
Tel: 011-42541234 and Fax : 011-42541201.  
Email: rta@alankit.com

**k) Share transfer system:**

For transfer of shares in electronic form, the depositories directly transfer the dematerialised shares to the beneficiaries. Shareholder is not required to give separate communication to the Company to register share transfer. The Board of Directors has delegated the power of share transfer, transmission etc. to the Registrar and Share Transfer Agent (RTA), M/s Alankit Assignments Ltd. in order to expedite the process and disposal of share transfers and other shareholders matters. The RTA has fully computerized system and attends to all delegated matter, timely and appropriately.

For transfer of shares in physical form, shareholders are requested to send share certificate(s) along with the share transfer deed / form, duly executed and affixed with the share transfer stamp, to the Company's 'Registrar and Share Transfer Agent' ("RTA"), M/s. Alankit Assignments Ltd. If the transfer documents are in order, the transfer of shares is registered within stipulated time by the Company's RTA.

The Company obtains from a qualified Company Secretary in practice a half-yearly certificate of compliance with the share transfer

# CORPORATE GOVERNANCE REPORT...>>>>

formalities as required under Regulation 40(9)/(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and files a copy of the said certificate with the concerned Stock Exchange.

## l) Name and Designation of Compliance Officer:

Mr. Kunal Nayar, Company Secretary is the Compliance Officer of the Company w.e.f. February 1, 2017 in place of Mr. Pulkit Ahuja for complying with provisions of the Securities Law, Listing Agreement, Company Law and SEBI Rules & Regulations. His email id is 'cs.genusprime@gmail.com.

## (m) Reconciliation of Share Capital Audit:

As stipulated by SEBI, a reconciliation of Share Capital Audit is conducted by a qualified Company Secretary for every quarter to reconcile the total issued and listed capital and the total admitted capital with both the depositories namely, National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL). A report on Reconciliation of Share Capital Audit confirms that the total issued/paid-up capital is in agreement with the aggregate total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL, and the status of the Register of Members. The said Reports were placed before the Board of Directors of the Company and were also sent to the BSE.

(n) **Distribution of shareholding as on 31<sup>st</sup> March, 2017:** The distribution of shareholding of the equity shares of the Company and the shareholding pattern as on 31<sup>st</sup> March, 2017 are given in Table A and Table B respectively.

**Table A: Distribution of Shareholding as on 31.03.2017**

No. of Shares (Rs. 2 each)	No. of Shareholders	% of Shareholders	Shareholding (nos.)	% of Shareholding
Up to 500	4953	90.45	964351	4.93
501 – 1000	249	4.55	211165	1.50
1001 – 5000	210	3.84	480776	3.42
5001 – 10000	33	0.60	245993	1.75
10001 – 50000	25	0.46	555134	3.94
50001 – 100000	2	0.037	163558	1.162
100001 – 500000	0	0	0	0
500001 and above	4	0.073	11722523	83.30
<b>Total</b>	<b>5472</b>	<b>100</b>	<b>14073500</b>	<b>100</b>

**Table B: Shareholding Pattern as on 31.03.2017**

Sl. No.	Category of Shareholders		No of shareholders	No of Shares	% of shareholding
<b>A.</b>	<b>Promoters and Promoters Group</b>				
	a.	Indian	3	11189523	79.51
	b.	Foreign	-	-	-
	<b>Sub-Total (A)</b>		<b>3</b>	<b>11189523</b>	<b>79.51</b>
<b>B.</b>	<b>Public shareholding</b>				
	a.	Institutions	1	200	0.00
	b.	Non-Institutions	5472	2883777	20.49

# CORPORATE GOVERNANCE REPORT...>>>>

	<b>Sub-Total(B)</b>	<b>5473</b>	<b>2883977</b>	<b>20.49</b>
<b>C.</b>	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Sub-Total(C)</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total (A + B + C)</b>	<b>5476</b>	<b>14073500</b>	<b>100.00</b>

**Note:** The Company has only one class of equity shares (i.e. equity share of face value Re.2/- each)

## List of Shareholders other than promoters holding more than 1% as on 31<sup>st</sup> March, 2017

S. No.	Name of the Shareholder	No. of Shares held	% of Total Holding
1.	ARHAM VYAPAAR PRIVATE LIMITED	533000	3.787

**(o) Dematerialization of Shares and Liquidity:** The equity shares of your Company are under the compulsory demat settlement mode and are available for trading under both the Depository Systems in India, the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL). The detail of mode of holding as on 31.03.2017 is as under:

S. No.	Mode of Holding	Holding (Nos.)	Holding (%)
1.	Shares held in dematerialised form in NSDL	12762076	90.68
2.	Shares held in dematerialised form in CDSL	936714	6.65
3.	Shares held in Physical Form	374710	2.67
	<b>Total</b>	<b>14073500</b>	<b>100.00</b>

**(p) Designated E-mail ID for Shareholders:** cs.genusprime@gmail.com

**(q) Address for Correspondence with the Company:**

The Company Secretary  
Genus Prime Infra Limited  
Near Moradabad Dharam Kanta,  
Kanth Road, Harthala, Moradabad-244001 (UP)  
Tel No: +91-591-2511171 Fax No: +91-591-2511242  
Website: www.genusprime.com

**Address for Correspondence with the Registrar and Transfer Agents**

**Alankit Assignments Limited**

Alankit Heights  
1E/13 Jhandewalan Extension,  
New Delhi - 110055, INDIA  
Tel No: + 91-11-4254 1234  
Fax No: + 91-11-4254 1201, +91-11-2355 2001  
Email ID: rta@alankit.com  
Website: www.alankit.com

# CORPORATE GOVERNANCE REPORT...>>>>

## **Green Initiative in the Corporate Governance**

As a part of green initiative, the Company has taken initiative by sending all the relevant documents like Notice of Annual General Meeting, Corporate Governance Report, Directors Report, Audited Financial Statements, Auditors Report etc., by email. It has been requested from the Shareholders to get their E-mail registered with the Share Transfer Agent / concerned depository to enable the Company to send the documents in electronic form or inform the Company in case they wish to receive the above documents in paper mode.

## **Declaration signed by the Chief Executive Officer stating that the members of Board of Directors and Senior Management Personnel have affirmed compliance with the code of conduct of Board of Directors and Senior Management**

The Company is committed to conduct its business in accordance with the applicable laws, rules and regulations and with the highest standards of business ethics. Code of Ethics is intended to provide guidance and help in recognizing and dealing with ethical issues, mechanisms to report unethical conduct, and to help foster a culture of honesty and accountability.

The Board has adopted a Code of Ethics for Directors, Senior Management and other Employees of the Company. The Code is available on the website of the Company.

## **Compliance Certificate from either the Auditors or the Practicing Company Secretaries regarding the compliance of conditions of corporate governance**

The Certificate from the Statutory Auditors of the Company regarding compliance of conditions of the corporate governance is annexed with the Directors' Report and forms an integral part of the Annual Report.

## **OTHER USEFUL INFORMATION FOR SHAREHOLDERS**

### **Update E-mails for receiving notice/ documents in e-mode:**

The Ministry of Corporate Affairs (MCA) has through its circulars issued in 2011, allowed service of documents by companies including Notice calling General Meeting(s), Annual Report etc. to their shareholders through electronic mode. This green initiative was taken up by MCA to reduce the paper consumption and contribute towards a green environment. As a responsible corporate citizen, your Company fully supports the MCA's endeavour.

In accordance of the same, your Company had proposed to send the Notice calling General Meetings, Annual Report and other documents in electronic mode in future to all the shareholders on their e-mail addresses. It was also requested to inform the Company in case the shareholders wish to receive the above documents in physical form. Accordingly, the Annual Report along with the Notice will be sent to the shareholders in electronic mode at their e-mail addresses. The shareholders who have not registered their e-mail addresses with the Company are requested to kindly register their e-mail addresses with the Company in the Form annexed with the Notice of Annual General Meeting enabling the Company to better service shareholder correspondence through e-mode. The shareholders have also an option to register their email addresses with their Depository through Depository Participant.

