

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

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**ANNUAL REPORT**

2014-2015

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# CORPORATE INFORMATION...>>>>

## **BOARD OF DIRECTORS**

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

Whole time Director & CEO  
Non-Executive Independent Director  
Non-Executive Independent Director  
Non-Executive Independent Director  
Additional Director

## **Chief Financial Officer**

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Mr. Pradeep Kumar

## **COMPANY SECRETARY**

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Mr. Pulkit Ahuja

## **AUDITORS**

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

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

## **REGISTRAR AND SHARE TRANSFER AGENT**

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### **Alankit Assignments Limited**

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

## **CORPORATE IDENTIFICATION NUMBER**

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**L24117UP2000PLC032010**

## **REGISTERED OFFICE**

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9th 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

## **WEBSITE & EMAIL ID**

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

# NOTICE....>>>>

## **GENUS PRIME INFRA LIMITED**

(Formerly Gulshan Chemfill Limited)

**Regd. Office:** 9<sup>th</sup>, K.M, Jansath Road, Muzaffarnagar (UP)-251001; **CIN:** L24117UP2000PLC032010

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

### **Notice of the Annual General Meeting**

Notice is hereby given that the 15th Annual General Meeting of Genus Prime Infra Limited (Formerly Gulshan Chemfill Limited) will be held on Thursday, 24th Day of September, 2015 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 receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the company for the year ended 31st March, 2015 together with Reports of the Directors' and the Auditors' thereon.
2. To appoint a director in place of Mr. Amit Agarwal (DIN: 00016133), who retires from office by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration.

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

“**RESOLVED THAT** M/s. D. Khanna & Associates, Chartered Accountants (Registration No.012917N), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, at such remuneration as shall be fixed by the Board of Directors of the Company.”

#### **SPECIAL BUSINESS:**

4. **To appoint Mrs. Simpal Agarwal as a Director of the company**

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

"**RESOLVED THAT** Mrs. Simpal Agarwal (DIN 03072646), who was appointed an Additional Director of the company in the meeting of the Board of Directors held on March 25<sup>th</sup>, 2015 and who holds office upto the date of this Annual General Meeting of the company under section 161(1) of the Companies Act, 2013 but who is eligible for re-appointment and in respect of whom the company has received a notice in writing under section 160(1) of the Companies Act, 2013 from a member proposing her candidature for the office of the Director of the company, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."

**By Order of the Board of Directors**

Pulkit Ahuja  
Company Secretary

#### **Registered Office:**

9<sup>th</sup>, K.M, Jansath Road, Muzaffarnagar, Uttar Pradesh-251001

Tele:+91-11-47114800 fax: +91-11-47114833;

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

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

Corporate Identification Number (CIN): L24117UP2000PLC032010

New Delhi, August 14, 2015

# NOTICE....>>>>

## NOTES:

- 1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote instead of himself. The proxy need not be a member of the company. The proxy form duly stamped, completed and signed should be received by the company not later than 48 hours before the time fixed for the commencement of the meeting. The proxy form is enclosed herewith. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
- 2) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
- 3) The explanatory statement pursuant to section 102(1) of the Companies Act, 2013, which sets out details relating to special business to be transacted at the Meeting, is annexed herewith.
- 4) The Register of Members and the Share Transfer Books of the Company shall remain closed from Monday, 21st September, 2015 to Thursday, 24th September, 2015 (both days inclusive).
- 5) Members who hold shares in dematerialized form are requested to bring their DP ID and Client ID numbers for easy identification of their attendance at the meeting.
- 6) Since, the Company has never declared any dividend since its incorporation. No amount is, therefore, has fallen due for transfer to Investor Education & Protection Fund.
- 7) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent.
- 8) Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (i.e. Agency/Bank, with whom they are maintaining their demat accounts), directly. Members, who hold shares in physical form, are requested to notify such changes to the Company's Registrars and Share Transfer Agents (i.e. M/s. Alankit Assignments Limited, Delhi).
- 9) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent.
- 10) The Company has designated a separate e-mail ID of the grievance redressal division / compliance officer named "cs.genusprime@gmail.com" exclusively for the purpose of registering complaints by investors.
- 11) As per the provisions of the Companies Act, 2013, facility for making nominations is available to the members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrar and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participants.
- 12) Members/Proxies are requested to bring copy of the Annual Report with them, as copies of the Report will not be distributed at the Meeting.
- 13) Relevant documents referred to in the accompanying Notice and Explanatory Statement will be available for inspection by the members at the registered office of the Company between 11.00 a.m. and 1.00 p.m. on all working days upto the date of the AGM.
- 14) The relevant details of persons seeking appointment/re-appointment as Directors under Item No.2 and 4 of the Notice, as required under Clause 49 of the Listing Agreements entered into with the Stock Exchanges, are given in this Notice.
- 15) With a view to support the 'Green Initiative', we are sending the Notice of the General Meetings, Financial Statements, Annual Reports or all other communications required to be sent to the members of the Company, to the e-mail address given by the members to their Depositories. We request the members, who have not registered their e-mail address, so far, to register their e-mail addresses with their concerned Depository Participants or the Company at "cs.genusprime@gmail.com" or Registrar, M/s. Alankit Assignments Limited at "rta@alankit.com" for receiving all communication from the Company electronically. A form for updating email Id's with the Company for receiving the notices and other documents at their email address is also enclosed.

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16) **Voting through electronic means:** In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Central Depository Services Limited (“CDSL”). Members have an option to either cast their vote through ballot paper by attending the Annual General Meeting or through e-voting facility from a place other than the venue of the Meeting. Members can opt for only one mode of voting. However, in case Members cast their vote both via physical ballot and e-voting, then voting through electronic mode shall prevail and voting done by physical ballot shall be treated as invalid.

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

- (i) The voting period begins on Monday, September 21, 2015 (9:00 a.m.) and ends on Wednesday, September 23, 2015 (5:00 p.m.). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, September 17, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on “Shareholders” tab.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

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

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL

# NOTICE...>>>>

platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Genus Prime Infra Limited (Formerly Gulshan Chemfill Limited)> on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Thursday, September 17, 2015, may follow the same instructions as mentioned above for e-Voting.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxii) The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Thursday, September 17<sup>th</sup>, 2015.
- (xxiii) Mr. Ajit Kumar, ACS No.22741, CP No. 10990, Practising Company Secretary, Delhi, has been appointed as Scrutiniser to scrutinise the e-voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- (xxiv) The results of the e-voting along with the scrutinizer’s report shall be placed on the Company’s website ‘[www.genusprime.com](http://www.genusprime.com)’ and on the website of CDSL immediately after the result is declared. The results will also be communicated to BSE Limited.
- (xxv) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Thursday, September 24, 2015.

# NOTICE....>>>>

## **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:

<b>Name of Director</b>	Mrs. Simpal Agarwal	Mr. Amit Agarwal
<b>Date of Birth</b>	01.09.1973	17.07.1973
<b>Date of original appointment</b>	25.03.2015	15.08.2011
<b>Qualification</b>	Graduate	Graduate
<b>Experience</b>	Business management with experience in administration.	Business management with experience in Apparels
<b>Directorships in other Companies as on March 31, 2015</b>	Kailash Vidhyut & Ispat limited Kailash Industries Limited Virtuous Mining Limited Virtuous Paper & Urja Limited	Genus Apparels Limited Genus International Commodities Limited J C Textiles Pvt. Ltd. True Home Décor Pvt. Ltd.
<b>Chairman/ Member of the Committee of Directors of other Companies in which he/she is a Director as on March 31, 2015</b>	Nil	Nil
<b>Number of shares held in the Company as on March 31,2015</b>	Nil	551920



## EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013(hereinafter referred to as “the Act”) the following Explanatory statements set out all material facts relating to the business mentioned under Item No 4 of the accompanying notice dated August 14<sup>th</sup>,2015.

### **Item No.4**

**Mrs Simpal Agarwal** (DIN: 03072646), was appointed as an Additional Director by the Board of Directors (hereinafter referred to as ‘Board) w.e.f March 25<sup>th</sup> , 2015 pursuant to Section 161 of the Act. She holds office till the conclusion of this Annual General Meeting. The Company has received a notice under Section 160 of the Act proposing her candidature for the office of Director of the Company, along with the requisite deposit.

The period of office of Mrs. Simpal Agarwal shall be liable to determination by retirement of directors by rotation.

Mrs. Simpal Agarwal is graduate and has interest and experience in dealing with the administrative affairs of the company. Her immense experience will add value to the organization.

Save & except, Mrs Simpal Agarwal and her relative, to the extent of their shareholding extent, if any, in the company none of the Directors, Key Managerial personnel of the company and their relatives are in any way concerned or interested, financial or otherwise in this resolution.

The Board recommends the Ordinary Resolution set out at item no. 4 of the accompanying Notice for the approval of the Members. The re-appointment of Mrs. Simpal Agarwal is appropriate and in the best interest of the Company.

By Order of the Board of Directors

**Pulkit Ahuja**

(Company Secretary)

### **Registered Office:**

9<sup>th</sup>, K.M, Jansath Road, Muzaffarnagar, Uttar Pradesh-251001

Tele-91-11-47114800 fax: +91-11-47114833;

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

Website: www.genusprime.com

Corporate Identification Number (CIN): L24117UP2000PLC032010

New Delhi, August 14<sup>th</sup>, 2015

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

**Dear Members,**

Your Directors are pleased to present before you the **Fifteenth Annual Report** along with Audited Financial Statements of your Company for the year ended **March 31st, 2015**.

## FINANCIAL HIGHLIGHTS

(Rs. in Lacs)

Particulars	Current Year March 31, 2015	Previous Year March 31, 2014
Revenue	0.00	0.00
Total expenses	13.42	4.72
Profit/ (Loss) before Exceptional and Extraordinary items and Tax	(13.42)	(4.72)
Exceptional Items	0.00	0.00
Profit/ (Loss) before Extraordinary items and Tax	(13.42)	(4.72)
Extraordinary Items	0.00	0.00
Profit before Tax	(13.42)	(4.72)
Tax Expenses	0.00	0.00
Profit/ (Loss) for the period	(13.42)	(4.72)
Earnings per share (after extraordinary items) (Basic) (In Rs.)	(0.10)	(0.03)
Earnings per share (after extraordinary items) (Diluted) (In Rs.)	(0.10)	(0.03)

## Operations

The company incurred a cash loss of Rs. 13.42 lacs in the financial year under review. The company is optimistic of its business operations in the coming years through its continued strategic planning. Your Directors expect to minimize the losses in future through their efforts.

## Dividend

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

## Share Capital

The equity shares of the company are being traded on Bombay Stock Exchange. The paid up share capital as on March 31, 2015 was Rs.381.47 Lacs consisting of 14073500 equity shares of Re 2/- each and 100000 preference shares of Rs 100 each. The Company has neither issued shares with differential voting rights nor sweat equity shares.

## Particulars of Loans, Guarantees or Investments

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

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

## **Related Party Transactions**

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

## **Fixed Deposits**

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

## **Management's Discussion & Analysis Report**

As required under Clause 49 of the Listing Agreement with the Stock Exchange, Management Discussion and Analysis Report is enclosed separately forming part of this Annual report.

## **Report On Corporate Governance**

Your company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance practices laid down in clause 49 of listing agreement. Our report on Corporate Governance forms part of this annual report and is attached with this report. Certificate from the Statutory Auditors of the company M/s. D. Khanna & Associates, Chartered Accountants confirming the compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is included as a part of this report.

## **Code of Conduct**

All board members and senior management personnel have affirmed compliance with the provisions of Code of Conduct of the Company on annual basis, pursuant to revised Clause 49(II)(E) of Listing Agreement. The Code of Conduct is also placed on Company's website [www.genusprime.com](http://www.genusprime.com).

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

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

## **Subsidiaries, Joint Ventures and Associate Companies**

The Company has three subsidiaries as on March 31<sup>st</sup>, 2015 and it has published the audited consolidated financial statements for the financial year 2014-15 and the same forms part of the Annual report for the financial year commencing from the 1st day of April, 2014 and ending on the March 31<sup>st</sup>, 2015 pursuant to the Companies (Accounts) Amendment Rules, 2014 issued vide notification dated October 14, 2014. The consolidated financial statements presented by the company include financial information of its subsidiaries 'Sansar Infrastructure Private Limited', 'Sunima Trading Private Limited' and 'Star Vanijya Private Limited' prepared in compliance with applicable Accounting Standards. Further a statement containing salient features of the financial statement of our subsidiaries in the prescribed format Form AOC-1 is attached as **Annexure A**.

