



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

September 24, 2018

To,
The Manager
Corporate Relationship Department
BSE Limited
1st Floor, P.J. Towers,
Dalal Street, Fort, Mumbai-400001

Scrip Code: 532425

Dear Sir/Madam,

Sub: Annual Report for the Financial Year 2017-18

This is to inform you that the 18th Annual General Meeting ("AGM") of Genus Prime Infra Limited (Formerly: Gulshan Chemfill Limited) was held on 22nd September, 2018.

In this regard and pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith Annual Report of the Company for the FY 2017-18 for your reference.

You are requested to kindly take the same on your record.

Thanking You,

Yours Faithfully

For Genus Prime Infra Limited
(Formerly Gulshan Chemfill Limited)


Kunal Nayar
Company Secretary





GENUS PRIME INFRA LIMITED
(Formerly Gulshan Chemfill Limited)

ANNUAL REPORT
2017-2018

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CORPORATE INFORMATION...>>>>

BOARD OF DIRECTORS

Mr. Amit Agarwal
Mr. Rameshwar Pareek
Mr. Dharam Chand Agarwal
Mr. Kamal Kant Agarwal
Mrs. Simple 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. 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
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. +91-591-2511171; **Fax** +91-591-2511242; **Email:** cs.genusprime@gmail.com **Website:** www.genusprime.com

Notice of the 18th Annual General Meeting

Notice is hereby given that the 18th Annual General Meeting of Genus Prime Infra Limited (Formerly Gulshan Chemfill Limited) will be held on Saturday, 22nd day of September, 2018 at 2.00 pm 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, 2018 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.
- 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."

Registered Office:

Near Moradabad Dharam Kanta, Kanth Road, Harthala,

Moradabad, U.P.-244001

Tele-+91-591-2511171 fax: +91-591-2511242;

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

Website: www.genusprime.com

Corporate Identification Number (CIN): L24117UP2000PLC032010

Moradabad, 14th August, 2018

By Order of the Board of Directors

Kunal Nayar

Company Secretary

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, 17th September, 2018 to Saturday, 22nd September, 2018 (both days inclusive).

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- 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 'investor.redressal.gcl@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 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

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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 be 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, 19th September, 2018 (9:00 a.m.) and ends on Friday, 21st September, 2018 (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 Saturday, 15th September, 2018, 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) <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	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.

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- (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.
- (i) 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. Saturday, 15th September, 2018, may follow the same instructions as mentioned above for e-Voting.
- (ii) 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.
- (iii) 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 Saturday, 15th September, 2018.
- (iv) Ms. Komal Ahuja, Practicing Company Secretary (Prop of M/s Komal & Associates, Delhi ACS No.48168, CP No.17597), of Delhi has been appointed as Scrutinizer to scrutinize 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 authorized by him in writing who shall countersign the same.
- (v) 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.
- (vi) 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, 22nd September, 2018.

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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:

Name of Director	Mrs. Simple Agarwal
Date of Birth	01.09.1973
Date of original appointment	25.03.2015
Qualification	Graduate
Experience	Business management with experience in administration
Directorships in other Companies as on March 31, 2018	<ul style="list-style-type: none">• Virtuous Mining Limited• Kailash Industries Limited• Kailash Vidyut & Ispat Limited• Genus Mobility Solutions Limited• Ishwar Shanti Sons LLP
Chairman/ Member of the Committee of Directors of other Companies in which she is a Director as on March 31, 2018	Nil
Number of shares held in the Company as on March 31, 2018	Nil

Registered Office:

Near Moradabad Dharam Kanta, Kanth Road, Harthala,
Moradabad, U.P.-244001
Tele-+91-591-2511171 fax: +91-591-2511242;
E-mail: cs.genusprime@gmail.com;
Website: www.genusprime.com
Corporate Identification Number (CIN): L24117UP2000PLC032010
Moradabad, 14th August, 2018

By Order of the Board of Directors

Kunal Nayar
Company Secretary

Route Map of the venue of 18th Annual General Meeting of Genus Prime Infra Limited



DIRECTOR'S REPORT ...>>>>

DIRECTORS REPORT

Dear Members,

Your Directors are pleased to present before you the Eighteenth Annual Report along with Audited Financial Statements of your Company for the year ended 31st March, 2018.

