



2010-2011

Annual Report

Genus Prime Infra Limited

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(Formerly Gulshan Chemfill Limited)

Annual Report- 2010-2011

## Board of Directors

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Mr. Rameshwar Pareek	Chairman
Dr. C. K. Jain	Director
Mr. Dharam Chand Agarwal	Independent Director
Mr. Kamal Kant Agarwal	Independent Director

## Company Secretary

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Ms. Shradha Jain

## Auditors

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M/s Shahid & Associates  
Chartered Accountants  
Muzaffarnagar (UP)

## Registered Office

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9<sup>th</sup> K.M. Jansath Road  
Muzaffarnagar-251 001  
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

## Registrar & Share Transfer Agent

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Alankit Assignments Limited  
2E/21, Alankit House  
Jhandewalan Extention  
New Delhi – 110 055  
Tel: +91-11-42541234, 23541234  
Fax: +91-11-41540064; Email address: rta@alankit.com

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## NOTICE

Notice is hereby given that the 11th Annual General Meeting of Genus Prime Infra Limited (Formerly Gulshan Chemfill Limited.) will be held on Saturday, the 24<sup>th</sup> Day of September 2011 at 2:00 P.M at the Registered office of the Company at 9th K.M, Jansath Road, Muzaffarnagar, Uttar Pradesh –251 001 to transact the following business:

### ORDINARY BUSINESS:

- 1) To consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2011 and the Profit & Loss Account of the Company for the year ended on that date together with the Directors' and the Auditors' Reports thereon.
- 2) To appoint a director in place of Dr. C. K. Jain, who retires by rotation and being eligible, offers himself for re-appointment.
- 3) To appoint Auditors and fix their remuneration by passing the following resolution as ordinary resolution with or without modification(s): -  
"RESOLVED THAT M/s Shahid & Associates., Chartered Accountants be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board of Directors in consultation with the Auditors."

### SPECIAL BUSINESS:

#### 4) APPOINTMENT OF MR. AMIT AGARWAL AS A DIRECTOR

To consider, and if thought fit, to pass, with or without modification, the following resolution, as an **ORDINARY RESOLUTION:**

"RESOLVED THAT Mr. Amit Agarwal, in respect of whom a notice in writing along with requisite deposit amount pursuant to Section 257 of the Companies Act, 1956 has been received from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation w.e.f. August 15, 2011"

#### 5) APPOINTMENT OF MR. AMIT AGARWAL AS WHOLE TIME DIRECTOR OF THE COMPANY

To consider, and if thought fit, to pass, with or without modification, the following resolution, as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to sections 198, 269, 309 and 310 read with schedule XIII and other applicable provisions of the Companies Act, 1956

approval of shareholders be and is hereby accorded to the appointment of Mr. Amit Agarwal as Whole Time Director of the Company for a period of 5 years w.e.f 15<sup>th</sup> August, 2011 on the remuneration, perquisites and other benefits and amenities as set out in the resolution with a liberty to the Board of Directors to make and/or accept any variation in the terms & conditions within the limits specified in above sections and Schedule XIII of the Companies Act, 1956 or any other applicable provisions of the Act and guidelines issued by the Central Government from time to time".

- (i) Salary: Rs. 25,000/- (Rupees Twenty Five Thousand only) per month with effect from 15<sup>th</sup> August, 2011 (subject to deduction of tax at source)
- (ii) Company's contribution towards Provident Fund, Gratuity as per prevailing laws and Encashment of accumulated leaves as per the rules of the Company. The Gratuity shall not exceed an amount equal to the half-month's salary for each completed year of service. However, all these shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.
- (iii) Company's Car for use on Company's business and telephone at residence and Mobile phone will be provided but shall not be considered as perquisites. Personal long distance calls and use of car (if any) for private purpose shall be billed by the Company.

"RESOLVED FURTHER that necessary forms be filed to Registrar of Companies within stipulated period and Mr. Rameshwar Pareek, Director and Company Secretary, of the Company be and are hereby severally authorized to take all necessary steps in the matter."

By Order of the Board of Directors  
For Genus Prime Infra Limited  
(Formerly Gulshan Chemfill Limited)

Date: Aug, 12, 2011  
Place: New Delhi

Shradha Jain  
Company Secretary

**NOTES:**

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- 2) The information as required to be provided under the Listing Agreement entered into with Stock Exchange regarding the directors who are proposed to be appointed/ re-appointed and the related explanatory statement pursuant to section 173(2) in respect of the business under item no. 4 & 5 set out above is annexed hereto.
- 3) The register of Members and the Share Transfer Books of the Company shall remain closed from Tuesday, 20th September, 2011 to Saturday, 24<sup>th</sup> September, 2011 (both days inclusive).
- 4) 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.
- 5) Members are requested to notify promptly any change in their address, if any, so as to reach the Registrar & Share Transfer Agent i.e. M/s Alankit Assignments Ltd, 2E/21, Alankit House, Jhandewalan Extension, Delhi – 110055, (Tel: +91-11-42541234, 23541234 and Fax: +91-11-41540064 and Email address: [rita@alankit.com](mailto:rita@alankit.com)) or to Share Department & Investor Cell of the Company at D-116, Okhla Industrial Area, Phase-I, New Delhi-110 020 Tel: +91-11-47114800 Fax: +91-11-47114833 and Email address: [cs.ankitag@gmail.com](mailto:cs.ankitag@gmail.com)
- 6) The members can avail of the nomination facility by filling form 2-B with the Company. Blank forms will be supplied on request.
- 7) 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.
- 8) Register of Director's Shareholding and Register of Contracts are open for the inspection at the Registered Office of the Company on all working days, except holidays, between 11.00 A.M. to 1.00 P.M. upto the date of the Annual General Meeting.

**INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT:**

As required under the listing agreement, the particulars of Directors who are proposed to be appointed / reappointed are given below:

Name of Director	Mr. Amit Agarwal	Dr C. K. Jain
Age	38 years	63 years
Date of Appointment	15.08.2011	20.10.2000
Qualification	B.Com.	B. Sc. , P.hd. (Chemistry)
Experience	Wide Management Experience	Wide Management Experience
Directorships in other Companies as on March 31, 2011	J. C. Textiles Pvt. Ltd.	Gulshan Polyols Limited Gulshan Holdings Pvt. Ltd. Gulshan Speciality Minerals Private Limited Gulshan Lamee Pack Pvt. Ltd.
Chairman/ Member of the Committee of the Board of Directors of the Company as on March 31, 2011	NIL	Audit Committee Remuneration Committee
Chairman/ Member of the Committee of Directors of other Companies in which he is a Director as on March 31, 2011	NIL	Gulshan Polyols Limited
Number of shares held in the Company as on March 31,2010	NIL	1965300 Shares (13.96%)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**

**ITEM NO. 4 & 5:**

Mr. Amit Agarwal in respect of whom a notice in writing along with requisite deposit amount pursuant to Section 257 of the Companies Act, 1956 has been received from a member proposing his candidature for the office of Director, has been appointed as Director liable to retire by rotation in the meeting of Board of Directors held on 12<sup>th</sup> August 2011 subject to the approval of members of the Company at the ensuing Annual General Meeting. Simultaneously he has been appointed as Whole Time Director of the Company w.e.f. August 15, 2011 subject to the approval of the shareholders in the ensuing Annual General Meeting for a period of 5 years on the terms and conditions and remuneration package as set out in the resolution above.

None of the Directors except Mr. Amit Agarwal himself is interested or concerned in the proposed resolutions. Your directors recommend the resolutions for your approval.

By Order of the Board of Directors  
For Genus Prime Infra Limited  
(Formerly Gulshan Chemfill Limited)

Date: Aug, 12, 2011  
Place: New Delhi

Shradha Jain  
Company Secretary

# Directors' Report

Dear Shareholders,

The Board of Directors feel great pleasure in presenting the Eleventh Annual Report along with Audited Financial Statements of your Company for the year ended March 31, 2011.

## FINANCIAL HIGHLIGHTS

	(Rs. In Lacs)	
	CURRENT YEAR (31.03.2011)	PREVIOUS YEAR (31.03.2010)
<b>Turnover &amp; Other Income</b>	54.27	20.34
Expenditure	6.10	4.33
<b>Gross Profit / (Loss) before Depreciation, Finance Charges &amp; Taxes</b>	48.20	16.01
Depreciation	2.13	8.43
Finance Charges	0.03	0.05
<b>Profit / (Loss) before tax</b>	46.04	7.53
Provision for Tax- Current Tax	0.00	0.00
- Deferred Tax Credit/(Liability)	(0.66)	(1.43)
- Fringe Benefit Tax	0.00	0.00
<b>Net Profit after Tax</b>	46.70	8.96
Equity Share Capital	281.47	281.47
Par Value of Equity Share (Rs.)	2.00	2.00
<b>Earning Per Share (Rs.)</b>	0.33	0.13

## 2010 - 11 IN RETROSPECT

The Sales and Other Income for the financial year under review were Rs 54.27 Lacs (Previous year Rs. 20.34 Lacs. The net profit of the company increased to Rs. 46.70 Lacs from 8.96 Lacs.

