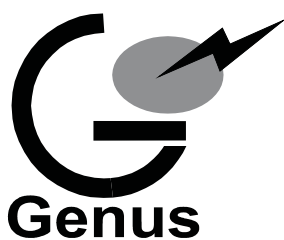


10th
Annual Report
2009-2010



GENUS PRIME INFRA LIMITED

(Formerly GULSHAN CHEMFILL LTD.)

GENUS PRIME INFRA LIMITED

(Formerly GULSHAN CHEMFILL LTD.)

BOARD OF DIRECTORS

| | | |
|--------------------------|---|--------------------------------------|
| Dr. Chandra Kumar Jain | : | Chairman |
| Mrs. Mridula Jain | : | Director |
| Mr. Rameshwar Pareek | : | Whole Time Director |
| Mr. Ajay Jain | : | Non - Executive Independent Director |
| Mr. Dharam Chand Agarwal | : | Non - Executive Independent Director |
| Mr. Kamal Kant Agarwal | : | Non - Executive Independent Director |

COMPANY SECRETARY

Mr. Gaurav Dutta

AUDITORS

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

BANKERS

Bank of Baroda

REGISTERED OFFICE

9th K.M., Jansath Road,
Muzaffarnagar, Uttar Pradesh – 251 001

CORPORATE OFFICE & INVESTOR CELL

G–81, Preet Vihar, Delhi – 110 092

REGISTRAR & TRANSFER AGENT

M/s. Alankit Assignments Ltd.
2E/21, Alankit House
Jhandewalan Extension
New Delhi – 110055

VISIT US AT

www.gulshanindia.com

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NOTICE

Notice is hereby given that the 10th Annual General Meeting of Genus Prime Infra Limited (Formerly Gulshan Chemfill Limited) will be held on Saturday, 25th September 2010 at 2:00 P.M. at the Registered office of the Company at 9th K.M, Jansath Road, Muzaffarnagar, Uttar Pradesh -251001 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Balance Sheet as at 31st March 2010 and the Profit & Loss Account of the Company for the year ended on that date together with the Reports of Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Ajay Jain, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS

4. To consider, and if thought fit, pass, with or without modification, the following resolution, as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Dharam Chand Agarwal, who was appointed by the Board of Directors as an Additional Director of the Company with effect from 10th April, 2010 under Section 260 of the Companies Act, 1956 and who holds office upto the date of this Annual General Meeting and is eligible for appointment and in respect of whom the Company has received notice from a member under Section 257 of the Companies Act, 1956 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company and shall be liable to retire by rotation.”

5. To consider, and if thought fit, pass, with or without modification, the following resolution, as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Kamal Kant Agarwal, who was appointed by the Board of Directors as an Additional Director of the Company with effect from 10th April, 2010 under Section 260 of the Companies Act, 1956 and who holds office upto the date of this Annual General Meeting and is eligible for appointment and in respect of whom the Company has received notice from a member under Section 257 of the Companies Act, 1956 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company and shall be liable to retire by rotation.”

6. **AMENDMENT TO COMMON SEAL PROVISION IN THE ARTICLES OF ASSOCIATION OF THE COMPANY**

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

“RESOLVED THAT pursuant to section 48 of the companies act, 1956, Articles of Associations of the Company and other applicable provisions, if any, the consent of the Company be and is hereby accorded to amend the Article 147 of the Articles of Association of the Company to read as under:

Board shall provide a common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new common Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and every deed or other instrument to which the Seal

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of the Company is required to be affixed shall be signed by (a) two directors, or (b) one Director and the Secretary, or (c) one Director and such other authorized person, as the Board or a duly constituted Committee thereof may appoint for the purpose; provided nevertheless that certificates of debentures may be signed by one director only or by the Attorney of the Company duly authorized in this behalf and Certificates of shares shall be signed as provided in Article 19(b).