FINANCIAL HIGHLIGHTS

(Rs. in Lacs)

Particulars	Current Year March 31, 2018	Previous Year March 31, 2017
Revenue	0.00	0.00
Total expenses	19.61	20.43
Profit/ (Loss) before Exceptional and Extraordinary items and Tax	(0.80)	(12.18)
Exceptional Items	0.00	0.00
Profit/ (Loss) before Extraordinary items and Tax	(0.80)	(12.18)
Extraordinary Items	0.00	0.00
Profit before Tax	(0.80)	(12.18)
Tax Expenses	0.00	0.00
Profit/ (Loss) for the period	(0.80)	(12.18)
Earnings per share (after extraordinary items) (Basic) (In Rs.)	(0.01)	(0.09)
Earnings per share (after extraordinary items) (Diluted) (In Rs.)	(0.01)	(0.09)

Operations

The Company incurred a cash loss of Rs. 0.80 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 31st March, 2018, was Rs. 381.47 Lacs consisting of 14073500 equity shares of Rs. 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.

Related Party Transactions

During the year, the Company has not entered into any contracts/arrangements/transactions which could be considered material in accordance with the policy of the Company on Material Related Party Transactions. The Policy on materiality of related party transactions and dealing with related party transactions can be accessed on the Company's website at the link www.genusprime.com.

Fixed Deposits

During the year under review, your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

DIRECTOR'S REPORT ...>>>>

Report On Corporate Governance

Your Company upholds the standards of governance and is compliant with the Corporate Governance Provisions as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Our report on Corporate Governance forms part of this annual report and attached with this report. Certificate from the Statutory Auditors of the Company viz. M/s. D. Khanna & Associates, Chartered Accountants confirming the compliance with the conditions of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is included as a part of this report.

Further, the Management Discussion and Analysis Report and CEO/CFO Certificate as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are also presented in separate sections forming part of the Annual Report.

Code of Conduct

All board members and senior management personnel have affirmed compliance with the provisions of Code of Conduct of the Company on annual basis, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2016. The Code of Conduct is also placed on Company's website www.genusprime.com.

Material Changes and Commitments, affecting the Financial Position of the Company between the End of the Financial Year and the Date of this Report

The Company is proposing to take up the matter of right issue from the primary market as to achieve the minimum percentage of public shareholding and no other material changes and commitments have occurred after the close of the year till the date of this Report, which affect the financial position of the Company.

Subsidiaries, Joint Ventures and Associate Companies

The Company has three subsidiaries as on March 31, 2018 and it has published the audited consolidated financial statements for the financial year 2017-18 and the same forms part of the Annual report for the financial year commencing from the 1st day of April, 2017 and ending on the March 31, 2018 pursuant to the Companies (Accounts) Amendment Rules, 2014 issued vide notification dated October 14, 2014. The consolidated financial statements presented by the Company include financial information of its subsidiaries 'Sansar Infrastructure Private Limited', 'Sunima Trading Private Limited' and 'Star Vanijya Private Limited' prepared in compliance with the applicable Accounting Standards. Further, a statement containing salient features of the financial statement of our subsidiaries in the prescribed format Form AOC-1 is attached as Annexure A.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and audited accounts of the subsidiaries are available on the website of the Company at www.genusprime.com.

The Policy for determining material subsidiaries may be accessed on the Company's website at the link www.genusprime.com.

Risk Management and Internal Control Systems

The Company has laid down a procedure to inform Board members about the risk assessment and minimization procedures. The Board of Directors has framed the Risk Management Policy to anticipate and report potential risk in time and proper implementation of control to mitigate the negative impact of risk.

Whistle blower and Vigilance Mechanism

Your Company has formulated and implemented a 'Whistleblower and Vigilance Policy' with a view to provide a mechanism for directors and employees of the Company to approach the Vigilance Officer /Chairperson of the Audit Committee of the Company. Under this mechanism, Whistleblower can report the concerns of unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy. Any actual or potential fraud or violation of the Company's Codes/Policies, howsoever insignificant or perceived as such, remains a matter of serious concern for the Company. The Company takes appropriate action against any Officer whose actions are found to violate the Code or any other policy of the Company, after giving him a reasonable opportunity of being heard. The Whistleblower and Vigil Mechanism Policy has been uploaded on the website of the Company and can be accessed at the link www.genusprime.com.