## DIVIDEND

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

## DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Dr. C. K. Jain, Director of the Company retire at the ensuing Annual General Meeting by rotation and being eligible offer himself for re-appointment.

During the year under review, Mr. Amit Agarwal has been co-opted as Director on the Board of the Company w.e.f. 15<sup>th</sup> August, 2011 and simultaneously he has been appointed as Whole Time Director of the Company w.e.f. 15<sup>th</sup> August, 2011, subject to the approval of the members at the ensuing annual general meeting.

Further, Mr. Ajay Jain and Mrs. Mridula Jain, Directors of the Company resigned from the directorship of the Company w.e.f. 10<sup>th</sup> January, 2011. The Board place on record it's appreciation for the services rendered by them.

Mr. Rameshwar Pareek resigned as Whole Time Director w.e.f. 15<sup>th</sup> August, 2011 and shall continue as a Director liable to retire by rotation.

## PUBLIC DEPOSITS

During the year the Company had not invited any Fixed Deposits u/s 58A of the Companies Act, 1956.

## DEMAT OF SHARES

Necessary arrangements are made for Dematerialisation of Shares with NSDL and CDSL. Equity shares of the Company of Rs. 2/- each are listed at Bombay Stock Exchange. Out of the total issued shares of the Company, 96.97 % of the equity shares are already in Demat form. Since the shares of the Company are traded on stock exchange in compulsory demat form, the shareholders holding

shares in physical form may avail this facility in their own interest.

## DISCLOSURE OF PARTICULARS

The information pursuant to section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988 and as amended and to the extent applicable to the Company, relating to conservation of energy, technology absorption & foreign exchange earnings and outgo are given as per prescribed Forms in **Annexure-1** forming part of this report. The Company has not given any shares to any of the employees under Employees Stock Option Scheme.

## CORPORATE GOVERNANCE

As per the requirements of Clause 49 of the Listing Agreement, a Report on Corporate Governance together with the following is attached to this report:

- a). CEO /CFO Certificate
- b). Certificate from the Company Auditors

## MANAGEMENT'S DISCUSSION & ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement, is presented in a separate section forming an integral part of this Annual report

## PERSONNEL

None of the employees during the year received the remuneration in excess of the limits set out under the Provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1975 as amended up to date.

## DIRECTORS' RESPONSIBILITY STATEMENT

As per section 217(2AA) of the Companies Act, 1956, your company has complied with the entire following requirement set out in the said provision:

- i) That in the preparation of the annual accounts, the applicable accounting standards have been followed and there has been no material departure;

- ii) That the selected accounting policies were applied consistently and the directors made judgment 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 March 31, 2011 and of the profit of the Company for the year ended on that date.
- iii) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) That the annual accounts have been prepared on a going concern basis.

#### GROUP

Pursuant to an intimation received from the Promoters, the names of the Promoters and entities comprising 'Group' as defined under the Monopolies and Restrictive Trade Practices Act, 1969 are disclosed in the Annual Report as '*Annexure-II*' for the purpose of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997.

#### SAFETY AND ENVIRONMENT

The Company continued to maintain a good safety record. The manufacturing unit of the Company is environment friendly and maintains all safety standards and measures.

#### INDUSTRIAL RELATIONS

The Company continued to maintain good industrial relations with the work force in its unit and offices. All statutory dues wherever applicable have been paid.

#### AUDITORS AND AUDITOR'S REPORT

M/s. Shahid & Associates, Chartered Accountants, Muzaffarnagar, Auditors of the Company retire at the ensuing Annual General Meeting and being eligible, offer themselves for reappointment. They have confirmed that their appointment, if made, would be within the prescribed limits under section 224(1-B) of the Companies Act, 1956. Your Directors that the said Auditors may be reappointed as Auditors of the Company from the conclusion of this Annual General

Meeting to the conclusion of next Annual General Meeting of the Company.

The Auditors report to the shareholders does not contain any audit qualification.

#### CASH FLOW ANALYSIS

In compliance with the provision of Clause 32 of the Listing Agreement, the Cash Flow Statement for the year ended 31-03-2011 is annexed hereto.

#### ACKNOWLEDGEMENTS

Your Directors wish to place on record their appreciation to the contribution made by all the employees in ensuring good performance and growth that your company has achieved during the year and the valued customers for extending their faith & confidence in its product's quality and service. The Board of Directors also wish to place on record the valuable co-operation and assistance extended by the Financial Institutions, Banks and Government Authorities for their continued support to the Company.

For and on behalf of the Board

Place: New Delhi  
Date: Aug. 12, 2011

Rameshwar Pareek  
Chairman



**ANNEXURE – ‘T’ TO DIRECTORS’ REPORT**

Additional Information as required Under Section 217(1) (e) of the Companies Act, 1956 read with Companies (Disclosures in the Report of Board of Directors) Rules, 1988 and forming part of the Directors’ Report for the Year ended 31<sup>st</sup> March, 2011.

**FORM-A (See Rule-2)**

**Disclosure of particulars with respect to conservation of energy and Consumption per Unit of Production**

**(A) Conservation of energy**

- (i) Energy Conservation measures taken: No new measures are taken.
- (ii) Additional investment and proposal, if any, being implemented for reduction of energy consumption: No proposal for additional investment is under implementation.
- (iii) Impact of measures (i) & (ii) above for reduction of energy consumption and consequent impact on cost of production of goods: None.
- (iv) Total energy consumption and energy consumption per unit of production as per Form ‘A’: The details are as under: **N.A.**

**Disclosure of Particulars with respect to conservation of energy:** None. The Company has not carried out production during the current year and previous year.

**FORM-B (See Rule-2)**

**Disclosure of particulars with respect to Technology Absorption and Research & Development (R&D):**

The Company has not imported any technology for the process / operations. The Company has made own efforts over the years for development, refinement and improvement in the technology.

**FORM-C**

**Foreign Exchange Earnings & Outgo:** NIL

**ANNEXURE – ‘T’ TO DIRECTORS’ REPORT**

**Group:**

Persons and entities comprising “Group” as defined under the Monopolies and Restrictive Trade Practices (“MRTP”) Act, 1969, for the purposes of Section 3(1)(e)(i) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 1997, include the followings:

1. Ishwar Chand Agarwal	31. Banwari Lal Todi (HUF)
2. Shanti Devi Agarwal	32. Phoosh Raj Todi (HUF)
3. Dr. C. K. Jain	33. Anand Todi (HUF)
4. Mridula Jain	34. R.K. Agarwal (HUF)
5. Kailash Chandra Agarwal	35. N.P. Todi (HUF)
6. Simple Agarwal	36. Amrit Lal Todi (HUF)
7. Amit Kumar Agarwal	37. Baldev Kumar Agarwal (HUF)
8. Parul Agarwal	38. Bajrang Lal Todi (HUF)
9. Rajendra Agarwal	39. Amit Agarwal (HUF)
10. Monisha Agarwal	40. Genus Apparels Limited
11. Jitendra Agarwal	41. Genus Electrotech Limited
12. Anju Agarwal	42. Genus Innovation Limited
13. Manju Devi Todi	43. Genus International Commodities Limited
14. Anand Todi	44. Genus Paper Products Limited
15. Sharda Todi	45. Hi-Print Electromack Private Limited
16. Ashutosh Todi	46. I.C. Finance Pvt.Limited
17. Vishnu Todi	47. J C Textile Private Limited
18. Nishu Todi	48. Kailash Coal and Coke Company Limited
19. Aditya Todi	49. Kailash Industries Limited
20. Amrit Lal Todi	50. Kailash Vidyut & Ispat Limited
21. Banwari Lal Todi	51. Virtuous Infra Limited
22. Rubal Todi	52. Virtuous Urja Limited
23. Rakesh Agarwal	53. Vivekshil Dealers Private Limited
24. Himanshu Agarwal	54. CRG Trading & Finvest Private Limited
25. Richa Agarwal	55. Genus Power Infrastructures Limited
26. Narayan Prasad Todi	56. M.K.J. Manufacturing Private Limited
27. Seema Todi	57. L M Sagar Exports
28. Yash Todi	
29. K.C. Agarwal (HUF)	
30. Ishwar Chand Agarwal (HUF)	

For and on behalf of the Board

Place: New Delhi  
Date: August 12, 2011

Rameshwar Pareek  
Chairman

# Management Discussion and Analysis

(Forming Part of Directors' Report)

The Management of Genus Prime Infra Limited (Formerly Gulshan Chemfill Limited) is pleased to present its analysis report covering the performance of the Company for the year 2010-11 and the outlook for the future. The report contains forward looking statements, which may be identified by their use of words like plans, expects, anticipates, believes, intends, projects, estimates or other words of similar meaning. All statements that address expectations or projections about the future, including but not limited to statement about the Company's strategy for growth, product development, market position, expenditures and financial results are forward looking statements. Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized.

