

AJIT KUMAR & ASSOCIATES

COMPANY SECRETARIES

SCRUTINIZER'S REPORT- COMBINED

To,

The Chairman of **Genus Prime Infra Limited (Formerly Gulshan Chemfil Limited)**,

14th Annual General Meeting of the Members of **Genus Prime Infra Limited (Formerly Gulshan Chemfil Limited)** held on Saturday, 27th Day of September, 2014 at 2.00 p.m. at the registered Office of the Company at 9th K. M., Jansath Road, Muzaffarnagar, Uttar Pradesh-251001

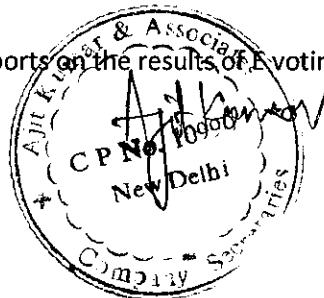
Dear Sir,

1. I, Ajit Kumar, Practicing Company Secretary, have been appointed as a Scrutinizer by the Board of Directors of **Genus Prime Infra Limited (Formerly Gulshan Chemfil Limited)** for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Chairman of the Annual General Meeting on poll under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the Notice to the 14th Annual General Meeting of the Members of the Company held on Saturday, 27th Day of September, 2014 at 2.00 p.m. at the registered Office of the Company at 9th K. M., Jansath Road, Muzaffarnagar, Uttar Pradesh-251001.

The management of the Company is responsible to ensure the Compliance with requirement of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 14th Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer for the e-voting process and for poll at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provide by Central depository Services(India) Limited(CDSL), the Authorised Agency engaged by the company to provide e-voting and at the time of poll at AGM.

2. I have issued separately my reports on E- voting and voting through poll at the AGM held on Saturday, 27th Day of September, 2014. The Details are as under:
 - a. My report dated 25.09.2014 on E-voting.
 - b. My report dated 29.09.2014 on voting through poll at AGM held on 27.09.2014.

I submit herewith my combined reports on the results of E voting together with that poll as under:



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AJIT KUMAR & ASSOCIATES

COMPANY SECRETARIES

Item No. 1

Ordinary Resolution- To receive, consider and adopt the Audited Standalone and Consolidated Balance Sheet as at 31st March 2014 and the Statement of Profit & Loss of the Company for the year ended on that date and the Directors' and the Auditors' Reports thereon.

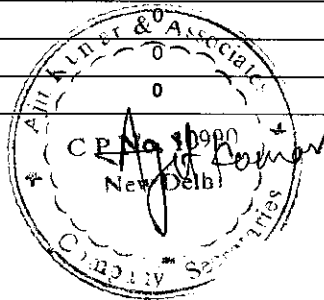
Promoters/ Public	No. of shares held	No. of Votes Polled	No. of valid Votes	No. of votes polled by the interes ted parties	No. of inval id Vote s	% of Valid Voted Polled on outstanding shares	No. of Votes in Favour	No. of Votes in Against	% of Votes in Favour on valid votes	% of Votes in Against on valid votes
(1)	(2)	(3)	(4)	(5)	(6)	(7)=[(4)/2 *100]	(8)	(9)	(10)=[(8/4*100)]	(11)=(9/4)
Promoter and Promoter Group	9447731	9447731	9447731	0	0	100	9447731	0	100 %	0
Public Institutional holders	0	0	0	0	0	0	0	0	0	0
Public Others	1337678	1337678	1337678	0	0	100	1337678	0	100 %	0
Total	10785409	10785409	10785409	0	0	100	10785409	0	100 %	0

Voted In Favour of Resolution

Category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled i.e. 10785409
Promoter and Promoter Group	9447731	100 %
Public Institutional holders	0	0
Public Others	1337678	100 %
Total	10785409	100 %

Voted In against of Resolution

Category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled i.e. 10785409
Promoter and Promoter Group	0	0
Public Institutional holders	0	0
Public Others	0	0
Total	0	0



AJIT KUMAR & ASSOCIATES

COMPANY SECRETARIES

Item No. 2

Ordinary Resolution- 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.

