



Genus Prime Infra Limited
(Formerly Gulshan Chemfill Limited)

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ANNUAL REPORT
2013-2014

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CONTENTS.....>>>>>

| | Page No. |
|---|----------|
| Notice | 3 |
| Directors' Report and Annexure to the Directors' Report | 12 |
| Management Discussion and Analysis Report | 15 |
| Report on Corporate Governance | 17 |
| Certificates / Declaration | 26 |
| Auditors' Report | 28 |
| Balance Sheet | 32 |
| Profit & Loss Account | 33 |
| Cash Flow Statement | 34 |
| Notes to the Financial Statements | 35 |
| Statement pursuant to Section 212 of the Companies Act,1956 | 40 |
| Auditors' Report on Consolidated Financial Statements | 41 |
| Consolidated Balance Sheet | 42 |
| Consolidated Profit & Loss Account | 43 |
| Consolidated Cash Flow Statement | 44 |
| Notes to the Consolidated Financial Statements | 45 |
| Proxy Form | 55 |
| Attendance Slip | 57 |

CORPORATE INFORMATION.....>>>>>

BOARD OF DIRECTORS

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

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

COMPANY SECRETARY

Mr. Piyush Goyal

AUDITORS

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

REGISTRAR AND SHARE TRANSFER AGENT

Alankit Assignments Limited
1E/13, Alankit House
Jhandewalan Extention
New Delhi – 110 055
Tel: +91-11-42541234
Fax: +91-11-41541201
Email address: rta@alankit.com

COMPANY IDENTIFICATION NUMBER

L24117UP2000PLC032010

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

WEBSITE & EMAIL ID

Website : www.genusprime.com
E-mail : cs.genusprime@gmail.com

NOTICE.....>>>>>

GENUS PRIME INFRA LIMITED

(Formerly Gulshan Chemfill Limited)

Regd. Office: 9th, 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 14th Annual General Meeting of Genus Prime Infra Limited (Formerly Gulshan Chemfill Limited) will be held on Saturday, 27th Day of September, 2014 at 2:00 P.M at the Registered Office of the Company at 9th K.M, Jansath Road, Muzaffarnagar, Uttar Pradesh –251 001 to transact the following business:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Standalone and Consolidated Balance Sheet as at 31st March 2014 and the Statement of Profit & Loss of the Company for the year ended on that date and the Directors' and the Auditors' Reports thereon.
- 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 with or without modification(s), 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) **Appointment of Mr. Rameshwar Pareek as an Independent Director**
To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to the provisions of section 149, 150, 152 and other applicable provisions, of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV to the Act, as amended from time to time, Mr Rameshwar Pareek (DIN 00014224), a non-executive director of the Company, be and is hereby appointed as an Independent Director of the company to hold office for a tenure of five consecutive years from April 01, 2014 to March 31, 2019, not liable to retire by rotation.”
- 5) **Appointment of Mr. Kamal Kant Agarwal as an Independent Director**
To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to the provisions of section 149, 150, 152 and other applicable provisions, of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV to the Act, as amended from time to time, Mr Kamal Kant Agarwal (DIN 01641506), a non-executive director of the Company, be and is hereby appointed as an Independent Director of the company to hold office for a tenure of five consecutive years from April 01, 2014 to March 31, 2019, not liable to retire by rotation.”
- 6) **Appointment of Mr. Dharam Chand Agarwal as an Independent Director**
To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to the provisions of section 149, 150, 152 and other applicable provisions, of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV to the Act, as amended from time to time, Mr Dharam Chand Agarwal (DIN 00014211), a non-executive director of the Company, be and is hereby appointed as an Independent Director of the company to hold office for a tenure of five consecutive years from April 01, 2014 to March 31, 2019, not liable to retire by rotation.”
- 7) **Amendment in the Articles of Association of the company**
To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, the Articles of Association of the Company be and is hereby amended as follows:

SPECIAL POSITION OF MANAGING DIRECTOR

134. A Managing Director shall not, while he continues to hold that office, be subject to retirement by rotation, in accordance with these Articles if he ceases to hold the office of Director he shall IPSO FACTO and immediately cease to be Managing Director.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby severally authorised to take all necessary steps and to do all necessary things in order to comply with all the legal and procedural formalities and to do all such acts, deeds, or things as it may in its absolute discretion deem fit."

8) **Appointment of Mrs. Seema Agarwal as a Director**

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

"RESOLVED THAT Mrs. Seema Agarwal (DIN 00850128), who was appointed an Additional Director of the company in the meeting of the Board of Directors held on August 14, 2014 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."