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

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

## **Risk Management and Internal Control Systems**

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

## **Whistleblower and Vigilance Mechanism**

Your Company has formulated and implemented a 'Whistleblower and Vigilance Policy' with a view to provide a mechanism for directors and employees of the Company to approach the Vigilance Officer / Chairperson of the Audit Committee of the Company. Under this mechanism, Whistleblower can report the concerns of unethical behaviour, actual or suspected, fraud or violation of the

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

Company's code of conduct or ethics policy. Any actual or potential fraud or violation of the Company's Codes/Policies, howsoever insignificant or perceived as such, remains a matter of serious concern for the Company. The Company takes appropriate action against any Officer whose actions are found to violate the Code or any other policy of the Company, after giving him a reasonable opportunity of being heard. The Whistleblower and Vigil Mechanism Policy has been uploaded on the website of the company and can be accessed at the link [www.genusprime.com](http://www.genusprime.com).

## **Prevention of Insider Trading**

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

## **Directors**

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

During the year under review, Mr. Dharam Chand Agarwal, Mr. Kamal Kant Agarwal and Mr. Rameshwar Pareek were appointed as Independent Directors by the shareholders for a term of five (5) years, pursuant to the provisions of Section 149 of the Companies Act, 2013. The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed u/s 149(6) of the Companies Act, 2013.

Mrs. Seema Agarwal, Whole time Director of the company resigned w.e.f November 12<sup>th</sup>, 2014.

Pursuant to the provisions of Section 161(1) of Companies Act, 2013 read with the Articles of Association of the company Mrs Simal Agarwal is appointed as the Additional Director and she shall hold office only upto the date of this Annual General Meeting and being eligible offers herself for re-appointment as Director of the company. She will be a Non-Independent and Non-Executive Director on the Board of the Company.

The Company has received a notice under Section 160 of the Companies Act, 2013 along with the requisite deposit proposing the appointment of Mrs Simal Agarwal.

## **Key Managerial Personnel**

Mr. Amit Agarwal, Whole time Director, Mr. Pradeep Kumar, CFO and Mr. Pulkit Ahuja, Company Secretary of the Company are the Key Managerial Personnel as per the provisions of the Companies Act, 2013.

## **Number of Board Meetings Held**

The Board of Directors duly met 6 (Six times) during the financial year from 01<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2015. Further detail of board meeting has been provided in the Corporate Governance Report.

## **Committees of the Board**

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

## **Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an evaluation of its own performance and that of its Committees and individual Directors.

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

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

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

In a separate meeting of Independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman were evaluated, taking into account the views of executive directors and non-executive directors.

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

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

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

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

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

The appointment of Independent Director is done as per criteria specified in Section 149(6) of the Companies Act, 2013 and rules made there-under and Clause 49 of the Listing Agreement entered into with the Stock Exchange.

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

## **Directors' Responsibility Statement**

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

- (i) in the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2015 and of the profit and loss of the Company for that period;
- (iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- (iv) the annual accounts are prepared on a 'going concern' basis.
- (iv) they have laid down internal financial controls in the company that are adequate and were operating effectively.
- (v) they have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively

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

## Auditors and Auditor's Report

### (1) Statutory Auditors

The Auditors, M/s. D. Khanna & Associates, Chartered Accountants, hold office until the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. The Audit Committee and the Board of Directors of the Company have recommended the re-appointment of M/s. D. Khanna & Associates, Chartered Accountants, as the Statutory Auditors of the Company. The Company has received a letter from them to the effect that their reappointment, if made, would be within the limit prescribed under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for re-appointment. The Notes on Financial Statements referred to in the Auditors' Report are self-explanatory and do not call for any comments/explanations.

### (2) Secretarial Audit

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

### Corporate Social Responsibility

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

### Extract of Annual Return

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

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

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

### Particulars of Employees and Other Related Disclosures

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

### Acknowledgement

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

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

August 14<sup>th</sup>, 2015

New Delhi

Rameshwar Pareek

Director

Amit Agarwal

Whole Time Director & CEO

**FORM AOC - I**

Pursuant to first proviso to Section 129(3) of the Companies Act, 2013 read with rule 5 of Companies (Accounts) Rules, 2014  
Statement containing salient features of the financial statement of subsidiaries/associates/joint ventures

**Part "A" Subsidiaries**

S.No.	Particulars	(Amount in Rs.)		
		Sansar Infrastructure Private Limited	Sunima Trading Private Limited	Star Vanijya Private Limited
1	Name of the Subsidiary Company			
2	Reporting period of the subsidiary company ended on	31.03.2015	31.03.2015	31.03.2015
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	-	-	-
4	Reporting currency of the subsidiary concerned	-	-	-
5	Share Capital (Equity & Preference)	3306000.00	3400000.00	3768000.00
6	Reserves & Sulplus	154834686.60	161498889.89	179588661.29
7	Total assets	21180268.60	125306453.89	35984136.29
8	Total Liabilities	39449582.00	41407500.00	8127475.00
9	Investment	176410000.00	80999936.00	155500000.00
10	Turnover / Total Income	1470.00	17297.00	-
11	Porfit / (Loss) Before Taxation	(2230604.40)	(84380.40)	(95549.40)
12	Provision fo Taxation	-	-	-
13	Porfit / (Loss) after Taxation	(2230604.40)	(84380.40)	(95549.40)
14	Proposed Divident	-	-	-
15	% of shareholding	100.00	100.00	100.00

**'Part "B" Associates and Joint Ventures- Not Applicable****For D. Khanna & Associates**

Chartered Accountants

(Registration NO.-012917N)

(Deepak Khanna)

Partner

Membership NO.092140

Place : New Delhi

Date : May 29th , 2015

Amit Agarwal

Whole time Director &amp; CEO

(DIN NO. 00016133)

Pradeep Kumar

Chief Financial Officer

Rameshwar Pareek

Director

(DIN NO. 00014224)

Pulkit Ahuja

Company Secretary

# SECRETARIAL AUDIT REPORT...>>>>

Annexure- B to the Directors Report

FORM NO. MR-3

## Secretarial Audit Report

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2015.

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

To,  
The Members,  
Genus Prime Infra Limited  
(Formerly: Gulshan Chemfill Ltd.),  
9<sup>th</sup> K. M. Jansath Road, Muzaffarnagar-251001 (U.P.)

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

Based on our verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2015 (audit period), complied with the statutory provisions listed hereunder and also that the company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2015, according to the provisions of:

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



# SECRETARIAL AUDIT REPORT....>>>>

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to company during audit period); and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to company during audit period);
- (vi) There being no business activity within the company during audit period and that it had no employee, except a few officers, during audit period, no industrial and special laws otherwise are applicable to the company.
- (vii) We have also examined compliance with the applicable clauses of the following :
  - (i) Secretarial Standards issued by The Institute of Company Secretaries of India (Not notified earlier, thus not applicable to company during audit period);
  - (j) The Listing Agreements entered into by the company with Bombay Stock Exchange (BSE) is applicable.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Agreement, etc. , mentioned above subject to the following observations :-

(a) An Open Offer was made by the Acquirer to shareholders of the company to acquire upto 36,59,110 equity shares of Rs. 2/- each representing in aggregate 26% of Issued, subscribed capital of the company (GPIL) at an offer price of Rs. 5.50 per share payable in cash in terms of Regulations 13(4), 14(3) and 15(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011. As per Revised Schedule, Public Announcement was issued on 1<sup>st</sup> July, 2014, last date of payment of consideration to public shareholders of the Target company was 1<sup>st</sup> April, 2015 and last date for issue of post offer advertisement was 10<sup>th</sup> April, 2015. As explained by the officers of the company, a Final Report within 45 days of close of the offer under said Regulations was submitted by the Manager to the Offer to the SEBI. However, contents of said Final Report are not known.

(b) Further company (GPIL) has, as required, furnished requisite clarifications vide its letter dated 25<sup>th</sup> May, 2015 to Securities & Exchange Board of India, Mumbai with respect to disclosures made by promoters and the company under provisions of SEBI (Prohibition of Insider Trading) Regulations, 1992. Communication from SEBI in the matter is yet awaited.

We further report that:

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

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

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

Date: August 13<sup>th</sup>, 2015  
Place: Jaipur

**(C.M. BINDAL)**  
PROPRIETOR  
FCS No.103, CP No.176

*Note: This Report should be read with the letter of even date by the Secretarial Auditors, which is attached as Annexure-B(i) & forms an integral part of this report.*

# SECRETARIAL AUDIT REPORT....>>>>

Annexure –B (i) to Secretarial Audit Report

To,  
The Members,  
Genus Prime Infra Limited  
(Formerly: Gulshan Chemfill Ltd.),  
9<sup>th</sup> K.M. Jansath Road, Muzaffarnagar-251001 (U.P.)

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

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

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

**(C.M. BINDAL)**  
PROPRIETOR

Date: August 13<sup>th</sup>, 2015

Place: Jaipur

FCS No.103, CP No.176

Form No. MGT-9

## Extract of Annual Return

as on the financial year ended on 31st March, 2015

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

### I. REGISTRATION AND OTHER DETAILS:

i) CIN	: L24117UP2000PLC032010
ii) Registration Date	: 20.10.2000
iii) Name of the Company	: Genus Prime Infra Limited (Formerly Gulshan Chemfill Limited)
iv) Category / Sub-Category of the Company	: Company Limited by Shares
v) Address of the Registered office and contact details	: 9TH K.M. Jansath Road, Muzaffarnagar Uttar Pradesh-251001 (India) Telefax +91-11-47114800
vi) Whether listed company	: Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent	: Alankit Assignments Limited 1E/13, Alankit House, Jhandewalan Extension, Delhi-110055 Tel: 011-42541234; Fax: 011-42541201 E-mail- rta@alankit.com

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

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

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

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

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Star Vanijya Pvt. Ltd., CJ - 114, Salt Lake, Sector II, Kolkata- 700091, West Bengal	U51109WB2008PTC125120	Subsidiary	100%	2(87)(ii)
2	Sansar Infrastructure Private Ltd., CJ - 114, Salt Lake, Sector II, Kolkata- 700091, West Bengal	U70109WB2008PTC125153	Subsidiary	100%	2(87)(ii)
3	Sunima Trading Private Limited CJ - 114, Salt Lake, Sector II, Kolkata- 700091, West Bengal	U51909WB2008PTC125126	Subsidiary	100%	2(87)(ii)

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

### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	0	0	0	0	1777662	0	1777662	12.63	12.63
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt. (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	9444731	0	9444731	67.13	9444731	0	9444731	67.13	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other....	0	0	0	0	0	0	0	0	0
<b>Sub-total (A) (1):-</b>									
(2) Foreign	0	0	0	0	0	0	0	0	0
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
<b>Sub-total (A) (2):-</b>	0	0	0	0.00	0	0	0	0.00	0.00
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>9444731</b>	<b>0</b>	<b>9444731</b>	<b>67.13</b>	<b>11225393</b>	<b>0</b>	<b>11225393</b>	<b>79.76</b>	<b>12.63</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds									
b) Banks/FII	200	0	200	0.001	200	0	200	0.001	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others:									
FPI – Corporate Cat-II	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</b>	200	0	200	0.001	200	0	200	0.001	0
<b>(2) Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	1743014	16200	1759214	12.50	679616	16200	695816	4.94	-7.56
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs 1 lakh	1560715	381810	1942525	13.80	1677604	375410	2053014	14.59	0.79
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	888840	0	888840	6.32	87880	0	87880	0.62	-5.70
c) Others:									
i) NRI's	2961	0	2961	0.02	2890	0	2890	0.02	0

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

ii) Clearing Members	32029	0	32029	0.23	8307	0	8307	0.06	-0.23
<b>Sub-total (B)(2):-</b>	<b>4227559</b>	<b>398010</b>	<b>4625569</b>	<b>32.87</b>	<b>2456297</b>	<b>391610</b>	<b>2847907</b>	<b>20.24</b>	<b>-12.63</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>4227759</b>	<b>398010</b>	<b>4625769</b>	<b>32.87</b>	<b>2456497</b>	<b>391610</b>	<b>2848107</b>	<b>20.24</b>	<b>-12.63</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>13672490</b>	<b>401010</b>	<b>14073500</b>	<b>100</b>	<b>13681890</b>	<b>391610</b>	<b>14073500</b>	<b>100</b>	<b>0</b>

## ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			Shares of % change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Genus Paper & Boards Limited	8028826	57.05	0	8028826	57.05	0	0
2	Vivekshil Dealers Private Limited	1411405	10.03	0	1411405	10.03	0	0
3	Kailash Industries Limited	7500	0.05	0	7500	0.05	0	0
4	Rajendra Agarwal	0	0	0	625521	4.44	0	4.44
5	Jitendra Agarwal	0	0	0	600221	4.26	0	4.26
6	Amit Kumar Agarwal	0	0	0	551920	3.92	0	3.92

## iii) Change in Promoters' Shareholding

Sl. No.	Name of Promoter	Shareholding		Change during the year			Cumulative Shareholding during the year (01-04-14 to 31-03-15)	
		No. of Shares at the beginning (01-04-14) / end of the year (31-03-15)	% of total shares of the company	Date	Increase / Decrease in shareholding	Reason	No. of Shares	% of total shares of the company
1	Rajendra Agarwal	0	0					
				30.05.2014	25000	Transfer	25000	0.18
				13.06.2014	47000	Transfer	72000	0.51
				31.03.2015	553521	Open Offer	625521	4.44
		<b>625521</b>	<b>4.44</b>					
2	Jitendra Agarwal	0						
				30.05.2014	25000	Transfer	25000	0.18
				13.06.2014	21700	Transfer	46700	0.33
				31.03.2015	553521	Open Offer	600221	4.26
		<b>600221</b>	<b>4.26</b>					
3	Amit Kumar Agarwal	0						
				31.03.2015	551920	Open Offer	551920	3.92
		<b>551920</b>	<b>3.92</b>					

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

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

Sl. No.	Name of Shareholder	Shareholding		Change during the year			Cumulative Shareholding during the year (01-04-14 to 31-03-15)	
		No. of Shares at the beginning (01-04-14) / end of the year (31-03-15)	% of total shares of the company	Date	Increase / Decrease in shareholding	Reason	No. of Shares	% of total shares of the company
1	Arhaam Vyapaar Private Limited	533000	3.79					
		No change						
2	Amanat Commercial Private Limited	533000	3.79					
		525000	3.73	20.03.2015	-525000	Transfer	0	0.00
3	Classic Goods Private Limited	0	0.00					
		520000	3.69	13.03.2015	-520000	Transfer	0	0.00
4	Gopal Chaudhary	0	0.00					
		330790	2.35	30.05.2014	-41228	Transfer	0	0.00
5	Pushpa Chaudhary	0	0.00					
		324000	2.30	13.03.2015	-324000	Transfer	0	0.00
6	Snehalatha Singhi	0	0.00					
		87880	0.62					
7	Munni Chaudhary	No change						
		87880	0.62					
8	Pushkar Banijya Limited	82772	0.59	30.05.2014	-82772	Transfer	0	0.00
		0	0.00					
9	Munish Bajaj And Sons HUF	75678	0.54					
		No change						
9	Munish Bajaj And Sons HUF	63398	0.45	20.06.2014	-200	Transfer	63198	0.45
				11.07.2014	-4000	Transfer	59198	0.42
				18.07.2014	-10775	Transfer	48423	0.34
				25.07.2014	-1540	Transfer	46973	0.33
				01.08.2014	-100	Transfer	46873	0.33
				15.08.2014	-11477	Transfer	35396	0.25
				22.08.2014	-3000	Transfer	32396	0.23
				29.08.2014	-8000	Transfer	24396	0.17
				05.09.2014	-2998	Transfer	21398	0.15
				28.11.2014	-199	Transfer	21199	0.15
10	Ankur Pasari	21199	0.15					
		49806	0.35					
11	Pallavi Bajoria	No change						
		49806	0.35					
12	Thakker Bhupendra	41918	0.30					
		No change						
13	Snehalatha Singhi	41918	0.30					
		34152	0.24					
13	Snehalatha Singhi	No change						
		34152	0.24					
13	Snehalatha Singhi	27137	0.19					
		No change						

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14	Shankar Lal Agarwal	27137	0.19						
		27033	0.19	No change					
		27033	0.19						
15	Abhishek Agrawal	25424	0.18						
				No change					
		25424	0.18						
16	Tapti Gupta	25300	0.18						
				No change					
		25300	0.18						

## v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of Shareholder	Shareholding		Change during the year			Cumulative Shareholding during the year (01-04-14 to 31-03-15)	
		No. of Shares at the beginning (01-04-14) / end of the year (31-03-15)	% of total shares of the company	Date	Increase / Decrease in share-holding	Reason	No. of Shares	% of total shares of the company
1	Amit Agarwal	0	0.00					
				31.03.2015	551920	Open Offer	551920	3.92
		551920	3.92					

## V. INDEBTEDNESS (Rs In Lakhs):

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

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

Nil

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

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

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

(Rs in Lacs)

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

### B. Remuneration to other directors

(Rs in Lacs)

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



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

## C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(Rs in Lacs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CFO	Company Secretary		
	Gross salary	*Pradeep Kumar	**Piyush Goyal	***Pulkit Ahuja	
1	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	383409	200000	40000	623409
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	(a) LTA, Reimbursement and Others	10425	-	-	10425
	Total (C)	393834	200000	40000	633834

\* Appointed as CFO w.e.f. November 12, 2014

\*\*Resigned as CS .w.e.f February 01, 2015

\*\*\*Appointed as CS w.e.f. February 01, 2015

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

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

NIL

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

(Forming part of Directors' Report)

## **Economic Review & Industry Review**

The newly elected government in the center assumed the office with high expectations and in its first year has come out with various new policies, initiatives and national programmes to facilitate investment, foster innovation, enhance skill development and build best-in-class infrastructures. To improve macroeconomic parameters, the government has taken certain policy initiatives such as enhancing of FDI in defence, insurance, real estate, reduction of subsidies, decontrol of petroleum pricing, transparent mechanism for allocation of telecom and natural resources etc. The government has also significantly stepped up budgetary allocation for infrastructure development with several new initiatives like development of Smart cities, Digital India, High Speed Rail Corridors, New Industrial Clusters and has announced ambitious projects such as linking of rivers and Clean Ganga along with the measures for revival of power sector.

Indian economy showed early signs of growth post various initiatives and reform measures undertaken by the Central Government. The Company believes that public and private investment spending to drive the capex growth will be critical to India's growth outlook. The Government has taken measures to boost spending by increasing the capex allocation towards infrastructure projects by reforms in the budget. The Government is also taking various initiatives to unlock stuck investments in the core and infrastructure projects, revive investments from the private sector by reforming policy environment, improving the ease of doing business and accelerating the project related approvals.

India remains rich with potential. With a stable government in place coupled with improving business sentiments and a rapidly emerging environment that is conducive for policy making, the future looks promising especially for the Infrastructure and Construction sector.

We believe that the government's current prudent policies, programs (specially the 'Make in India' and 'Digital India' programme) and commitment to fiscal consolidation open a huge scope for India to grow at faster speed. We further expect that the lower fiscal deficit would definitely help the government in reducing expenditure on interest payout and unblock funds for aggressive investments in growth oriented sectors like infrastructures and energy. The responsibility is now on industry to take full advantage of new policies and more resourceful operating environment. Industry now needs to embark on the new wave of investments to drive India's future growth and development.

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

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

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

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

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

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

## **Cautionary statement:**

The above Management Discussion and Analysis contains certain forward looking statements that reflects Company's performance with respect to future events. The actual results may differ materially from those anticipated in the forward looking statement as a result of many factors.

# CORPORATE GOVERNANCE REPORT...>>>>

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 Corporate Governance Philosophy

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

## B) Board Of Directors

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

**Mr. Amit Agarwal** (DIN: 00016133), aged 42 years, is a Commerce graduate. He has vast and rich experience of apparels industry. He is an energetic businessman with strong ability to provide suggestions and value addition to the business of the company. He is also Director in Genus Apparels Limited, Genus International Commodities Limited, J C Textiles Pvt. Ltd. and True Home Décor Pvt. Ltd.

**Mr. Rameshwar Pareek** (DIN: 00014224), aged 71 years, holds a Master's degree in Economics. He brings with him vast rich experience of nearly 36 eminent years in the field of trade policies, corporate & commercial law, accounting and auditing techniques. He was associated with Rajasthan Financial Corporation, Jaipur and also served on deputation the Bureau of Industrial Promotion (BIP), Jaipur. His focus always remains on improvising standard of Accounting and Corporate Governance in the Company by adopting and adhering to the policies and practices that are ethical and transparent. He is a Non-Executive and Independent Director of the Company. He is also a Director of Mayur Uniquoters Limited, Kailash Vidhut & Ispat Limited, K G Petro Chem Limited, Genus Power Infrastructures Limited, Genus Paper & Boards Limited, Virtuous Infra Limited and Star Vanijya Private Limited.

**Mr. Kamal Kant Agarwal** (DIN: 01641506), aged 55 years, is a Commerce graduate. He has a rich and vast experience of automobile industry especially retail, distribution etc. He has a pioneering vision and strive to look for business opportunities. He is also a Director in Ganganagar Agencies Limited, Mata Stone Private Limited, Sansar Infrastructure Private Limited and Sunima Trading Private Company.

**Mr. Dharam Chand Agarwal** (DIN: 00014211), aged 63 years, is a Commerce graduate. He is a prominent businessman and has vast experience and proficiency in business management with a strong background in financial arenas. With great entrepreneur skills, he has made his mark in the business of Timber & Plywood in India. He is a Non-Executive and Independent Director of the Company. He is also a director on the Board of Genus Power Infrastructures Limited.

**Mrs. Simal Agarwal** (DIN: 03072646), aged 41 years, is an Arts graduate. She has rich experience and in-depth knowledge of business environment and operational structure. She is a Non-Executive Director of the Company. She is also Director in Kailash Vidhut & Ispat limited, Kailash Industries Limited, Virtuous Mining Limited and Virtuous Paper & Urja Limited.

### (i) Composition

The composition of the Board is in conformity with Clause 49 of the Listing Agreements entered into with the stock exchanges. The Board has an optimal combination of executive and non-executive directors with one woman director. As on March 31st, 2015, the Company has five directors. Out of the five directors, one is executive director, one is non-executive non-independent director and three are independent directors. The Chairman of the Company, Mr. Rameshwar Pareek, is a non-executive director and one-third of the Board comprises independent directors.

The names and categories of the Directors, their attendance at the Board meetings held during the year under review and at the last Annual General Meeting, the numbers of Directorships and Committees positions held by them in other public limited companies as on March 31st, 2015 are given below:

# CORPORATE GOVERNANCE REPORT...>>>>

Name of the Director	Category	Promoter (P) / Non Promoter (NP)	Attendance at last AGM	No. of Board Meetings attended	No. of Directorships of other Indian Companies	No. of Membership(s) / Chairmanship(s) of Board Committees in other Companies
Mr. Amit Agarwal	Executive Director	P	Yes	6	4	1
*Mrs. Simpall Agarwal	Additional Director	P	N.A	-	4	-
Mr. Rameshwar Pareek	Non-Executive Independent Director	NP	Yes	6	7	6 (Including 3 as Chairman)
Mr. Dharam Chand Agarwal	Non-Executive Independent Director	NP	Yes	5	1	2 (Including 2 as Chairman)
Mr. Kamal Kant Agarwal	Non-Executive Independent Director	NP	No	5	4	-

\*Appointed as Additional Director w.e.f 25.03.2015

Smt. Seema Agarwal, Whole time Director resigned from the company w.e.f 12.11.2014.

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

The Committee Chairmanships/Memberships are within the limits laid down in Clause 49 of the Listing Agreement.

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

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

As required under Clause 49(VIII)(E)(1) of the Listing Agreements, particulars of directors seeking appointment/re-appointment at the ensuing AGM are given in the Notice of the AGM.

(ii) **Number of Board Meetings held:**

The Board of Directors duly met 6 times during the financial year from 1st April, 2014 to 31st March, 2015. The dates on which the meetings were held are as follows:

29.05.2014, 14.08.2014, 12.11.2014, 02.02.2015, 11.02.2015, 25.03.2015

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

(iii) **Independent Directors:**

The Company has complied with the provisions of Section 149(6) of Companies act, 2013 and provisions of Clause 49 of Listing Agreement. All the Independent Directors have confirmed that they meet the criteria as mentioned under Clause 49 of the Listing Agreement and Section 149 of the Companies Act, 2013.