Promoters/ Public	No. of shares held	No. of Votes Polled	No. of valid Votes	No. of votes polle d by the intere sted partie s	No. of invalid Votes	% of Valid Voted Polled on outstanding shares	No. of Votes in Favour	No. of Votes in Against	% of Votes in Favour on valid votes	% of Votes in Against on valid votes
(1)	(2)	(3)	(4)	(5)	(6)	(7)=[(4)/2 *100]	(8)	(9)	(10)=[(8/4*100)]	(11)=(9/4)
Promoter and Promoter Group	9447731	9447731	9447731	0	0	100	9447731	0	100 %	0
Public Institutional holders	0	0	0	0	0	0	0	0	0	0
Public Others	1337678	1337678	1337678	0	0	100	1337678	0	100 %	0
Total	10785409	10785409	10785409	0	0	100	10785409	0	100 %	0

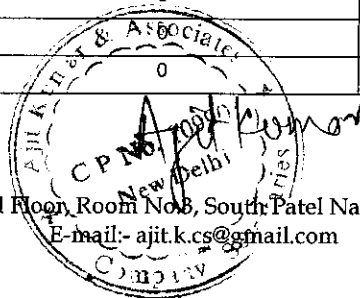
Voted In Favour of Resolution

Category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled i.e. 10785409
Promoter and Promoter Group	9447731	100 %
Public Institutional holders	0	0
Public Others	1337678	100 %
Total	10785409	100 %

Voted In against of Resolution

Category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled i.e. 10785409
Promoter and Promoter Group	0	0
Public Institutional holders	0	0
Public Others	0	0
Total	0	0

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AJIT KUMAR & ASSOCIATES

COMPANY SECRETARIES

Item No. 3

Ordinary Resolution- To appoint Auditors and fix their remuneration.

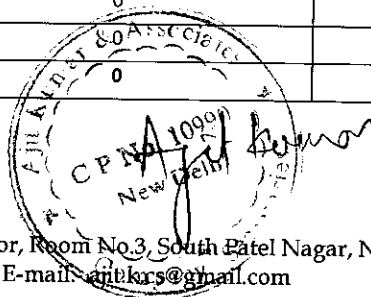
Promoters/ Public	No. of shares held	No. of Votes Polled	No. of valid Votes	No. of votes polle d by the intere sted partie s	No. of invalid Votes	% of Valid Voted Polled on outstanding shares	No. of Votes in Favour	No. of Votes in Against	% of Votes in Favour on valid votes	% of Votes in Against on valid votes
(1)	(2)	(3)	(4)	(5)	(6)	(7)=[(4)/2 *100]]	(8)	(9)	(10)=[(8/4*100)]	(11)=(9/4)
Promoter and Promoter Group	9447731	9447731	9447731	0	0	100	9447731	0	100 %	0
Public Institutional holders	0	0	0	0	0	0	0	0	0	0
Public Others	1337678	1337678	1337678	0	0	100	1337678	0	100 %	0
Total	10785409	10785409	10785409	0	0	100	10785409	0	100 %	0

Voted In Favour of Resolution

Category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled i.e. 10785409
Promoter and Promoter Group	9447731	100 %
Public Institutional holders	0	0
Public Others	1337678	100 %
Total	10785409	100 %

Voted In against of Resolution

Category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled i.e. 10785409
Promoter and Promoter Group	0	0
Public Institutional holders	0	0
Public Others	0	0
Total	0	0



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AJIT KUMAR & ASSOCIATES

COMPANY SECRETARIES

Item No. 4

Ordinary Resolution- To Appoint Mr. Rameshwar Pareek as an Independent Director

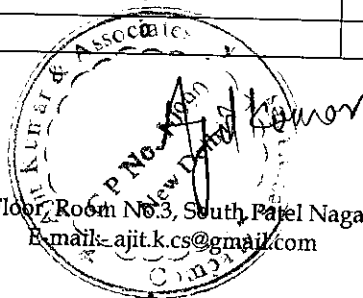
Promoters/ Public	No. of shares held	No. of Votes Polled	No. of valid Votes	No. of votes polle d by the inter ested partie s	No. of invalid Votes	% of Valid Voted Polled on outstanding shares	No. of Votes in Favour	No. of Votes in Against	% of Votes in Favour on valid votes	% of Votes in Against on valid votes
(1)	(2)	(3)	(4)	(5)	(6)	(7)=[(4)/2 *100]	(8)	(9)	(10)=[(8/4*100)]	(11)=(9/4)
Promoter and Promoter Group	9447731	9447731	9447731	0	0	100	9447731	0	100 %	0
Public Institutional holders	0	0	0	0	0	0	0	0	0	0
Public Others	1337678	1337678	1337678	0	0	100	1337678	0	100 %	0
Total	10785409	10785409	10785409	0	0	100	10785409	0	100 %	0