DIRECTOR'S REPORT ...>>>>

Prevention of Insider Trading

Pursuant to the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and to prevent Insiders from procuring, communicating, providing or allowing access to unpublished price sensitive information unless required for discharge of duties, the Company has formulated and adopted the code of conduct ("the Code") for regulating, monitoring and reporting of trading by insiders, with effect from 15th May, 2015. The Company has received an affirmation for compliance with the Code, from all the designated persons as defined in the Code.

Directors

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mrs. Simple Agarwal, (DIN: 03072646) Director of the Company, retire by rotation at the ensuing Annual General Meeting and she being eligible, has offered herself for re-appointment. The brief resume of Director seeking appointment/reappointment is given in the Notice of the AGM.

Key Managerial Personnel

Mr. Amit Agarwal, Whole time Director & Chief Executive Officer, Mr. Hukam Singh, Chief Financial Officer and Mr. Kunal Nayar, Company Secretary of the Company are the Key Managerial Personnel as per the provisions of the Companies Act, 2013. Mr. Hukam Singh was appointed as the Chief Financial Officer (CFO) of the Company w.e.f. 1st May, 2017.

Number of Board Meetings Held

During the Financial Year 2017-18, the Board of Directors of the Company met 6 (Six) times on 26th May, 2017, 29th June, 2017, 31st July, 2017, 04th October, 2017, 11th December, 2017 and 31st January, 2018.

Further, a separate meeting of the Independent Directors of the Company was also held on 12th February, 2018, where at the prescribed items enumerated under schedule IV to the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, were discussed.

Further, details of board meetings have been provided in the Corporate Governance Report.

Committees of the Board

The Board has constituted three committees namely Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee to manage the work of the Board in effective manner and to deal with urgent or special issues/matters and in compliance with the requirements of the relevant provisions of applicable laws and statutes.

Further, the company in its board meeting held on 16th July, 2018 has constituted the Right Issue Committee to manage and control the working of proposed right issue in effective manner. A detailed note on Board and its committees, terms of reference etc. is provided under the Corporate Governance Report section of this Report.

Board Evaluation

In line with the statutory requirements enshrined under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board carried out performance evaluation of itself, its committees, the Chairman and each of the other directors.

All the Directors and the Board as a whole and its committees were evaluated on the basis of framework adopted by the Board of the Company. The Board and the performance of committees was evaluated after taking inputs and recommendations from all the directors on the basis of the criteria such as the composition and structure, effectiveness, functioning, governance, level of engagement, contribution of time & efforts, independence of judgment etc.

The Nomination and Remuneration Committee also reviewed the performance of the individual directors on the basis of criteria such as the performance of specific duties, obligations and governance, level of engagement, independence of judgment and contribution of the individual director to the Board and committee meetings. The performance of the Independent Directors and Non-Independent Directors were evaluated separately.

DIRECTOR'S REPORT ...>>>>

In a separate meeting of Independent Directors, performance of Non-Independent Directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of Executive and Non-Executive Directors.

The details of programme for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, and related matters are uploaded on the website of the Company at the link www.genusprime.com.

Company Policy on Directors appointment and remuneration including criteria for determining qualifications, positive attributes, independence.

The company has adequate policy for appointment and remuneration of its Directors. The managing director, whole-time director/ executive director are appointed taking into account their skills, knowledge, personal and professional ethics and does not appoint or continue the employment of any person as managing director or whole-time director/executive director who —

- a. is below the age of twenty-one years or has attained the age of seventy years;
- b. is an undischarged insolvent or has at any time been adjudged as an insolvent;
- c. has at any time suspended payment to his creditors or makes, or has at any time made, a composition with them; or
- d. has at any time been convicted by a court of an offence and sentenced for a period of more than six months.

Their terms and conditions of such appointment and remuneration payable are approved by the Board of Directors at a meeting, subject to approval of the shareholders at the next general meeting of the Company and by the Central Government in case such appointment is at variance to the conditions specified in that Schedule. All the other provisions under section 196,197 and rules as applicable of Companies Act, 2013 are considered for their appointment and remuneration.