The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent development, information or events.

## 1. Business Environment

Subsequent to the recent global financial recession, the Government of India, through its stimulus packages has managed decent growth of Indian Economy. The Indian Stock Markets responded well, with the sensx crossing 17000+ mark. The Utilities reported a positive investment climate, driven by the public sector and government owned utilities. Private sector, in general remained cautious about new investments going forward.

## 2. Industrial Structure and Developments

The high rate of economic growth in India and parts of the world especially the Middle East has lead to the overall growth in the Infrastructure Projects. Further, Infrastructure development in India has seen in a major way in the last few years and is witnessing impressive growth across various segments. This has lead to high standards of execution of work, fast track completion, and stress on quality and safety. Road projects and

other infra projects continue to see major private sector participation and company has made these segments as an integral part of the business model for continuing growth.

## 3. Opportunities and Threats

The growth in infrastructure sector is being driven by various factors, which include political will and policies to enhance the quantum of investments in the infrastructure segment. To encourage private sector participation in the sector, the Government has announced several tax breaks for investments. Laws have been enacted to improve the finances of utilities and make their management more transparent, so as to improve returns on these facilities.

Urban India as well as continents like Middle East and Africa etc. continue to grow at a fast pace. Transportation projects, Metro Projects, Power projects and water Supply projects continue to offer major opportunities. Your

Company is working with a robust planning to make the successful inroad into these segments.

#### 4. Outlook

Economic environment provides an opportunity to improve the business climate. Indian economy with its strong macro economic fundamentals, positive investment climate, encouraging corporate performance and continued institutional support by foreign institutional investor, is poised for a higher growth. However, the Government needs to address labour market rigidities, agricultural/ industrial constrains, infrastructural bottlenecks, further trade and capital liberation and further strengthening of the financial and industrial sectors.

The outlook for Infrastructure sector is encouraging and dependent upon government policies to enhance the quantum of investment and financial support from the Multi-lateral agencies such as The World Bank and The Asian Development Bank.

#### 5. Risks and Concern

With the emphasis on infrastructure development both in India and globally and the increasing opportunities in almost all segment of Infrastructure, your company is going to face the competition from the existing players in sector. There is strong competition not only from Indian Construction Companies but also from foreign construction companies thereby putting pressure on margins.

#### 6. Internal Control Systems and their adequacy

The Company has satisfactory internal control procedures commensurate with its size and nature of business. These internal control procedures ensure the following:

- i) Efficient use and protection of resources
- ii) Compliance with policies, procedures and statutes
- iii) Accuracy and promptness of financial reports

The internal control system provides for well-documented policies, guidelines, authorizations and approval procedures. The internal Audit is carried out extensively throughout the year. The prime objective of such audits is to test the

adequacy and effectiveness of all the internal controls laid down by the management and to suggest improvements. Pre-audit/post audit checks and reviews are carried out to ensure follow up on the observations made. The internal audit reports, the progress in implementation of recommendations contained in the audit reports and the adequacy of internal controls are reviewed by the Audit Committee of the Board on a regular basis.

#### 7. Financial and Operational Performance

The Sales and Other Income for the financial year under review were Rs 54.27 lacs (Previous year Rs. 20.34 lacs.

The resource mobilization of the Company during the year has been from cash accruals, existing cash and cash equivalent. The Company has in compliance of Accounting Standard 22 issued by ICAI,

#### 8. Human Resource Development and Industrial Relations

The Company has identified Human Resource Development as a major strategic initiative since it believes that people's contribution will be the main engine for growth. Current efforts include building the skills, attracting and retaining talent and nurturing and developing leadership potential. Job evaluation exercise, revamping the Reward system and installing a process for measuring key HR parameters, which have a crucial impact on business, are some of the other important HR initiatives, which have been launched.

#### 9. Cautionary Statement:

Statements in the management discussion and analysis describing the Company's objective, expectations or predictions may be forward looking within the meaning of applicable securities, laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include change in government regulations, tax laws, economic and political developments within and outside the country and such other factors.

# Report on Corporate Governance

As required by Clause 49 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 Philosophy

The Company has adopted the best practices of corporate governance for ensuring protection of the rights and interests of its stakeholders. The Company's broad policies of Corporate Governance viz. Transparency, Integrity, Equity, Openness, Fairness and Accountability are the guiding principles of the management of the Company along with focus on investor protection. The Company has taken pro-active measures to periodically review and revise the corporate governance practices incorporating appropriate checks and balances at various levels of management. The Company will endeavor to improve on these aspects on ongoing basis.

As on March 31, 2011, the Board of Directors of your Company comprises of 4 Directors, which include a Non- Executive Chairman, a Whole Time Director and 2 Non-executive Independent Directors. The ratio of Independent directors is 50% of the total Board's strength. The Non- executive Chairman belongs to the promoter's category and there is no other pecuniary relationship except his being director in other companies.

During the year 5 (Five) Board Meetings were held on 10-04-2010, 28-05-2010, 05-08-2010, 11-11-2010, and 11-02-2011.

The composition of directors and the attendance at the Board Meetings during the year and at the last Annual General Meeting and also number of other directorship/membership of committees are as follows:

## (B) Board of Directors

Name of the Directors	Category of Directorship	of No. of Board meetings attended	Attendance at last AGM	No. of other directorships	No. of Membership and other	
					Chairmanships of Committees	Membership and other Chairmanship
Dr. C. K. Jain, Chairman*	Non- Executive Director	5	YES	4	1	-
Mrs. Mridula Jain**	Non- Executive	4	YES	3	2	-
Mr. Ajay Jain ***	Independent	4	YES	1	2	1
Mr. Rameshwar Pareek****	Whole Time Director	5	YES	6	4	2
Mr. Dharam Chand Agarwal	Independent	5	YES	1	2	1
Mr. Kamal Kant Agarwal	Independent	1	YES	0	-	-

Note - \* Dr. C. K. Jain resigned from the Chairmanship w.e.f. 14<sup>th</sup> April 2011.

\*\* Mr. Ajay Jain has resigned from the directorship w.e.f. 10<sup>th</sup> January 2011.

\*\*\* Mrs. Mridula Jain has resigned from the directorship w.e.f. 10<sup>th</sup> January 2011.

\*\*\*\* Mr. Rameshwar Pareek has been appointed as Chairman of the Board w.e.f. 14<sup>th</sup> April 2011.

*Directorship includes Private Limited Companies also.*

**(C) Audit Committee**

**(a) Terms of reference**

To oversee the Company's financial reporting process and disclosure of its financial information, to recommend the appointment of Statutory Auditors and fixation of the audit fee, to review and discuss with the Auditors about internal control systems, the scope of audit including the observations of the Auditors, adequacy of the internal audit function, major accounting policies, practices and entries, compliance with accounting standards and with the stock exchange and legal requirements concerning financial statements and related party transaction, if any, to review the Company's financial and risk management policies and discuss with the internal auditors any significant findings for follow-up thereon, to review the quarterly, half yearly and annual financial statements before submission to the Board of Directors.

The Committee also meets the operating management and reviews the operations, new initiatives and performance of the business unit. The minutes of the Audit Committee are circulated to the Board, discussed and taken note of.

**(b) Composition**

At present the Audit Committee of the Board comprises of Mr. Dharam Chand Agarwal (Chairman), Mr. Kamal Kant Agarwal and Dr. C. K. Jain, Members. All the members of Audit Committee are Non-executive directors and except Dr. C.K. Jain, all are Independent Directors. The Auditors and Company Secretary are permanent invitees. Ms. Shradha Jain is Secretary of the Committee. The Committee met 4 times during the financial Year 2010-11 on 28-05-2010, 05-08-2010, 11-11-2010, and 11-02-2011.

**(D) Remuneration committee**

**(a) Terms of reference**

To recommend the appointment/removal and fix the remuneration of Executive Directors from time to time, to periodically review the remuneration package of the Executive Directors and recommend suitable revision to the Board, to

recommend compensation to the Non-Executive Directors in accordance with the Companies Act, 1956, to consider and recommend Employee Stock Option Schemes (if any) from time to time and to administer and superintend the same.