7. AMENDMENT IN TERMS AND CONDITIONS OF REDEEMABLE PREFERENCE SHARES PROVISION IN THE ARTICLES OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT in accordance with the provisions of Section 106, Section 31 and other applicable provisions, if any, of the Companies Act, 1956 as also provisions of any other applicable laws, rules and regulations (including any amendments thereto or re-enactments thereof for the time being in force) and subject to the approval of shareholders in the General Meeting, the Article of Association of the Company be altered by replacing the existing Article 10 B by the following :

On the issue of Preference Share Capital of Rs. 3,00,00,000/- (or part thereof) consisting of 3,00,000 (Three lacs) carrying coupon dividend rate varying from 0% (Zero percent) to 10% (Ten percent) Redeemable Preference Shares of Rs. 100/- each, redeemable during the period varying from 3 (three) years to 15 (fifteen) years under the provisions of Articles of Association,

- i) The Redeemable Preference Shares of varying coupon rates within above limits with varying redemption period with or without redemption premium be issued from time to time under separate class within overall preference share capital;
- ii) Each class of preference share capital with varying terms shall be treated as separate class of preference shareholders;
- iii) No preference shares shall be redeemed except out of the profits of the company which would otherwise, be available for dividend or out of the proceeds of the fresh issue of shares made for the purpose of the redemption.
- iv) No preference shares shall be redeemed unless they are fully paid up.
- v) The premium, if any, payable on redemption must have been provided for out of the profits of the company or the company's share premium account, before the shares are redeemed.
- vi) Where any preference shares are redeemed otherwise than out of the proceeds of a fresh issue there shall out of the profits which would otherwise have been available for dividend, be transferred to a reserve to be called the “Capital Redemption Reserve Account” a sum equal to the nominal amount of the shares redeemed, and the provision of the Companies Act relating the redemption of Share Capital of the company shall, except as provided in section 80 of the Act, apply as if the Capital Redemption Reserve Account is paid up share capital of the company.
- vii) The dividend on preference share capital shall be paid every year as per the terms of coupon rates. However, in case of preference shares carrying dividend rate, such class of preference shareholders shall have the right to accumulate the payment of dividend, if the same is not paid or partly paid for any financial year, to be paid in next financial year(s) or to be paid at the time of redemption of such shares along with the redemption proceeds.
- viii) The preference shareholders shall have the right to attend and vote at the meeting of such Class of Shareholders and may vary, alter or modify the terms of such preference shares including the

right to the payment of dividend, premium, and discount on redemption or any other redemption terms.

- ix) The preference shareholders shall not have the right to attend and vote at the meeting of equity shareholders of the company or the meeting of shareholders of different class of Preference Shareholders.
- x) The holder of the Preference shares shall be entitled to attend meeting and vote on the resolution directly affecting the rights or where the dividend due on their share is in arrear for not less than two years before the meetings, on all resolutions at every meetings of the company.
- xi) These Preference Shares shall be transferable with the approval of Board of Directors of the Company.
- xii) The other rules regarding the splitting, consolidation, issuance of share certificate, transfer/transmission and common seal etc. shall remain same which are applicable to Equity Share capital of the Company and as provided in the articles of the Company.
- xiii) Unless otherwise agreed by the Preference shareholders, the preference shares shall be redeemed (in the manner as in the Companies Act) as per its terms of redemption varying from 3rd to maximum of 15 years after the date of its issue along with the accumulated dividend (if any), redemption premium (if any) and or discount (if any), However, the redemption period shall not exceed the time limit as prescribed by the Companies Act, 1956".

RESOLVED FURTHER THAT Dr. C.K. Jain, Director and / or Mr. Gaurav Dutta, Company Secretary of the Company be and are hereby severally authorized to take necessary action to amend the Article of Association of the Company."

By the order of the Board of Directors

Date : 28th May, 2010
Place: Delhi

Gaurav Dutta
Company Secretary

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The relevant details as required by Clause 49 of Listing Agreement entered into with the Stock Exchanges of persons seeking appointment / re-appointment as directors under Item No. 2, 4 and 5 are annexed herewith
3. The register of Members and the Share Transfer Books of the Company shall remain closed from Tuesday, 21st September 2010 to Friday, 24th September 2010 (both days inclusive).
4. Since, the company has never declared any dividend since its incorporation. No amount is, therefore, has fallen due for transfer to Investor Education & Protection Fund.

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5. Members are requested to notify promptly any change in their address, if any, so as to reach the Registrar & Share Transfer Agent i.e. M/s Alankit Assignments Ltd, 2E/21, Alankit House, Jhandewalan Extension, Delhi – 110055, (Phone Nos. 011-42541234, 23541234 and Fax no. 011-41540064 and Email address: rta@alankit.com or to Share Department & Investor Cell of the Company at G-81, Preet Vihar, Delhi 110092 (Phone nos 011-32991997, 32508619 and Fax no 22157338 and Email address: shailesh@gulshanindia.com
6. The members can avail of the nomination facility by filling form 2-B with the company. Blank forms will be supplied on request.
7. Members/Proxies are requested to bring copy of the Annual Report with them, as copies of the Report will not be distributed at the Meeting.

