

Genus Prime Infra Limited
(Formerly Gulshan Chemfill Limited)

ANNUAL REPORT
2012-2013

CONTENTS.....>>>>>

| | Page Nos. |
|---|-----------|
| Notice | 3 |
| Directors' Report and Annexure to the Directors' Report | 4 |
| Management Discussion and Analysis Report | 7 |
| Report on Corporate Governance | 9 |
| Auditors' Report | 18 |
| Balance Sheet | 22 |
| Profit & Loss Account | 23 |
| Cash Flow Statement | 24 |
| Notes to the Financial Statements | 25 |
| Statement pursuant to Section 212 of the Companies Act,1956 | 33 |
| Auditors' Report on Consolidated Financial Statements | 34 |
| Consolidated Balance Sheet | 36 |
| Consolidated Profit & Loss Account | 37 |
| Notes to the Consolidated Financial Statements | 38 |
| Proxy Form & Attendance Slip | 48 |

Important Communication to Members

The Ministry of Corporate Affairs, Government of India, has taken a "Green Initiative" in the Corporate Governance by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/ documents including Annual Report (shareholders communication) can be sent by email to its Members. As a support this "Green Initiative" of the Government, Shareholders who have not yet registered their e-mail ids / addresses, are requested to kindly register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members, who hold shares in physical form, are requested to kindly send the e-Communication Registration Form as attached with this Annual Report to Registrar and Share Transfer Agent of the Company (M/s. Alankit Assignments Limited).

CORPORATE INFORMATION

BOARD OF DIRECTORS

| | |
|--------------------------|---------------------------|
| Mr. Rameshwar Pareek | Chairman |
| Mr. Amit Agarwal | Whole Time Director & CEO |
| Mr. Dharam Chand Agarwal | Independent Director |
| Mr. Kamal Kant Agarwal | Independent Director |

COMPANY SECRETARY

Ms. Shradha Jain

AUDITORS

M/s D.Khanna & Associates
Chartered Accountants
G-6, Royal Sundram, Vivekanad Marg
C-Scheme, Jaipur-302001

REGISTERED OFFICE

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

CORPORATE OFFICE

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

REGISTRAR & SHARE TRANSFER AGENT

Alankit Assignments Limited
2E/21, Alankit House
Jhandewalan Extention
New Delhi – 110 055
Tel: +91-11-42541234, 23541234 ; Fax: +91-11-41541201; Email address: rta@alankit.com

NOTICE.....>>>>>

NOTICE

Notice is hereby given that the **13th Annual General Meeting of Genus Prime Infra Limited** (Formerly Gulshan Chemfill Limited.) will be held on **Tuesday, the 17th Day of September 2013** at **2:00 P.M** at the Registered Office of the Company at **9th K.M, Jansath Road, Muzaffarnagar, Uttar Pradesh –251 001** to transact the following business:

ORDINARY BUSINESS:

- 1) To consider and adopt the Audited Standalone and Consolidated Balance Sheet as at 31st March 2013 and the Profit & Loss Account of the Company for the year ended on that date and the Directors' and the Auditors' Reports thereon.
- 2) To appoint a director in place of Mr. Kamal Kant Agarwal, who retires by rotation and being eligible, offers himself for re-appointment.
- 3) To appoint M/s D. Khanna & Associates, Chartered Accountants, the retiring auditors, as Statutory Auditors to hold office from the conclusion of this annual general meeting until the conclusion of the next annual general meeting and to fix their remuneration

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.

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 Register of Members and the Share Transfer Books of the Company shall remain closed from Wednesday, 11th September, 2013 to Tuesday, 17th September, 2013 (both days inclusive).

4) Queries, if any, regarding accounts may please be sent to the Company Secretary at least 10 days before the date of Annual General Meeting so as to enable the Company to keep the information ready.

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) Members are requested to notify promptly any change in their address, if any, so as to reach the Registrar & Share Transfer Agent i.e. **M/s Alankit Assignments Ltd**, 2E/21, Alankit House, Jhandewalan Extension, Delhi – 110055, (Tel: +91-11-42541234, 23541234 and Fax: +91-11-41541201 and **Email address: rta@alankit.com**) or to Share Department & Investor Cell of the Company at **D-116, Okhla Industrial Area, Phase-I, New Delhi-110 020** Tel: +91-11-47114800 Fax: +91-11-47114833 and

Email address: [investor.redressal.gcl@gmail.com/](mailto:investor.redressal.gcl@gmail.com)
cs.genusprime@gmail.com.