**(b) Composition**

At present, the Committee comprises of Mr. Dharam Chand Agarwal, Chairman, Mr. Kamal Kant Agarwal and Dr. C.K Jain, Members. All are Non-executive directors and except Dr. C.K. Jain, all are Independent Directors. The committee met 2 times during the financial year 2010-11 under review on 28.05.2010 and 11.02.2011.

**(c) Remuneration Policy**

Remuneration of employees largely consists of base remuneration, perquisites and performance incentives. The Components of the total remuneration vary for different cadres and are governed by factors like industry pattern, qualifications and experience of the employee, responsibilities handled by him, individual performance etc. The objectives of the remuneration policy are to motivate employees to excel in their performance, recognize their contribution, and retain talent in the organization and reward merit.

**(d) Details of remuneration for the year 2010-2011**

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

- a) The Whole Time Director is not entitled to any commission.
- b) The salaries of MD/WTDs, if any, are as per salary structure including annual increments for a fix period approved by Shareholders. No Bonuses, Stock options, pension are payable.
- c) Notice period for termination of appointment of Whole Time Director is one month, on either side. No severance pay is payable on termination of appointment.

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

**(E) Shareholder's Grievance Committee**

**(a) Terms of reference**

To look into the grievance of investors relating to transfer/transmission of Shares, Non-issue of duplicate share certificates/ consolidation/ split of Shares, Non-receipt of Annual Reports, review status of investor grievance and the functioning Share Department to render efficient, effective and satisfactory services to investors.

**(b) Composition**

At present, the Shareholder's Grievance Committee comprises of two Non-Executive independent Directors namely Mr. Dharam Chand Agarwal, Chairman and Mr. Kamal Kant Agarwal, Member. During the year, 4 meetings took place on 28-05-2010, 05-08-2010, 11-11-2010, and 11-02-2011. During the period, a total of 2 complaints were received. The Committee attended to all the complaints and all were resolved / replied to the satisfaction of the shareholders. There were no unresolved complaints, transfer pending.

**(F)** The Board has delegated the powers of approving transfer of shares to a committee of senior executives. The committee meets once in a fortnight. However in compliance to SEBI's guidelines for appointment of single Registrar for physical and electronic mode, the powers to approve transfer of shares have been delegated to the Registrar.

**(G) Code of Conduct**

The Board of Directors has laid down a Code of Conduct for all the Board members and all the Senior Management of the Company. The copies of Code of Conduct as applicable to the Directors as well as Senior Management of the Company are uploaded on the website of the Company.

**(H) Code for Prevention of Insider Trading Practices**

In compliance with the SEBI Regulations on prevention of insider trading, the Company has instituted a comprehensive code of conduct for its management and staff. The code lays down guidelines, which advise them on procedures to be followed and disclosures to be made, while dealing with the shares of the Company, and cautioning them of the consequences of violations.

**(I) Whistle Blower and Protection Policy**

In line with the best Corporate Governance Practices, the Company has framed a policy through which employees and business associates may report unethical business practices at work place without fear of reprisal. Under the said policy all employees/business associates have direct access to the Chairperson and all the members of the Audit Committee. The whistle blower policy aims to-

- Allow and encourage employees and business associates to bring to the management notice about suspected unethical behavior, malpractice, wrongful conduct, fraud and violation of the policies.
- Ensure timely and consistent organizational response.
- Provide protection against victimization.
- Build and strengthen a culture of transparency and trust.

The Audit Committee periodically reviews the existence and functioning of the mechanism.

**(J) General Body Meetings**

The details of last three Annual General Meetings are as under: -

Financial Year	Date	Time	Venue	Special Resolution Passed
2009-10	25-09-2010	2:00 P.M.	9 <sup>th</sup> K.M. Jansath Road, Muzaffarnagar -251001 (UP)	<ul style="list-style-type: none"> <li>▪ Amendment to Common Seal Provisions in Articles of Association (AoA)</li> <li>▪ Amendment in terms and conditions of Redeemable Preference Shares in AOA</li> </ul>
2008-09	22-09-2009	2:00 P.M.	9 <sup>th</sup> K.M. Jansath Road, Muzaffarnagar -251001 (UP)	----
2007-08	24-09-2008	1:00 P.M.	9 <sup>th</sup> K.M. Jansath Road, Muzaffarnagar -251001 (UP)	----



**Details of Resolution(s) passed through postal Ballot:**

- i)- Postal ballot procedure was undertaken to obtain the consent of the Preference Shareholders of the Company for the amendment/variation in the terms & conditions related to issue of such class shares. The result was declared on September 25, 2010. A summary of the resolution passed through postal ballot is given below:

S. No.	Description	(A)	(B)	(C)	Votes in favour of the resolution		Votes against the resolution	
		Total forms received	Less: Invalid	Net Valid forms (A-B)	Valid votes in favour of the Resolution	% of total valid votes	Valid votes in the Resolution	% of total valid votes
1.	Variation in terms and conditions of already issued preference share capital of Rs. 1,00,00,000 consisting of 1,00,000 preference shares on Rs. 100/- each	11	0	11	1,00,000 votes	100%	-	-

- ii)- Postal ballot procedure was undertaken to obtain the consent of the Preference Shareholders of the Company for the amendment/variation in the terms & conditions related to issue of such class shares. The result was declared on March 21, 2011. A summary of the resolution passed through postal ballot is given below:

S. No.	Description	(A)	(B)	(C)	Votes in favour of the resolution		Votes against the resolution	
		Total forms received	Less: Invalid	Net Valid forms (A-B)	Valid votes in favour of the Resolution	% of total valid votes	Valid votes in the Resolution	% of total valid votes
1.	Variation in terms and conditions of already issued preference share capital of Rs. 1,00,00,000 consisting of 1,00,000 preference shares on Rs. 100/- each	11	0	11	1,00,000 votes	100%	-	-

**(K) Disclosures**

- (a) During the year, there were no transactions of material nature with the directors or the management or their subsidiaries or relatives that had potential conflict with the interest of the Company.
- (b) There were no instances of non-compliance on any matter related to the capital markets, SEBI or other Statutory Authorities during the year. The fees to Stock Exchange have been paid in time.

**(L) Means of Communication**

- (a) Quarterly, Half Yearly and Annual results are published in prominent daily newspaper viz. the Business Standard (Hindi & English) and / or Financial Express (English) and Jansatta (Hindi)
- (b) Annual results are sent to each shareholder.

- (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.

**(M) General Shareholders Information**

- (a) The 11<sup>th</sup> Annual General Meeting is proposed to be held on Saturday, 24<sup>th</sup> September, 2011 at 2.00 P.M. at the Registered Office of the Company at 9<sup>th</sup> K.M. Jansath Road, Muzaffarnagar, Uttar-Pradesh -251001

(b) Financial Calendar:

Accounting Year	1 <sup>st</sup> April to 31 <sup>st</sup> March
<b>Tentative Schedule</b>	
<b>Approval of Quarterly Results for the Quarter</b>	
<b>Ended</b>	<b>On or before</b>
June 30, 2011	14 <sup>th</sup> August, 2011
September 30, 2011	15 <sup>th</sup> November, 2011
December 31, 2011	14 <sup>th</sup> February, 2012
March 31, 2012	End May, 2012

(c) Dates of book closures: Tuesday, 20th September, 2011 to Saturday, 24th September, 2011 (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.

(f) Stock Code at Bombay Stock Exchange – 532425

(g) Demat ISIN number in NSDL & CDSL is INE 256D01014.

(h) Stock Market price data for the year 2010-11 Equity share (Face Value Rs. 2/- each) of the Company are listed at Bombay Stock Exchanges. The stock market data is given as under:

Stock Market Data	(In Rs. / per share)	
	Bombay Stock Exchange	
	Month High	Month Low
April, 2010	9.34	7.56
May, 2010	8.16	7.05
June, 2010	8.72	6.41
July, 2010	7.72	4.91
August, 2010	7.4	6.03
September, 2010	13.97	7.46

October, 2010	20.58	13.56
November, 2010	17.5	11.25
December, 2010	13.84	11.5
January, 2011	13.49	9.54
February, 2011	12.25	8.43
March, 2011	10.28	7.02

(i) **Registrar and Share Transfer Agent:** In compliance to SEBI's guidelines, the Company appointed M/s Alankit Assignments Ltd, 2E/21, Alankit House, Jhandewalan Extension, New Delhi 110055 as a common registrar for the work related to shares in both Physical form as well as shares in Electronic Mode. Tel: 011-42541234, 23541234 and Fax : 011-41540064. The email address is rta@alankit.com. However, the shares received at Company's registered and corporate office are sent by the Company to the registrar for transfer/ D-mat etc.