9) **Appointment of Mrs. Seema Agarwal as a Whole time Director**

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

"RESOLVED THAT pursuant to the provisions of section 196, 197, 203 and other applicable provisions if any of Companies Act, 2013 read with Schedule V and Rules made thereunder the Companies Act, 2013, as amended from time to time, the Company hereby approves the appointment and terms of remuneration of Mrs. Seema Agarwal as the Whole time Director, designated as Executive Director of the company for a period of three years from September 27, 2014 upon the terms and conditions as set out in the explanatory statement annexed to the notice, including the remuneration be paid in the event of loss or inadequacy of profits in any financial year, with liberty to Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mrs. Seema Agarwal.

RESOLVED FURTHER THAT the Board of Directors of the company, be and are hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

10) **Amendment in terms of appointment of Mr. Amit Agarwal, Whole time Director**

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

"RESOLVED THAT in partial modification to the earlier resolution passed by the shareholders at the 11th annual general meeting held on September 24, 2011 with respect to the appointment of Mr. Amit Agarwal as Whole time Director of the Company in terms of sections 198, 269, 309 and 310 and read with Schedule XIII other applicable provisions, of the Companies Act, 1956, and in pursuance to the provisions of Sections 196, 197, 203 read with Schedule V of the Companies Act, 2013 and Rules made thereunder, as amended from time to time, approval of members of the Company be and is hereby accorded for the amendment in the terms of appointment of Mr. Amit Agarwal (DIN 00016133) Whole time Director of the company that he shall be subject to retirement by rotation during his tenure as Whole time Director.

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, remuneration payable to Mr. Amit Agarwal shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013, or any modification(s) thereto.

RESOLVED FURTHER THAT the other terms and conditions of appointment of Mr. Amit Agarwal, Whole time Director of the company, as set out earlier remains unchanged except he shall be subject to retirement by rotation during his tenure as Whole time Director.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'board') be and is hereby authorized to vary and/or modify the terms and conditions of appointment and remuneration within the limits as prescribed in Schedule V of the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof, as may be agreed between the board and Mr. Amit Agarwal.

NOTICE.....>>>>>

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of directors to give effect to the aforesaid resolution.”

By Order of the Board of Directors

Sd/-

Piyush Goyal

Company Secretary

Registered Office:

9th, K.M. Jansath Road, Muzaffarnagar, Uttar Pradesh-251001

Tel. : +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, 2014

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 shareholder.

- 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 Wednesday, 24th September, 2014 to Saturday, 27th September, 2014 (both days inclusive).
- 5) 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.
- 6) 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.
- 7) 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.
- 8) 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, 1E/13, Alankit House, Jhandewalan Extension, Delhi – 110055, (Tel: +91-11-42541234 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: cs.genusprime@gmail.com.
- 9) 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.
- 10) 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.

NOTICE.....>>>>>

- 11) 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.
- 12) 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.
- 13) 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.
- 14) **Voting through electronic means:** In compliance with provisions of the Companies Act, 2013 read with the Rules made thereunder and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility as an alternate, for all its members to enable them to vote on all resolutions set forth in this Notice, by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited ("CDSL"). Members have an option to either cast their vote in physical form by attending the Annual General Meeting or vote through E-voting facility. If a member has opted for e-voting, then he/she should not vote in physical mode at the Annual General Meeting also and vice-versa. However, in case members cast their vote both via physical ballot at the Annual General Meeting 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 22, 2014 (9:00 a.m.) and ends on Tuesday, September 23, 2014 (5:30 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 Friday, August 22, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|-----------------------|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> 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 Client id/Folio Number in the PAN field. In case the Folio 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 Client ID / Folio 1 then enter RA00000001 in the PAN field. |
| DOB | 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. |
| Dividend Bank Details | Enter the Bank Account Number as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> 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 the number of shares held by the member on the cut off date (22.08.2014) in the Dividend Bank details field. |

NOTICE.....>>>>>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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 platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Genus Prime Infra Limited (Formerly Gulshan Chemfill Limited)> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Note for Non-Individual Shareholders & Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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 under help section or write an email to helpdesk.evoting@cdslindia.com.
- 15) 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 Friday, August 22, 2014.
- 16) The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories at a closing hours of business, on Friday, August 22, 2014.
- 17) Mr. Ajit Kumar, ACS No.22741, CP No. 10990, Practising Company Secretary, New Delhi, has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The scrutinizer shall within a period of not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- 18) The results of the e-voting along with the scrutinizer's report shall be placed in the Company's website 'www.genusprime.com' and on the website of CDSL within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to BSE Limited.

