



Genus Prime Infra Limited
(Formerly Gulshan Chemfill Limited)



ANNUAL REPORT
2015-2016



CONTENTS....>>>>

Particulars	Page Nos.
Notice	3
Directors' Report and Annexure to the Directors' Report	11
Secretarial Audit Report	18
Form No. MGT-9	21
Management Discussion and Analysis Report	29
Corporate Governance Report	30
Certificates/Declaration	46
Auditors' Report	47
Balance Sheet	51
Profit & Loss Account	52
Cash Flow Statement	53
Notes to the Financial Statements	54
Auditors' Report on Consolidated Financial Statements	61
Consolidated Balance Sheet	63
Consolidated Profit & Loss Account	64
Consolidated Cash Flow Statement	65
Notes to the Consolidated Financial Statements	66
Proxy Form	74
Attendance Slip	76

CORPORATE INFORMATION....>>>>

BOARD OF DIRECTORS

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

Whole Time Director & CEO
Non-Executive Independent Director
Non-Executive Independent Director
Non-Executive Independent Director
Non-Executive Non Independent Director

Chief Finance 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 Heights,
Jhandewalan Extension,
New Delhi – 110 055
Tel: +91-11-42541234
Fax: +91-11-42541201
Email address: rta@alankit.com

CORPORATE IDENTIFICATION NUMBER

L24117UP2000PLC032010

REGISTERED OFFICE

Near Moradabad Dharam Kanta, Kanth Road
Harthala, Moradabad-244001,
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: Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad, U.P.-244001,

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 16th Annual General Meeting of Genus Prime Infra Limited (Formerly Gulshan Chemfill Limited) will be held on Saturday, 10th day of September, 2016 at 2.00 P.M at the Registered Office of the Company at Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad, U.P.-244001, 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, 2016 together with Reports of the Directors' and the Auditors' thereon.
- 2) To appoint a director in place of Mrs. Simpal Agarwal (DIN: 03072646), who retires from office by rotation and being eligible, offers herself 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. **Re-appointment of Mr. Amit Agarwal (DIN 00016133), as Whole Time Director and Chief Executive Officer of the Company.**

Consider and if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION**:

RESOLVED THAT pursuant to recommendation of the Board, Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Amit Agarwal (DIN: 00016133), as Whole Time Director and Chief Executive Officer of the Company with effect from 15th August 2016 to 14th August, 2021, upon the term(s) and condition(s) as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Amit Agarwal.

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 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 or Director(s) to give effect to the aforesaid resolution.

5. **To approve the alteration of Articles of Association of the Company.**

Consider and if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION**:

NOTICE....>>>>

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, a new set of Articles of Association, placed before the Shareholders of the Company, be and is hereby adopted and substituted in place of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”

By Order of the Board of Directors

Pulkit Ahuja
Company Secretary

Registered Office:

Near Moradabad Dharam Kanta, Kanth Road, Harthala,
Moradabad, U.P.-244001.
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, 13th August, 2016

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, 05th September, 2016 to Saturday, 10th September, 2016 (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

NOTICE....>>>>

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) The Route map to the venue of the meeting is included in this Notice for easy location.
- 14) 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.
- 15) The relevant details of persons seeking appointment/re-appointment as Directors under Item No. 2 & Point No. 4, of the Notice, as required under SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, entered into with the Stock Exchanges, are given in this Notice.
- 16) 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.
- 17) **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 under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, 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 would 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 Wednesday, September 07th 2016 (9:00 a.m.) and ends on Friday, September 09th, 2016 (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 Friday, September 02nd, 2016, 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.

NOTICE....>>>>

- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">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	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Bank Account Number as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">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.

NOTICE....>>>>

- (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. Friday, September 02nd, 2016, 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 Friday 02nd September, 2016.
- (xxiii) Mr. Anuj Gupta, Membership No. 31025, CP No. 13025, 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 in 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. Saturday, 10th September, 2016.

Pursuant to Regulations 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchanges and secretarial standard 2 issued by ICSI, information about the directors proposed to be appointed is furnished below:

NOTICE....>>>>

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, 2016	<ul style="list-style-type: none"> • Kailash Vidhyut & Ispat limited • Kailash Industries Limited • Virtuous Mining Limited • Virtuous Paper & Urja Limited 	<ul style="list-style-type: none"> • 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 is a Director as on March 31, 2016	Nil	Nil
Number of shares held in the Company as on March 31, 2016	Nil	33,87,520

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (hereinafter referred to as “the Act”) the following explanatory Statement set out all the material facts relating to the business mentioned Item No. 4&5 of the accompanying Notice dated 13th August, 2016.

Item No. 4. Re-Appointment of Mr. Amit Agarwal as Whole Time Director & Chief Executive Officer of the Company.

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Act, the Board has on the recommendation of the Nomination & Remuneration Committee, approved the appointment of Mr. Amit Agarwal as whole time director (Whole Time Director & Chief Executive Officer) for a period of Five Years with effect from 15th August, 2016, subject to the approval of members of the Company.

The period of office of Mr. Amit Agarwal shall be liable to determination by retirement of directors by rotation. Mr. Amit Agarwal is graduate has rich experience in managing business of apparels. The principle terms & conditions of Mr. Amit Agarwal as Whole Time Director & Chief Executive Officer are as fellows:-

NOTICE....>>>>

- a) Period:- For a period of 5 (Five) Years effective from 15th August, 2016.
- b) Minimum Remuneration: In the event of absence or inadequacy of net profit in any Financial Year, the remuneration payable to Mr. Amit Agarwal shall be governed by Section II of part II of Schedule V of the Act, or any modification(s) thereof.
- c) Mr. Amit Agarwal shall devote such time and attention to the business of the Company as may be necessary and be responsible for the general conduct and management of the business and affairs of the company, subject to the superintendence, control and supervision of the Board and shall have such powers carry out such duties and responsibilities as may be entrusted by the Board time to time.
- d) The terms & conditions of the appointment of Executive Director may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits specified under Schedule V of the Act or any amendments made thereafter in this regard, in such manner as may be agreed to between the Board and the Executive Director, subject to such approvals as may be required.
- e) This appointment may be terminated by either party by giving to the other party one months' notice of such termination.

Except of Mr. Amit Agarwal, being an appointee, none of the director or Key Managerial Personnel or their relatives are concerned or interested, financial or otherwise in the said resolution.

The Board Recommends the Special Resolution set out at item no. 4 of the accompanying Notice for the approval of the members. The Re-appointment of Mr. Amit Agarwal is appropriate and in the best interest of the Company.

Item No. 5: Approval for alteration of Articles of Association of the Company.

The Articles of Association of the Company currently in force were originally adopted when the Company was incorporated under the Companies Act, 1956 and were amended from time to time within the purview of applicable laws. With the introduction of the Companies Act, 2013, it is proposed to amend the existing Articles of Association to make it consistent with the provisions of Companies Act, 2013 including the Rules framed thereunder.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered Office of the Company on all working days, except Saturday and Sunday between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting and during the Annual General Meeting. The proposed draft Articles of Association is also available on the Company's website at 'www.genusprime.com' for perusal by the shareholders of the Company. The Board accordingly recommends resolution set out under item no. 5 in the Notice of this AGM for approval by the Shareholders of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the said Resolution.

By Order of the Board of Directors

Pulkit Ahuja
(Company Secretary)

Registered Office:

Near Moradabad Dharam Kanta, Kanth Road, Harthala,
Moradabad, U.P.-244001.

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, 13th August, 2016.