



# Genus Prime Infra Limited

(Formerly Gulshan Chemfill Limited)

CIN-L24117UP2000PLC032010

**Genus**  
energizing lives

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

Ph. : +91-591-2511171, 09837075702/3 Fax : +91-591-2511242

Website : [www.genusprime.com](http://www.genusprime.com)

**September 04, 2024**

**BSE Limited**

(Corporate Relationship Department),  
1<sup>st</sup> Floor, P. J. Towers,  
Dalal Street, Fort,  
Mumbai-400001  
E-mail: [corp.compliance@bseindia.com](mailto:corp.compliance@bseindia.com)

**BSE SCRIP CODE: 532425**

**Sub: Submission of Annual Report for the Financial Year 2023-24, including notice of 24th Annual General Meeting**

**Re: Disclosure under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

In terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit a copy of the Annual Report of the Company for the Financial Year 2023-24, including Notice of 24<sup>th</sup> Annual General Meeting ("AGM") of the members of the Company, scheduled to be held on Friday, 27<sup>th</sup> Day of September, 2024 at 11:30 A.M. through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM').

The same is also available on the website of the Company at [www.genusprime.com](http://www.genusprime.com).

You are requested to kindly take the above information on your record and oblige.

Thanking You,

Yours Faithfully

**For Genus Prime Infra Limited  
(Formerly Gulshan Chemfill Limited)**

**Jeevan Kumar  
Company Secretary**

**Encl: A/a**

**Gënus**  
*energizing lives*

**ANNUAL  
REPORT**

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**2023-24**

**GENUS PRIME INFRA LIMITED**  
(Formerly Gulshan Chemfill Limited)

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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  
(Till 31.03.2024)

### **Mr. Kamal Kant Agarwal**

Non-Executive Independent Director  
(Till 31.03.2024)

### **Mrs. Simple Agarwal**

Non-Executive Non Independent Director

### **Mrs. Anu Sharma**

Non-Executive Independent Director  
(Appointed w.e.f. 01.04.2024)

## CHIEF FINANCIAL OFFICER

Mr. Hukam Singh

## COMPANY SECRETARY

Mr. Jeevan Kumar

## AUDITORS

### **M/s. Jethani & Associates**

Chartered Accountants,  
454, Bees Dukan, Adarsh Nagar  
Jaipur-302004, Rajasthan

## 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](http://www.genusprime.com)  
E-mail : [cs.genusprime@gmail.com](mailto: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 24<sup>th</sup> Annual General Meeting

Notice is hereby given that the 24<sup>th</sup> Annual General Meeting of Genus Prime Infra Limited (Formerly Gulshan Chemfill Limited) will be held on **Friday, 27<sup>th</sup> day of September, 2024** 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 31<sup>st</sup> March, 2024 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.

### **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 1<sup>st</sup> April, 2023 up to the maximum per annum amounts as appended below:

**(Rs. in Lacs)**

<b>Maximum Value Of Contract/Transaction (Per Annum) w.e.f. 1<sup>st</sup> April, 2023</b>					
<b>Transactions defined u/s 188(1) of the Companies Act, 2013</b>					
	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

<b>Name of Related Parties :</b>					
<b>Companies :</b>					
1.Genus International Commodities Limited	-	40.00	-	-	-
2.Yajur Commodities Limited	-	1045.00	-	-	-
<b>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</b>	-	-	-	-	-

**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, 05<sup>th</sup> August, 2024**

## NOTES:

1. Pursuant to General Circulars Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “MCA Circulars”) and circulars issued by SEBI vide, ‘SEBI’ Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 the latest being the SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (hereinafter referred to as “SEBI Circular”), 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 ICSI”) 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 **21st September, 2024 to 27th September, 2024** (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](http://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 June 10, 2024, in supersession of its earlier circulars in this regard, has reiterated that the security holders holding securities in physical form whose folio(s) do not have PAN, Choice of Nomination, Contact Details, Bank Account Details and Specimen Signature updated, shall be eligible:
  - a) to lodge grievances or avail any service request from the RTA only after furnishing PAN, KYC details and Nomination.
  - b) for any payment including dividend, interest or redemption payment in respect of such folios, only through electronic mode with effect from April 01, 2024.

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](http://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.

Members will have to submit duly filled up Form ISR-4 for the above-mentioned requests and surrender their original securities certificate(s) for processing of service requests to the Company’s RTA. The Company’s RTA shall thereafter issue a ‘Letter of Confirmation’ / ‘Entitlement Letter’ in lieu of physical securities certificate(s), to the securities holder/claimant within 30 days of its receipt of such request after removing objections, if any. The ‘Letter of Confirmation’ / ‘Entitlement Letter’ shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the DP for dematerialising the said securities. Form ISR-4 is available on the website of the Company and its RTA.

14. The Company has designated a separate email ID of the grievance redressal division/ compliance officer i.e. ‘[investor.redressal.gcl@gmail.com](mailto: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	<b>Mr. Amit Agarwal</b>
Director Identification Number	00016133
Date of Birth	17.07.1973
Date of First Appointment	15.08.2011
Qualification	Graduate
Expertise in specified functional area	Business management with expertise in

	apparels
Shareholding in Genus Prime Infra Limited	3387520
Directorships in other Listed entities	<ul style="list-style-type: none"> <li>• Genus Apparels Limited</li> <li>• Genus International Commodities Limited</li> <li>• Genus Mobility Solutions Limited</li> <li>• J C Textiles Private Limited</li> <li>• M.K.J. Manufacturing Pvt Ltd</li> <li>• IOJO Fashion Private Limited</li> <li>• Genus Infotech LLP</li> </ul>
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	Chairman: • Genus Apparels Limited-Audit Committee
Relationship with other Directors and KMP	Younger brother of husband of Mrs. Simple Agarwal, Non-Executive Non-Independent Director

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