### **Dematerialization of Shares:**

Equity Shares of the Company are under compulsory demat trading segment. Considering the advantages of scrip less trading, members are advised to consider dematerialization of their shareholding so as to avoid inconvenience involved in the physical shares such as mutilation, possibility of loss/misplacement, delay in transit etc. and also to ensure safe and speedy transactions in the securities.

A separate communication in this regard was also sent during the financial year to all those Shareholders of the Company who have not yet dematerialized their physical share certificates, outlining the procedure for dematerialization and benefits thereof.

### **Transfer / Transmission / Transposition of Shares:**

The Securities and Exchange Board of India (SEBI), vide its Circular No. MRD/DoP/Cir-05/2009 dated 20<sup>th</sup> May, 2009 and Circular No. MRD/DoP/SE/RTA/Cir-03/2010 dated 7<sup>th</sup> January, 2010 made it mandatory that a copy of the PAN Card is to be furnished to the Company in the following cases:



# CORPORATE GOVERNANCE REPORT...>>>>

- Registration of physical transfer of shares;
- deletion of name of deceased shareholder(s) where shares are held jointly in the name of two or more shareholders;
- transmission of shares to the legal heirs where shares are held solely in the name of deceased shareholder; and;
- transposition of shares where order of names of shareholders are to be changed in the physical shares held jointly by two or more shareholders.

Investors, therefore, are requested to furnish the self-attested copy of PAN card, at the time of sending the physical share certificate(s) to the Company, for effecting any of the above stated requests. Shareholders are also requested to keep record of their specimen signature before lodgment of shares with the Company to avoid probability of signature mismatch at a later date.

## **Consolidation of Multiple Folios:**

Shareholder(s) of the Company who have multiple accounts in identical name(s) or holding more than one Share Certificate in the same name under different Ledger Folio(s) are requested to apply for consolidation of such Folio(s) and send the relevant Share Certificates to the Company.

## **Nomination Facility:**

Provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the rules made thereunder extends nomination facility to the individuals holding shares in the physical form. To help the legal heirs/successors get the shares transmitted in their favour, shareholder(s) are requested to furnish the particulars of their nomination in the prescribed Nomination Form. Shareholder(s) holding shares in Dematerialized form are requested to register their nominations directly with their respective DPs.

## **Quote Folio No. / DP ID No.:**

Shareholders/Beneficial Owners are requested to quote their Folio Nos./DP ID Nos., as the case may be, in all correspondence with the Company. Shareholders are also requested to quote their E-mail IDs, Contact/Fax numbers for prompt reply to their correspondence.

# CERTIFICATES / DECLARATIONS...>>>>

## DECLARATION FROM THE CEO

"I, Amit Agarwal, Whole Time Director & CEO of the Company, hereby declare that the Company has obtained from all the Board members and the senior management personnel of the Company affirmation that they have complied with the code of conduct as applicable to them."

**Moradabad**  
**31<sup>st</sup> July, 2017**

**Amit Agarwal**  
**Whole Time Director & CEO**

## CEO'S AND CFO CERTIFICATION

To,  
The Board of Directors  
Genus Prime Infra Limited  
(Formerly Gulshan Chemfill Limited)

Dear Sirs,

We, Amit Agarwal, Whole Time Director & CEO and Hukam Singh, Chief Financial Officer of the Company interalia, certify the following:

- (a) We have reviewed financial statements and the cash flow statement for the year ended March 31<sup>st</sup>, 2017 and that to the best of our knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
  - (i) that there are no significant changes in internal control over financial reporting during the year;
  - (ii) that there are no significant changes in accounting policies during the year; and
  - (iii) that there are no instances of fraud of which we have become aware.

**Moradabad**  
**31<sup>st</sup> July, 2017**

**Amit Agarwal**  
**Whole Time Director and CEO**

**Hukam Singh**  
**Chief Financial Officer**

# STANDALONE INDEPENDENT AUDITOR'S REPORT...>>>>

**To the Members of  
Genus Prime Infra Limited**

## **Report on the Audit of the Standalone Financial Statements**

We have audited the standalone financial statements of Genus Prime Infra Limited ("the Company"), which comprise the balance sheet as at 31<sup>st</sup> March 2017, and the statement of Profit and Loss and cash flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

## **Management's Responsibility for Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## **Auditor's Responsibilities**

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amount and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstance. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

## **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2017, its loss, and its cash flows for the year ended on that date.

## **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure-I**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

# STANDALONE INDEPENDENT AUDITOR'S REPORT...>>>>

- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2017, from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure 2**” to this report.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - iv. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016. Based on audit procedures, our enquiries, test check and relying on the management representation regarding holding and nature of cash transaction, including specified bank notes, we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management – Refer Note [10].

**For D Khanna & Associates**  
**Chartered Accountants**  
**FRN: 012917N**

**Place: Moradabad**  
**Date: 26<sup>th</sup> May, 2017**

**[Deepak Khanna]**  
**Partner**  
**M.NO.092140**

## **“Annexure 1” referred to in our report of even date Re: Genus prime Infra Limited (“the Company”)**

- (i) There is no fixed assets with the company hence reporting under this clause is not applicable.
- (ii) There is no Inventory with the company hence reporting under this clause is not applicable.
- (iii) The company has not granted any loan, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the companies Act, 2013. Accordingly, clause (iii) (a) and (iii) (b) of paragraph of the order are not applicable to the company for the year under report.
- (iv) In our opinion and according to the information and explanations given to us, provisions of section 185 and 186 of the Companies Act 2013 in respect of loans to directors including entities in which they are interested and in respect of loans and advances given, investments made and, guarantees, and securities given have been complied with by the Company.
- (v) The Company has not accepted any deposits from the public.
- (vi) To the best of our knowledge and as explained to us, the central government has not specified the maintenance of cost records under clause 148(1) of the Companies Act, 2013, for the products of the company.
- (vii)
  - (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees’ state insurance, Income-tax, service tax, duty of custom, duty of excise, Value added tax, cess and other material statutory dues applicable to it.
  - (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees’ state insurance, income-tax, service tax, sales-tax, duty of custom, duty of excise, value added tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
  - (c) According to the records of the Company, the dues outstanding of income-tax, service tax, duty of custom, duty of excise, value added tax and cess on account of any dispute are Nil.
- (viii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution, debenture holders, bank or government.
- (ix) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statement and according to the information and explanations given by the management, the Company has not raised any money way of initial public offer / debt instruments and term loans hence, reporting under clause (ix) is not applicable to the Company and hence not commented upon.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.
- (xi) Based on our audit procedure performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion, the Company is not a Nidhi company. Therefore the provisions of clause 3(xi) of the order are not applicable to the Company and hence not commented upon.
- (xiii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, transactions with the related parties are in compliance

# STANDALONE FINANCIAL STATEMENT...>>>>

with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

- (xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence no commented upon.
- (xv) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) According to the information and explanations given to us, the provisions of section 45-1A of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For D Khanna & Associates  
Chartered Accountants  
FRN: 012917N

[Deepak Khanna]  
Partner  
M.NO.092140

Place: Moradabad  
Date: 26<sup>th</sup> May, 2017

## **Annexure 2 to the Independent Auditor's Report of even date on the Standalone Financial Statement of Genus Prime Infra Limited**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Genus Prime Infra Limited ("the Company") as of March 31<sup>st</sup>, 2017 in conjunction with our audit of the standalone financial our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered

# STANDALONE FINANCIAL STATEMENT...>>>>

Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

## **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For DKhanna & Associates  
Chartered Accountants  
FRN: 012917N

[Deepak Khanna]  
Partner  
M.No.092140

Place: Moradabad  
Date : 26<sup>th</sup> May, 2017

# STANDALONE BALANCE SHEET...>>>>

Balance Sheet as at 31<sup>st</sup> March, 2017

(Amount in Rs.)