8) The members can avail of the nomination facility by filling form 2-B with the Company. Blank forms will be supplied on request.

9) 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.

10) Register of Director's Shareholding and Register of Contracts are open for the inspection at the Registered Office of the Company on all working days, except holidays, between 11.00 A.M. to 1.00 P.M. upto the date of the Annual General Meeting.

INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT:

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

| Name of Director | Mr. Kamal Kant Agarwal |
|--|---|
| Age | 53 years |
| Date of original appointment | 10.04.2010 |
| Qualification | Graduate |
| Experience | He has considerable experience in business management. |
| Directorships in other Companies as on March 31, 2013 | Ganganagar Agencies Limited Mata Stone Private Limited |
| Chairman/ Member of the Committee of the Board of Directors of the Company as on March 31, 2013 | Chairman - Shareholders Grievance Committee Member - Audit Committee Remuneration Committee |
| Chairman/ Member of the Committee of Directors of other Companies in which he is a Director as on March 31, 2013 | Nil |
| Number of shares held in the Company as on March 31, 2013 | Nil |

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

August 12, 2013
New Delhi

Shradha Jain
Company Secretary

DIRECTORS' REPORT.....>>>>>

Dear Shareholders,

The Board of Directors feel great pleasure in presenting the **Thirteenth Annual Report** along with Audited Financial Statements of your Company for the year ended **March 31st, 2013**.

FINANCIAL HIGHLIGHTS

(Rs. In Lacs)

| | CURRENT YEAR (31.03.2013) | PREVIOUS YEAR (31.03.2012) |
|---|-------------------------------------|--------------------------------------|
| Income | 0.00 | 0.00 |
| Expenditure | 5.39 | 5.08 |
| Profit / (Loss) before Depreciation, Finance Charges & Taxes | (5.39) | (5.08) |
| Depreciation | 0.00 | 0.00 |
| Finance Charges | 0.00 | 0.00 |
| Profit / (Loss) before tax | (5.39) | (5.08) |
| Provision for Tax- Current Tax | 0.00 | 0.00 |
| - Deferred Tax Credit/(Liability) | 0.00 | 0.00 |
| Profit / (Loss) for the period after Tax | (5.39) | (5.08) |

FINANCIAL HIGHLIGHTS AND OPERATIONS

The year 2012-2013 has been challenging year for the Indian industry. The growth and appreciation in real estate sector is directly influenced by the economy of the country. Infrastructure project takes a long time to plan and implement. The new management of the company believes that there are lots of opportunities in real estate sector and has identified new strategies for challenges and opportunities facing this sector. Your company has not initiated any new operations but is working with a robust planning to make the successful inroad into this sector.

DIVIDEND

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

CODE OF CONDUCT

All board members and senior management personnel have affirmed compliance with the provision of Code of Conduct of the Company on annual basis pursuant to revised clause 49(I)(D) of Listing Agreement. The text of the Code of Conduct is displayed on Company's website www.genusprime.com.

DIRECTORS' REPORT.....>>>>>

SUBSIDIARY COMPANY

During the year company has invested in three subsidiary companies namely 'Sansar Infrastructure Private Limited', 'Sunima Trading Private Limited' and 'Star Vanijya Private Limited'. The minutes of the said subsidiary for each quarter were considered and taken on record by the Board of Directors of the company.

CONSOLIDATED FINANCIAL STATEMENTS

The Boards of Directors have pleasure in attaching the Consolidated Financial Statement pursuant to Clause 32 of the Listing Agreement entered into with the stock exchange and prepared in accordance with the Accounting Standards prescribed by the Institute of Chartered Accountants, in this regard.

DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Kamal Kant Agarwal, Independent Non-executive Director of the Company retires at the ensuing Annual General Meeting by rotation and being eligible offers himself for re-appointment. The brief resume of Director seeking reappointment is given in the Notice of the AGM.

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 31st, 2013 and of the loss 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.

MANAGEMENT'S DISCUSSION & ANALYSIS REPORT

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

REPORT ON 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

SOCIAL RESPONSIBILITY

The Company conducts its business in a way that creates social, environmental and economic benefits to the communities in which it operates and the Company has always been earnest for contributing towards the betterment of society.

AUDITORS AND AUDITOR'S REPORT

The Auditors, M/s. D. Khanna & Associates, Chartered Accountants, hold office until the conclusion of the ensuing Annual General Meeting and being eligible are recommended for re-appointment from the conclusion of this annual general meeting till the conclusion of the next annual general meeting of the company. A certificate from the auditors has been received to the effect that the re-appointment, if made, would be in accordance with Section 224(1B) of the Companies Act, 1956. The Auditors report to the shareholders does not contain any audit qualification.