(j) **Share Transfer System:** The Company's share is traded at the Stock Exchange in Compulsory D-mat form. However, the shares in physical mode which are lodged for transfer/D-mat may be sent to M/s. Alankit Assignments Ltd, 2E/21, Alankit House, Jhandewalan Extension, New Delhi 110055 (Phone No.: 011- 42541234,23541234 Fax No 011-41540064 and email address is alankit@alankit.com). These are processed and share certificates are either transferred/d-matted or returned with-in the time prescribed by the authorities.

(k) **Distribution of shareholding as on 31<sup>st</sup> March, 2011**

The following is the distribution of shareholding (for listed shares only) as on 31-3-2011:

No. of Shares (Rs. 2 each)	No. of Shareholders	% of Shareholders	Shareholding (nos.)	% of Shareholding
Up to 2500	5562	97.94	1138698	8.091
2501 – 5000	55	0.968	211845	1.505
5001 – 10000	30	0.528	223184	1.586
10001 – 15000	5	0.088	61193	0.435
15001 – 20000	4	0.07	69434	0.493
20001 – 25000	4	0.07	88157	0.626
25001 – 50000	10	0.176	339532	2.413
50001 and above	9	0.158	11941457	84.851
<b>Total</b>	<b>5679</b>	<b>100.00</b>	<b>14073500</b>	<b>100.00</b>



(l) **Categories of Shareholders as on 31<sup>st</sup> March, 2011**

The following is the distribution of shareholding as on 31-3-2011 considering the equity shares allotted in terms of scheme of amalgamation.

Category	No. of Shares held	% of Shareholding
Financial Institution / Bank	200	00.00%
Bodies Corporate (Promoters)	8028826	57.05%
Individuals (Promoters)	1965300	13.96%
General Public		
-Individual	1860253	13.21%
-Bodies Corporate	2218921	15.77%
	<b>14073500</b>	<b>100.00%</b>

(m) **Dematerialization of Shares:** As on 31<sup>st</sup> March, 2011, 96.94% of the Company's listed equity shares (1,40,73,500 equity shares), shares representing 136,42,890 shares were held in dematerialized form and the balance 4,30,610 equity shares representing 3.06% shares were in Physical form.

(n) **Address for correspondence:** The Company's registered office at 9<sup>TH</sup> K.M Jansath Road, Muzaffarnagar, (Uttar-Pradesh). The Corporate office and share department & Investor cell of the Company is located at D-116, Okhla Industrial Area, Phase-I, New Delhi-110 020; Tel: (011)-47114800; Fax: (011)-47114833 [cs.ankitagg@gmail.com](mailto:cs.ankitagg@gmail.com). Shareholders holding shares in Physical form should send shares to Common Registrar M/s Alankit Assignments Ltd. However, the shareholders

holding shares in Electronic mode should address all their correspondence to their respective Depository Participants (DPs).

(o) **Secretarial Audit Report:** The secretarial audit report of the Company prepared in terms of SEBI circular no D&CC/FITTC/CIR-16/2002 dated December 31, 2002, reconciling the total shares held in both the depositories viz. NSDL & CDSL and in physical form with the total issued/ paid up capital of the Company is placed before the Board of Directors and duly submitted to the Stock Exchange for every quarter.

(p) **Compliance of Non-Mandatory Requirement:** The Company has adopted the following non-mandatory requirements on Corporate governance recommended under clause 49 of the Listing Agreement:

- (i) A Chairman's office with required facilities has been provided and maintained at Company's expenses for use by its non-executive Chairman.
- (ii) A Remuneration Committee under the name of Remuneration Committee comprising 2 Non-Executive Directors out of which 2 are Independent, reviews and decides the Company's policy on specific remuneration packages for Executive Directors.
- (iii) The Company publishes quarterly, half yearly and annual results in widely published newspapers in English and Hindi languages and individual communication of yearly results is sent to the shareholders.
- (iv) The Company has not proposed any resolution requiring approval of the shareholders by postal ballot.

Place: New Delhi  
Date: August 12, 2011

Rameshwar Pareek  
Whole Time Director & CEO

Dr. C. K. Jain  
Director

# CEO's Declaration

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT, PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT**

It is hereby declared that all Board Members and senior management personnel have affirmed compliance with the Code of Conduct of the Company in respect of Financial Year ended March 31, 2011.

**Place: New Delhi**  
**Date: August 12, 2011**

**Rameshwar Pareek**  
**Whole Time Director & CEO**

# CEO Certification

## The Board of Directors

### Genus Prime Infra Limited (Formerly Gulshan Chemfill Limited)

We, Rameshwar Pareek, Whole Time Director & CEO and Dr. C.K. Jain, Director of the Company interalia, certify the following:

- a) We have reviewed financial statements and the Cash flow statement of the Company for the year 2010-11 and that to the 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;
  - 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 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 control systems of the Company and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and Audit committee, wherever applicable:
  - i) significant changes in internal control during the year;
  - ii) significant changes in accounting policies during the year and
  - iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system

Place: New Delhi  
Date: August 12, 2011

Rameshwar Pareek  
Whole Time Director & CEO

Dr. C. K. Jain  
Director

**Auditor's Certificate on Corporate Governance**

**The Members,**  
**Genus Prime Infra Limited**  
**(Formerly Gulshan Chemfill Limited)**

We have reviewed the implementation of Corporate Governance procedures by the Company during the year ended 31st March, 2011 with the relevant records and documents maintained by the Company, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination is neither an audit nor an expression of opinion on the financial statements of the Company.

On the basis of the above and according to the information and explanations given to us, in our opinion, the Company has complied in all material respects with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges.

We further state that our examination of such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For SHAHID & ASSOCIATES**  
**Chartered Accountants**

**(MOHD. SHAHID)**

**FCA**

**Membership No : 70408**

**Date : 12<sup>th</sup> August, 2011**  
**Place : New Delhi**

# Auditors' Report

To,

**The Members**

**Genus Prime Infra Limited**

Ladies and Gentlemen,

We have audited the attached Balance Sheet of Genus Prime Infra Limited as at 31<sup>st</sup> March, 2011 and Profit & Loss Account for the year ended on that date annexed thereto and the Cash Flow Statement for the year ended on that date. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. These Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of any material misstatement. An audit includes, examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes, assessing the accounting principles used and significant estimates made by Management, as well as evaluating the overall presentation of the financial statement. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditors' Report) (Amendment) Order, 2003 issued by the Central Government in terms of Section 227 (4A) of the Companies Act, 1956, we annex hereto a statement on the matters specified in Paragraphs 4 and 5 of the said Order.

Further to our comments in the Annexure referred to above, we report that: -

- i) We have obtained all the information and explanations, which, to the best of our knowledge and belief, were necessary for the purposes of our audit.
- ii) In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of the books of the Company.
- iii) The Balance Sheet and Profit & Loss Account dealt with by this report are in agreement with the Books of accounts of the Company.
- iv) In our opinion, the Balance Sheet and the Profit & Loss Account dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.
- v) Based on the representations made by the Directors of the Company and the information and explanations given to us, none of the Directors is, as at 31<sup>st</sup> March 2011, prima-facie disqualified from

being appointed as a Director in terms of Clause (g) of Sub-Section (1) of the Section 274 of the Companies Act, 1956.

vi) In our opinion and to the best of our information and according to the explanations given to us, the said financial statements read together with notes thereon, give the information required by the Companies Act, 1956, in the manner so required and present a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2011, and;
- (b) in the case of the Profit & Loss Account, of the Profit for the year ended on that date.
- (c) In the case of the Cash flow statement, of the Cash flows of the Company for the year ended on that date.