The Nomination and Remuneration Committee has laid down the evaluation criteria for performance evaluation of independent directors. The performance evaluation of independent directors is done by the entire Board of Directors (excluding the director being evaluated). On the basis of the report of performance evaluation, it is determined whether to extend or continue the term of appointment of the independent director.

Directors' Responsibility Statement

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, your Directors, hereby state and confirm that:

- (i) in the preparation of annual accounts, the applicable accounting standards have been followed along with the proper explanation relating to material departures, if any;
- (ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2018 and of the profit and loss of the Company for that period;
- (iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- (iv) the annual accounts are prepared on a 'going concern' basis.
- (v) they have laid down internal financial controls in the Company that are adequate and were operating effectively.
- (vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

Auditors and Auditor's Report

(1) Statutory Auditors

The Auditors, M/s. D. Khanna & Associates, Chartered Accountants, hold office until the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. The Audit Committee and the Board of Directors of the Company have

DIRECTOR'S REPORT ...>>>>

recommended the re-appointment of M/s. D. Khanna & Associates, Chartered Accountants, as the Statutory Auditors of the Company. The Company has received a letter from them to the effect that their reappointment, if made, would be within the limits prescribed under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for re-appointment. The Notes on Financial Statements referred to in the Auditors' Report are self-explanatory and do not call for any comments/explanations.

(2) **Secretarial Audit**

According to the provisions of section 204 of Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit Report submitted by Company Secretary in Practice is enclosed as an Annexure-B of this report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Corporate Social Responsibility

In terms of reference to Section 135 of Companies Act, 2013, the Company does not need to constitute a Corporate Social Responsibility Committee. Your Directors have immense pleasure in sharing that the Company has always been earnest for contributing towards the betterment of society. The Company strives to achieve a fine balance between social, environmental and economic benefits to the communities in which it operates.

Extract of Annual Return

As provided under Section 92(3) of the Companies Act, 2013, the extract of annual return is given in Annexure-C in the prescribed Form MGT-9, which forms part of this report.

Listing of Shares

The shares of the Company are listed on BSE Limited (BSE).

Conservation of Energy, Research and Development, Technology Absorption, Foreign Exchange Earnings and Outgo

The information required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is not applicable as at present, your Company does not have any business operations.

Particulars of Employees and Other Related Disclosures

In terms of provision of Section 197 (12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company will be furnished upon request. In terms of proviso to Section 136(1) of the Companies Act 2013, the Annual Report is being sent to the shareholders excluding the information as aforesaid. The said statement is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of ensuing Annual General Meeting.

Acknowledgement

The Directors wish to place on record their deep sense of appreciation to all the employees of the Company for their support given to the management of the Company. Your Directors also acknowledge gratefully the shareholders for their support and confidence reposed on the Company.

For and on behalf of the Board of Directors

14th August, 2018
Moradabad

Simple Agarwal
Director
DIN: 03072646

Amit Agarwal
Whole Time Director & CEO
DIN: 00016133

**Statement pursuant to first proviso to Section 129(3) of the
Companies Act, 2013 read with rule 5 of Companies (Accounts) Rules,2014**

S.No.	Particulars			
1	Name of the Subsidiary Company	Sansar Infrastructure Private Limited	Sunima Trading Private Limited	Star Vanijya Private Limited
2	Financial year of the subsidiary companies ended on	31.03.2018	31.03.2018	31.03.2018
3	Date from which it became subsidiary	2012-13	2012-13	2012-13
4	(i) No. of shares held by holding company with its nominee in the subsidiary at 31.03.2018	330600	340000	376800
	ii) Extent of interest of holding company as at 31.03.2018	100%	100%	100%
5	The net aggregate amount of profits/(losses) of the subsidiary for the above financial year of the subsidiary so far as it concern the members of holding company:	-	-	-
	(i) dealt with in the accounts of holding company for the financial year ended March 31st, 2018			
	(ii) not dealt with in the accounts of holding company for the financial year ended March 31st, 2018 (Rs.)	16507	17842	16869
6	The net aggregate amount of profits/(losses) of the subsidiary for the previous financial year of the subsidiary since it become a subsidiary so far as it concerns the members of holding company :	-	-	-
	(i) dealt with in the accounts of holding company for the financial year ended March 31st, 2017			
	(ii) not dealt with in the accounts of holding company for the financial year ended March 31st, 2017 (Rs.)	19346	14595	13274

For and on behalf of the Board of Directors

Simple Agarwal
Director
DIN NO. 03072646

Amit Agarwal
Whole time Director & CEO
DIN NO. 00016133

Hukam Singh
Chief Financial Officer

Kunal Nayar
Company Secretary

Secretarial Audit Report

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018.