Voted In Favour of Resolution

Category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled i.e. 10785409
Promoter and Promoter Group	9447731	100 %
Public Institutional holders	0	0
Public Others	1337678	100 %
Total	10785409	100 %

Voted In against of Resolution

Category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled i.e. 10785409
Promoter and Promoter Group	0	0
Public Institutional holders	0	0
Public Others	0	0
Total	0	0



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AJIT KUMAR & ASSOCIATES

COMPANY SECRETARIES

Item No. 5

Ordinary Resolution- To Appoint Mr. Kamal Kant Agarwal as an Independent Director

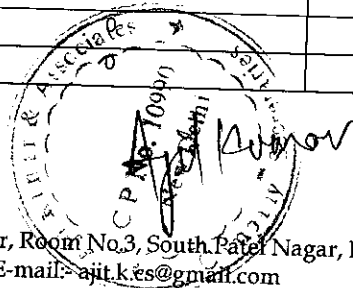
Promoters/ Public	No. of shares held	No. of Votes Polled	No. of valid Votes	No. of votes polle d by the intere sted partie s	No. of invalid Votes	% of Valid Voted Polled on outstanding shares	No. of Votes in Favour	No. of Votes in Against	% of Votes in Favour on valid votes	% of Votes in Against on valid votes
(1)	(2)	(3)	(4)	(5)	(6)	(7)=[(4)/2 *100]]	(8)	(9)	(10)=[(8/4*100)]	(11)=(9/4)
Promoter and Promoter Group	9447731	9447731	9447731	0	0	100	9447731	0	100 %	0
Public Institutional holders	0	0	0	0	0	0	0	0	0	0
Public Others	1337678	1337678	1337678	0	0	100	1337678	0	100 %	0
Total	10785409	10785409	10785409	0	0	100	10785409	0	100 %	0

Voted In Favour of Resolution

Category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled i.e. 10785409
Promoter and Promoter Group	9447731	100 %
Public Institutional holders	0	0
Public Others	1337678	100 %
Total	10785409	100 %

Voted In against of Resolution

Category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled i.e. 10785409
Promoter and Promoter Group	0	0
Public Institutional holders	0	0
Public Others	0	0
Total	0	0



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COMPANY SECRETARIES

Item No. 6

Ordinary Resolution- To Appoint Mr. Dharam Chand Agarwal as an Independent Director

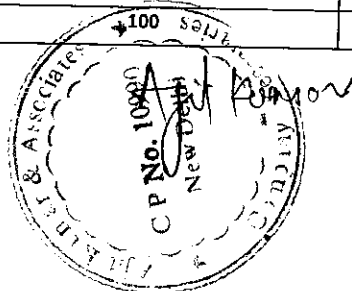
Promoters/ Public	No. of shares held	No. of Votes Polled	No. of valid Votes	No. of votes polle d by the intere sted partie s	No. of invalid Votes	% of Valid Voted Polled on outstandin g shares	No. of Votes in Favour	No. of Votes in Against	% of Votes in Favour on valid votes	% of Votes in Against on valid votes
(1)	(2)	(3)	(4)	(5)	(6)	(7)=[(4)/ 2*100]]	(8)	(9)	(10)=[(8/ 4*1 000)]	(11)=(9/4)
Promoter and Promoter Group	9447731	9447731	9447731	0	0	100	9447731	0	100 %	0
Public Institutional holders	0	0	0	0	0	0	0	0	0	0
Public Others	1337678	1337678	1337678	0	0	100	1337578	100	99.99 %	0
Total	10785409	10785409	10785409	0	0	100	10785309	0	99.99 %	0

Voted In Favour of Resolution

Category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled i.e. 10785409
Promoter and Promoter Group	9447731	100 %
Public Institutional holders	0	0
Public Others	1337578	99.99 %
Total	10785309	99.99 %

Voted In against of Resolution

Category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled i.e. 10785409
Promoter and Promoter Group	0	0
Public Institutional holders	0	0
Public Others	100	0.01 %
Total	100	0.01 %



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COMPANY SECRETARIES

Item No. 7

Special Resolution- To make Amendment in the Articles of Association of the company