# CORPORATE GOVERNANCE REPORT...>>>>

None of the Independent Directors of the Company served as Independent Director in more than seven listed companies and those Independent Directors who are serving as a whole-time director in any listed company has not served as Independent Director in more than three listed companies. The maximum tenure of Independent Directors is in accordance with the Act.

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

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

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

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

- Reviewed the performance of non-independent directors and the Board as a whole;
- Reviewed the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors; and
- Assessed the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Company has not paid any fees/compensation, to its non-executive directors, including independent directors.

## (C) **Committee**

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

### **I. Audit Committee:**

The Audit Committee reviews the audit reports submitted by Internal Auditors, Statutory Auditors, financial results, effectiveness of internal audit processes and the Company's risk management strategy. The committee's composition of the company is in conformance with the regulatory requirements of Clause 49 of the Listing Agreements and provision of Section 177 of the Companies Act, 2013.

All the members of Audit Committee except Mr. Amit Agarwal are Independent Non-executive directors. The Chairman of the Audit Committee is financially literate and majority of them are having accounting or related financial management experience. The representative of statutory auditors and internal auditor are generally the invitees of the meeting. Mr. Pulkit Ahuja is Secretary of the Committee. The Committee had total four meetings during the year i.e. 29.05.2014, 14.08.2014, 12.11.2014 and 11.02.2015. The requisite quorum was present for all the meetings. The maximum time gap between any two meetings was not more than four calendar months. The Chairman of the Audit Committee was present at the last Annual General Meeting.

The powers of the Audit Committee are as under:

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

# CORPORATE GOVERNANCE REPORT...>>>>

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

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

# CORPORATE GOVERNANCE REPORT...>>>>

- To review and oversees the vigil mechanism of the Company in-line with the requirement of provisions of Section 177(9) of the Companies Act, 2013 read with rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014;
- Approval of appointment of CFO after assessing the qualifications, experience & background, etc. of the candidate;
- To mandatorily review the following information:
  - a) Management discussion and analysis of financial condition and results of operations;
  - b) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
  - c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - d) Internal audit reports relating to internal control weaknesses; and
  - e) The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee.
- To review the financial statements, in particular, the investments made by the unlisted subsidiary company, if any; and
- Carrying out any other function as assigned by the Board of Directors.

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

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

## II. Nomination and Remuneration Committee:

The Nomination and Remuneration Committee of the Company is in conformance with section 178 of Companies Act, 2013 and Clause 49 of listing agreement with the stock exchange. The committee comprises of three directors and all of whom are non-executive and Independent directors. The Chairman of the Committee, Mr. Dharam Chand Agarwal is an independent director. The committee had total four meetings during the year i.e. 29.05.2014, 14.08.2014, 02.02.2015 and 25.03.2015.

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

- To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and also recommend to the Board their appointment and removal;
- To formulate criteria for evaluation of Independent Directors and the Board;
- To carry out evaluation of every director's performance;
- To recommend/review remuneration of the Managing Directors and Whole-time Directors based on their performance and assessment criteria;
- To formulate the criteria for determining qualifications, positive attributes and independence of a director;
- To recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
- To devise a policy on board diversity;
- To formulate, approve, implement, supervise and administer employee stock option schemes of the Company;

# CORPORATE GOVERNANCE REPORT...>>>>

- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable; and
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

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

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

### Details of remuneration for the year 2014-2015.

- (i) Managing/Whole Time Director : NIL  
The Whole Time Director is not entitled to any commission.
- (ii) Non-Executive Directors: No remuneration was paid to Non-executive Directors during the year.  
The Company's Remuneration Policy to Directors as required under clause 49 of listing agreement has been made available on website and the link thereto is [www.genusprime.com](http://www.genusprime.com).

### III. Stakeholders Relationship Committee:

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

The Stakeholders' Relationship Committee comprises of two non-executive Directors. The committee had total two meetings during the year i.e. 14.08.2014 and 25.03.2015.

The Company Secretary of the Company, Mr. Pulkit Ahuja is the Compliance Officer of the Company and also acts as Secretary of the Committee.

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

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

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



# CORPORATE GOVERNANCE REPORT...>>>>

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

Name of the Director	Position	No. of Meetings held	No. of Meetings Attended
Mr. Dharam Chand Agarwal	Chairman	2	2
Mr. Kamal Kant Agarwal	Member	2	2

## D) Subsidiary Company

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

## E) Code of Conduct for Directors and Senior Management Personnel

The Board has laid down a code of conduct for all Board members and senior management personnel of the Company, in pursuance to Clause 49(II)(E) of the Listing Agreement. The code of conduct has also been posted on the website of the Company. All board members and senior management personnel of the Company have affirmed compliance with the code of conduct of the Company on annual basis. As stipulated under Clause 49(II)(E)(2) of Listing Agreement, a declaration signed by the CEO is published in this Report.

## F) CEO/CFO Certification:

The WTD & CEO and the CFO have issued certificate pursuant to the provisions of Clause 49(IX) of the Listing Agreement certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The copy of the said certificate forms part of the Annual Report.

## G) Code of Conduct for Prevention of Insider Trading:

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

## H) Whistle Blower Policy

The Company promotes ethical behaviour and has accordingly adopted a whistle blower policy and has established the necessary vigil mechanism for its directors and employees and has put in place a mechanism to report unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. Under this policy adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism has been provided. It provides direct access to the Chairman of the Audit Committee in exceptional cases. The company has disclosed its policy on the website of the Company.

# CORPORATE GOVERNANCE REPORT...>>>>

## D) General Body Meetings

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

Year	Location	Date & Time	Special Resolution Passed
2011-2012	9TH K.M., Jansath Road, Muzaffarnagar – 251 001 (UP)	29.09.2012 2:00 P.M.	Nil
2012-2013		17.09.2013 2:00 P.M.	Nil
2013-2014		27.09.2014 2:00 P.M.	i) Amendment in the Articles of Association of the company ii) Appointment of Mrs. Seema Agarwal as a Whole time Director iii) Amendment in terms of appointment of Mr. Amit Agarwal, Whole time Director

During the financial year under review, no resolution was passed through Postal Ballot and none of the business proposed to be transacted at the ensuing Annual General Meeting require passing of resolution through Postal Ballot.

## J) Disclosures

### a) Related party transactions:

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

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

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

The Company has complied with all the requirements of the Listing Agreement of the Stock Exchange, SEBI, and other statutory authorities on all the matters relating to the capital market during the last three years. No penalties or strictures have been imposed on the Company by the Stock Exchange, SEBI or any other Statutory Authorities relating to the above.

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

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

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

### d) Compliance with mandatory requirements and adoption of the non-mandatory requirements of clause 49 of the Listing Agreement:

The Company has complied with all the mandatory requirements and followed guidelines of Clause 49 of the Listing Agreement. The Company has also adopted several non-mandatory requirements as stipulated under Clause 49 of the Listing Agreement

- The Internal auditor may report directly to the Audit Committee.

### e) Risk Management

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

# CORPORATE GOVERNANCE REPORT...>>>>

## **K) Means of Communication**

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

## **L) General shareholders information:**

- (a). The 15<sup>th</sup> Annual General Meeting is proposed to be held on Thursday, 24<sup>th</sup> September, 2015 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 Year:** April 01st to March 31<sup>st</sup>
- (c). **Book Closure period:** From 21<sup>st</sup> September, 2015 to 24<sup>th</sup> September, 2015 (both days inclusive).
- (d). **Dividend payment date:** Not Applicable, as no dividend has been recommended for the year.
- (e). **Listing of Equity Shares on Stock Exchange at:** Bombay Stock Exchange.

The equity shares of the Company are listed and traded at BSE. The Company has paid the Listing Fees to BSE for the year 2015-16 and Annual Custody/Issuer fee for the year 2015-16 will be paid by the Company to NSDL and CDSL on receipt of the invoices.

- (f) **Stock Code at Bombay Stock Exchange:** 532425
- (g) **Demat ISIN number in NSDL & CDSL:** INE 256D01014
- (h) **Company Identification Number:** L24117UP2000PLC032010

# CORPORATE GOVERNANCE REPORT...>>>>

- (i) **Stock Market price data for the year 2014-15:** Equity shares (Face Value Rs. 2/- each) of the Company are listed at Bombay Stock Exchange. The stock market data is given as under:

Stock Market Data	Bombay Stock Exchange		
	Month High ( Rs.)	Month Low ( Rs.)	Volume (No.)
April, 2014	3.17	2.47	6,185
May, 2014	4.27	2.35	1,37,817
June, 2014	5.49	4.47	12,156
July, 2014	6.19	4.57	86,026
August, 2014	5.85	4.94	58,872
September, 2014	10.45	5.65	46,172
October, 2014	7.65	6.65	10,369
November, 2014	7.46	5.80	2,751
December, 2014	5.55	5.03	180
January, 2015	5.25	4.75	1,821
February, 2015	5.15	3.90	8,524
March, 2015	7.94	5.40	22,085

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

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

**k) Share transfer system:**

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

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

The company obtains from a qualified practicing Company Secretary in practice a half-yearly certificate of compliance with the share transfer formalities as required under Clause 47(c) of the Listing Agreement and files a copy of the said certificate with Stock Exchanges.

# CORPORATE GOVERNANCE REPORT...>>>>

The details of shares transferred, transmitted, duplicate/replaced share certificates issued, rematerialisation and dematerialisation held during the financial year are given below:

Particulars	No. of Requests	No. of Shares
Transfer of Shares	10	1100
Transmission of Shares	-	-
Rematerialisation of Shares	-	-
Dematerialisation of Shares	48	9400
Duplicate/Replaced Share Certificates	-	-

**l) Name and Designation of Compliance Officer:**

Mr. Pulkit Ahuja, Company Secretary is the Compliance Officer of the Company for complying with provisions of the Securities Law, Listing Agreement, Company Law and SEBI Rules & Regulations. His email ID is 'cs.genusprime@gmail.com.

**m) Reconciliation of share capital audit:**

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

**n) Distribution of shareholding as on 31<sup>st</sup> March, 2015:** The distribution of shareholding of the equity shares of the company and the shareholding pattern as on 31<sup>st</sup> March, 2015 are given in Table A and Table B respectively.

**Table A: Distribution of Shareholding as on 31.03.2015**

No. of Shares (Rs. 2 each)	No. of Shareholders	% of Shareholders	Shareholding (nos.)	% of Shareholding
Up to 500	5033	90.88	703758	5.00
501 – 1000	238	4.30	201274	1.43
1001 – 5000	200	3.61	442873	3.15
5001 – 10000	32	0.58	246384	1.75
10001 – 50000	27	0.48	564760	4.01
50001 – 100000	2	0.04	163558	1.16
100001 – 500000	-	-	-	-
500001 and above	6	0.11	11750893	83.50
<b>Total</b>	<b>5538</b>	<b>100</b>	<b>14073500</b>	<b>100</b>

# CORPORATE GOVERNANCE REPORT...>>>>

**Table B: Shareholding Pattern as on 31.03.2015**

Sl. No.	Category of Shareholders		No of shareholders	No of Shares	% of shareholding
<b>A.</b>	<b>Promoters and Promoters Group</b>				
	<b>a.</b>	Indian	6	11225393	79.76
	<b>b.</b>	Foreign	-	-	-
	<b>Sub-Total (A)</b>		<b>6</b>	<b>11225393</b>	<b>79.76</b>
<b>B.</b>	<b>Public shareholding</b>				
	<b>a.</b>	Institutions	1	200	0.00
	<b>b.</b>	Non-Institutions	5531	2847907	20.24
	<b>Sub-Total(B)</b>		<b>5532</b>	<b>2848107</b>	<b>20.24</b>
<b>C.</b>	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>		-	-	-
	<b>Sub-Total(C )</b>		-	-	-
	<b>Total (A + B + C)</b>		<b>5538</b>	<b>1,40,73,500</b>	<b>100.00</b>

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

- (o) **Dematerialization of Shares and Liquidity:** The equity shares of your company are under the compulsory demat settlement mode and are available for trading under both the Depository Systems in India, the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL). The detail of mode of holding as on 31.03.2015 is as under:

S. No.	Mode of Holding	Holding (Nos.)	Holding (%)
1.	Shares held in dematerialised form in NSDL	12756040	90.64
2.	Shares held in dematerialised form in CDSL	925850	6.58
3.	Shares held in Physical Form	391610	2.78
	<b>Total</b>	<b>14073500</b>	<b>100.00</b>

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

(o) **Address for correspondence:**

<b>Registered office</b>	9 <sup>TH</sup> K.M Jansath Road, Muzaffarnagar-251001, Uttar-Pradesh
<b>Corporate office</b>	D-116, Okhla Industrial Area, Phase-I, New Delhi-110 020 Tel: (011)-47114800 Fax: (011)-47114833
<b>Email</b>	cs.genusprime@gmail.com
<b>Website</b>	<a href="http://www.genusprime.com">www.genusprime.com</a>
<b>Registrar &amp; Share Transfer Agent</b>	M/s Alankit Assignments Ltd, 1E/13, Alankit House, Jhandewalan Extension, New Delhi 110055 Tel: 011-42541234 Fax : 011-42541201 Email: rta@alankit.com

## Green Initiative in the Corporate Governance

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

# CERTIFICATES / DECLARATION...>>>>

## DECLARATION FROM THE CEO IN TERMS OF CLAUSE 49(1)(E)(2) OF LISTING AGREEMENT

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

New Delhi  
August 14th, 2015

Amit Agarwal  
Whole time Director & CEO

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## CERTIFICATE OF CEO/CFO UNDER CLAUSE 49 (IX) OF LISTING AGREEMENT

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

Dear Sirs,

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

- (a) We have reviewed financial statements and the cash flow statement for the year ended March 31st, 2015 and that to the best of our knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and
  - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
  - (i) that there are no significant changes in internal control over financial reporting during the year;
  - (ii) that there are no significant changes in accounting policies during the year; and
  - (iii) that there are no instances of fraud of which we have become aware.