PARTICULARS	Note No.	CURRENT YEAR	PREVIOUS YEAR
		31.03.2017	31.03.2016
<b><u>EQUITY AND LIABILITIES</u></b>			
<b>Shareholders' Funds</b>			
Share Capital	2	38,147,000	38,147,000
Reserves and Surplus	3	(17,219,411)	(16,001,667)
		<b>20,927,589</b>	<b>22,145,333</b>
<b><u>Current Liabilities</u></b>			
Short-term Borrowings	4	1,846,840	1,328,551
Other current liabilities	5	78,000	180,068
		<b>1,924,840</b>	<b>1,508,619</b>
		<b>22,852,429</b>	<b>23,653,952</b>
<b><u>ASSETS</u></b>			
<b>Non-Current Assets</b>			
Non-Current Investment	6	19,262,200	19,262,200
Long-term Loans and Advances	7	3,099,526	3,906,878
		<b>22,361,726</b>	<b>23,169,078</b>
<b>Current Assets</b>			
Cash and Cash Equivalents	8	152,363	187,794
Short-term Loans and Advances	9	338,340	297,080
		<b>490,703</b>	<b>484,874</b>
		<b>22,852,429</b>	<b>23,653,952</b>
<b>Significant Accounting Policies &amp; Notes to Financial Statements</b>	<b>1</b>	-	-

As per our report of even date attached  
**For D Khanna & Associates**  
Chartered Accountants  
**FRN: 012917N**

for and on behalf of the Board

**Amit Agarwal**  
Whole Time Director & CEO  
DIN NO. 00016133

**Simpal Agarwal**  
Director  
DIN NO. 03072646

**(Deepak Khanna)**  
Partner  
Membership NO.092140  
Place : Moradabad  
Date : May 26, 2017

**Hukam Singh**  
Chief Financial Officer

**Kunal Nayar**  
Company Secretary



# STANDALONE STATEMENT OF PROFIT AND LOSS ACCOUNT...>>>>

Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2017

(Amount in Rs.)

PARTICULARS	Note No.	CURRENT YEAR	PREVIOUS YEAR
		31.03.2017	31.03.2016
<b>REVENUES</b>			
Other Income	11	825,200	-
Total Revenues		<b>825,200</b>	-
<b>EXPENSES</b>			
Employee Benefits Expenses	12	901,309	1,336,600
Finance Costs	13	306	679
Other Expenses	14	1,141,329	981,910
<b>Total Expenses</b>		<b>2,042,944</b>	<b>2,319,189</b>
<b>Profit/ (Loss) before Exceptional and Extraordinary items and Tax</b>		<b>(1,217,744)</b>	<b>(2,319,189)</b>
Exceptional Items		-	-
<b>Profit/ (Loss) before Extraordinary items and Tax</b>		<b>(1,217,744)</b>	<b>(2,319,189)</b>
Extraordinary Items		-	-
<b>Profit before Tax</b>		<b>(1,217,744)</b>	<b>(2,319,189)</b>
Tax Expenses:			
Current Tax		-	-
Deferred Tax		-	-
<b>Profit/ (Loss) for the period from continuing Operations</b>		<b>(1,217,744)</b>	<b>(2,319,189)</b>
Profit/ (Loss) for the period		(1,217,744)	(2,319,189)
Earning Per Equity Share (Face value Re. 2/-each) -Basic & Diluted (in Rupees)		(0.09)	(0.16)
<b>Significant Accounting Policies &amp; Notes to Financial Statements</b>	1		

As per our report of even date attached

For D Khanna & Associates

Chartered Accountants

FRN: 012917N

for and on behalf of the Board

**Amit Agarwal**

Whole Time Director & CEO  
DIN NO. 00016133

**Simpal Agarwal**  
Director

DIN NO. 03072646

**(Deepak Khanna)**

Partner

Membership NO.092140

Place : Moradabad

Date : May 26, 2017

**Hukam Singh**

Chief Financial Officer

**Kunal Nayar**

Company Secretary

# STANDALONE CASH FLOW STATEMENT...>>>>

Cash Flow Statement For The Financial Year Ended 31<sup>st</sup> March, 2017

PARTICULARS	Current Year (Amount in Rs.)		PREVIOUS YEAR (Amount in Rs.)	
<b><u>A. CASH FLOW FROM OPERATING ACTIVITIES:</u></b>				
Net Profit(Loss) Before Tax And Extra Ordinary Items		(1217744)		(2319189)
Adjustments For:				
Depreciation	-		-	
Non Cash Expenses Written Off (Net)	-		-	
(Profit)/Loss On Sale Of Fixed Assets	-	-	-	-
Operating Profit Before Working Capital Changes		(1217744)		(2319189)
<b><u>ADJUSTMENTS FOR:</u></b>				
Trade And Other Receivables	(41,260)		-	
Trade Payables	416221		1369521	
Bank Limits	-	374961	-	1369521
<b>CASH GENERATED FORM OPERATIONS AFTER ADJUSTMENTS FOR WORKING CAPITAL CHANGES</b>		(842783)		(949668)
Direct Taxes	-	-	-	-
<b>CASH FLOW AFTER ADJUSTED FOR WORKING CAPITAL CHARGES BUT BEFORE EXTRA ORDINARY ITEMS</b>		(842783)		(949668)
Extra Ordinary Items (Net)		-		-
Net Cash From Operating Activities		(842783)		(949668)
<b><u>B. CASH FLOW FROM INVESTING ACTIVITIES</u></b>				
Sale Of Fixed Assets	-		-	
Purchase/Sale Of Investments	-		-	
<b>NET CASH USED IN INVESTING ACTIVITIES</b>		-		0
<b><u>C. CASH FLOW FROM FINANCING ACTIVITIES</u></b>				
Proceeds From Issue Of Share Capital	-		-	
Receipts Of Long Term Advances (Net)	807351		761268	
Dividends Paid	-		-	
<b>NET CASH SURPLUS/USED IN FINANCING ACTIVITIES</b>		807351		761268

# STANDALONE CASH FLOW STATEMENT...>>>>

<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>		(35432)		(188400)
Cash And Cash Equivalents As At 01-04-2016 (Opening Balance)		<b>187795</b>		<b>376195</b>
Cash And Cash Equivalents As At 31-03-2017 (Closing Balance)		<b>152363</b>		<b>187795</b>
		0		0

As per our report of even date attached

For D Khanna & Associates

Chartered Accountants

FRN: 012917N

for and on behalf of the Board

**Amit Agarwal**  
Whole Time Director & CEO  
DIN NO. 00016133

**Simpal Agarwal**  
Director  
DIN NO. 03072646

**(Deepak Khanna)**  
Partner  
Membership NO.092140  
Place : Moradabad  
Date : May 26, 2017

**Hukam Singh**  
Chief Financial Officer

**Kunal Nayar**  
Company Secretary

# NOTES TO FINANCIAL STATEMENTS...>>>>

## Note-1

### ACCOUNTING POLICIES & NOTES ON ACCOUNTS

#### A. Significant Accounting Policies

##### 1. Basis of Preparation

- (i) The financial statements of the Company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (accounts) Rules, 2014.
- (ii) The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

##### 2. Property, Plant and Equipment:

Property, plant and equipment, capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use and initial estimate of decommissioning, restoring and similar liabilities. Any trade discounts and rebates are deducted in arriving at the purchase price. Such cost includes the cost of replacing part of the plant and equipment. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred. Items of stores and spares that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life. Otherwise, such items are classified as inventories. Gains or losses arising from de-recognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Capital work in progress is carried at cost comprising direct cost and related expenditure.

##### 3. Depreciation on Property, plant and equipment

Depreciation on Property, plant and equipment is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management, as prescribed under the Schedule II to the Companies Act, 2013 after retaining residual value of 5%.

The company provides pro rata depreciation from / to the date on which the asset is acquired or put to use / disposed, as appropriate. Depreciation is computed till the date of sale of asset.