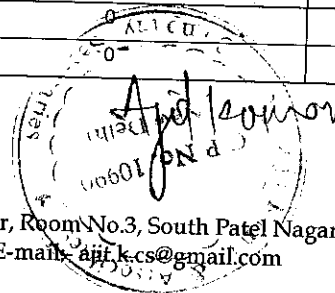
Promoters/ Public	No. of shares held	No. of Votes Polled	No. of valid Votes	No. of votes polle d by the intere sted partie s	No. of invalid Votes	% of Valid Voted Polled on outstanding shares	No. of Votes In Favour	No. of Votes in Against	% of Votes in Favour on valid votes	% of Votes in Against on valid votes
(1)	(2)	(3)	(4)	(5)	(6)	(7)=[(4)/2 *100]	(8)	(9)	(10)=[(8/4*100)]	(11)=(9/4)
Promoter and Promoter Group	9447731	9447731	9447731	0	0	100	9447731	0	100 %	0
Public Institutional holders	0	0	0	0	0	0	0	0	0	0
Public Others	1337678	1337678	1337678	0	0	100	1337678	0	100 %	0
Total	10785409	10785409	10785409	0	0	100	10785409	0	100 %	0

Voted In Favour of Resolution

Category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled i.e. 10785409
Promoter and Promoter Group	9447731	100 %
Public Institutional holders	0	0
Public Others	1337678	100 %
Total	10785409	100 %

Voted In against of Resolution

Category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled i.e. 10785409
Promoter and Promoter Group	0	0
Public Institutional holders	0	0
Public Others	0	0
Total	0	0



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AJIT KUMAR & ASSOCIATES

COMPANY SECRETARIES

Item No. 8

Ordinary Resolution- To Appoint Mrs. Seema Agarwal as a Director

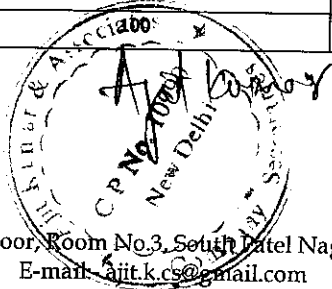
Promoters/ Public	No. of shares held	No. of Votes Polled	No. of valid Votes	No. of vote s poll ed by the inte rest ed part ies	No. of invalid Votes	% of Valid Voted Polled on outstandin g shares	No. of Votes in Favour	No. of Votes in Against	% of Votes in Favour on valid votes	% of Votes in Against on valid votes
(1)	(2)	(3)	(4)	(5)	(6)	(7)=[(4)/ 2*100]]	(8)	(9)	(10)=[(8/ 4*1000)]	(11)=(9/4)
Promoter and Promoter Group	9447731	9447731	9447731	0	0	100	9447731	0	100 %	0
Public Institutional holders	0	0	0	0	0	0	0	0	0	0
Public Others	1337678	1337678	1337678	0	0	100	1337578	100	99.99 %	0
Total	10785409	10785409	10785409	0	0	100	10785309	0	99.99 %	0

Voted In Favour of Resolution

Category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled i.e. 10785409
Promoter and Promoter Group	9447731	100 %
Public Institutional holders	0	0
Public Others	1337578	99.99 %
Total	10785309	99.99 %

Voted In against of Resolution

Category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled i.e. 10785409
Promoter and Promoter Group	0	0
Public Institutional holders	0	0
Public Others	100	0.01 %
Total	100	0.01 %



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AJIT KUMAR & ASSOCIATES

COMPANY SECRETARIES

Item No. 9

Special Resolution- To Appoint Mrs. Seema Agarwal as a Whole time Director

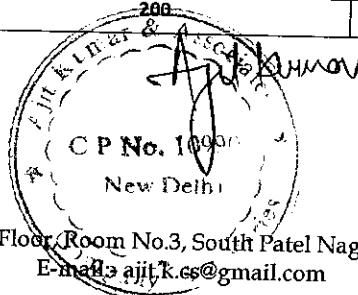
Promoters/ Public	No. of shares held	No. of Votes Polled	No. of valid Votes	No. of votes polle d by the intere sted partie s	No. of invalid Votes	% of Valid Voted Polled on outstandin g shares	No. of Votes in Favour	No. of Votes in Against	% of Votes in Favour on valid votes	% of Votes in Against on valid votes
(1)	(2)	(3)	(4)	(5)	(6)	(7)=[(4)/ 2*100]]	(8)	(9)	(10)=[(8/ 4*1 000]	(11)=(9/4)
Promoter and Promoter Group	9447731	9447731	9447731	0	0	100	9447731	0	100 %	0
Public Institutional holders	0	0	0	0	0	0	0	0	0	0
Public Others	1337678	1337678	1337678	0	0	100	1337478	200	99.99 %	0
Total	10785409	10785409	10785409	0	0	100	10785209	0	99.99 %	0

