



GENUS PRIME INFRA LIMITED
(Formerly Gulshan Chemfill Limited)

**ANNUAL
REPORT**

2022-23

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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

BSE CODE

532425

COMPANY SECRETARY

Mr. Kunal Nayar

(Resigned w.e.f. 30.06.2023)

Mr. Jeevan Kumar

(Appointed w.e.f. 09.08.2023)

REGISTERED OFFICE

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

Uttar Pradesh

Tel: +91-591-2511242

AUDITORS

M/s. Jethani & Associates

Chartered Accountants,

454, Bees Dukan, Adarsh Nagar

Jaipur-302004, Rahasthan

CORPORATE OFFICE

D-116, Okhla Industrial Area,

Phase-I, New Delhi-110 020

Tel: +91-11-47114800

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

WEBSITE & EMAIL ID

Website: www.genusprime.com

E-mail : cs.genusprime@gmail.com

CORPORATE IDENTIFICATION NUMBER

L24117UP2000PLC032010

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 23rd Annual General Meeting

Notice is hereby given that the 23rd Annual General Meeting of Genus Prime Infra Limited (Formerly Gulshan Chemfill Limited) will be held on Saturday, 23rd day of September, 2023 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, 2023 together with Reports of the Directors’ and the Auditors’ thereon.
2. To appoint a director in place of Mrs. Simple Agarwal (DIN: 03072646), who retires from office by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. 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, 2022 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, 2022					
	Transactions defined u/s 188(1) of the Companies Act, 2013				
	Sale, Purchase or supply of any goods, materials	Loans & Advance s/ 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

Amit Agarwal
Whole Time Director & CEO
DIN: 00016133

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, 09th August, 2023

NOTES:

1. Pursuant to General Circulars issued by the Ministry of Corporate Affairs (“MCA”) 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, 02/2022 dated May 05, 2022 and 10/2022 dated December 28, 2022 respectively (collectively referred to as “MCA Circulars”) and other relevant circulars issued by the Securities and Exchange Board of India (“SEBI Circulars”) and in compliance with the provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Annual General Meeting (“AGM” or “Meeting”) of the Company is being conducted through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. The AGM of the Company is being convened through VC/OAVM in compliance with the applicable provisions of the Act read with all the applicable MCA Circulars and SEBI Circulars. The deemed venue for the AGM shall be the Registered Office of the Company.
2. 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 through VC/OAVM, physical attendance of members has been dispensed with in accordance with the MCA Circulars/ SEBI Circulars. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM, and hence the proxy form and attendance slip are not annexed to the Notice of AGM (“the Notice”).
3. The explanatory statement, pursuant to Section 102(1) of the Act and Secretarial Standard-2 (“SS-2”) issued by the Institute of Company Secretaries of India (“the ICS”) as approved by the Central Government on General Meetings (SS-2), setting out material facts relating to the special business mentioned in this Notice is annexed herewith and the same should be taken as part of the Notice.
4. Since the AGM is being held through VC/OAVM, the route map of the venue of the AGM is not annexed hereto.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 16th September, 2023 to 23rd September, 2023 (both days inclusive) in connection with the Annual General Meeting.
6. 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.

7. Members, seeking any information with regard to any matter to be placed at this AGM, are requested to write to the Company Secretary of the Company at an early date so as to enable the management to keep the information ready at the AGM.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, permanent account number (PAN), nominations, power of attorney, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC code), etc., to their DPs, in case the shares are held in electronic form, and to the Company's Registrar and Share Transfer Agent (i.e. M/s. Alankit Assignments Limited, New Delhi) ("RTA"), through Form ISR-1/ISR-2, as applicable, along with necessary supporting documents, in case the shares are held in physical form. Further, members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
9. Non-resident Indian shareholders are requested to immediately inform their depository participant (in case shares are held in demat/electronic form) or the Company's RTA (in case shares are 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.
10. As per the provisions of Section 72 of the Act, the facility for making nominations 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. If a member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14. If a member desires to opt out from the nomination facility, then he/she may submit the same in Form No. ISR-3. The said forms 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.
11. SEBI vide its Circular dated November 3, 2021 read with clarification dated December 14, 2021 and SEBI Circular dated March 16, 2023 has mandated compulsory furnishing of PAN, Nomination (for all eligible folios) and KYC details (i.e. contact details, bank account details and specimen signature by holders of physical securities). It has prescribed freezing of folios by RTA, wherein any of the cited documents/details are not

available on or after October 1, 2023.