##### 4. Revenue Recognition

The Company follows mercantile system of accounting where all the Income and Expenditure items having material bearing on the financial statements are recognized on accrual basis.

##### 5. Retirement Benefits

The retirement benefits such as Contribution to Provident Fund, Leave encasements etc. are accounted for on accrual basis. However no provision for Gratuity is made.

##### 6. Excise Duty

Excise Duty is not applicable to the company.

# NOTES TO FINANCIAL STATEMENTS....>>>>

## 7. Provision for Current & Deferred Tax

In view of the losses suffered by the company, no provision has been made for Income Tax for the year. The deferred Tax liability resulting from “timing difference” between book and taxable profit is accounted for based on the tax rates and laws enacted as on the date of the Balance Sheet. The deferred tax Asset/credit is recognized and carried forward only to the extent that there is a reasonable certainty that the asset will be realized in future.

## 8. Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying asset is capitalized as part of the cost of such asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

## B. Notes Forming part of the Accounts.

- (a) Previous year figures have been reworked, rearranged, regrouped and reclassified, wherever considered necessary.  
(b) Figures have been rounded off to the nearest Rupees.
- In the opinion of the Board of Directors, Current Assets, Loans & Advances have a value of realization in the ordinary course of business at least equal to the amount at which they have been stated in the Balance Sheet. The provisions for all known liabilities are adequate and not in excess of amount considered reasonably necessary.
- Managerial Remuneration U/s 197 of Companies Act, 2013 paid/payable during financial year to the Director are as under: -

	<u>Current Year (Rs).</u>	<u>Previous Year (Rs)</u>
Salaries & Allowances	NIL	NIL
	-----	-----
	NIL	NIL
	-----	-----

Computation of Net Profit in accordance with section 198 of the Companies Act, 2013 is not given, as Company has not paid any commission to any of its Directors.

- In compliance of Accounting Standard 22 on ‘Taxes on Income’ issued by the Institute of Chartered Accountants of India (ICAI), an amount of Rs NIL has been recognized as Deferred Tax Credit as at 31.03.2017 (Previous Year Rs. NIL Deferred tax Credit).
- The amount owed to Small Scale Industries outstanding for more than 30 days as at 31<sup>st</sup> March 2017 and the sum exceeding Rs. 1 lacs in each case was Rs. NIL (Previous Year- Rs. NIL).

## 6. Contingent Liabilities:

Estimated amount of contracts remaining to be executed on Capital Account not provided for Rs. NIL

## 7. Related Party Disclosure:

Disclosure of Related Party transactions as per Accounting Standard 18 issued by ICAI:

- Name of related party and nature of related party relationship where control exist:

(i) Holding Company	:	Nil.
(ii) Subsidiary Company	:	Sansar Infrastructure Private Limited
	:	Star Vanijya Private Limited
	:	Sunima Trading Private Limited

# NOTES TO FINANCIAL STATEMENTS...>>>>

(b) Name of related party and nature of related party relationship other than those referred to in (a) above in transaction with the company :

- (i) Joint Ventures etc : Nil
- (ii) Key Management Personnel : Amit Agarwal  
: Simpal Agarwal
- (iii) Corporate entities over which key management personnel are able to exercise significant influence : Genus Apparels Ltd  
: J.C Textiles Private Limited  
: Yajur Commodities Limited  
: Kailash Industries Limited  
: Kailash Vidyut & Ispat Limited

(c) Transactions with related parties during the year : Nil

## 8. Earning Per Share (EPS)

	Current Year	Previous Year
	2016-17	2015-16
Profit (Loss) After Tax	(12,17,744)	(23,19,189)
No of Equity Shares	1,40,73,500	1,40,73,500
Face Value of Equity Share (Rs)	2	2
Basic EPS (Rs)(On total equity)	(0.09)	(0.16)
Diluted EPS (Rs)	(0.09)	(0.16)

9. In terms of Accounting Standard (AS-28) on 'Impairment of Asset' issued by the Institute of Chartered Accountants of India (ICAI), the company during the year carried out an exercise of identifying the assets that may have been impaired in accordance with the said Accounting Standard. However, no such asset has been discarded during the year.
10. Financial information of Subsidiary Companies as required by the first proviso to section 129 (3) read with rule 5 of companies (Accounts) rules 2014 of the Companies Act, 2013 for the year ended 31-03-2017 are separately enclosed.
11. It has also no import, expenditure/earning in foreign currency during the year or during the Previous year.

### For D.Khanna & Associates

Chartered Accountants

FRN: 012917N

(Deepak Khanna)

Partner

Membership No.092140

Amit Agarwal

Whole Time Director & CEO

DIN NO.00016133

Simpal Agarwal

Director

DIN NO.03072646

Place: Moradabad

Date: 26.05.2017

Hukam Singh

Chief Financial Officer

Kunal Nayar

Company Secretary

# NOTES TO FINANCIAL STATEMENTS...>>>>

## Note: 2 - Share Capital:

Particulars		As At 31.03.2017	As At 31.03.2016
<b>A.</b>	<b>Authorized, Issued, Subscribed and Paid-up Share Capital</b>		
	<b>Authorized:</b>		
	3,00,00,000 Equity Share of Rs. 2/- each	60,000,000	60,000,000
	3,00,000 0% Redeemable Preference shares of Rs. 100/- each	30,000,000	30,000,000
		<b>90,000,000</b>	<b>90,000,000</b>
	<b>Issued, Subscribed and Paid-up:</b>		
	1,40,73,500 Equity Shares of Rs. 2/-each (fully called-up & paid-up)	28,147,000	28,147,000
	1,00,000 0% Redeemable Preference shares of Rs. 100/- each	10,000,000	10,000,000
	<b>Total</b>	<b>38,147,000</b>	<b>38,147,000</b>

<b>B. Reconciliation of Shares outstanding at the beginning and at the end of year are given below:</b>				
	2016-17		2015-16	
	Numbers	Amount	Numbers	Amount
Equity Shares outstanding at the beginning of the year	14,073,500	28,147,000	14,073,500	28,147,000
Add: Equity Shares Issued during the year - (a)	-	-	-	-
Less: Equity Shares bought back/ redeemed during the year	-	-	-	-
Equity Shares outstanding at the end of the year	<b>14,073,500</b>	<b>28,147,000</b>	<b>14,073,500</b>	<b>28,147,000</b>

<b>C. Detail of shareholder holding more than 5 percent shares of the Company as on reporting date are given below:</b>					
S. No.	Name of shareholder	As at 31.03.2017		As at 31.03.2016	
		Numbers of Shares held	Percentage of Holding	Numbers of Shares held	Percentage of Holding
1	Amit Kumar Agarwal	3,387,520	24.07%	3,387,520	24.07%
2	Jitendra Agarwal	3,434,221	24.40%	3,434,221	24.40%
3	Rajendra Agarwal	4,367,782	31.04%	4,405,252	31.30%

## Note: 3 -Reserves and Surplus:

Particulars	As At 31.03.2017	As At 31.03.2016
<b>General Reserve</b>	4,169,708	4,169,708
	<b>4,169,708</b>	<b>4,169,708</b>
Profit & Loss Account	(21,389,119)	(20,171,375)
Total	<b>(17,219,411)</b>	<b>(16,001,667)</b>

# NOTES TO FINANCIAL STATEMENTS....>>>>

## 3. (a) Additions and deductions since the last Balance Sheet under each head of Reserve are as under:

Particulars	As At 31.03.2017	As At 31.03.2016
<b>General Reserve</b>	4,169,708	4,169,708
<b>Add: Additions During the Year</b>	-	-
Less: Deduction During the Year	-	-
<b>Closing Balance</b>	<b>4,169,708</b>	<b>4,169,708</b>

## 3. (b) Allocations and appropriations in Surplus i.e. balance in Statement of Profit and Loss are as under:

Particulars	As At 31.03.2017	As At 31.03.2016
<b>Opening Balance</b>	(20,171,375)	(17,852,186)
<b>Less: Deferred Tax Assets</b>	-	-
Add: Profit for the period	(1,217,744)	(2,319,189)
<b>Closing Balance</b>	<b>(21,389,119)</b>	<b>(20,171,375)</b>