**For SHAHID & ASSOCIATES**  
**Chartered Accountants**

**(MOHD. SHAHID)**  
**Proprietor**

**Membership No : 70408**

**Date : 14<sup>th</sup> April, 2011**  
**Place : Delhi**

## ANNEXURE TO AUDITORS' REPORT

(Referred in Paragraph 3 of our Report of even date)

- I. In respect of Fixed Assets:
- (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of Fixed Assets.
  - (b) As explained to us, these Assets have been physically verified by the Management at reasonable intervals, having regard to the size of the Company and nature of its assets, no material discrepancies were noticed on such verification.
  - (c) In our opinion, although company has disposed off substantial part of its fixed assets during the year yet the going concern status of the Company is not affected.
- II. In respect of Inventories:
- (a) As explained to us, physical verification of inventory has been conducted by the Management at reasonable intervals.
  - (b) In our opinion and according to the information and explanations given to us, the procedure of physical verification of inventory followed by the Management is reasonable and adequate in relation to the size of the Company and the nature of its business.
  - (c) The Company is maintaining proper records of inventory and material discrepancies were notified on physical verification of inventories as compared to book records.
- III. In respect of Loans, secured or unsecured granted or taken by the Company to/from companies, firms and other parties covered in the register maintained u/s 301 of Companies Act 1956 :
- (a) According to the records of the Company and information given to us, the Company has not granted any loan to any party during the year.
  - (b), (c) & (d) Since the Company has not granted any loan to any party,
- these points are not applicable to the Company.
- (e) According to the records of the Company and information given to us, the Company has not taken loans during the year from companies, firms or other parties covered in the register maintain u/s 301 of the Companies Act 1956. Consequently, the requirement of Clauses (iii)f and (iii)g of paragraph 4 of the Order are not applicable.
- IV. In our opinion, and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business for the Purchase of Inventory and fixed Assets and Sale of Goods and services. During the course of audit, we have not observed any major weaknesses in the Internal controls.
- V. In respect of Transactions covered under section 301 of the Companies Act, 1956:
- (a) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements that needed to be entered in the register maintained under section 301 of the Companies Act, 1956 have been so entered.
  - (b) In our opinion and according to the information and explanations given to us, the transactions in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act 1956, have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- VI. The Company has not accepted any Deposits from the public within the meaning of Section 58-A of the Companies Act, 1956 and the rules framed there under.
- VII. In our opinion, the Company has an adequate Internal Audit System commensurate with its size.

- VIII. The Central Government has not prescribed the maintenance of Cost Records under section 209(1)(d) of the Companies Act, 1956 for the current year.
- IX. (a) According to the records of the Company and explanations given to us, the Company is regular in depositing undisputed Statutory dues including Provident Fund, Investor Education & Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Custom Duty, Wealth Tax, Service Tax, Excise Duty, cess and any other statutory dues with the appropriate authorities, According to the information and explanations given to us, no undisputed amount payable in respect of the aforesaid dues were outstanding as at 31<sup>st</sup> March, 2011 for a period of more than 6 months from the date of becoming payable.
- (b) As explained to us and information given to us, there is no dispute in case of dues of Sales Tax/ Income Tax/ Custom Duty / Wealth Tax/Service Tax/ Excise Duty/ Cess.
- X. The Company has accumulated losses but it has not incurred cash losses during the financial year covered by our audit & in the immediately preceding financial year also.
- XI. According to the records and information given to us, the company has no outstanding balance of any Loan from any Bank/Financial Institution at any time during the year. Hence question of default on this account does not arise.
- XII. In our opinion and according to the information and explanation given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other security.
- XIII. In our opinion and According to the information and explanations given to us, the Company is not a chit fund or Nidhi or mutual benefit fund/society. Therefore, clause 4(xiii) of the Companies (Auditors Report), (Amendment) Order 2003 is not applicable to the Company.
- XIV. In our opinion and According to the information and explanations given to us, the Company is not dealing or trading in shares, securities, debentures and other investments.
- XV. The Company has not given corporate guarantee for loans taken by other from Bank.
- XVI. According to the records of the Company and according to the information and explanations given to us, no term loan has been taken by the Company during the financial year.
- XVII. According to the records of the Company and according to the information and explanations given to us and on overall examination of the balance sheet, we opine that No funds have been raised on short term basis hence question of short fund uses for long term investment does not arise.
- XVIII. During the year, the Company has not made any preferential allotment of shares to the parties and the companies covered in the register maintained under section 301 of the Companies Act 1956.
- XIX. No debentures have been issued by the Company.
- XX. The Company has not raised any money by public issue during the year.
- XXI. As explained to us and information given to us, no fraud on or by the Company has been noticed by or reported during the year.

**For SHAHID & ASSOCIATES**  
**Chartered Accountants**

**(MOHD. SHAHID)**  
**Proprietor**  
**Membership No : 70408**

**Date : 14<sup>th</sup> April, 2011**  
**Place : Delhi**



# Financial Statements

**Balance Sheet** as at March 31, 2011

SCHEDULE NO.		CURRENT YEAR 31.03.2011 (Amount in Rs.)	PREVIOUS YEAR 31.03.2010 (Amount in Rs.)
<b><u>SOURCES OF FUNDS:</u></b>			
SHAREHOLDERS FUNDS:			
Share Capital	1	38147000	38147000
Reserves & Surplus	2	4228147	42375147
		<b>TOTAL Rs.</b>	<b>TOTAL Rs.</b>
		42375147	42375147
<b><u>APPLICATION OF FUNDS:</u></b>			
<b><u>FIXED ASSETS:</u></b>			
Gross Block	3	8241281	24206779
Less: Depreciation		0	2075814
Net Block		8241281	22130965
<b><u>CURRENT ASSETS, LOANS &amp; ADVANCES:</u></b>			
Receivables	4	0	1931131
Cash & Bank Balances	5	642918	307885
Loans & Advances	6	25881178	5883178
		26524096	8122194
Less: Current Liabilities & Provisions	7	7439929	7534025
Net Current Assets		19084167	588169
<b><u>MISCELLANEOUS EXPENDITURE:</u></b>			
(To the extent not written off or adjusted)			
Preliminary Expenses		58439	63300
<b><u>PROFIT &amp; LOSS A/C</u></b>			
Balance as per Profit & Loss Account		9547125	14214463
Deferred Tax Assets		5444135	5378250
		<b>TOTAL Rs.</b>	<b>TOTAL Rs.</b>
		42375147	42375147
<b>NOTES ON ACCOUNTS</b>	12		

The Schedules referred to herein above form an integral part of the Balance Sheet.  
In terms of our separate report of even date.

For SHAHID & ASSOCIATES  
Chartered Accountants

DR. C.K. JAIN  
Director

RAMESHWAR PAREEK  
Whole Time Director

(MOHD. SHAHID)  
Proprietor  
Membership No. 70408

GAURAV DUTTA  
Company Secretary

Date : 14th April 2011  
Place: Delhi

**Profit and Loss Account for the year ended March 31, 2011**

	SCHEDULE NO.	CURRENT YEAR 31.03.2011 (Amount in Rs.)	PREVIOUS YEAR 31.03.2010 (Amount in Rs.)
<b>Income:</b>			
Other Income	8	5427435	2034387
		<b>5427435</b>	<b>2034387</b>
<b>Expenditure:</b>			
Finance Charges	9	2636	4918
Administrative Expenses	10	353951	222503
Personnel	-	256176	182000
Selling & Distribution Exp	11	0	28270
Depreciation	3	213219	842978
		<b>825982</b>	<b>1280669</b>
Profit before extraordinary items and tax		4601453	753718
Extra-ordinary Items		0	(941049)
Profit before tax		4601453	1694767
Tax Expenses - Current Tax		0	0
- Deferred Tax (net)		(65885)	(143264)
Profit after Tax		4667338	1838031
Add: Balance brought forward		(14214463)	(16052494)
Surplus carried over to Balance Sheet		(9547125)	(14214463)
<b>Earning Per Shares ( Face value Rs. 2/- each)</b>			
-Basic		0.33	0.13
-Diluted		0.33	0.13
<b>NOTES ON ACCOUNTS</b>	<b>12</b>		

The Schedules referred to herein above form an integral part of the Profit & Loss Account.

In terms of our separate report of even date.