DIRECTORS' REPORT.....>>>>>

Auditors comments on your Company's accounts for the year ended March 31,2013 are self explanatory in nature and do not require any explanation as per provisions of Section 217(3) of the Companies Act,1956.

PUBLIC DEPOSITS

During the financial year under review, the Company has not accepted any Fixed Deposits u/s 58A and 58AA of the Companies Act, 1956 and rules made thereunder.

CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Since, at present, your Company does not own any manufacturing facility, the requirements pertaining to disclosure of particulars relating to conservation of energy, research & development and technology absorption, as prescribed under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, are not applicable.

Foreign exchange earnings and outgo : NIL

The Company has not given any shares to any of the employees under Employees Stock Option Scheme.

PARTICULARS OF EMPLOYEES

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.

ACKNOWLEDGEMENTS

Your Directors wish to place on record their appreciation to the contribution made by all the stakeholders and having faith into the Company and the management.

For and on behalf of the Board of Directors

August 12, 2013
New Delhi

Rameshwar Pareek
Chairman

Amit Agarwal
Whole Time Director & CEO

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

(Forming part of Directors' Report)

The Management of Genus Prime Infra Limited (Formerly Gulshan Chemfill Limited) is pleased to present its analysis report covering the performance of the Company for the year 2012-13 and the outlook for the future. The report contains forward looking statements, which may be identified by their use of words like plans, expects, anticipates, believes, intends, projects, estimates or other words of similar meaning. All statements that address expectations or projections about the future, including but not limited to statement about the Company's strategy for growth, product development, market position, expenditures and financial results are forward looking statements. Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized.

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

i. Economic Review

FY2013 was a challenging year for the economies around the world. The real estate sector contributes significantly to the Indian GDP. The present economic environment has impacted the real estate sector in terms of higher interest costs both for home buyers as well as developers, reduced liquidity due to slower retail sales and high cost of funds. The pipeline of new investment dried up and existing projects stalled due to bottlenecks and implementation gaps. The sector has been reeling under slowing down of demand for residential, commercial and retail segments coupled with higher debt burden striving for better cash flow management.

ii. Industry Review

Reflecting the trends of the overall economy, the year was not favourable for the real estate sector. Sluggish economic growth and poor market sentiments are affecting the real estate sector, which saw a decline in terms of new investments in 2012-13 all over the country. Owing to the

impact of the challenging macro economic factors, FY 2013 was quiet challenging for the sector.

iii. Opportunities and Threats

Growing infrastructure requirements from sectors such as education, healthcare and tourism are providing numerous opportunities in the sector. Your company believes that demand conditions in the real estate sector are exhibiting early signs of improvement, and signs of declining interest rates as well as renewed activity in the lending and public capital markets are expected to ease funding pressure. The growth in infrastructure sector is being driven by various factors, which include political will and policies to enhance the quantum of investments in the infrastructure segment. Laws have been enacted to improve the finances of utilities and make their management more transparent, so as to improve returns on these facilities.

While the management of your Company continues to leverage the opportunities, it also foresees the following challenges:

- Availability of skilled resources and acquisition and retention of highly talented workforce which would ensure quality execution.
- Frequent amendments in regulations which makes it difficult to plan and execute.
- Lack of supporting infrastructure such as roads, highways, electricity, etc. that can hamper the growth of real estate as it thrives on availability of good infrastructure.
- Inflationary pressures which would increase raw material / labour cost.

iv. Outlook

Real Estate and infrastructure development is an irreversible process for energizing growth in India. This industry is one of the largest employers of labor, other technical and non technical manpower. There is a significant demand for quality and affordable housing in India. With factors like emerging middle class, youth actively looking for owning a house early in the life, the demand for residential housing is expected to grow manifold in the time to come.

