



GENUS PRIME INFRA LIMITED
(Formerly Gulshan Chemfill Limited)

**ANNUAL
REPORT
2021-22**

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Corporate Information

BOARD OF DIRECTORS

Mr. Amit Agarwal

Whole Time Director & CEO

Mr. Udit Agarwal

Non-Executive Independent Director

Mr. Dharam Chand Agarwal

Non-Executive Independent Director

Mr. Kamal Kant Agarwal

Non-Executive Independent Director

Mrs. Simple Agarwal

Non-Executive Non Independent Director

CHIEF FINANCIAL OFFICER

Mr. Hukam Singh

COMPANY SECRETARY

Mr. Kunal Nayar

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

Alankit House, 4E/2,

Jhandewalan Extension,

New Delhi – 110 055

Tel: +91-11-4254 1234

Fax: +91-11-4254 1201

Email address: rta@alankit.com

CORPORATE IDENTIFICATION NUMBER

L24117UP2000PLC032010

BSE CODE

532425

REGISTERED OFFICE

Near Moradabad Dharam Kanta, Kanth Road,
Harthala, Moradabad-244001,

Uttar Pradesh

Tel: +91-591-2511242

CORPORATE OFFICE

D-116, Okhla Industrial Area,

Phase-I, New Delhi-110 020

Tel: +91-11-47114800

WEBSITE & EMAIL ID

Website: www.genusprime.com

E-mail : cs.genusprime@gmail.com

GENUS PRIME INFRA LIMITED

(Formerly Gulshan Chemfill Limited)

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

CIN: L24117UP2000PLC032010

Tel.: +91-591-2511242; **Email:** cs.genusprime@gmail.com; **Website:** www.genusprime.com

Notice of the 22nd Annual General Meeting

Notice is hereby given that the 22nd Annual General Meeting of Genus Prime Infra Limited (Formerly Gulshan Chemfill Limited) will be held on Thursday, 29th day of September, 2022 at 11.30 a.m. through Video Conferencing(“VC”) / Other Audio Visual Means(“OAVM”) 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, 2022 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 pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, as amended or re-enacted from time to time, and pursuant to the recommendation of the Audit Committee of the Board of Directors of the Company, M/s Jethani & Associates, Chartered Accountants (ICAI Firm Registration No. 010749C) be and are hereby appointed as the Auditors of the Company, for a period of 5 years from the conclusion of 22nd Annual General Meeting (i.e. ensuing Annual General Meeting) of the Company till the conclusion of 26th Annual General Meeting, at such remuneration as may be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. Transaction with Related Party under Section 188 of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded for entering

into related party transactions by the Company with effect from 1st April, 2021 up to the maximum per annum amounts as appended below:

(Rs. in Lacs)

Maximum Value Of Contract /Transaction (Per Annum) w.e.f. 1st April, 2021					
	Transactions defined u/s 188(1) of the Companies Act, 2013				
	Sale, Purchase or supply of any goods, materials	Loans & Advances/ Borrowings	Leasing of property of any kind	Availing or rendering of any services;	Appointment of any agent for purchase or sale of goods, materials, services or property
Name of Related Parties :					
Companies :					
1.Genus International Commodities Limited	-	40.00	-	-	-
2.Yajur Commodities Limited		1045.00			
Directors / KMPs / Relatives of Directors and KMPs /other firms and Companies in which directors have some interest as per provisions of Section 2(76) of the Companies Act, 2013	-	-	-	-	-

RESOLVED FURTHER THAT the Board of Directors and /or any committee thereof be and is hereby authorized to do and perform all such acts, deeds or things as may be necessary or incidental thereto including to finalize any documents and writings thereto as in its absolute discretion deem proper and desirable to give effect to this resolution.”