**For SHAHID & ASSOCIATES**

Chartered Accountants

**DR. C.K. JAIN**

Director

**RAMESHWAR PAREEK**

Whole Time Director

**(MOHD. SHAHID)**

Proprietor

Membership No. 70408

**GAURAV DUTTA**

Company Secretary

Date : 14th April 2011

Place: Delhi

**Cash Flow Statement for the year ended March 31, 2011**

	CURRENT YEAR		PREVIOUS YEAR	
	31-03-2011		31-03-2010	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>				
NET PROFIT(LOSS) BEFORE TAX AND EXTRA ORDINARY ITEMS		46.01		7.54
<b>ADJUSTMENTS FOR:</b>				
DEPRECIATION	2.13		8.43	
NON CASH EXPENSES WRITTEN OFF (NET)	0.05		0.05	
INTEREST	0.03		0.05	
DIVIDEND	0.00		0.00	
(PROFIT)/LOSS ON SALE OF FIXED ASSETS	-54.27	-52.07	-20.34	-11.81
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		-6.05		-4.27
<b>ADJUSTMENTS FOR:</b>				
TRADE AND OTHER RECEIVABLES	-180.67		1.25	
INVENTORIES	0.00		1.68	
TRADE PAYABLES	-0.94		-169.17	
BANK LIMITS	0.00	-181.61	0.00	-166.24
<b>CASH GENERATED FORM OPERATIONS AFTER ADJUSTMENTS FOR</b>		<b>-187.66</b>		<b>-170.51</b>
<b>WORKING CAPITAL CHANGES</b>				
INTEREST PAID	-0.03		-0.05	
DIRECT TAXES	0.00		0.00	
PREVIOUS YEAR ADJUSTMENT	0.00	-0.03	9.41	9.36
<b>CASH FLOW AFTER ADJUSTED FOR WORKING CAPITAL CHARGES</b>				
<b>BUT BEFORE EXTRA ORDINARY ITEMS</b>		<b>-187.69</b>		<b>-161.15</b>
EXTRA ORDINARY ITEMS (NET)		0.00		0.00
<b>NET CASH FROM OPERATING ACTIVITIES</b>		<b>-187.69</b>		<b>-161.15</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
PURCHASE OF FIXED ASSETS	0.00		0.00	
SALE OF FIXED ASSETS	191.04		239.03	
SALE OF INVESTMENTS	0.00		0.00	
DIVIDEND RECEIVED	0.00		0.00	
<b>NET CASH USED IN INVESTING ACTIVITIES</b>		<b>191.04</b>		<b>239.03</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
PROCEEDS FROM ISSUE OF SHARE CAPITAL	0.00		0.00	
REPAYMENT OF LONG TERM BORROWINGS (NET)	0.00		-164.00	
DIVIDENDS PAID	0.00		0.00	
<b>NET CASH SURPLUS/USED IN FINANCING ACTIVITIES</b>		<b>0.00</b>		<b>-164.00</b>
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>		<b>3.35</b>		<b>-86.13</b>
CASH AND CASH EQUIVALENTS AS AT 01-04-2010		3.08		89.20
(OPENING BALANCE)				
CASH AND CASH EQUIVALENTS AS AT 31-03-2011		6.43		3.07
(CLOSING BALANCE)				

**For SHAHID & ASSOCIATES**  
Chartered Accountants

**DR. C.K. JAIN**  
Director

**RAMESHWAR PAREEK**  
Whole Time Director

**(MOHD. SHAHID)**  
Proprietor  
Membership No. 70408

**GAURAV DUTTA**  
Company Secretary

Date : 14th April 2011  
Place: Delhi

SCHEDULE - 1	Current Year Figures	Previous Year Figures
<b>SHARE CAPITAL</b>		
<b>Authorised:</b>		
3,00,00,000 Equity Shares of Rs. 2/- each	60000000	60000000
3,00,000 0% Redeemable Preference Shares of Rs. 100/- each	30000000	30000000
	90000000	90000000
<b>Issued, Subscribed &amp; Paid Up:</b>		
14073500 Equity Shares of Rs. 2/- each fully paid up	28147000	28147000
1,00,000 0% Redeemable Preference Shares of Rs. 100/- each fully paid up	10000000	10000000
TOTAL Rs.	38147000	38147000

SCHEDULE - 2	Current Year Figures	Previous Year Figures
<b>RESERVES &amp; SURPLUS</b>		
General Reserve- Opening Balance	4228147	4228147
TOTAL Rs.	4228147	4228147

SCHEDULE - 3										
FIXED ASSETS:										(Amount in Rs)
Name of Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Cost	Additions/	Deductions	Total	Depreciation	Adjustment	For the	Total	W.D.V.	W.D.V.
	as on 1-4-2010	during the year	during the year	Upto 31-03-2011	Upto 31-3-2010	for Assets sold	year 2010	Upto 31-03-2011	as on 31-03-2011	as on 31-3-2010
<b>COMPLETED ASSETS:</b>										
Land & Site Development	8241281	0	0	8241281	0	0	0	0	8241281	8241281
Building	0	0	0	0	0	0	0	0	0	0
Plant & Machinery	15965498	0	15965498	0	2075814	2289033	213219	0	0	13889684
CURRENT YEAR 'A'	24206779	0	15965498	8241281	2075814	2289033	213219	0	8241281	22130965
PREVIOUS YEAR 'A'	51673488	0	27466709	24206779	6830770	5597934	842978	2075814	22130965	44842718

SCHEDULE - 4	Current Year Figures	Previous Year Figures
<b>SUNDRY DEBTORS:</b>		
(Unsecured but considered good)		
Debts outstanding for a period exceeding Six Months	0	1931131
Other Debts	0	0
TOTAL Rs.	0	1931131

<b>SCHEDULE - 5</b>	<b>Current Year Figures</b>	<b>Previous Year Figures</b>
<b>CASH &amp; BANK BALANCES:</b>		
<u>Balance with Scheduled Banks</u>		
- In Current Accounts	642918	306009
<u>Balance with Non-Scheduled Bank</u>		
- In Current Account	0	1876
TOTAL Rs.	<b>642918</b>	<b>307885</b>

<b>SCHEDULE - 6</b>		
<b>LOANS &amp; ADVANCES:</b>		
(Unsecured but considered good)		
(Advances recoverable in cash or in kind or for value to be received)		
Advance for Supplies of Goods & Services	100000	100000
Security with Government Departments	89526	91526
Share Application Money	2900000	2900000
T.D.S & Advance Payment of Taxes (Net)	2791652	2791652
Other Loans & Advances	20000000	0
TOTAL Rs.	<b>25881178</b>	<b>5883178</b>

<b>SCHEDULE -7</b>		
<b>CURRENT LIABILITIES &amp; PROVISIONS:</b>		
<u>A. Current Liabilities:</u>		
Sundry Creditors for Expenses	6000	100096
Advance against Fixed Assets	7433929	7433929
TOTAL Rs.	<b>7439929</b>	<b>7534025</b>

<b>SCHEDULE - 8</b>		
<b>OTHER INCOME:</b>		
Profit on Sale of Assets (Net)	5427435	2034387
TOTAL Rs.	<b>5427435</b>	<b>2034387</b>

<b>SCHEDULE - 9</b>		
<b>FINANCE CHARGES:</b>		
Bank Charges	2636	4918
TOTAL Rs.	<b>2636</b>	<b>4918</b>

<b>SCHEDULE - 10</b>		
<b>ADMINISTRATIVE EXPENSES:</b>		
Printing & Stationery	59881	22320
Rates & Taxes	24030	11130
Advertisement & Publicity	59001	39039
Travelling Expenses:		
- Others	17010	1605
Legal & Professional Charges	131899	68314
Communication Charges	26269	44234
Auditors Remuneration:		
Audit Fee	31000	31000
Preliminary Expenses written -off	4861	4861
TOTAL Rs.	<b>353951</b>	<b>222503</b>

<b>SCHEDULE - 11</b>		
<b>SELLING &amp; DISTRIBUTION EXPENSES:</b>		
Commission & Discounts(Net)	0	28270
TOTAL Rs.	<b>0</b>	<b>28270</b>

**SCHEDULE – 12****ACCOUNTING POLICIES & NOTES ON ACCOUNTS****A. Significant Accounting Policies****1. Basis of Preparation**

- (i) The Financial Statements have been prepared in accordance with the applicable Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant disclosure requirements of the Companies Act, 1956 under historical cost convention and on the basis of going concern.
- (ii) Accounting policies not specifically referred to otherwise, are consistent and are in consonance with generally accepted accounting principles followed by the Company.

**2. Fixed Assets**

Fixed Assets are stated at acquisition cost (net of tax/duty credit availed, if any) including directly attributable cost of bringing them to their respective working conditions for the intended use less accumulated depreciation. Fixed Asset as at April 1, 2000 were acquired under a scheme of Arrangement/ Demerger approved by Hon'ble High Court, Allahabad, from the asset of Demerged Company, (Gulshan Sugars & Chemicals Ltd). The cost of acquisition is the amount at which such assets were standing in the books of the demerged company as on that date. The additions in the assets after 1.4.2000 are stated at acquisition cost including directly attributable cost of bringing them to their respective working condition for the intended use but are exclusive of Excise Duty Components. Cost of acquisition of Fixed Assets acquired under the scheme of amalgamation/merger approved by the Hon'ble High court of judicature at Himachal Pradesh from the assets of Amalgamating Company (M/s Gulshan Chemcarb Limited) is the amount at which such assets were standing in the books of Amalgamating Company.

**3. Depreciation**

Depreciation on Fixed Assets has been provided as per the Straight Line Method in accordance with the rates provided under the Companies Act, 1956.

**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.

**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. Miscellaneous Expenditure**

Expenditure on formation of company being in the nature of preliminary expenses are amortized over the period as prescribed U/s 35-D of the Income Tax Act, 1961.