New Delhi  
August 14th, 2015

Amit Agarwal  
Whole time Director and CEO

Pradeep Kumar  
Chief Financial Officer

# CERTIFICATES / DECLARATION....>>>>

## AUDITOR'S CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

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

We have examined the compliance of conditions of Corporate Governance by Genus Prime Infra Limited (Formerly Gulshan Chemfill Ltd.) for the financial year ended 31st March, 2015 as stipulated in clause 49 of the Listing Agreement entered into by the Company with the Stock Exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to review the procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of corporate governance. Our examination is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to best of our information and according to the explanations given to us, and the representations made by the Directors and the Management, we certify that 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 D. Khanna & Associates**  
**Chartered Accountants**  
**(Registration Number: 012917N)**

New Delhi  
August 14<sup>th</sup>, 2015

**Deepak Khanna**  
**Partner**  
**Membership No. 092140**



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

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

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

We have audited the accompanying financial statements of **Genus Prime Infra Limited** (Formerly Gulshan Chemfill Limited) ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

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

## **Auditor's Responsibility**

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

## **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2015, its profit and its cash flows for the year ended on that date.

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

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 1, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e) On the basis of the written representations received from the directors as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
  - f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - I. The Company has disclosed the impact of pending litigations on its financial position in its financial statements in accordance with generally accepted accounting;
    - II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
    - III. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For D. Khanna & Associates**  
Firm registration number: 012917N  
Chartered Accountants

**Place: New Delhi**  
**Date : May 29, 2015**

**Deepak Khanna**  
Partner  
Membership No.: 092140

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

## Annexure 1 referred to in paragraph 1 of our report of even date

**Re: Genus Prime Infra Limited** (Formerly Gulshan Chemfill Limited) (“the Company”)

- (i) There is no Fixed Assets held by the company.
- (ii) There is no Inventory held by the company.
- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, clause (iii)(a) and (iii)(b) of paragraph of the Order are not applicable to the company for the year under report.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the company in respect of these areas.
- (v) The Company has not accepted any deposits from the public.
- (vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under clause 148(1) of the Companies Act, 2013, for the products of the Company.
- (vii) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty, value added tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) According to the records of the Company, the dues outstanding of income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, value added tax and cess on account of any dispute are nil.
- (d) According to the information and explanations given to us, the amount is not required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under.
- (viii) The Company has Rs.16510187.00 accumulated losses at the end of the financial year and it has incurred cash losses of Rs. 1341999.00 in the current and Rs. 472117.00 immediately preceding financial year.
- (ix) Based on our audit procedures and as per the information and explanations given by the Management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders during the year.
- (x) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institution.
- (xi) Based on the information and explanations given to us by the Management, term loans were applied for the purpose for which the loans were obtained.
- (xii) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no material fraud on or by the Company has been noticed or reported during the year.

**For D. Khanna & Associates**

Firm registration number: 012917N

Chartered Accountants

Place: New Delhi  
Date : May 29, 2015

**Deepak Khanna**  
Partner  
Membership No.: 092140

# BALANCE SHEET...>>>>

## Balance Sheet as at March 31st, 2015

Particular	Note No.	Current Year	Previous Year
		31.03.2015	31.03.2014
		(Amount in Rs.)	(Amount in Rs.)
<b><u>EQUITY AND LIABILITIES</u></b>			
<b>Shareholders' Funds</b>			
Share Capital	2	38147000	38147000
Reserves and Surplus	3	(13682478)	(6896344)
		<b>24464522</b>	<b>31250656</b>
<b>Current Liabilities</b>			
Other Current Liabilities	4	-	7433929
Short-term Provisions	5	139098	63347
		<b>139098</b>	<b>7497276</b>
		<b>24603620</b>	<b>38747932</b>
<b><u>ASSETS</u></b>			
<b>Non-Current Assets</b>			
(a) Fixed Assets			
Tangible Assets	6	-	8241281
(b) Non-Current Investment	7	19262200	19262200
(c) Long-term Loans and Advances	8	4668145	5289526
(d) Deferred Tax Assets(Net)	9	-	5444135
		<b>23930345</b>	<b>38237142</b>
<b>Current Assets</b>			
Cash and Bank Balances	10	376195	210121
Short-term Loans and Advances	11	297080	300669
		<b>673275</b>	<b>510790</b>
		<b>24603620</b>	<b>38747932</b>
Significant Accounting Policies & Notes to Financial Statements	1		

As per our report of even date attached

For and on behalf of the Board of Directors

**For D. Khanna & Associates**

Chartered Accountants

(Registration NO.-012917N)

**Amit Agarwal**  
Whole time Director & CEO  
(DIN NO. 00016133)

**Rameshwar Pareek**  
Director  
(DIN NO. 00014224)

**(Deepak Khanna)**

Partner

Membership NO.092140

**Pradeep Kumar**

Chief Financial Officer

**Pulkit Ahuja**

Company Secretary

Place : New Delhi

Date : May 29th , 2015

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

## Statement of Profit and Loss for the year ended March 31st , 2015

Particular	Note No.	Current Year 31.03.2015 (Amount in Rs.)	Previous Year 31.03.2014 (Amount in Rs.)
<b>REVENUES</b>			
Other Income	12	-	-
Total Revenues		-	-
<b>EXPENSES</b>			
Employee Benefits Expenses	13	623409	207329
Finance Costs	14	796	562
Other Expenses	15	717794	264226
Total Expenses		<b>1341999</b>	<b>472117</b>
<b>Profit/ (Loss) before Exceptional and Extraordinary items and Tax</b>		<b>(1341999)</b>	<b>(472117)</b>
Exceptional Items		-	-
<b>Profit/ (Loss) before Extraordinary items and Tax</b>		<b>(1341999)</b>	<b>(472117)</b>
Extraordinary Items		-	-
<b>Profit before Tax</b>		<b>(1341999)</b>	<b>(472117)</b>
Tax Expenses:			
Current Tax		-	-
Deferred Tax		-	-
<b>Profit/ (Loss) for the period from continuing Operations</b>		<b>(1341999)</b>	<b>(472117)</b>
Profit/ (Loss) for the period		<b>(1341999)</b>	<b>(472117)</b>
<b>Significant Accounting Policies &amp; Notes to Financial Statements</b>	1		

As per our report of even date attached

For and on behalf of the Board of Directors

**For D. Khanna & Associates**  
Chartered Accountants  
(Registration NO.-012917N)

**Amit Agarwal**  
Whole time Director & CEO  
(DIN NO. 00016133)

**Rameshwar Pareek**  
Director  
(DIN NO. 00014224)

**(Deepak Khanna)**  
Partner  
Membership NO.092140

**Pradeep Kumar**  
Chief Financial Officer

**Pulkit Ahuja**  
Company Secretary

Place : New Delhi  
Date : May 29th , 2015

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

## Cash Flow Statement for the year ended March 31<sup>st</sup>,2015

Particulars	Current Year 31.03.2015		Previous Year 31.03.2014	
	(Amount in Rs.)		(Amount in Rs.)	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>				
NET PROFIT(LOSS) BEFORE TAX AND EXTRA ORDINARY ITEMS		(13,41,999)		(4,72,117)
ADJUSTMENTS FOR:				
DEPRECIATION	-	-	-	-
NON CASH EXPENSES WRITTEN OFF (NET)	-	-	-	-
(PROFIT)/LOSS ON SALE OF FIXED ASSETS	-	-	-	-
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		(13,41,999)		(4,72,117)
<b>ADJUSTMENTS FOR:</b>				
TRADE AND OTHER RECEIVABLES	3,589	-	-	-
TRADE PAYABLES	(73,58,178)	-	(2,68,823)	-
BANK LIMITS	-	(73,54,589)	-	(2,68,823)
<b>CASH GENERATED FROM OPERATIONS AFTER ADJUSTMENTS FOR WORKING CAPITAL CHANGES</b>		(86,96,588)		(7,40,940)
DIRECT TAXES	-	-	-	-
<b>CASH FLOW AFTER ADJUSTED FOR WORKING CAPITAL CHARGES BUT BEFORE EXTRA ORDINARY ITEMS</b>		(86,96,588)		(7,40,940)
EXTRA ORDINARY ITEMS (NET)		-		-
NET CASH FROM OPERATING ACTIVITIES		(86,96,588)		(7,40,940)
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
SALE OF FIXED ASSETS	82,41,281	-	-	-
PURCHASE/SALE OF INVESTMENTS	-	-	(1,14,00,000)	-
<b>NET CASH USED IN INVESTING ACTIVITIES</b>		82,41,281		(1,14,00,000)
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
PROCEEDS FROM ISSUE OF SHARE CAPITAL	-	-	-	-
RECEIPTS OF LONG TERM ADVANCES (NET)	6,21,382	-	1,21,00,000	-
DIVIDENDS PAID	-	-	-	-
<b>NET CASH SURPLUS/USED IN FINANCING ACTIVITIES</b>		6,21,382		1,21,00,000
<b>NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS</b>		1,66,075		(40,940)
CASH AND CASH EQUIVALENTS AS AT 01-04-2014 (OPENING BALANCE)		<b>2,10,121</b>		<b>2,51,061</b>
CASH AND CASH EQUIVALENTS AS AT 31-03-2015 (CLOSING BALANCE)		<b>3,76,196</b>		<b>2,10,121</b>

As per our report of even date attached

For and on behalf of the Board of Directors

**For D. Khanna & Associates**

Chartered Accountants

(Registration NO.-012917N)

**Amit Agarwal**  
Whole time Director & CEO  
(DIN NO. 00016133)

**Rameshwar Pareek**  
Director  
(DIN NO. 00014224)

**(Deepak Khanna)**

Partner

Membership NO.092140

**Pradeep Kumar**

Chief Financial Officer

**Pulkit Ahuja**

Company Secretary

Place : New Delhi

Date : May 29th , 2015

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

## Note-1

### ACCOUNTING POLICIES & NOTES ON ACCOUNTS

#### A. Significant Accounting Policies

##### 1. Basis of Preparation

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

##### 2. Fixed Assets

In the extraordinary general meeting held on Feb 4, 2008 and shareholders passed the special resolution under section 293 (1) (a) of the companies act 1956 for disposal of whole business undertaking. Based on the shareholders approval the business undertaking is sold and due to procedural time lag and change in the management in between the accounting treatment for disposal of land is done in the current financial year. This sale is duly approved by shareholders through special resolution.

##### 3. 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.

##### 4. 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.

##### 5. Excise Duty

Excise Duty is not applicable to the company.

##### 6. 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.

##### 7. 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.

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

3. Managerial Remuneration U/s 197 of Companies Act, 2013 paid/payable during financial year to the Director are as under: -

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

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

4. In compliance of Accounting Standard 22 on 'Taxes on Income' issued by the Institute of Chartered Accountants of India (ICAI), an amount of Rs NIL has been recognized as Deferred Tax Credit as at 31.03.2015 (Previous Year Rs. NIL Deferred tax Credit).

5. The amount owed to Small Scale Industries outstanding for more than 30 days as at 31<sup>st</sup> March 2015 and the sum exceeding Rs. 1 lacs in each case was Rs. NIL (Previous Year- Rs. NIL).