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

We foresee during couple of quarters, we expect that the economy will continue to perform well. We believe that the fundamentals of the Indian real estate markets are sound and will generate robust, long terms sustainable demand for premium /affordable residential as well as commercial spaces.

v. Risks and Concern

The Company is exposed to different types of risks such as economic, regulatory, taxation and environmental risks and also the investment outlook towards Indian real estate sector. The Company monitors such risk through the oversight of senior management personnel in each of its business segments. The company is planning to implement robust risk management policies and guidelines that set out the tolerance for risk and your Company's general risk management philosophy. 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. In addition there is a strong competition from the existing players in this sector.

vi. Internal Control Systems and their adequacy

The Company has proficient and transparent internal control procedures commensurate with its size and nature of business. The internal control systems have been designed in such a manner where various risks faced by the company are identified and assessed. These internal control procedures ensure the following:

- i)-Optimum utilization of resources
- ii)-Regular compliance with policies, procedures and statutes
- iii)-Accuracy and promptness of financial reports

The internal control system provides for well-documented policies, guidelines, authorizations and approval procedures. The internal Audit is carried out extensively throughout the year. The internal audit reports, the progress in implementation of recommendations contained in the audit reports and the adequacy of internal controls are reviewed by the Audit Committee of the Board on a regular basis.

vii. Financial and Operational Performance

Genus Group is a well known and established, diversified group specifically in Coal & Coke, Power Infrastructures, Electric Meters, Inverters, Electronics, and Paper & Steel etc. The new management has using its vast experience and knowledge identified new strategies for challenges and opportunities in real estate sector. Your company has not initiated any new operations but is working with a strategic planning to make the successful inroad into this sector.

viii. Human Resource Development and Industrial Relations

The Company recognizes human assets as a primary source of its growth and competitiveness. The company continues to nurture its core management team.

Cautionary Statement:

The Company's objective, expectations or predictions referenced in the annual report may be forward looking within the meaning of applicable securities, laws and regulations. Although we believe that our expectations or predictions are based on reasonable assumptions. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include change in government regulations, tax laws, economic and political developments within and outside the country and such other factors. Every possible caution is undertaken to identify the risks and uncertainties that can affect the Company's performance.

REPORT ON CORPORATE GOVERNANCE.....>>>>>

As required by Clause 49 of the Listing Agreement with the Stock Exchange, a report on Corporate Governance in accordance with SEBI prescribed format is given below:

A) Company's Philosophy

The Company believes that operating to the highest level of transparency, integrity, equity, fairness and accountability is integral to the culture of the company. The Board and management of the company are committed to the highest standards of transparency, social responsiveness, operational efficiency and good ethics. The company has adopted sound Corporate Governance practices and compliance with all applicable rules and regulations. The Company has taken proactive measures to periodically review and revise the corporate governance practices incorporating appropriate checks and balances at various levels of management. The Company will endeavor to improve on these aspects on ongoing basis.

Chairman, a Whole Time Director and 2 Non-executive Independent Directors.

All non-executive Directors except Chairman retire by rotation and in the normal course seek re-appointment at the AGM. Brief resume of Director(s) seeking reappointment is given in the Notice of the AGM.

None of the Directors on the Board is a member of more than 10 Committees or Chairman of more than 5 Committees (as specified in clause 49 of the Listing Agreement) across all Public Limited Companies in which he is a Director.

During the financial year ended 31st March 2013, Five (5) Board Meetings were held i.e. on 12-05-2012, 13-08-2012, 04-09-2012, 12-11-2012 and 13-02-2013.

B) Board of Directors

The Company has Four (4) members on Board of Directors, chaired by a Non-executive Chairman and an optimum combination of Executive and Non-executive Directors.

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

As on March 31, 2013, the Board of Directors of your Company comprised of 4 Directors, which include a Non- Executive

| Name of the Directors | Category of Directorship | No. of Board meetings attended | Attendance at last AGM | No. of other directorships ¹ | No. of Membership and Chairmanships of other Committees | |
|--------------------------|--------------------------|--------------------------------|------------------------|---|---|--------------|
| | | | | | Membership | Chairmanship |
| Mr. Rameshwar Pareek | Non- Executive Chairman | 5 | YES | 8 | 1 | 5 |
| Mr. Amit Agarwal | Executive Director | 5 | YES | 5 | NIL | NIL |
| Mr. Dharam Chand Agarwal | Independent Director | 5 | YES | 1 | 1 | 1 |
| Mr. Kamal Kant Agarwal | Independent Director | 4 | NO | 2 | NIL | NIL |

¹ Directorship includes Private Limited Companies also.

C) Audit Committee:

(a) Terms of reference

To oversee the Company's financial reporting process and disclosure of its financial information, to recommend the appointment of Statutory Auditors and fixation of the audit fee,

to review and discuss with the Auditors about internal control systems, the scope of audit including the observations of the Auditors, adequacy of the internal audit function, major accounting policies, practices and entries, compliance with accounting standards and with the stock exchange and legal requirements concerning financial statements and related party transaction, if any, to review the Company's financial and risk