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Genus Prime Infra Limited (Formerly: Gulshan Chemfill Ltd.),
Near Moradabad Dharam Kanta, Kanth Road,
Harthala, Moradabad-244001 (U.P.)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Genus Prime Infra Limited (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2018 (audit period), complied with the statutory provisions listed hereunder and also that the company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2018, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and the SEBI (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014-notified on 28-10-2014 (not applicable to company during the audit period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to company during the audit period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the audit period);
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to company during the audit period); and

SECRETARIAL AUDIT REPORT ...>>>>

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to company during the audit period);
- (vi) There being no business activity within the company during audit period the company has a few employees only, and that during audit period, no industrial and special laws otherwise were applicable to the company.
- (vii) We have also examined compliance with the applicable clauses/regulations of the following:-
 - (i) Secretarial Standards issued by the Institute of Company Secretaries of India;
 - (ii) The Listing Agreement entered into by the company with Stock Exchanges;
 - (iii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 –notified on 02-09-2015 and effective from 01-12-2015, subject to the Following:-
 - (a) In response to SEBI's communications dated 18th May, 2016 with respect to company's public shareholders fell below threshold limit of 25%, as required under Rules 19A of SCR, 1957 and Regulation 38 of SEBI (LODR), 2015, the company vide its letter dated 19.06.2016/21.05.2016 addressed to SEBI, submitted the steps being taken to comply with the requirement and requested to grant one year extension for the said purpose. Subsequently, with respect to non-compliance intimated by SEBI vide its Letters dated 17.5.2018 and dated 25.5.2018 pertaining to Minimum Public Shareholding, company submitted vide its Letter dated 29.5.2018 to SEBI that its Promoters/Promoter group are taking necessary steps to remedies the violation in the matter early.
 - (b) Company received a Notice dated 29.05.2017 from SEBI on violations of provisions of SAST Regulations, 1997 and Prohibition of Insider Trading Regulations, 1992 for failure of making disclosures and under Listing Agreement for wrongful quarterly disclosure. Written submissions and representation explaining the position were made and the proceedings thereof are before the Hon'ble Adjudicating Officer, SEBI, Mumbai, for consideration in the matter, as explained.
 - (c) The CSR provisions were not applicable to the company during the audit period.

We further report that:

- (i) The Board of Directors of the company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- (ii) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- (iii) All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of all such meetings.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there are no specific events/actions having a major bearing on the company's affairs in pursuance of laws, rules, regulations, guidelines, standards, etc. referred to above.

**For C. M. BINDAL & COMPANY
COMPANY SECRETARIES**

(C.M. BINDAL)

Date: 14th August, 2018
Place: Jaipur

**PROPRIETOR
FCS No.103, CP No.176**

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

SECRETARIAL AUDIT REPORT ...>>>>

‘Annexure-A’

To,
The Members,
Genus Prime Infra Limited,
(Formerly: Gulshan Chemfill Limited)
Near Moradabad Dharam Kanta, Kanth Road,
Harthala, Moradabad-244001 (U.P.)

Our Report of even date is to be read along with this Letter.