6. **Contingent Liabilities:**

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

7. **Related Party Disclosure:**

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

(a) Name of related party and nature of related party relationship where control exist:

- (i) Holding Company : Genus Paper & Boards Ltd.
- (ii) Subsidiary Company : Sansar Infrastructure Private Limited  
: Star Vanijya Private Limited  
: Sunima Trading Private Limited

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

- (i) Joint Ventures etc : Nil
- (ii) Key Management Personnel : Amit Agarwal (Whole Time Director)
- (iii) Corporate entities over which key management personnel are able to exercise significant influence: Genus Apparels Ltd. & J.C.Textiles Pvt. Ltd.

(c) Transactions with related parties for the period 01-04-2014 to 31-03-2015:

Particulars	Subsidiary Company	Enterprises where Significant Influence exist	Total
Investments (14-15)	-	-	-
Investments (13-14)	-	11400000	11400000



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

## 8. Earning Per Share (EPS)

	<b>Current Year 2014-2015</b>	<b>Previous Year 2013-2014</b>
PROFIT (LOSS) AFTER TAX	(1341999)	(472117)
No of Equity Shares	14073500	14073500
Face Value of Equity Share (Rs)	2	2
Basic EPS (Rs)(On total equity)	(0.10)	(0.03)
Diluted EPS (Rs)	(0.10)	(0.03)

9. In terms of Accounting Standard (AS-28) on 'Impairment of Asset' issued by the Institute of Chartered Accountants of India (ICAI), the company during the year carried out an exercise of identifying the assets that may have been impaired in accordance with the said Accounting Standard. However, no such asset has been discarded during the year.
10. Financial information of Subsidiary Companies as required by the first proviso to section 129 (3) read with rule 5 of companies (Accounts) rules 2014 of the Companies Act, 2013 for the year ended 31-03-2015 are separately enclosed.
11. It has also no import, expenditure/earning in foreign currency during the year or during the Previous year.

## For D. Khanna & Associates

Chartered Accountants  
(Registration NO.-012917N)

**Amit Agarwal**  
Whole time Director & CEO  
(DIN NO. 00016133)

**Rameshwar Pareek**  
Director  
(DIN NO. 00014224)

**(Deepak Khanna)**  
Partner  
Membership NO.092140

**Pradeep Kumar**  
Chief Financial Officer

**Pulkit Ahuja**  
Company Secretary

Place : New Delhi  
Date : May 29th , 2015

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

2.	<b>Share Capital:</b>		<b>31.03.2015</b>		<b>31.03.2014</b>	
A.	<b>Authorized, Issued, Subscribed and Paid-up Share Capital</b>					
	<b>Authorized:</b>					
	3,00,00,000 Equity Share of Rs. 2/- each		60,000,000		60,000,000	
	3,00,000 0% Redeemable Preference shares of Rs. 100/- each		30,000,000		30,000,000	
			<b>90,000,000</b>		<b>90,000,000</b>	
	<b>Issued, Subscribed and Paid-up:</b>					
	1,40,73,500 Equity Shares of Rs. 2/-each (fully called-up & paid-up)		28,147,000		28,147,000	
	1,00,000 0% Redeemable Preference shares of Rs. 100/- each		10,000,000		10,000,000	
	<b>Total</b>		<b>38,147,000</b>		<b>38,147,000</b>	
B.	<b>Reconciliation of Shares outstanding at the beginning and at the end of year are given below:</b>					
			<b>2014-15</b>		<b>2013-14</b>	
			<b>Numbers</b>	<b>Amount</b>	<b>Numbers</b>	<b>Amount</b>
	Equity Shares outstanding at the beginning of the year		<b>14,073,500</b>	28,147,000	<b>14,073,500</b>	28,147,000
	Add: Equity Shares Issued during the year - (a)		-	-	-	-
	Less: Equity Shares bought back/ redeemed during the year		-	-	-	-
	Equity Shares outstanding at the end of the year		<b>14,073,500</b>	<b>28,147,000</b>	<b>14,073,500</b>	<b>28,147,000</b>
C.	<b>Detail of shareholder holding more than 5 percent shares of the Company as on reporting date are given below:</b>					
			<b>As at 31.03.2015</b>		<b>As at 31.03.2014</b>	
	<b>S.no.</b>	<b>Name of shareholder</b>	<b>Numbers of Shares held</b>	<b>Percentage of Holding</b>	<b>Numbers of Shares held</b>	<b>Percentage of Holding</b>
	1	M/s Genus Paper & Boards Limited	<b>8,028,826</b>	57.049%	<b>8,028,826</b>	57.049%
	2	M/s Vivekshil Dealers Pvt Limited	<b>1,411,405</b>	10.029%	<b>1,411,405</b>	10.029%
3.	<b>Reserves and Surplus:</b>		<b>31.03.2015</b>		<b>31.03.2014</b>	
	General Reserve		4,169,708		4,169,708	
			<b>4,169,708</b>		<b>4,169,708</b>	
	Surplus i.e. balance in Statement of Profit and Loss - (b)		(17,852,186)		(11,066,052)	
	<b>Total</b>		<b>(13,682,478)</b>		<b>(6,896,344)</b>	
(a).	Additions and deductions since the last Balance Sheet under each head of Reserve are as under:					

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

4	<b>Other Current Liabilities</b>		<b>31.03.2015</b>			<b>31.03.2014</b>	
	Capital Liabilities		-			7433929	
	Total		-			<b>7433929</b>	
5	<b>Short-term Provisions</b>		<b>31.03.2015</b>			<b>31.03.2014</b>	
	Short-term Provisions consist of the following:						
	Advance from Others		-			-	
	Expenses Payables		139,098			63,347	
	Total		<b>139,098</b>			<b>63,347</b>	
6	<b>Tangible Assets</b>						
A.	Summary of cost and net carrying amount of each class of tangible assets are given below:						
		<b>Gross Block</b>		<b>Accumulated Depreciation</b>		<b>Net Carrying Amount</b>	
		31.03.2015	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.03.2014
	Land	-	8,241,281	-	-	-	8,241,281
		-	8,241,281	-	-	-	8,241,281
	(a). Reconciliation of the gross and net carrying amounts of assets at the beginning and year ending 31/03/2013 are as under:						
		<b>As at</b>			<b>As at</b>		
	<b>Cost</b>	<b>31.03.2014</b>	<b>Additions</b>	<b>Disposals</b>	<b>31.03.2015</b>		
	Land	8,241,281	-	8,241,281	-		
	Previous Year	<b>8,241,281</b>	-	<b>8,241,281</b>	-		
		<b>8,241,281</b>	-	-	<b>8,241,281</b>		
		<b>As at</b>	<b>Additions</b>	<b>Deductions</b>	<b>Dep on</b>	<b>As at</b>	
	<b>Accumulated Depreciation</b>	<b>31.03.2014</b>			<b>Revaluation</b>	<b>31.03.2015</b>	
	Land	-	-	-	-	-	
	Previous Year	-	-	-	-	-	
7	<b>NON CURRENT INVESTMENT</b>		<b>31.03.2015</b>			<b>31.03.2014</b>	
	<b>Other Investment</b>						
	<b>In Equity Shares - Unquoted fully paid</b>						
	330,600 Shares Sansar Infrastructure Pvt Ltd (Previous year 330600 ) of Rs 10/- each		2,344,200			2,344,200	
	376,800 Shares Star Vanijya Pvt Ltd (Previous year 376800 ) of Rs 10/- each		3,768,000			3,768,000	
	340,000 Shares Sunima Trading Pvt Ltd (Previous year 340000 ) of Rs 10/- each		1,750,000	7,862,200	1,750,000	7,862,200	
	<b>In Preference Shares - fully paid</b>						
	1,140,000 Shares Genus Apparels Pvt Ltd (Previous year 11,40,000 ) of Rs 10/- each		11,400,000	11,400,000	11,400,000	11,400,000	
	<b>Total</b>		<b>19,262,200</b>			<b>19,262,200</b>	

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

8	<b>Long-term Loans and Advances:</b>	<b>31.03.2015</b>		<b>31.03.2014</b>
	Security Deposits (Secured, Considered Good)	89,526		89,526
	Other loans and advances - (a) (Unsecured, Considered Good)	4,578,619		5,200,000
	<b>Total</b>	<b>4,668,145</b>		<b>5,289,526</b>
<p>(a). Other loans and advances mainly include prepaid expenses, advances to suppliers and service providers, advance and loans to employees, CENVAT/ VAT/ Service Tax credit receivable, etc.</p>				
9	<b>Deferred Tax Assets(Net)</b>	<b>31.03.2015</b>		<b>31.03.2014</b>
	<b>Deferred Tax Assets on account of</b> Depreciation and Amortization Expenses	-		5,444,135
	<b>Deferred Tax Assets(Net)</b>	-		<b>5,444,135</b>
10	<b>Cash and Bank Balances:</b>	<b>31.03.2015</b>		<b>31.03.2014</b>
	Cash and Bank Balances consist of the following: <b>Cash and Cash Equivalents</b> Balance with Banks:			
	Current Accounts	340,614		174,175
	Cash on hand	35,581		35,946
	<b>Total</b>	<b>376,195</b>		<b>210,121</b>
11	<b>Short-term Loans and Advances</b>	<b>31.03.2015</b>		<b>31.03.2014</b>
	(Secured, Considered Good) Advance Current Tax / TDS	297,080		300,669
	<b>Total</b>	<b>297,080</b>		<b>300,669</b>
12	<b>Other Income:</b>	<b>31.03.2015</b>		<b>31.03.2014</b>
	Profit/ (Loss) on Fixed Assets sold/ discarded (Net)	-		-
	<b>Total</b>	-		-
13	<b>Employee Benefits Expenses:</b>	<b>31.03.2015</b>		<b>31.03.2014</b>
	Salaries and Wages	623,409		207,329
	<b>Total</b>	<b>623,409</b>		<b>207,329</b>
14	<b>Finance Costs:</b>	<b>31.03.2015</b>		<b>31.03.2014</b>
	Bank Charges	795.70		562.00
	<b>Total</b>	<b>795.70</b>		<b>562.00</b>

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

15	Other Expenses:	31.03.2015	31.03.2014
	<b>Administrative Expenses</b>		
	Rates and Taxes	1,51,095	2,000
	Printing and Stationary	1,41,923	25,425
	Advertisement and Publicity	60,854	55,501
	Travelling Expenses	4,996	340
	Legal and Professional Expenses	1,38,671	62,524
	Postage & Telephone Expenses	1,48,436	65,346
	Auditors' Remuneration - (Audit Fee)	55,000	35,090
	Miscellaneous Expenses	16,819	18,000
		<b>7,17,794</b>	<b>2,64,226</b>
(a)	Details of Auditors' Remuneration are as follows:		
	Statutory Auditors:		
	Audit Fees	40,000	28,090
	Reimbursement of expenses	15,000	7,000
		<b>55,000</b>	<b>35,090</b>

As per our report of even date attached

For and on behalf of the Board of Directors

**For D. Khanna & Associates**

Chartered Accountants  
(Registration NO.-012917N)

**Amit Agarwal**  
Whole time Director & CEO  
(DIN NO. 00016133)

**Rameshwar Pareek**  
Director  
(DIN NO. 00014224)

**(Deepak Khanna)**

Partner  
Membership NO.092140

**Pradeep Kumar**

Chief Financial Officer

**Pulkit Ahuja**

Company Secretary

Place : New Delhi  
Date : May 29th , 2015

# AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS...>>>>

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

## Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **Genus Prime Infra Limited** (Formerly Gulshan Chemfill Limited) ("the Company"), and its subsidiaries ("the Group") which comprise the consolidated Balance Sheet as at March 31st, 2015, the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

## Management's Responsibility for the Consolidated Financial Statements

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

## Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Consolidated Balance Sheet, of the state of affairs of the company as at March 31, 2015 and
- (b) In the case of the Consolidated Statement of Profit and Loss, of the loss for the year ended on that date.
- (c) In the case of the Consolidated Cash Flow Statement, of the cash flow for the year ended on that date.

# AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS....>>>>

## Other Matters

In respect of the financial statements of subsidiaries companies, we did not carry out the audit. These financial statements have been audited by other auditors whose reports have been furnished to us, and our opinion, insofar as it relates to the amounts included in respect of the subsidiaries, is based solely on the reports of the other auditors. The details of assets, revenues and net cash flows in respect of these subsidiaries, to the extent to which they are reflected in the consolidated financial statements are given below:

### Audited by other auditors:

	Total assets	Total revenue	(Amount in Rupees) Net cash inflows/Outflow
Subsidiaries	575488595	18767	(4445387)

**For D. Khanna & Associates**  
**Chartered Accountants**  
**(Registration No.012917N)**

**Place:** New Delhi  
**Dated:** May 29<sup>th</sup>, 2015

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

# CONSOLIDATED BALANCE SHEET...>>>>

Consolidated Balance Sheet as at March 31st, 2015

Particulars	Note No.	Current Year	Previous Year
		31.03.2015	31.03.2014
		(Amount in Rs)	(Amount in Rs)
<b><u>EQUITY AND LIABILITIES</u></b>			
<b>Shareholders' Funds</b>			
Share Capital	2	38,147,000	38,147,000
Reserves and Surplus	3	484,851,561	494,048,228
		<b>522,998,561</b>	<b>532,195,228</b>
<b>Current Liabilities</b>			
Trade Payables	4	27,412,082	17,700,000
Other Current Liabilities	5	49,519,975	67,616,904
Short-term Provisions	6	161,597	97,847
		<b>77,093,654</b>	<b>85,414,751</b>
		<b>600,092,215</b>	<b>617,609,979</b>
<b><u>ASSETS</u></b>			
<b>Non-Current Assets</b>			
(a) Fixed Assets			
Tangible Assets	7	-	8,241,281
(b) Non-Current Investment	8	424,309,936	470,399,936
(c) Long-term Loans and Advances	9	4,668,145	5,289,526
(d) Deferred Tax Assets(Net)	10	-	5,444,135
		<b>428,978,081</b>	<b>489,374,878</b>
<b>Current Assets</b>			
Inventories	11	38,500	38,500
Cash and Bank Balances	12	2,964,381	7,575,843
Short-term Loans and Advances	13	168,111,253	120,620,758
		<b>171,114,134</b>	<b>128,235,101</b>
		<b>600,092,215</b>	<b>617,609,979</b>
<b>Significant Accounting Policies &amp; Notes to Financial Statements</b>	1		

As per our report of even date attached

For and on behalf of the Board of Directors

**For D. Khanna & Associates**  
Chartered Accountants  
(Registration NO.-012917N)

**Amit Agarwal**  
Whole time Director & CEO  
(DIN NO. 00016133)

**Rameshwar Pareek**  
Director  
(DIN NO. 00014224)

**(Deepak Khanna)**  
Partner  
Membership NO.092140

**Pradeep Kumar**  
Chief Financial Officer

**Pulkit Ahuja**  
Company Secretary

Place : New Delhi  
Date : May 29th , 2015



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

## Consolidated Statement of Profit and Loss for the year ended 31st March, 2015

Particulars	Note No.	Current Year	Previous Year
		31.03.2015	31.03.2014
		(Amount in Rs)	(Amount in Rs)
<b>REVENUES</b>			
Revenue from Operations	14	-	-
Other Income	15	18,767	38,166
Total Revenues		<b>18,767</b>	<b>38,166</b>
<b>EXPENSES</b>			
Purchases	16	-	-
(Increase)/Decrease in Inventories	17	-	-
Employee Benefits Expenses	18	785,409	207,329
Finance Costs	19	1,578	2,281
Depreciation and Amortization	20	-	-
Other Expenses	21	2,984,312	454,787
Total Expenses		<b>3,771,299</b>	<b>664,397</b>
<b>Profit/ (Loss) before Exceptional and Extraordinary items and Tax</b>		<b>(3,752,532)</b>	<b>(626,231)</b>
Exceptional Items		-	-
<b>Profit/ (Loss) before Extraordinary items and Tax</b>		<b>(3,752,532)</b>	<b>(626,231)</b>
Extraordinary Items		-	-
<b>Profit before Tax</b>		<b>(3,752,532)</b>	<b>(626,231)</b>
Tax Expenses:			
Current Tax		-	-
Deferred Tax		-	-
<b>Profit/ (Loss) for the period from continuing Operations</b>		<b>(3,752,532)</b>	<b>(626,231)</b>
Profit/ (Loss) for the period		<b>(3,752,532)</b>	<b>(626,231)</b>
<b>Significant Accounting Policies &amp; Notes to Financial Statements</b>			
	1		

As per our report of even date attached

For and on behalf of the Board of Directors

For D. Khanna & Associates  
Chartered Accountants  
(Registration NO.-012917N)

Amit Agarwal  
Whole time Director & CEO  
(DIN NO. 00016133)

Rameshwar Pareek  
Director  
(DIN NO. 00014224)

(Deepak Khanna)  
Partner  
Membership NO.092140

Pradeep Kumar

Pulkit Ahuja

Place : New Delhi  
Date : May 29th , 2015

Chief Financial Officer

Company Secretary

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

Consolidated Cash Flow Statement for the financial year ended March 31st, 2015

	Current Year 31.03.2015	Previous Year 31.03.2014
	(Amount in Rs.)	(Amount in Rs.)
<b><u>A. CASH FLOW FROM OPERATING ACTIVITIES:</u></b>		
NET PROFIT (LOSS) BEFORE TAX AND EXTRA ORDINARY ITEMS	(3752532)	(626231)
ADJUSTMENTS FOR:		
DEPRECIATION	-	-
NON CASH EXPENSES WRITTEN OFF (NET)	-	-
(PROFIT)/LOSS ON SALE OF FIXED ASSETS	-	-
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	(3752532)	(626231)
<b><u>ADJUSTMENTS FOR:</u></b>		
TRADE AND OTHER RECEIVABLES	(47490495)	47686822
INVENTORIES	-	-
TRADE PAYABLES AND OTHER LIABILITIES	(8321097)	50949152
BANK LIMITS	-	-
	(55811592)	98635974
<b>CASH GENERATED FROM OPERATIONS AFTER ADJUSTMENTS FOR WORKING CAPITAL CHANGES</b>	(59564124)	98009743
DIRECT TAXES	-	-
<b>CASH FLOW AFTER ADJUSTED FOR WORKING CAPITAL CHARGES BUT BEFORE EXTRA ORDINARY ITEMS</b>	(59564124)	98009743
EXTRA ORDINARY ITEMS (NET)	-	-
NET CASH FROM OPERATING ACTIVITIES	(59564124)	98009743
<b><u>B. CASH FLOW FROM INVESTING ACTIVITIES</u></b>		
SALE OF FIXED ASSETS	8241281	-
PURCHASE/SALE OF INVESTMENTS	46090000	(104499936)
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<u>54331281</u>	<u>(104499936)</u>
<b><u>C. CASH FLOW FROM FINANCING ACTIVITIES</u></b>		
PROCEEDS FROM ISSUE OF SHARE CAPITAL	-	-
RECEIPTS OF LONG TERM ADVANCES (NET)	621381	12100000
DIVIDENDS PAID	-	-
<b>NET CASH SURPLUS/USED IN FINANCING ACTIVITIES</b>	621381	12100000
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	(4611462)	5609807
CASH AND CASH EQUIVALENTS AS AT 01-04-2014 (OPENING BALANCE)	<b>7575843</b>	<b>1966036</b>
CASH AND CASH EQUIVALENTS AS AT 31-03-2015 (CLOSING BALANCE)	<b>2964381</b>	<b>7575843</b>

As per our report of even date attached

For and on behalf of the Board of Directors

**For D. Khanna & Associates**

Chartered Accountants

(Registration NO.-012917N)

**Amit Agarwal**  
Whole time Director & CEO  
(DIN NO. 00016133)

**Rameshwar Pareek**  
Director  
(DIN NO. 00014224)

**(Deepak Khanna)**

Partner

Membership NO.092140

**Pradeep Kumar**

Chief Financial Officer

**Pulkit Ahuja**

Company Secretary

Place : New Delhi  
Date : May 29th , 2015

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

## Note-1

### ACCOUNTING POLICIES & NOTES ON ACCOUNTS

#### A Significant Accounting Policies

##### 1. Principles of Consolidation

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

##### 2. Basis of Preparation

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

##### 3. Fixed Assets

In the extraordinary general meeting held on Feb 4, 2008 and shareholders passed the special resolution under section 293 (1) (a) of the companies act 1956 for disposal of whole business undertaking. Based on the shareholders approval the business undertaking is sold and due to procedural time lag and change in the management in between the accounting treatment for disposal of land is done in the current financial year. This sale is duly approved by shareholders through special resolution.

##### 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. 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.

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

## 9. Investments

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

## B. Notes Forming part of the Accounts.

1. (a) Previous year figures have been reworked, rearranged, regrouped and reclassified, where 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. Managerial Remuneration U/s 197 of Companies Act, 2013 paid/payable during financial year to the Director are as under: -

### Current Year (Rs).

Salaries & Allowances	NIL
	-----
	NIL
	-----

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

4. In compliance of Accounting Standard 22 on 'Taxes on Income' issued by the Institute of Chartered Accountants of India (ICAI), an amount of Rs NIL has been recognized as Deferred Tax Credit as at 31.03.2015 (Previous Year Rs. NIL Deferred tax Credit).
5. The amount owed to Small Scale Industries outstanding for more than 30 days as at 31<sup>st</sup> March 2015 and the sum exceeding Rs. 1 lacs in each case was Rs. NIL (Previous Year- Rs. NIL).

## 6. Contingent Liabilities:

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

## 7. Related Party Disclosure:

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

- (b) Name of related party and nature of related party relationship where control exist:
  - (i) Holding Company : Genus Paper & Boards Ltd.
- (b) Name of related party and nature of related party relationship other than those referred to in (a) above in transaction with the company :
  - (i) Joint Ventures etc : Nil
  - (ii) Key Management Personnel : Amit Aggarwal (Whole Time Director)
  - (iii) Corporate entities over which key management personnel are able to exercise significant influence: Genus Apparels Ltd. & J.C.Textiles Pvt. Ltd.
- (c) Transactions with related parties for the period 01.04.2014 to 31.03.2015:

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

Particulars	Subsidiary Company	Enterprises where significant influence exist	Total
Investments (2014-15)	-	-	-
Investments (2013-14)	-	11400000	11400000

## 8. Earning Per Share (EPS)

	Current Year 2014-2015	Previous Year 2013-2014
CONSOLIDATED PROFIT (LOSS) AFTER TAX	(3752532)	(626231)
No of Equity Shares	14073500	14073500
Face Value of Equity Share (Rs)	2	2
Basic EPS (Rs)(On total equity)	(0.27)	(0.04)
Diluted EPS (Rs)	(0.27)	(0.04)

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

### For D. Khanna & Associates

Chartered Accountants  
(Registration NO.-012917N)

**Amit Agarwal**  
Whole time Director & CEO  
(DIN NO. 00016133)

**Rameshwar Pareek**  
Director  
(DIN NO. 00014224)

### (Deepak Khanna)

Partner  
Membership NO.092140

**Pradeep Kumar**

**Pulkit Ahuja**

Place : New Delhi  
Date : May 29th , 2015

Chief Financial Officer

Company Secretary

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

2.	<b>Share Capital:</b>		<b>31.03.2015</b>	<b>31.03.2014</b>		
A.	<b>Authorized, Issued, Subscribed and Paid-up Share Capital</b>					
	<b>Authorized:</b>					
	3,00,00,000 Equity Share of Rs. 2/- each		60,000,000	60,000,000		
	3,00,000 0% Redeemable Preference shares of Rs. 100/- each		30,000,000	30,000,000		
			<b>90,000,000</b>	<b>90,000,000</b>		
	<b>Issued, Subscribed and Paid-up:</b>					
	1,40,73,500 Equity Shares of Rs. 2/-each (fully called-up & paid-up)		28,147,000	28,147,000		
	1,00,000 0% Redeemable Preference shares of Rs. 100/- each		10,000,000	10,000,000		
	<b>Total</b>		<b>38,147,000</b>	<b>38,147,000</b>		
B.	<b>Reconciliation of Shares outstanding at the beginning and at the end of year are given below:</b>					
		<b>2014-15</b>		<b>2013-14</b>		
		Numbers	Amount	Numbers	Amount	
	Equity Shares outstanding at the beginning of the year	<b>14073500</b>	28147000	<b>14073500</b>	28147000	
	Add: Equity Shares Issued during the year - (a)	-	-	-	-	
	Less: Equity Shares bought back/ redeemed during the year	-	-	-	-	
	Equity Shares outstanding at the end of the year	<b>14073500</b>	<b>28147000</b>	<b>14073500</b>	<b>28147000</b>	
C.	<b>Detail of shareholder holding more than 5 percent shares of the Company as on reporting date are given below:</b>					
	S.no.	Name of shareholder	As at 31.03.2015		As at 31.03.2014	
			Numbers of Shares held	Percentage of Holding	Numbers of Shares held	Percentage of Holding
	1	M/s Genus Paper & Boards Limited	<b>8028826</b>	57.049%	<b>8028826</b>	57.049%
	2	M/s Vivekshil Dealers Pvt Limited	<b>1411405</b>	10.029%	<b>1411405</b>	10.029%

