Genus
energizing lives

Genus Prime Infra Limited

(Formerly Gulshan Chemfill Limited)

ANNUAL REPORT

2014-2015

CONTENTS....>>>>

	Page Nos.
Notice	3
Directors' Report and Annexure to the Directors' Report	9
Secretarial Audit Report	15
Form No. MGT-9	18
Management Discussion and Analysis Report	25
Corporate Governance Report	26
Certificates / Declaration	38
Auditors' Report	40
Balance Sheet	43
Profit & Loss Account	44
Cash Flow Statement	45
Notes to the Financial Statements	46
Auditors' Report on Consolidated Financial Statements	53
Consolidated Balance Sheet	55
Consolidated Profit & Loss Account	56
Consolidated Cash Flow Statement	57
Notes to the Consolidated Financial Statements	58
Proxy Form	67
Attendance Slip	69

CORPORATE INFORMATION....>>>>

BOARD OF DIRECTORS

Mr. Amit Agarwal	Whole time Director & CEO
Mr. Rameshwar Pareek	Non-Executive Independent Director
Mr. Dharam Chand Agarwal	Non-Executive Independent Director
Mr. Kamal Kant Agarwal	Non-Executive Independent Director
Mrs. Simpal Agarwal	Additional Director

Chief Financial Officer

Mr. Pradeep Kumar

COMPANY SECRETARY

Mr. Pulkit Ahuja

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: +91-11–42541201
Email address: rta@alankit.com

CORPORATE 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

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 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 25th ,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:
9th, 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, 2015

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.

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

(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 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:

	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) • 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. • 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.
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. • 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.

(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

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 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.
- 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 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 under help section or write an email to 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 17th, 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' 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.

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	Mrs. Simpal Agarwal	Mr. Amit Agarwal
Date of Birth	01.09.1973	17.07.1973
Date of original appointment	25.03.2015	15.08.2011
Qualification	Graduate	Graduate
Experience	Business management with experience in administration.	Business management with experience in Apparels
Directorships in other Companies as on March 31, 2015	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.
Chairman/ Member of the Committee of Directors of other Companies in which he/she is a Director as on March 31, 2015	Nil	Nil
Number of shares held in the Company as on March 31,2015	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 14th,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 25th , 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:
9th, 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 14th, 2015

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.