### Note: 4 -Short-term Borrowings

Particulars	As At 31.03.2017	As At 31.03.2016
Others	1,846,840	1,328,551
<b>Total</b>	<b>1,846,840</b>	<b>1,328,551</b>

### Note: 5 -Other Current Liabilities

Particulars	As At 31.03.2017	As At 31.03.2016
Short-term Provisions consist of the following:		
Expenses Payables	78,000	180,068
<b>Total</b>	<b>78,000</b>	<b>180,068</b>

### Note: 6 -Non Current Investment

Particulars	As At 31.03.2017	As At 31.03.2016
<b>Other Investment</b>		
<b>In Equity Shares - Unquoted fully paid</b>		
330600 Shares Sansar Infrastructure Pvt Ltd (Previous year 330600 ) of Rs 10/- each	2,344,200	2,344,200
376800 Shares Star Vanijya Pvt Ltd (Previous year 376800 ) of Rs 10/- each	3,768,000	3,768,000
340000 Shares Sunima Trading Pvt Ltd (Previous year 340000 ) of Rs 10/- each	1,750,000	1,750,000
<b>In Preference Shares - fully paid</b>		
1140000 Shares Genus Apparels Pvt Ltd (Previous year 1140000 ) of Rs 10/- each	11,400,000	11,400,000
<b>Total</b>	<b>19,262,200</b>	<b>19,262,200</b>



# NOTES TO FINANCIAL STATEMENTS...>>>>

## Note: 7 -Long-term Loans and Advances:

Particulars	As At 31.03.2017	As At 31.03.2016
Security Deposits (Secured, Considered Good)	99,526	99,526
Other loans and advances - (a) (Unsecured, Considered Good)	3,000,000	3,807,352
<b>Total</b>	<b>3,099,526</b>	<b>3,906,878</b>

## Note: 8 -Cash and Cash Equivalents

Particulars	As At 31.03.2017	As At 31.03.2016
Current Accounts - Punjab National Bank	129,948	145,827
ICICI Bank Ltd.	6,554	6,554
Bank of Baroda	-	-
Cash on hand	15,861	35,413
<b>Total</b>	<b>152,363</b>	<b>187,794</b>

## Note: 9 -Short-term Loans and Advances

Particulars	As At 31.03.2017	As At 31.03.2016
(Secured, Considered Good) Advance Current Tax / TDS	338,340	297,080
<b>Total</b>	<b>338,340</b>	<b>297,080</b>

## Note: 10 -Disclosure of SBNs

Disclosure in respect of notification by Ministry of Corporate Affairs vide notification F. No. 17/62/2015-CL-V (Vol.I) dated 30<sup>th</sup> March 2017. Details of Specified Bank Notes (SBN) held and transacted during the period 8<sup>th</sup> November 2016 to 30<sup>th</sup> December 2016 are as under:-

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	-	26,749	26,749
(+) Permitted receipts	-	-	-
(-) Permitted payments	-	2,870	2,870
(-) Amount deposited in Banks	-	-	-
Closing cash in hand as on 30.12.2016	-	23,879	23,879

## Note: 11 -Other Income:

Particulars	For the year ended on 31.03.2017	For the year ended on 31.03.2016
Commission Received	825,200	-
	825,200	-

# NOTES TO FINANCIAL STATEMENTS...>>>>

## Note: 12 -Employee Benefits Expenses:

Particulars	For the year ended on 31.03.2017	For the year ended on 31.03.2016
Salaries to employees	901,309	1,336,600
	901,309	1,336,600

## Note: 13 -Finance Costs:

Particulars	For the year ended on 31.03.2017	For the year ended on 31.03.2016
Bank Charges	306	679
	<b>306</b>	<b>679</b>

## Note: 14 -Other Expenses:

Particulars	For the year ended on 31.03.2017	For the year ended on 31.03.2016
<b><u>Adminstrative Expenses</u></b>		
Listing expenses	550,709	284,287
ROC Filling fee	14,920	10,600
Printing and Stationary	103,790	148,267
Advertisement and Publicity	56,394	62,446
Travelling Expenses	13,692	5,002
Legal and Professoianl Expenses	161,463	120,157
Postage & Telephone Expenses	162,507	280,819
Auditors' Remuneration - (Audit Fee)	66,700	58,000
Miscellaneous Expenses	11,154	12,332
	<b>1,141,329</b>	<b>981,910</b>
<b>Details of Auditors' Remuneration are as follows:</b>		
Statutory Auditors:		
Audit Fees	40,000	40,000
Reimbursement of expenses	26,700	18,000
	<b>66,700</b>	<b>58,000</b>

As per our report of even date attached

For D.Khanna & Associates

Chartered Accountants

FRN: 012917N

for and on behalf of the Board

**Amit Agarwal**  
Whole Time Director & CEO  
DIN NO.00016133

**Simpal Agarwal**  
Director  
DIN NO.03072646

**(Deepak Khanna)**

Partner

Membership No.092140

Place: Moradabad

Date: 26.05.2017

**Hukam Singh**  
Chief Financial Officer

**Kunal Nayar**  
Company Secretary

# CONSOLIDATED INDEPENDENT AUDITOR'S REPORT...>>>>

**To the Members of  
Genus Prime Infra Limited**

## **Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of Genus Prime Infra Limited (hereinafter referred to as the "Company") and its subsidiaries, comprising the consolidated Balance Sheet as at March 31, 2017, the consolidated statement of Profit and Loss and the consolidated Cash Flows Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

## **Management's Responsibility for the Consolidated Financial Statements**

The Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013("the act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the company and of its Subsidiaries are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

## **Auditor's Responsibility**

Our responsibility is to express an opinion on these consolidated financial statement based on our audit.

While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under section 143(10) of the Act. Those standards require that we comply with ethical requirement and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgments, including the assessment of the risks of material those risks assessments; the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in Other Matters below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

## **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Company, its subsidiaries as at March 31, 2017, their consolidated profit, and its consolidated cash flows for the year then ended on that date.

## **Report on Other Legal and Regulatory Requirements**

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- (a) We, the other auditors whose reports we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

# CONSOLIDATED INDEPENDENT AUDITOR'S REPORT...>>>>

- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies(Accounts) Rules, 2014
- (e) On the basis of the written representations received from the directors of the Company as on 31<sup>st</sup> March, 2017 taken on record by the Board of Directors of the Company and the reports of the auditors who are appointed under section 139 of the act of its subsidiaries companies incorporated in India is disqualified as on 31<sup>st</sup> March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy and the operating effectiveness of internal financial controls over financial reporting of the Holding Company and the subsidiary companies, associates companies and jointly controlled companies incorporated in India, refer to our separate report in "Annexure 1" to this report; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its subsidiaries companies incorporated in India.
  - iv. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016. Based on audit procedures, our enquiries, test check and relying on the management representation regarding holding and nature of cash transaction, including specified bank notes, we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management – Refer Note [10].

## Other Matter

The accompanying consolidated financial statements includes the Company's share of net profit of Rs. 47,215/- for the year ended March 31,2017 as considered in the consolidated financial statements, in respect of three subsidiaries, whose financial statements, other financial information have been audited by other auditors whose reports have been furnished to us by the Management. our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the subsidiaries, is based solely on such other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

**For D Khanna& Associates**  
**Chartered Accountants**  
**FRN: 012917N**

**Date: 26<sup>th</sup> May, 2017**  
**Place: Moradabad**

**[Deepak Khanna]**  
**Partner**  
**M.No.092140**

## **Annexure 1 to the Independent Auditor's Report of even date on the Consolidated Financial Statement of Genus Prime Infra Limited**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the consolidated financial statements of Genus Prime Infra Limited as of and for the year ended March 31<sup>st</sup>, 2017, we have audited the internal control over financial reporting of Genus Prime Infra Limited (hereinafter referred to as the "Company") and its subsidiary companies, which are companies incorporated in India, as of that date.