1. Maintenance of Secretarial Records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For C. M. BINDAL & COMPANY
COMPANY SECRETARIES**

(C.M. BINDAL)

PROPRIETOR

FCS No.103, CP No.176

Date: 14th August, 2018
Place: Jaipur

Form No. MGT-9

Extract of Annual Return

as on the financial year ended on 31st March, 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	:	L24117UP2000PLC032010
ii)	Registration Date	:	20.10.2000
iii)	Name of the Company	:	Genus Prime Infra Limited (Formerly Gulshan Chemfill Limited)
iv)	Category / Sub-Category of the Company	:	Company Limited by Shares
v)	Address of the Registered office and contact details	:	Near Moradabad, DharamKanta, Kanth Road, Harthala, Moradabad-244001, U.P. Telefax +91-591-2511242
vi)	Whether listed company	:	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent	:	Alankit Assignments Limited 1E/13, Alankit House, Jhandewalan Extension, Delhi-110055 Tel: 011-42541234; Fax: 011-42541201 E-mail- rta@alankit.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company are given below:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	Infrastructure	42100	Nil

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Star Vanijya Private Limited Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad-244001, UP	U51109UP2008PTC093817	Subsidiary	100%	2(87)(ii)
2	Sansar Infrastructure Private Limited Village Aghwanpur, Kanth Road , Moradabad-244001, UP	U70109UP2008PTC093173	Subsidiary	100%	2(87)(ii)
3	Sunima Trading Private Limited Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad-244001, UP	U51909UP2008PTC093761	Subsidiary	100%	2(87)(ii)

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SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	11189523	0	11189523	79.51	11189523	0	11189523	79.51	0
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt. (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (1):-									
(2) Foreign									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of Promoter (A) = (A) (1)+(A)(2)	11189523	0	11189523	79.51	11189523	0	11189523	79.51	0
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FII	200	0	200	0.001	200	0	200	0.001	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others:									
FPI – Corporate Cat-II	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	200	0	200	0.001	200	0	200	0.001	0
(2) Non-Institutions									

FORM NO. MGT-9...>>>>

a) Bodies Corp.									
i) Indian	695507	13200	708707	5.04	666408	13200	679608	4.83	-0.21
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs 2 lakh	1810760	361510	2172270	15.44	1622689	355710	1978399	14.06	-1.38
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	0	0	0	0	115017	0	115017	0.82	0.82
c) Others:									
i) NRI's	2800	0	2800	0.02	2783	0	2783	0.02	0
ii) Clearing Members	0	0	0	0	700	0	700	0.01	0.01
iii) Resident (HUF)	0	0	0	0	104777	0	104777	0.74	0.74
d) NBFC registered with RBI	0	0	0	0	2493	0	2493	0.02	0.02
Sub-total (B)(2):-	2509067	374710	2844141	20.50	2514867	368910	2998794	20.50	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	2509267	374710	2844341	20.50	2515067	368910	2998994	20.50	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	13698790	374710	14073500	100	13704590	368910	14073500	100	0

ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			Shares of % change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Rajendra Agarwal	4367782	31.04	0	4367782	31.04	0	0.00
2	Jitendra Agarwal	3434221	24.40	0	3434221	24.40	0	0.00
3	Amit Kumar Agarwal	3387520	24.07	0	3387520	24.07	0	0.00

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iii) Change in Promoters' Shareholding

Sl. No.	Name of Promoter	Shareholding		Change during the year			Cumulative Shareholding during the year (01-04-17 to 31-03-18)	
		No. of Shares at the beginning (01-04-17) / end of the year (31-03-18)	% of total shares of the company	Date	Increase / Decrease in shareholding	Reason	No. of Shares	% of total shares of the company
1	Rajendra Agarwal	4367782	31.04				No Change	
		4367782	31.04					
2	Jitendra Agarwal	3434221	24.40				No Change	
		3434221	24.40					
3	Amit Kumar Agarwal	3387520	24.07				No Change	
		3387520	24.07					

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name of Shareholder	Shareholding		Change during the year			Cumulative Shareholding during the year (01-04-17 to 31-03-18)	
		No. of Shares at the beginning (01-04-17) / end of the year (31-03-18)	% of total shares of the company	Date	Increase / Decrease in shareholding	Reason	No. of Shares	% of total shares of the company
1	ARHAM VYAPAAR PRIVATE LIMITED	533000	3.79					
No change								
		533000	3.79					
2	SNEHALATHA SINGHI	115017	0.82					
No change								
		115017	0.82					
3	PUSHKAR BANIJYA LIMITED	75678	0.54					
No change								
		75678	0.54					
4	JOSHI VIPULKUMAR KIRITBHAI	34450	0.24					