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:

| | | | | | |
|---|--|--|---|--|--|
| Name of Director | Mr. Amit Agarwal | Mr. Rameshwar Pareek | Mr. Dharam Chand Agarwal | Mr Kamal Kant Agarwal | Mrs. Seema Agarwal |
| Date of Birth | 17.07.1973 | 01.11.1944 | 08.02.1952 | 03.03.1960 | 17.01.1972 |
| Date of original appointment | 15.08.2011 | 31.07.2008 | 10.04.2010 | 10.04.2010 | 14.08.2014 |
| Qualification | Graduate | Post Graduate | Graduate | Graduate | Post Graduate |
| Experience | Business management with experience in Apparels. | Business management with experience of corporate laws & accounts | Business management with a strong background in financial arenas | Business management with rich experience in automobile industry. | Business management with experience in administration. |
| Directorships in other Companies as on March 31, 2014 | 1) Genus Apparels Limited 2) Genus International Commodities Limited 3) J C Textiles Pvt. Ltd. 4) True Home Décor Pvt. Ltd. | 1) Mayur Uniquoters Limited 2) Kailash Vidyut & Ispat Limited 3) Genus Paper & Boards Limited 4) Genus Electrotech Limited 5) K G Petro Chem Ltd. 6) Genus Power Infrastructures Limited 7) Virtuous Infra Limited 8) Virtuous Urja Limited 9) Star Vanijya Private Limited | 1) Genus Power Infrastructures Limited 2) Sansar Infrastructure Private Limited | 1) Ganganagar Agencies Limited 2) Mata Stone Private Limited 3) Sunima Trading Private Limited | Nil |
| Chairman/ Member of the Committee of Directors of other Companies in which he is a Director as on March 31, 2014 | Nil | Audit Committee: Genus Paper & Boards Limited; Mayur Uniquoters Limited; Virtuous Urja Limited; K G Petrochem Limited; Genus Power Infrastructures Limited Shareholders' Grievance Committee: Genus Paper & Boards Limited; Mayur Uniquoters Limited; Genus Power Infrastructures Limited | Audit Committee Genus Power Infrastructures Limited Shareholders' Grievance Committee: Genus Power Infrastructures Limited | Nil | Nil |
| Number of shares held in the Company as on March 31, 2014 | Nil | Nil | Nil | Nil | Nil |

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 to 10 of the accompanying notice dated August 14th, 2014.

Item No.4 to 6

Mr. Rameshwar Pareek, Mr. Kamal Kant Agarwal and Mr. Dharam Chand Agarwal (hereinafter collectively referred to as the 'Directors'), were appointed as non-executive directors pursuant to the provisions of clause 49 of the Listing Agreements entered with the Bombay Stock Exchange. The tenure of these Directors is liable to be determined by rotation under the erstwhile applicable provisions of the Companies Act, 1956.

Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation. Hence, in compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of the aforesaid three directors as Independent Directors for five consecutive years for a term from April 01, 2014 to March 31, 2019 is now being placed before the Members for their approval.

The Company has also received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement with the Stock Exchanges. The Nomination & Remuneration Committee has also recommended the appointment of these directors as Independent Directors for five consecutive years for a term from April 01, 2014 to March 31, 2019. In the opinion of the Board, these Directors fulfill the conditions specified in the Act and rules made thereunder for their appointment as Independent Directors of the Company and are independent of the management. The Board also considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of these Directors as Independent Directors. Accordingly, the Board recommends the resolutions in relation to appointment of these Directors as Independent Directors, for the approval by the shareholders of the Company.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchanges.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on any working day.

Except the appointee directors, being individual appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is/are, in any way, concerned or interested in the said resolution/matter, except to the extent of their respective shareholdings in the Company, if any.

A brief profile of the Independent Directors to be appointed is given below:

Mr. Rameshwar Pareek (DIN: 00014224) (Born on 01.11.1944) was appointed as a Non-Executive Independent Director of the Company on 31.07.2008. He is member of the Nomination & Remuneration Committee of the Directors of the Company. He holds Master's degree in Economics. He has been associated with Rajasthan Financial Corporation, Jaipur and has also served on deputation to Bureau of Industrial Promotion (BIP), Jaipur. His area of specialization includes trade policies, corporate and commercial law, accounting and auditing issues nearly for 36 illustrious years. He is also a Director of Mayur Uniquoters Limited, Genus Electrotech Limited, Kailash Vidyut & Ispat Limited, K G Petro Chem Limited, Genus Power Infrastructures Limited, Genus Paper & Boards Limited, Virtuous Urja Limited, Virtuous Infra Limited and Star Vanijya Private Limited. Mr. Rameshwar Pareek does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. Kamal Kant Agarwal (DIN: 01641506) (Born on 03.03.1960) was appointed as a Non-Executive Independent Director of the Company on 10.04.2010. He is Member of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee of the Directors of the Company. He holds Bachelor's degree in Commerce. He has a rich and vast experience of automobile industries specially retail, distribution etc. He is also a director in Ganganagar Agencies Limited, Mata Stone Private Limited and Sunima Trading Private Limited. Mr. Kamal Kant Agarwal does not hold by himself or for any other person on a beneficial basis, any shares in the Company.