#### **Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, both, issued by The Institute of Chartered Accountants of India, and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters Paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance

# CONSOLIDATED FINANCIAL STATEMENT...>>>>

regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **Opinion**

In our opinion, the Company and its subsidiary companies, which are companies incorporated in India, have, maintained in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

## **Other Matters**

Our report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Company, insofar as it relates to these threesubsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such Subsidiary companies incorporated in India.

For D Khanna & Associates  
Chartered Accountants  
FRN: 012917N

[Deepak Khanna]  
Partner  
M.No.092140

Date: 26<sup>th</sup> May, 2017  
Place: Moradabad

# CONSOLIDATED BALANCE SHEET...>>>>

Consolidated Balance Sheet as at 31<sup>st</sup> March, 2017

(Amount in Rs.)

PARTICULARS	Note No.	As at	As at
		31.03.2017	31.03.2016
<b><u>EQUITY AND LIABILITIES</u></b>			
<b>Shareholders' Funds</b>			
Share Capital	2	38,147,000	38,147,000
Reserves and Surplus	3	481,328,956	482,499,486
		<b>519,475,956</b>	<b>520,646,486</b>
<b><u>Current Liabilities</u></b>			
Short-term Borrowings	4	94,429,399	25,276,043
Other current liabilities	5	153,000	306,068
		<b>94,582,399</b>	<b>25,582,111</b>
		<b>614,058,355</b>	<b>546,228,597</b>
<b><u>ASSETS</u></b>			
<b>Non-Current Assets</b>			
Non-Current Investment	6	464,348,436	464,348,436
Long-term Loans and Advances	7	3,099,526	3,906,878
		<b>467,447,962</b>	<b>468,255,314</b>
<b>Current Assets</b>			
Cash and Bank Balances	8	21,698,889	2,087,523
Short-term Loans and Advances	9	124,911,504	75,885,760
		<b>146,610,393</b>	<b>77,973,283</b>
		<b>614,058,355</b>	<b>546,228,597</b>
<b>Significant Accounting Policies &amp; Notes to Financial Statements</b>	<b>1</b>	-	-

As per our report of even date attached  
**For D. Khanna & Associates**  
Chartered Accountants  
**(Registration NO.-012917N)**

for and on behalf of the Board

**Amit Agarwal**  
Whole Time Director & CEO  
DIN NO.00016133

**Simpal Agarwal**  
Director  
DIN NO.03072646

**(Deepak Khanna)**  
Partner  
Membership NO.092140  
Place : Moradabad  
Date : 26<sup>th</sup> May 2017

**Hukam Singh**  
Chief Financial Officer

**Kunal Nayar**  
Company Secretary

# CONSOLIDATED STATEMENT OF PROFIT AND LOSS ACCOUNT...>>>>

Consolidated Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2017

(Amount in Rs.)

PARTICULARS	Note No.	Year ended	Year ended
		31.03.2017	31.03.2016
<b><u>REVENUES</u></b>			
Revenue from Operations	11	1,065,855	276,000
Other Income	12	1,005	13,235
<b>Total Revenues</b>		<b>1,066,860</b>	<b>289,235</b>
<b><u>EXPENSES</u></b>			
Purchases	13	-	-
(Increase)/Decrease in Inventories		-	-
Employee Benefits Expenses	14	901,309	1,505,600
Finance Costs	15	1,236	1,137
Depreciation and Amortization	16	-	-
Other Expenses	17	1,334,844	1,134,573
<b>Total Expenses</b>		<b>2,237,389</b>	<b>2,641,310</b>
<b>Profit/ (Loss) before Exceptional and Extraordinary items and Tax</b>		<b>(1,170,529)</b>	<b>(2,352,075)</b>
Exceptional Items		-	-
<b>Profit/ (Loss) before Extraordinary items and Tax</b>		<b>(1,170,529)</b>	<b>(2,352,075)</b>
Extraordinary Items		-	-
<b>Profit before Tax</b>		<b>(1,170,529)</b>	<b>(2,352,075)</b>
Tax Expenses:			
Current Tax		-	-
Deferred Tax		-	-
<b>Profit/ (Loss) for the period from continuing Operations</b>		<b>(1,170,529)</b>	<b>(2,352,075)</b>
Profit/ (Loss) for the period		<b>(1,170,529)</b>	<b>(2,352,075)</b>
<b>Significant Accounting Policies &amp; Notes to Financial Statements</b>	1		

As per our report of even date attached  
For D. Khanna & Associates  
Chartered Accountants  
(Registration NO. 012917N)

for and on behalf of the Board

**Amit Agarwal**  
Whole Time Director & CEO  
DIN NO.00016133

**Simpal Agarwal**  
Director  
DIN NO.03072646

**(Deepak Khanna)**  
Partner  
Membership NO.092140  
Place : Moradabad  
Date : 26<sup>th</sup> May 2017

**Hukam Singh**  
Chief Financial Officer

**Kunal Nayar**  
Company Secretary



# CONSOLIDATED CASH FLOW STATEMENT...>>>>

Consolidated cash flow statement for the financial year ended 31<sup>st</sup> March, 2017

<b><u>A. CASH FLOW FROM OPERATING ACTIVITIES:</u></b>	<b>CURRENT YEAR</b>		<b>PREVIOUS YEAR</b>	
NET PROFIT(LOSS) BEFORE TAX AND EXTRA ORDINARY ITEMS		(1,170,529)		(2,352,075)
ADJUSTMENTS FOR:				
DEPRECIATION	-		-	
NON CASH EXPENSES WRITTEN OFF (NET)	-		-	
(PROFIT)/LOSS ON SALE OF FIXED ASSETS	-	-	-	-
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		(1,170,530)		(2,352,075)
<b><u>ADJUSTMENTS FOR:</u></b>				
TRADE AND OTHER RECEIVABLES	(49,025,744)		92,225,493	
INVENTORIES	-		38,500	
TRADE PAYABLES AND OTHER LIABILITIES	69,000,288		(51,511,543)	
BANK LIMITS	-	19,974,544	-	40,752,450
<b>CASH GENERATED FORM OPERATIONS AFTER ADJUSTMENTS FOR WORKING CAPITAL CHANGES</b>		18,804,014		38,400,375
DIRECT TAXES	-	-	-	-
<b>CASH FLOW AFTER ADJUSTED FOR WORKING CAPITAL CHARGES BUT BEFORE EXTRA ORDINARY ITEMS</b>		18,804,014		38,400,375
EXTRA ORDINARY ITEMS (NET)		-		-
<b>NET CASH FROM OPERATING ACTIVITIES</b>		18,804,014		38,400,375
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
SALE OF FIXED ASSETS	-		-	
PURCHASE/SALE OF INVESTMENTS	-		(40,038,500)	
<b>NET CASH USED IN INVESTING ACTIVITIES</b>		-		(40,038,500)
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
PROCEEDS FROM ISSUE OF SHARE CAPITAL	-		-	
RECEIPTS OF LONG TERM ADVANCES (NET)	807,352		761,267	
<b>DIVIDENDS PAID</b>	-		-	
<b>NET CASH SURPLUS/USED IN FINANCING ACTIVITIES</b>		807,352		761,267

# CONSOLIDATED CASH FLOW STATEMENT...>>>>

<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	19,611,366	(876,858)
CASH AND CASH EQUIVALENTS AS AT 01-04-2016 (OPENING BALANCE)	<b>2,087,523</b>	<b>2,964,381</b>
CASH AND CASH EQUIVALENTS AS AT 31-03-2017 (CLOSING BALANCE)	<b>21,698,889</b>	<b>2,087,523</b>
	19,611,366	(876,858)
	-	-

As per our report of even date attached  
For **D. Khanna & Associates**  
Chartered Accountants  
(Registration NO.-012917N)

for and on behalf of the Board

**Amit Agarwal**  
Whole Time Director & CEO  
DIN NO.00016133

**Simpal Agarwal**  
Director  
DIN NO.03072646

(**Deepak Khanna**)  
Partner  
Membership NO.092140  
Place : Moradabad  
Date : 26<sup>th</sup> May 2017

**Hukam Singh**  
Chief Financial Officer

**Kunal Nayar**  
Company Secretary

# NOTES TO FINANCIAL STATEMENTS....>>>>

## Note-1

### ACCOUNTING POLICIES & NOTES ON ACCOUNTS

#### A. Significant Accounting Policies

##### 1. Principles of Consolidation

- (i) The Financial Statements of the Company and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions in accordance with Accounting Standard (AS) 21 – “Consolidated Financial Statements” issued by the Institute of Chartered Accountants of India.
- (ii) The difference between the cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognized in the financial statements as Goodwill or Capital Reserve as the case may be.
- (iii) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company’s separate financial statements.