**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.

**B. Notes Forming part of the Accounts.**

1. (a) Previous year figures have been reworked, rearranged, regrouped and reclassified, wherever considered necessary.
- (b) Figures have been rounded off to the nearest Rupees.
2. 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.
3. Pursuant to the Scheme of Amalgamation/ Merger approved by the Hon'ble High Court, Himachal Pradesh at Shimla vide its order dated 04-03-2005 in the matter of an application made under section 391(2) of the Companies Act 1956, M/s Gulshan Chemcarb Limited (amalgamating company) has been merged with the Company in terms of the provisions of section 391 & 394 of the Companies Act with effect from the appointed date being April 1, 2004.

The approved scheme of amalgamation provides that with effect from the appointed date, all asset, properties, rights, claims, interests whatsoever and liabilities, reserves, contracts etc of the above amalgamating company would stand transferred and vested into Gulshan Chemfill Ltd (the transferee company). In terms of the scheme, Gulshan Chemfill Ltd has allotted a total of 78,61,200/- equity shares of Rs. 2/- each fully paid up of the Company to the shareholders of M/s Gulshan Chemcarb Ltd towards the consideration of the above amalgamation. The arrangement being in the nature of amalgamations have been accounted for under the 'pooling of interest' method as prescribed under the Accounting Standard of ICAI. The accounting policies of the amalgamating company are in consonance with the accounting policies adopted by the transferee company. The Capital Reserves created upon such amalgamation has been recorded in the books of Gulshan Chemfill Ltd.

The details of the asset and liabilities and transfer consideration of Gulshan Chemcarb Limited (Transferor Company) and resultant Reserve are as under:

	<b>Amount in Rs.</b>
Net Block	2303421
Capital Work in Progress	79820555
Current Assets, Loans & Advances	11526694
Less: Current Liabilities & Provisions	6314838
Preliminary Expenditure	97375
<b>Total Assets</b>	<b>87433207</b>
Less: Inter Corporate Balances set off	67780207
<b>Balance</b>	<b>19653000</b>
Less: Transfer Consideration being 78,61,200 Equity Shares of Rs. 2/- each fully paid up (Issued to the shareholders of Gulshan Chemcarb Ltd., the Transferor Co.)	15722400
<b>Balance representing Capital Reserve</b>	<b>3930600</b>

In terms of Accounting Standard, the above Capital Reserve forms part of the Reserves & Surplus of the transferee company.



4. Managerial Remuneration U/s 198 of Companies Act, 1956 paid/payable during financial year to the Director is as under: -

	<u>Current Year (Rs).</u>	<u>Previous Year(Rs)</u>
Salaries & Allowances	NIL	1,82,000.00
	-----	-----
	-	<b>1,82,000.00</b>
	-----	-----

Computation of Net Profit in accordance with section 309(5) of the Companies Act, 1956 is not given, as Company has not paid any commission to any of its Directors.

5. In compliance of Accounting Standard 22 on 'Taxes on Income' issued by the Institute of Chartered Accountants of India (ICAI), an amount of Rs. 65,885 has been recognized as Deferred Tax Credit as at 31.03.2011 (Previous Year Rs. 1,43,264 Deferred tax Credit).
6. Miscellaneous Expenditure to the extent not written off or adjusted Rs. 58,439 (Previous Year Rs. 63,300/-)
7. The amount owed to Small Scale Industries outstanding for more than 30 days as at 31<sup>st</sup> March 2011 and the sum exceeding Rs. 1 lacs in each case was Rs. NIL (Previous Year- Rs. NIL).

**8. Contingent Liabilities:**

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

**9. 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 where control exist:

(i) Holding Company : Genus Paper Products Limited

(ii) Subsidiary Company : Nil

- (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 : Dr. C. K. Jain (Chairman and Promoter Director)  
Mr. Rameshwar Pareek (Whole Time Director)

(iii) Corporate entities over which key management personnel are able to exercise significant influence: Gulshan Polyols Ltd., Gulshan Holdings Pvt. Ltd., and Gulshan Specialty Minerals Limited, Gulshan Lamee Pack Pvt. Ltd., Genus Power Infrastructures Limited,

- (c) Transactions with related parties for the period 01-04-2010 to 31-03-2011:

Particulars	Corporate Associates	Key Managerial Personnel	O/S as on 31-03-2011
	NIL	NIL	NIL

10. Earning Per Share (EPS)

	Current Year	Previous Year
	2010-2011	2009-2010
PROFIT (LOSS) AFTER TAX	46,67,338	18,38,031
No of Equity Shares	14073500	14073500
Face Value of Equity Share (Rs)	2	2
Basic EPS (Rs)(On total equity)	0.33	0.13
Diluted EPS (Rs)	0.33	0.13

- (a) 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.
- (b) The Additional information as required under 3 & 4 of Part II of Schedule VI of the Companies Act, 1956 are not applicable at present on Company as the Company has no Manufacturing facilities /Installed Capacity for any product and hence not carrying out production, not making sale or Purchase and do not held stocks.

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

**For SHAHID & ASSOCIATES**  
Chartered Accountants

**Dr. C.K. Jain**  
Director

**Rameshwar Pareek**  
Whole Time Director

**(MOHD. SHAHID)**  
Proprietor  
Membership No. 70408

**Gaurav Dutta**  
Company Secretary

Date : 14th April 2011  
Place : Delhi



**GENUS PRIME INFRA LIMITED**  
(Formerly Gulshan Chemfill Limited)

**Registered Office:** 9<sup>th</sup> K.M., Jansath Road, Muzaffarnagar, Uttar Pradesh – 251001

**FORM OF THE PROXY FOR THE 11<sup>th</sup> ANNUAL GENERAL MEETING**

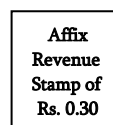
I/We, the undersigned Equity Shareholder(s) of the above Company hereby appoint Mr. \_\_\_\_\_ of \_\_\_\_\_ and failing him Mr. \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy, to vote for me/us at the 11<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company to be held at the Registered Office of the company at 9<sup>th</sup> K.M., Jansath Road, Muzaffarnagar, Uttar Pradesh – 251001 on Saturday, 24<sup>th</sup> September, 2011 at 2.00 P.M or any adjournment or adjournments thereof.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2011

Signature:-----

Folio No./Client ID-----

No. of shares held-----



Address:-----

Note: The proxy must be returned and should reach the Registered Office of the Company not less than 48 hours before the time holding the aforesaid meeting. The proxy need not be a member of the Company.

**ATTENDANCE SLIP**

**GENUS PRIME INFRA LIMITED**  
(Formerly Gulshan Chemfill Limited)

**Registered Office:** 9<sup>th</sup> K.M., Jansath Road, Muzaffarnagar, Uttar Pradesh – 251001

PLEASE FILL IN ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint shareholders may obtain additional attendance slip on request.

**Name and Address**

**of the Shareholder:**----- **Folio No./Client ID**-----

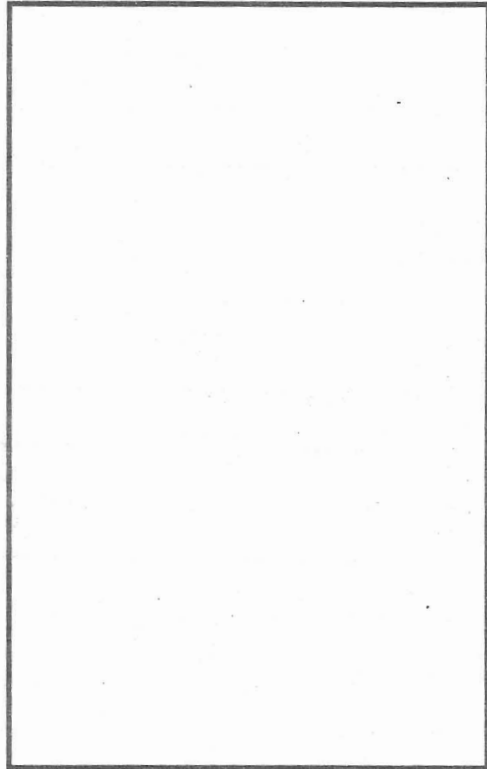
I hereby record my presence at the 11<sup>th</sup> Annual General Meeting of the Company held at the Registered Office of the Company at 9<sup>th</sup> K.M., Jansath Road, Muzaffarnagar, Uttar Pradesh – 251001 on Saturday, 24<sup>th</sup> September, 2011 at 2:00 P.M or any adjournment or adjournments thereof.

SIGNATURE OF THE SHAREHOLDER OR PROXY

Strike out whichever is not applicable.



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**Genus**

If undelivered, please return to

**Genus Prime Infra Limited**

(Formerly Gulshan Chemfill Limited)

D-116, Okhla Industrial Area,

Phase-I, New Delhi-110 020