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:

- 1. Name : Mr. Ajay Jain**
Age : 50 years
Qualifications : FCA and FCS
Experience : Vast experience in Finance, Accounts and Management.
Other Directorships : He holds directorship in the following companies:
Gulshan Polyols Ltd.
He is also a Chairman of Audit Committee, Remuneration Committee and Shareholder's Grievance Committee.
He also holds membership of two Committee of Board and holds chairmanship of one committee Board of Other Company.
- 2. Name : Mr. Dharam Chand Agarwal.**
Age : 58 years
Qualifications : Graduate
Experience : Vast experience in managing business affairs.
Other Directorships : He holds directorship in Genus Power Infrastructures Limited
He is also a member of Remuneration Committee, Shareholder's Grievance Committee and Audit Committee.
He also holds membership of two committees and Chairmanship of one committee of Board of other Company.
- 3. Name : Mr. Kamal Kant Agarwal.**
Age : 50 years
Qualifications : Graduate
Experience : Vast experience in managing business affairs.
Other Directorships : None

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

ITEM NO 4

Mr. Dharam Chand Agarwal was appointed as an additional director of the Company in the meeting of Board of Directors held on 10th April, 2010. He will hold office of director up to the date of ensuing Annual General Meeting. The Company has received a notice from a member proposing the candidature of Mr. Dharam Chand Agarwal for the office of the director under the provisions of Section 257 of the Companies Act, 1956.

None of the directors are interested or concerned in the proposed resolution.

Your directors recommend the resolution for your approval

ITEM NO 5

Mr. Kamal Kant Agarwal was appointed as an additional director of the Company in the meeting of Board of Directors held on 10th April, 2010. He will hold office of director up to the date of ensuing Annual General Meeting. The Company has received a notice from a member proposing the candidature of Mr. Kamal Kant Agarwal for the office of the director under the provisions of Section 257 of the Companies Act, 1956.

None of the directors are interested or concerned in the proposed resolution.

Your directors recommend the resolution for your approval.

ITEM NO 6

AMENDMENT TO COMMON SEAL PROVISION IN THE ARTICLES OF ASSOCIATION OF THE COMPANY

Article No. 147 of the Articles of Association of the Company stipulates that whenever common Seal of the Company is affixed on any documents wherever required the same should be used and countersigned by any two Directors of the Company and its Company Secretary, if any, or some other persons authorized by the Directors. For operational convenience it is proposed that this common seal provision of countersigning by any two Directors of the Company and its Company Secretary, if any, or some other persons authorized by the Directors be amended to countersigning by (a) two Directors, or (b) one Director and the Secretary, or (c) one Director and such other authorized person, as the Board or a duly constituted Committee thereof may appoint for the purpose.

Accordingly, the members' approval is being sought for amending the Article No. 147 of the Articles of Association of the Company.

The Directors recommend the resolution contained in item No. 6 for approval of the members.

None of the Directors is concerned or interested in the resolution at item No. 6 of the Notice.

ITEM NO 7

AMENDMENT IN TERMS AND CONDITIONS OF PREFERENCE SHARES PROVISION IN THE ARTICLES OF ASSOCIATION OF THE COMPANY

Article 10B of the Articles of Association of the Company provides the terms & conditions of preference shares Capital. For the benefit of preference shareholders, it is proposed to replace the existing Article 10B by the above set of terms & conditions of redeemable preference shares Capital.

Accordingly, the members' approval is being sought for amending the Article No. 10B of the Articles of Association of the Company.

The Directors recommend the resolution contained in item No. 7 for approval of the members.

None of the Directors is concerned or interested in the resolution at item No. 7 of the Notice.

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DIRECTORS' REPORT

Dear Members,

The Board of Directors feel great pleasure in presenting the 10th Annual Report along with Audited Accounts of your Company for the year ended 31st March 2010.