##### 2. Basis of Preparation

- (i) The financial statements of the Company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (accounts) Rules, 2014.
- (ii) The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

##### 3. Property, Plant and Equipment

Property, plant and equipment, capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use and initial estimate of decommissioning, restoring and similar liabilities. Any trade discounts and rebates are deducted in arriving at the purchase price. Such cost includes the cost of replacing part of the plant and equipment. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred. Items of stores and spares that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life. Otherwise, such items are classified as inventories. Gains or losses arising from de-recognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Capital work in progress is carried at cost comprising direct cost and related expenditure.

##### 4. Depreciation on Property, plant and equipment

Depreciation on Property, plant and equipment is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management, as prescribed under the Schedule II to the Companies Act, 2013 after retaining residual value of 5%.

The company provides pro rata depreciation from / to the date on which the asset is acquired or put to use / disposed, as appropriate. Depreciation is computed till the date of sale of asset.

# NOTES TO FINANCIAL STATEMENTS...>>>>

## 5. Revenue Recognition

The Company follows mercantile system of accounting where all the Income and Expenditure items having material bearing on the financial statements are recognized on accrual basis.

## 6. Retirement Benefits

The retirement benefits such as Contribution to Provident Fund, Leave encasements etc. are accounted for on accrual basis. However no provision for Gratuity is made.

## 7. Excise Duty

Excise Duty is not applicable to the Company.

## 8. Provision for Current & Deferred Tax

In view of the losses suffered by the company, no provision has been made for Income Tax for the year. The deferred Tax liability resulting from "timing difference" between book and taxable profit is accounted for based on the tax rates and laws enacted as on the date of the Balance Sheet. The deferred tax Asset/credit is recognized and carried forward only to the extent that there is a reasonable certainty that the asset will be realized in future.

## 9. Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying asset is capitalized as part of the cost of such asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

## 10. Investments

Investments other than in subsidiaries and associates have been accounted as cost basis as per Accounting Standard (AS) 13 on "Accounting for Investments".

## B. Notes Forming part of the Accounts.

- (a) Previous year figures have been reworked, rearranged, regrouped and reclassified, where considered necessary.  
(b) Figures have been rounded off to the nearest Rupees.
- In the opinion of the Board of Directors, Current Assets, Loans & Advances have a value of realization in the ordinary course of business at least equal to the amount at which they have been stated in the Balance Sheet. The provisions for all known liabilities are adequate and not in excess of amount considered reasonably necessary.
- Managerial Remuneration U/s 197 of Companies Act, 2013 paid/payable during financial year to the Director are as under: -

	<u>Current Year (Rs.)</u>	<u>Previous Year</u>
Salaries & Allowances	NIL	NIL
	-----	-----
	NIL	NIL

Computation of Net Profit in accordance with section 198 of the Companies Act, 2013 is not given, as Company has not paid any commission to any of its Directors.

- In compliance of Accounting Standard 22 on 'Taxes on Income' issued by the Institute of Chartered Accountants of India (ICAI), an amount of Rs 0.00 has been recognized as Deferred Tax Credit as at 31.03.2017 (Previous Year Rs. 0.00 Deferred tax Credit).

# NOTES TO FINANCIAL STATEMENTS...>>>>

The amount owed to Small Scale Industries outstanding for more than 30 days as at 31<sup>st</sup> March 2017 and the sum exceeding Rs. 1 lacs in each case was Rs. NIL (Previous Year- Rs. NIL).

## 6. Contingent Liabilities:

Estimated amount of contracts remaining to be executed on Capital Account not provided for Rs. NIL

## 7. Related Party Disclosure:

Disclosure of Related Party transactions as per Accounting Standard 18 issued by ICAI:

(a) Name of related party and nature of related party relationship other than those referred to in (a) above in transaction with the Company:

- (i) Joint Ventures etc : Nil
- (ii) Key Managerial Personnel : Amit Agarwal  
: Simpal Agarwal
- (iii) Corporate entities over which key management personnel are able to exercise significant influence
  - : Genus Apparels Ltd
  - : J.C Textiles Private Limited
  - : Yajur Commodities Limited
  - : Kailash Industries Limited
  - : Kailash Vidyut & Ispat Limited

(b) Transactions with related parties during the year : Nil

## 8. Earning Per Share (EPS)

	Current Year	Previous Year
	2016-17	2015-16
PROFIT (LOSS) AFTER TAX	(11,70,529)	(23,52,075)
No of Equity Shares	1,40,73,500	1,40,73,500
Face Value of Equity Share (Rs)	2	2
Basic EPS (Rs)(On total equity)	(0.08)	(0.17)
Diluted EPS (Rs)	(0.08)	(0.17)

9. In terms of Accounting Standard (AS-28) on 'Impairment of Asset' issued by the Institute of Chartered Accountants of India (ICAI), the company during the year carried out an exercise of identifying the assets that may have been impaired in accordance with the said Accounting Standard. However, no such asset has been discarded during the year.

10. It has also no import, expenditure/earning in foreign currency during the year or during the Previous year.

**For D.Khanna & Associates**  
**Chartered Accountants**  
**FRN: 012917N**

**for and on behalf of the Board**

(Deepak Khanna)  
Partner  
Membership No.092140  
Date: 26<sup>th</sup> May, 2017  
Place: Moradabad

**Amit Agarwal**  
Whole Time Director & CEO  
DIN NO.00016133

**Simpal Agarwal**  
Director  
DIN NO.03072646

**Hukam Singh**  
Chief Financial Officer

**Kunal Nayar**  
Company Secretary

# NOTES TO FINANCIAL STATEMENTS...>>>>

2. Share Capital:		As At 31.03.2017	As At 31.03.2016
<b>A.</b>	<b>Authorized, Issued, Subscribed and Paid-up Share Capital</b>		
	<b>Authorized:</b>		
	3,00,00,000 Equity Share of Rs. 2/- each	60,000,000	60,000,000
	3,00,000 0% Redeemable Preference shares of Rs. 100/- each	30,000,000	30,000,000
		<b>90,000,000</b>	<b>90,000,000</b>
	<b>Issued, Subscribed and Paid-up:</b>		
	1,40,73,500 Equity Shares of Rs. 2/-each (fully called-up & paid-up)	28,147,000	28,147,000
	1,00,000 0% Redeemable Preference shares of Rs. 100/- each	10,000,000	10,000,000
	<b>Total</b>	<b>38,147,000</b>	<b>38,147,000</b>

B. Reconciliation of Shares outstanding at the beginning and at the end of year are given below:					
		2016-17		2015-16	
		Numbers	Amount	Numbers	Amount
	Equity Shares at the beginning of the year	14,073,500	28,147,000	14,073,500	28,147,000
	Add: Equity Shares Issued during the year	-	-	-	-
	Less: E.Shares buy back/ redeemduring the year	-	-	-	-
	Equity Shares at the end of the year	<b>14,073,500</b>	<b>28,147,000</b>	<b>14,073,500</b>	<b>28,147,000</b>