It has also mandated compulsory linking of PAN and Aadhaar by all holders of physical securities. The folios in which PAN is not valid, i.e., PAN is not linked to Aadhaar, as on the notified cut-off date of June 30, 2023 or any other date as may be specified by the Central Board of Direct Taxes ('CBDT'), shall be frozen by the RTA. The Company's RTA may revert the frozen folios to normal status upon:

- receipt of all the aforesaid documents/details; or
- dematerialisation of all the securities in such folios.

Shareholders of physical securities are requested to take note of the same and furnish their KYC details at the earliest to the Company's RTA. The relevant forms for updation of KYC are available on the websites of the Company at 'www.genusprime.com' and the Company's RTA at 'www.alankit.com'. The Company, through the RTA, has sent individual letters, along with the relevant forms to the shareholders of physical securities with incomplete KYC details, requesting them to furnish/update their KYC details at the earliest. The details of various forms for updating KYC details for shareholders holding physical shares, for your reference, are as follows:

- Form ISR-1 - Request for Registering PAN, KYC Details or Changes/Updation thereof
- Form ISR-2 - Confirmation of Signature of securities holder by the Banker
- Form ISR-3 - Declaration Form for Opting-out of Nomination
- Form SH-13 - Registration of Nomination
- Form SH-14 - Cancellation or Variation of Nomination

Members, holding shares in electronic form, are requested to submit the details to their respective DPs only and not to the Company.

12. As per Regulation 40 of the SEBI Listing Regulations, securities of listed companies can be transferred, transmitted and transposed only in dematerialised form. 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 dematerialised 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'.
13. The SEBI through its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated that all listed entities shall issue the securities in dematerialised form only while processing service requests relating to issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of

securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, and transmission.

14. The Company has designated a separate email ID of the grievance redressal division/ compliance officer i.e. '**investor.redressal.gcl@gmail.com**', exclusively for the purpose of registering complaints by investors.
15. Additional information on directors recommended for appointment / reappointment as required under Regulation 36 of the LODR Regulations and applicable Secretarial Standards

Name of Director	Mrs. Simple Agarwal
Director Identification Number	03072646
Date of Birth	01.09.1973
Date of First Appointment	23.03.2015
Qualification	Graduate
Expertise in specified functional area	Business management with expertise in administration
Shareholding in Genus Prime Infra Limited	Nil
Directorships in other Listed entities	Nil
Listed entities from which the person has resigned in the past three years	Nil
Chairman/ Member of the Committee of the Board of Directors of the Company	Nil
Relationship with other Directors and KMP	Wife of elder brother of Mr. Amit Agarwal, Whole Time Director and CEO

16. All documents referred to in the Notice will 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**'.
17. In accordance with the MCA Circulars and SEBI Circulars, the Notice of AGM is being sent only through electronic mode (e-mail) to those members, whose email addresses are registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that the Notice will also be made 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 at

‘**www.evotingindia.com**’. To support this ‘Green Initiative’, members, who have not yet registered their email addresses, are requested to register the same with their DPs (in case shares are held by them in electronic form) and with the Company’s RTA (in case shares are held by them in physical form).

In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address:

- i) Members holding shares in electronic form/mode, who have not registered their email address, are requested to register the same with the DP(s) where they maintain their demat accounts, which is mandatory while e-Voting; and
- ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at **www.genusprime.com**) duly filled and signed along with requisite supporting documents to M/s. Alankit Assignments Limited at Alankit House, 4E/2, Jhandewalan Extension, New Delhi – 110 055; website: ‘**www.alankit.com**’. In case of any queries, for registering email address, Members may write to ‘**rta@alankit.com**’ and ‘**cs.genusprime@gmail.com**’.

18. The Notice of AGM will be sent to those Members / Beneficial Owners electronically, whose name will appear in the Register of Members / List of Beneficiaries received from the depositories as on Friday, August 18, 2023. Any person who has acquired shares and become member of the Company after the dispatch of this Notice and holding shares as on the cut-off date i.e. Friday, September 15, 2023 may obtain electronic copy of Notice of AGM by sending a request to the Company or Company’s RTA.
19. Institutional/Corporate members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (in PDF/JPG format) of its Board or Governing Body resolution/authorisation, etc., authorizing their representative to attend the AGM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent through the registered email address of the member to the scrutinizer at ‘**pcskomalahuja@gmail.com**’ with a copy marked to ‘**helpdesk.evoting@cdslindia.com**’.
20. Company Secretary and Compliance Officer of the Company shall be responsible for addressing all the grievances in relation to this AGM including e-voting. The Members may contact at the following address:
 - The Company Secretary and Compliance Officer, Genus Prime Infra Limited,