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

3.	<b>Reserves and Surplus:</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
	<b>Capital Reserve</b>	50,11,11,761	50,11,11,761
		<b>50,11,11,761</b>	<b>50,11,11,761</b>
	<b>General Reserve</b>	41,69,708	41,69,708
		<b>41,69,708</b>	<b>41,69,708</b>
	Surplus i.e. balance in Statement of Profit and Loss - (b)	(2,04,29,908)	(1,12,33,241)
	<b>Total</b>	<b>(1,62,60,200)</b>	<b>(70,63,533)</b>
(a).	Additions and deductions since the last Balance Sheet under each head of Reserve are as under:		
		<b>As at</b>	<b>As at</b>
		<b>31.03.2014</b>	<b>31.03.2015</b>
		<b>Additions</b>	<b>Additions</b>
		<b>Deductions</b>	<b>Deductions</b>
General Reserve	41,69,708	-	41,69,708
	-	-	-
	41,69,708	-	41,69,708
	-	-	-
(b).	Allocations and appropriations in Surplus i.e. balance in Statement of Profit and Loss are as under:		
	Opening Balance	(1,12,33,241)	(1,06,07,010)
	Less: Deffered Tax Assets	(54,44,135)	
	Add: Profit for the period	(37,52,532)	(6,26,231)
	Closing Balance	<b>(2,04,29,908)</b>	<b>(1,12,33,241)</b>
4	<b>Trade Payables</b>	<b>31.03.2015</b>	<b>30.03.2014</b>
	Trade payable	2,74,12,082	1,77,00,000
	<b>Total</b>	<b>2,74,12,082</b>	<b>1,77,00,000</b>
5	<b>Other Current Liabilities</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
	Short Term Borrowing	4,95,19,975	6,01,82,975
	Capital Liabilities	-	74,33,929
	<b>Total</b>	<b>4,95,19,975</b>	<b>6,76,16,904</b>
6	<b>Short-term Provisions</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
	Short-term Provisions consist of the following:		
	Expenses Payables	1,61,597	97,847
	<b>Total</b>	<b>1,61,597</b>	<b>97,847</b>

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

7 Tangible Assets					
A. Summary of cost and net carrying amount of each class of tangible assets are given below:					
	<b>Gross Block</b>		<b>Accumulated Depreciation</b>		<b>Net Carrying Amount</b>
	31.03.2015	31.03.2014	31.03.2015	31.03.2014	31.03.2015
Land	-	8241281	-	-	-
	-	8241281	-	-	-
(a). Reconciliation of the gross and net carrying amounts of assets at the beginning and year ending 31/03/2013 are as under:					
	<b>As at</b>			<b>As at</b>	
<b>Cost</b>	<b>31.03.2014</b>	<b>Additions</b>	<b>Disposals</b>	<b>31.03.2015</b>	
Land	82,41,281	-	82,41,281	-	
	<b>82,41,281</b>	-	<b>82,41,281</b>	-	
Previous Year	<b>82,41,281</b>	-	-	<b>82,41,281</b>	
	<b>As at</b>			<b>Dep on</b>	
<b>Accumulated Depreciation</b>	<b>31.03.2014</b>	<b>Additions</b>	<b>Deductions</b>	<b>Revaluation</b>	
Land	-	-	-	-	
	-	-	-	-	
Previous Year	-	-	-	-	
<b>8 NON CURRENT INVESTMENT</b>				<b>31.03.2015</b>	<b>31.03.2014</b>
<b>Other Investment</b>					
<b>In Equity Shares - Unquoted fully paid</b>					
4658621	Shares Virtuous Urja Ltd (Previous year : 3558621) of Rs 10/- each		7,15,10,000		5,16,00,000
1124000	Shares Vivekshil Dealers Pvt Ltd (Previous year : 1124000 ) of Rs 10/- each		22,18,00,000		22,18,00,000
300000	Shares Professional Fashion& Mgmt Pvt Ltd (Previous year 300000 ) of Rs 10/- each		30,00,000		30,00,000
46979	Shares Genus Innovation Ltd. (Previous year 46979 ) of Rs 10/- each		34,99,936		34,99,936
5375	Shares J.C.Textiles Pvt. Ltd. (Previous year 5375 ) of Rs 10/- each		86,00,000		86,00,000
<b>In Preference Shares - fully paid</b>					
430000	Shares Virtuous Urja Ltd (Previous year : 430000 ) of Rs 100/- each		8,20,00,000		8,20,00,000
1140000	Shares Genus Apparels Pvt Ltd (Previous year 1140000 ) of Rs 10/- each		1,14,00,000		1,14,00,000
155000	Shares Genus International Commodities Ltd (Previous year 155000 ) of Rs 100/- each		1,55,00,000		1,55,00,000
0	Shares Kailash Industries Ltd (Previous year 600000) of Rs 100/- each		-		6,00,00,000
70000	Shares Kailash Vidut & Ispat Ltd (Previous year 130000 ) of Rs 100/- each		70,00,000		1,30,00,000
	<b>Total</b>		<b>42,43,09,936</b>		<b>47,03,99,936</b>



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

9	<b>Long-term Loans and Advances:</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
	Security Deposits (Secured, Considered Good)	89,526	89,526
	Other loans and advances - (a) (Unsecured, Considered Good)	4,578,619	5,200,000
	<b>Total</b>	<b>4,668,145</b>	<b>5,289,526</b>
<p>(a). Other loans and advances mainly include prepaid expenses, advances to suppliers and service providers, advance and loans to employees, CENVAT/ VAT/ Service Tax credit receivable, etc.</p>			
10	<b>Deferred Tax Assets(Net)</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
	<b>Deferred Tax Assets on account of</b> Depreciation and Amortization Expenses	-	5,444,135
	<b>Deferred Tax Assets(Net)</b>	<b>-</b>	<b>5,444,135</b>
11	<b>Inventories</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
	Equity Shares	38,500	38,500
	<b>Total</b>	<b>38,500</b>	<b>38,500</b>
12	<b>Cash and Bank Balances:</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
	Cash and Bank Balances consist of the following: <b>Cash and Cash Equivalents</b> Balance with Banks:		
	Current Accounts	920,615	5,215,710
	FDR Account	400,000	800,000
	Cash on hand	1,643,766	1,560,133
	<b>Total</b>	<b>2,964,381</b>	<b>7,575,843</b>
13	<b>Short-term Loans and Advances</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
	(Secured, Considered Good)		
	Loans to Others	63400000	65150000
	Advance to Others	104390000	55120000
	Advance Current Tax / TDS	321253	350758
	<b>Total</b>	<b>168111253</b>	<b>120620758</b>
14	<b>Revenue from Operations</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
	Sale of Shares	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>

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

15	<b>Other Income:</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
	Interest on Income Tax Refund	1496	14813
	Interest received	17271	23353
	<b>Total</b>	<b>18767</b>	<b>38166</b>
16	<b>Purchases</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
	Purchase of Shares	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>
17	<b>Increase/Decrease Inventories of Traded Good</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
	Inventories at the end of the year		
	Equity Share	38,500	38,500
	Inventories at the beginning of the year		
	Equity Share	38,500	38,500
	<b>Total</b>	<b>-</b>	<b>-</b>
18	<b>Employee Benefit Expenses</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
	Salaries and Wages	785,409	207,329
	Contribution to Provident and other Funds	-	-
	Employee Welfare	-	-
	<b>Total</b>	<b>785,409</b>	<b>207,329</b>
19	<b>Finance Costs:</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
	Bank Charges	1,578	2,281
	<b>Total</b>	<b>1,578</b>	<b>2,281</b>
20	<b>Depreciation and Amortization Expenses:</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
	Depreciation and Amortization Expenses:	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>

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

21	Other Expenses:	31.03.2015	31.03.2014
	<b><u>Administrative Expenses</u></b>		
	Rates and Taxes	249,095	2,000
	Printing and Stationary	142,503	27,933
	Advertisement and Publicity	60,854	55,501
	Travelling Expenses	5,646	2,323
	Legal and Professional Expenses	162,171	70,024
	Communication Charges	148,637	66,852
	Auditors' Remuneration - (Audit Fee)	70,000	50,090
	Miscellaneous Expenses	16,889	18,064
	Accounting charges	-	162,000
	Interest to others	2,128,517	-
		<b>2,984,312</b>	<b>454,787</b>
(a).	Details of Auditors' Remuneration are as follows:		
	Statutory Auditors:		
	Audit Fees	55,000	38,590
	Reimbursement of expenses	15,000	11,500
		<b>70,000</b>	<b>50,090</b>

As per our report of even date attached

For and on behalf of the Board of Directors

**For D. Khanna & Associates**

Chartered Accountants

(Registration NO.-012917N)

**Amit Agarwal**  
Whole time Director & CEO  
(DIN NO. 00016133)

**Rameshwar Pareek**  
Director  
(DIN NO. 00014224)

**(Deepak Khanna)**

Partner

Membership NO.092140

**Pradeep Kumar**

Chief Financial Officer

**Pulkit Ahuja**

Company Secretary

Place : New Delhi

Date : May 29th , 2015

# PROXY FORM...>>>>

## **PROXY FORM**

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

### **GENUS PRIME INFRA LIMITED**

(Formerly Gulshan Chemfill Limited)

**Regd. Office:** 9th,K.M, Jansath Road, Muzaffarnagar (UP)-251001; **CIN:** L24117UP2000PLC032010

**Corp. Office:** D-116, Okhla Industrial Area, Phase-1,New Delhi-110020

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

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

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

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

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

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

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

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

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

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

And whose signature are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 15th Annual General Meeting of the Company, to be held on **Thursday, September 24, 2015** at 2:00 p.m. at 9th, K.M, Jansath Road, Muzaffarnagar (UP)-251001 and at any adjournment thereof in respect of such resolutions as are indicated below:

# PROXY FORM...>>>>

S. No.	Resolutions	Optional**	
		For	Against
<b>Ordinary Business</b>			
1	Adoption of Standalone and Consolidated Financial Statements for the year ended March 31, 2015		
2	Appointment of Mr. Amit Agarwal as a Director		
3	Appointment of M/s. D. Khanna & Associates, Chartered Accountants, Jaipur as Auditors and fix their remuneration		
<b>Special Business</b>			
4	Appointment of Mrs. Simpall Agarwal as a Director		

Signed this..... day of.....2015

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

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

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

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. A Proxy need not be a member of the Company.**
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

\*\*This is only optional. Please put an 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

# ATTENDANCE SLIP....>>>>

## GENUS PRIME INFRA LIMITED

(Formerly Gulshan Chemfill Limited)

**Regd. Office:** 9th,K.M,Jansath Road, Muzaffarnagar (UP)-251001; **CIN:** L24117UP2000PLC032010

**Corp. Office:** D-116, Okhla Industrial Area,Phase-1,New Delhi-110020

**Tel.** +91 11 47114800; **Fax** +91 11 47114833; **Email:** cs.genusprime@gmail.com **Website:** [www.genusprime.com](http://www.genusprime.com)

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

\* Applicable for investors holding shares in electronic form.

Name of Member	
Address of Member	
Name of Proxy	

I certify that I am a registered member / proxy for the registered member of the Company. I hereby record my presence at the 15th Annual General Meeting of the Company to be held on **Thursday, September 24, 2015** at 2.00 p.m. at 9th,K.M, Jansath Road, Muzaffarnagar (UP)-251001.

### Notes:

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

.....✂.....✂.....✂.....  
*Signature of Member / Proxy*

### FORM FOR REGISTRATION/UPDATION OF EMAIL ADDRESS

To\* :

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

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

Dear Sir,

#### **Sub: Registration/Updation of email address (Genus Prime Infra Limited)**

Formerly Gulshan Chemfill Limited

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

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

Date:

Place:

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

Signature of the Shareholder(s)\*





If undelivered, please return to

**Genus Prime Infra Limited**

(Formerly Gulshan Chemfill Limited)

D-116, Okhla Industrial Area

Phase-1, New Delhi-110020