Voted In Favour of Resolution

Category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled i.e. 10785409
Promoter and Promoter Group	9447731	100 %
Public Institutional holders	0	0
Public Others	1337478	99.99 %
Total	10785209	99.99 %

Voted In against of Resolution

Category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled i.e. 10785409
Promoter and Promoter Group	0	0
Public Institutional holders	0	0
Public Others	200	0.01 %
Total	200	0.01 %



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AJIT KUMAR & ASSOCIATES

COMPANY SECRETARIES

Item No. 10

Special Resolution- To make Amendment in terms of appointment of Mr. Amit Agarwal, Whole time Director

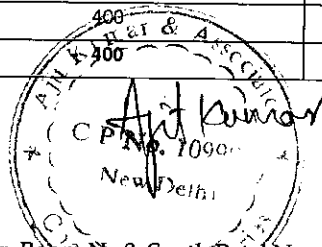
Promoters/ Public	No. of shares held	No. of Votes Polled	No. of valid Votes	No. of votes polle d by the intere sted partie s	No. of invalid Votes	% of Valid Voted Polled on outstandin g shares	No. of Votes in Favour	No. of Votes in Against	% of Votes in Favour on valid votes	% of Votes in Against on valid votes
(1)	(2)	(3)	(4)	(5)	(6)	(7)=[(4)/ 2*100]]	(8)	(9)	(10)=[(8/ 4*100)]	(11)=(9/4)
Promoter and Promoter Group	9447731	9447731	9447731	0	0	100	9447731	0	100 %	0
Public Institutional holders	0	0	0	0	0	0	0	0	0	0
Public Others	1337678	1337678	1337678	0	0	100	1337278	400	99.97 %	0
Total	10785409	10785409	10785409	0	0	100	10785009	0	99.97 %	0

Voted In Favour of Resolution

Category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled i.e. 10785409
Promoter and Promoter Group	9447731	100 %
Public Institutional holders	0	0
Public Others	1337278	99.97 %
Total	10785009	99.97 %

Voted In against of Resolution

Category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled i.e. 10785409
Promoter and Promoter Group	0	0
Public Institutional holders	0	0
Public Others	400	0.03 %
Total	400	0.03 %



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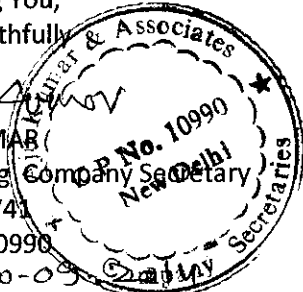
AJIT KUMAR & ASSOCIATES

COMPANY SECRETARIES

Voting Result

S. N.	Resolution	Favour	Against
1	To receive, consider and adopt the Audited Standalone and Consolidated Balance Sheet as at 31st March 2014 and the Statement of Profit & Loss of the Company for the year ended on that date and the Directors' and the Auditors' Reports thereon	100 %	Nil
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.	100 %	Nil
3	To appoint Auditors and fix their remuneration	100 %	Nil
4.	To appoint Mr. Rameshwar Pareek as an Independent Director	100 %	Nil
5.	To appoint Mr. Kamal Kant Agarwal as an Independent Director	100 %	Nil
6.	To appoint Mr. Dharam Chand Agarwal as an Independent Director	99.99 %	0.01 %
7.	To make Amendment in the Articles of Association of the company	100 %	Nil
8.	To appoint Mrs. Seema Agarwal as a Director	99.99 %	0.01 %
9.	To appoint Mrs. Seema Agarwal as a Whole time Director	99.99 %	0.01 %
10.	To make Amendment in terms of appointment of Mr. Amit Agarwal, Whole time Director	99.97 %	0.03 %

Thanking You,
Yours faithfully



 AJIT KUMAR
 Practicing Company Secretary
 M.N. 22741
 CP No. 10990
 Date: 30-09-2014
 Place: New Delhi