C. Detail of shareholder holding more than 5 percent shares of the Company as on reporting date are given below:					
S. No.	Name of shareholder	As at 31.03.2017		As at 31.03.2016	
		Numbers of Shares held	Percentage of Holding	Numbers of Shares held	Percentage of Holding
1	Amit Kumar Agarwal	3,387,520	24.07%	3,387,520	24.07%
2	Jitendra Agarwal	3,434,221	24.40%	3,434,221	24.40%
3	Rajendra Agarwal	4,367,782	31.04%	4,405,252	31.30%

### 3. Reserves and Surplus:

	As At 31.03.2017	As At 31.03.2016
Capital Reserve -as per last balance sheet	501,111,761	501,111,761
	<b>501,111,761</b>	<b>501,111,761</b>
<b>General Reserve</b>	4,169,708	4,169,708
Last Balance Sheet	(22,781,984)	(20,429,908)
Surplus i.e. balance in Statement of Profit and Loss	(1,170,529)	(2,352,075)
	<b>(19,782,805)</b>	<b>(18,612,275)</b>

# NOTES TO FINANCIAL STATEMENTS...>>>>

## 4 Other Current Liabilities

	As At 31.03.2017	As At 31.03.2016
Short Term Borrowing	94,429,399	25,276,043
	<b>94,429,399</b>	<b>25,276,043</b>

## 5 Short-term Provisions

	As At 31.03.2017	As At 31.03.2016
Short-term Provisions	153,000	306,068
	<b>153,000</b>	<b>306,068</b>

## 6 Non Current Investment

Particulars	As At 31.03.2017	As At 31.03.2016
<b>Other Investment</b>		
<b>In Equity Shares - Unquoted fully paid</b>		
4658621 Shares Virtous Urja Ltd (Previous year : 4658621) of Rs 10/- each	71,510,000	71,510,000
1444000 Shares Vivekshil Dealers Pvt Ltd (Previous year : 1124000) of Rs 10/- each	261,800,000	261,800,000
300000 Shares Professional Fashion & Mgmt. Pvt Ltd (Previous year 300000) of Rs 10/- each	3,000,000	3,000,000
46979 Shares Genus Innovation Ltd. (Previous year 46979) of Rs 10/- each	3,499,936	3,499,936
5375 Shares J.C.Textiles Pvt. Ltd. (Previous year 5375) of Rs 10/- each	8,600,000	8,600,000
385 Shares in Sukhvarsha Distributors (P) Ltd. (Previous year 385) of Rs. 100/- each	38,500	38,500
<b>In Preference Shares - fully paid</b>		
430000 Shares Virtous Urja Ltd (Previous year : 430000) of Rs 100/- each	82,000,000	82,000,000
1140000 Shares Genus Apparels Ltd (Previous year 1140000) of Rs 10/- each	11,400,000	11,400,000
155000 Shares Genus International Commodities Ltd (Previous year 155000) of Rs 100/- each	15,500,000	15,500,000
70000 Shares Kailash Vidut & Ispat Ltd (Previous year 130000) of Rs 100/- each	7,000,000	7,000,000
	<b>464,348,436</b>	<b>464,348,436</b>

# NOTES TO FINANCIAL STATEMENTS...>>>>

## 7 Long-term Loans and Advances:

	As At 31.03.2017	As At 31.03.2016
Security Deposits (Secured, Considered Good)	99,526	99,526
Other loans and advances - (a) (Unsecured, Considered Good)	3,000,000	3,807,352
	<b>3,099,526</b>	<b>3,906,878</b>

## 8 Cash and Cash Equivalents

	As At 31.03.2017	As At 31.03.2016
Cash and Bank Balances consist of the following:		
Balance with Banks:		
Current Accounts	555,458	638,086
Cheque In Hand	20,244,313	-
Cash in hand	899,118	1,449,436
	<b>21,698,889</b>	<b>2,087,523</b>

## 9 Short-term Loans and Advances

	As At 31.03.2017	As At 31.03.2016
(Secured, Considered Good)		
Advance to Others	124,538,687	75,537,310
Advance Current Tax / TDS	372,817	348,450
	<b>124,911,504</b>	<b>75,885,760</b>

## 10 Disclosure of SBNs

Disclosure in respect of notification by Ministry of Corporate Affairs vide notification F. No. 17/62/2015-CL-V (Vol.I) dated 30<sup>th</sup> March 2017. Details of Specified Bank Notes (SBN) held and transacted during the period 8<sup>th</sup> November 2016 to 30<sup>th</sup> December 2016 are as under:-

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	550,000	850,376	1,400,376
(+) Permitted receipts	-	50,000	50,000
(-) Permitted payments	-	3,685	3,685
(-) Amount deposited in Banks	550,000	-	550,000
Closing cash in hand as on 30.12.2016	-	896,691	896,691



# NOTES TO FINANCIAL STATEMENTS...>>>>

## 11 Revenue from Operations

	As At 31.03.2017	As At 31.03.2016
Commission received	1,065,855	276,000
	<b>1,065,855</b>	<b>276,000</b>

## 12 Other Income:

Interest on Income Tax Refund	-	62
Interest received	1,005	13,173
	<b>1,005</b>	<b>13,235</b>

## 13 Purchases

Purchase of Shares	-	-
	-	-

## 14 Employee Benefits Expenses:

Salaries and Wages	901,309	1,505,600
Contribution to Provident and other Funds	-	-
Employee Welfare	-	-
	<b>901,309</b>	<b>1,505,600</b>

## 15 Finance Costs:

Bank Charges	1,236	1,137
	<b>1,236</b>	<b>1,137</b>

## 16 Depreciation and Amortization Expenses:

Depreciation and Amortization Expenses:	-	-
	-	-

# NOTES TO FINANCIAL STATEMENTS...>>>>

## 17 Other Expenses:

	As At 31.03.2017	As At 31.03.2016
<b><u>Administrative Expenses</u></b>		
Listing expenses	575,209	348,787
Accounting Charges	76,000	-
ROC Filling fees	14,920	10,600
Printing and Stationary	105,455	149,199
Advertisement and Publicity	56,394	62,446
Travelling Expenses	15,662	6,121
Legal and Professional Expenses	174,713	130,657
Communication Charges	163,637	281,431
Auditors' Remuneration - (Audit Fee)	141,700	133,000
Miscellaneous Expenses	11,154	12,332
Interest to others	-	-
	<b>1,334,844</b>	<b>1,134,573</b>
(a) Details of Auditors' Remuneration are as follows:		
Statutory Auditors:		
Audit Fees	115,000	115,000
Reimbursement of expenses	26,700	18,000
	<b>141,700</b>	<b>133,000</b>

As per our report of even date attached  
**For D. Khanna & Associates**  
 Chartered Accountants  
**(Registration NO.-012917N)**

**for and on behalf of the Board**

**Amit Agarwal**  
 Whole Time Director & CEO  
 DIN NO.00016133

**Simpal Agarwal**  
 Director  
 DIN NO.03072646

**(Deepak Khanna)**  
 Partner  
 Membership No.092140  
 Date: 26<sup>th</sup> May, 2017  
 Place: Moradabad

**Hukam Singh**  
 Chief Financial Officer

**Kunal Nayar**  
 Company Secretary



**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)-251001; 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 17<sup>th</sup> Annual General Meeting of the Company, to be held on Thursday, **September 21, 2017** 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:

# PROXY FORM...>>>>

S. No.	Resolutions	Optional**	
		For	Against
<b>Ordinary Business</b>			
1	Adoption of Standalone and Consolidated Financial Statements for the year ended March 31, 2017		
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		

**\*Special resolution**

Signed this..... day of.....2017

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

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

Affix Revenue Stamp of One Rupee

**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 (UP)-251001; 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 17<sup>th</sup> Annual General Meeting of the Company to be held on **Thursday, September 21, 2017 at 2:00 p.m.** at Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad, Uttar Pradesh-244001.

### 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>
170726032		



If undelivered, please return to

**Genus Prime Infra Limited**

(Formerly Gulshan Chemfill Limited)

D-116, Okhla Industrial Area

Phase-1, New Delhi-110020