By Order of the Board of Directors

Kunal Nayar
Company Secretary

Registered Office:

Near Moradabad Dharam Kanta, Kanth Road, Harthala,

Moradabad, U.P.-244001

Tele: +91-591-2511242;

E-mail: cs.genusprime@gmail.com;

Website: www.genusprime.com

Corporate Identification Number (CIN): L24117UP2000PLC032010

Moradabad, 05th August, 2022

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular nos.14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021 and 02/2022 dated May 05, 2022 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, (the “Act”) which sets out details relating to special business to be transacted at this annual general meeting, is annexed hereto.
3. In terms of the provisions of Section 152 of the Act, Mr. Amit Agarwal, Whole Time Director & CEO, retires by rotation at the Meeting. The Board of Directors of the Company recommended his re-appointment. Mr. Amit Agarwal is interested in the Ordinary Resolution set out at Item No. 2, of the Notice with regard to his re-appointment. The other relatives of Mr. Amit Agarwal may be deemed to be interested in the resolution set out at Item No. 2 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 to 3 of the Notice.
4. Pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the relevant details of Director seeking re-appointment at this AGM are provided in the “Annexure” to the Notice.

5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Since the AGM will be held through VC/OAVM, the Route Map of the venue of the AGM is not annexed hereto.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 23, 2022 to Thursday, September 29, 2022 (both days inclusive) in connection with the Annual General Meeting.
8. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
9. Members seeking any information with regard to the accounts of the Company or any matter to be placed at the AGM are requested to write to the Company, at an early date, so as to enable the Management to keep the information ready at the Meeting.
10. Non-Resident Indian Shareholders are requested to immediately inform their depository participant (in case of shares held in demat form) or the Company's RTA (i.e. M/s. Alankit Assignments Limited, New Delhi) (in case of shares held in physical form), as the case may be, about:
 - (i) the change in the residential status on return to India for permanent settlement;
 - (ii) the particulars of the NRE account with a bank in India, if not furnished earlier.
11. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
12. Members whose shareholding is in electronic mode are requested to notify about change of address and updates about bank account details to their respective depository participants(s) (DP), directly. Members, who hold shares in physical form, are requested to notify such changes to the Company's RTA.
13. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered

their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from the Company's website at www.genusprime.com. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the Company's RTA, in case the shares are held in physical form.

14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA for assistance in this regard. Members may also visit the Company's website at www.genusprime.com.
15. The Company has designated a separate e-mail ID of the grievance redressal division / compliance officer named 'investor.redressal.gcl@gmail.com', exclusively for the purpose of registering complaints by investors.
16. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.
17. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to 'cs.genusprime@gmail.com'.
18. In compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Notice of the 22nd AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website at www.genusprime.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL i.e. www.evotingindia.com.

However, the Company shall send a hard copy of the Notice of 22nd AGM along with Annual Report 2021-22 to those Shareholders who request for the same. Shareholders who require a hard copy of the 22nd AGM Notice and Annual Report may send their requests to the E-mail id at cs.genusprime@gmail.com.

19. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form.
20. Institutional/Corporate Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its board or governing body resolution/authorization, etc., authorizing their representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Scrutinizer by email through its registered email address to 'pskomalahuja@gmail.com' with a copy marked to 'helpdesk.evoting@cdslindia.com'.
21. Instructions for e-voting and joining the AGM are as follows:

Voting through electronic means (e-voting):

- (I) As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meeting of the company shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021 and 02/2022 dated May 05, 2022. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- (II) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021 and 02/2022 dated May 05, 2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

(III) The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

(IV) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

(V) The facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members can attend the AGM through VC/OAVM and cast their votes through e-voting.

(VI) The Notice calling the AGM has been uploaded on the website of the Company at www.genusprime.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

(VII) The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 02/2021 dated January 13, 2021, MCA Circular No.19/2021 dated December 08, 2021, MCA Circular No. 21/2021 dated December 14, 2021 and MCA Circular No. 02/2022 dated May 05, 2022.

(VIII) The instructions for shareholders for remote e-voting are as under:

- (i) The voting period begins on Monday, September 26, 2022 and ends on Wednesday, September 28, 2022. 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 22, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.