FINANCIAL HIGHLIGHTS

(Rs. In Lacs)

| PARTICULARS | CURRENT YEAR (31.03.2010) | PREVIOUS YEAR (31.03.2009) |
|---|------------------------------|-------------------------------|
| Turnover & Other Income | 20.34 | 1.50 |
| Expenditure | 4.33 | 160.55 |
| Gross Profit/ (Loss) before Depreciation, Finance Charges & Taxes | 16.01 | (159.05) |
| Depreciation | 8.43 | 29.71 |
| Finance Charges | 0.05 | 0.04 |
| Profit/ (Loss) before tax | 7.53 | (188.80) |
| Provision for Tax | | |
| Current Tax | 0.00 | 9.41 |
| Deferred Tax Credit/ (Liability) | (1.43) | (58.90) |
| Fringe Benefit Tax | 0.00 | 0.08 |
| Net Profit after Tax | 8.96 | (139.39) |
| Equity Share Capital | 281.47 | 281.47 |
| Par Value of Equity Share (Rs.) | 2.00 | 2.00 |
| Earning Per Share (Rs.) | 0.06 | (0.99) |

DIVIDEND

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

2009 - 10 IN RETROSPECT

The Sales and Other Income for the financial year under review were Rs 20.34 lacs (Previous year Rs. 1.50 lacs). The Depreciation for the year was Rs 8.43 lacs (Previous year Rs. 29.71 lacs).

DIRECTORS

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

Mr. Deepak Kumar, Director of the Company ceased to be Director w.e.f. 7th December 2009 due to his death. With a view to broad-base the Board, to induct Directors, at the Board Meeting held on 10th April 2010, Mr. Dharam Chand Agarwal and Mr. Kamal Kant Agarwal were co-opted as Additional Directors of the Company who hold the office upto the ensuing Annual General Meeting.

PUBLIC DEPOSITS

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

INSURANCE

The Assets of the company including Buildings, Plant & Machinery, and Stocks & Stores etc. have been adequately insured. There was no claim during the year in respect of above.

DEMAT OF SHARES

Necessary arrangements are made for Dematerialisation of Shares with NSDL and CDSL. Equity shares of the company of Rs. 2/- each are listed at Bombay Stock Exchange. Out of the total issued shares of the company, 96.77 % of the equity shares are already in Demat form. Since the shares of the company are traded on stock exchange in compulsory demat form, the shareholders holding shares in physical form may avail this facility in their own interest.

DISCLOSURE OF PARTICULARS

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

CORPORATE GOVERNANCE

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

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

Management's Discussion & Analysis about the company forms part of this report.

PERSONNEL

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

DIRECTORS' RESPONSIBILITY STATEMENT

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

- i) That in the preparation of the annual accounts, the applicable accounting standards have been followed and there has been no material departure;
- ii) That the selected accounting policies were applied consistently and the directors made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2010 and of the profit of the company for the year ended on that date.
- iii) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) That the annual accounts have been prepared on a going concern basis.

SAFETY AND ENVIRONMENT

The company continued to maintain a good safety record. The manufacturing unit of the company

is environment friendly and maintains all safety standards and measures.

INDUSTRIAL RELATIONS

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

AUDITORS AND AUDITOR'S REPORT

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

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

CASH FLOW ANALYSIS

In compliance with the provision of Clause 32 of the Listing Agreement, the Cash Flow Statement for the year ended 31-03-2010 is annexed hereto.

ACKNOWLEDGEMENTS

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

For and on behalf of the Board of Directors

Date : 28th May, 2010
Place: Delhi

Dr. C.K. Jain
Chairman

ANNEXURE TO DIRECTOR'S REPORT

FORM-A (See Rule-2)

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

A) Conservation of energy

- i) **Energy Conservation measures taken:** No new measures are taken.
- ii) **Additional investment and proposal, if any, being implemented for reduction of energy consumption:** No proposal for additional investment is under implementation.
- iii) **Impact of measures (i) & (ii) above for reduction of energy consumption and consequent impact on cost of production of goods:** None.
- iv) **Total energy consumption and energy consumption per unit of production.** None. The Company has not carried out production during the current year and previous year.

FORM-B (See Rule-2)

Disclosure of particulars with respect to Technology Absorption and Research & Development (R&D): The Company has not imported any technology for the process of operations. The company has made own efforts over the years for development, refinement and improvement in the technology.

FORM-C

Foreign Exchange Earnings & Outgo: NIL