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				09.03.2018	100	Sale	34350	0.24
				30.03.2018	600	Sale	33750	0.24
		33750	0.24					
5	ANKUR PASARI	49806	0.35					
No change								
		49806	0.35					
6	PALLVI BAJORIA	41918	0.30					
No change								
		41918	0.30					
7	THAKKER BHUPENDRA	34152	0.24					
No change								
		34152	0.24					
8	SHANKAR LAL AGARWAL	27223	0.19					
No change								
		27223	0.19					
9	TAPTI GUPTA	27350	0.19					
No change								
		27350	0.19					
10	ABHISHEK AGRAWAL	25424	0.18					
No change								
		25424	0.18					

v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of Shareholder	Shareholding		Change during the year			Cumulative Shareholding during the year (01-04-17 to 31-03-18)	
		No. of Shares at the beginning (01-04-17) /end of the year (31-03-18)	% of total shares of the company	Date	Increase / Decrease in share-holding	Reason	No. of Shares	% of total shares of the company
1	Amit Agarwal	3387520	24.07		No Change		3387520	24.07

FORM NO. MGT-9...>>>>

v) **INDEBTEDNESS (Rs In Lakhs):**

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

Particular	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	Nil			
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
Addition				
Reduction				
Net Change Indebtedness				
At the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

VI) **REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

A. **Remuneration to Managing Director, Whole-time Directors and/or Manager**

(Rs in Lacs)

Sl. No.	Particulars of Remuneration	Whole-time Director	Total Amount
		Amit Agarwal	
1	Gross salary	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit - others, specify...	-	-
5	Others, please specify	-	-
	Total (A)	-	-
Ceiling as per the Act (@ 10% of net profits calculated under Section 198 of the Companies Act, 2013)			

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B. Remuneration to other directors

(Rs in Lacs)

Sl. No.	Particulars of Remuneration	Rameshwar Pareek	Dharam Chand Agarwal	Kamal Kant Agarwal	Simple Agarwal	Total Amount
1		Independent Directors	Independent Directors	Independent Directors	Non-independent Directors	
	Fee for attending board / committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
2		Other Non-Executive Directors				
	Fee for attending board / committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration (A+B)	-	-	-	-	-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(Rs in Lacs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		CFO	Company Secretary	
1	Gross salary	Hukam Singh*	Kunal Nayar	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,83,400	2,62,500	6,45,900
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
5	Others, please specify	-	-	-
	(a) LTA, Reimbursement and Others	-	-	-
	Total (C)	3,83,400	2,62,500	6,45,900

*Note: Mr. Hukam Singh has been appointed as CFO of the Company w.e.f 01st May, 2017

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VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

(Rs in Lacs)

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY			NIL		
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

MANAGEMENT DISCUSSION AND ANALYSIS REPORT...>>>>

(Forming part of Directors' Report)

Economic Review & Industry Review

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF) and it is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. India's GDP is estimated to have increased 6.6 per cent in 2017-18 and is expected to grow 7.3 per cent in 2018-19.

India's gross domestic product (GDP) at constant prices grew by 7.2 per cent in September-December 2017 quarter as per the Central Statistics Organisation (CSO). Corporate earnings in India are expected to grow by 15-20 per cent in FY 2018-19 supported by recovery in capital expenditure, according to JM Financial.

The tax collection figures between April 2017- February 2018 show an increase in net direct taxes by 19.5 per cent year-on-year and an increase in net direct taxes by 22.2 per cent year-on-year.

India has retained its position as the third largest startup base in the world with over 4,750 technology startups, with about 1,400 new start-ups being founded in 2016, according to a report by NASSCOM.

India's labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation, and higher education enrolment, among other factors, according to a study by ASSOCHAM and Thought Arbitrage Research Institute.

India's foreign exchange reserves were US\$ 422.53 billion in the week up to March 23, 2018, according to data from the RBI.

Opportunities and Threats, Outlook, Performance and Risks and Concern

The Company understands that in order to ensure consistent business growth, it is indispensable that risks be effectively identified, analyzed and then mitigated by means of appropriate control measures. Your Company is exposed to a number of risks such as economic, regulatory, operational, taxation and environmental risks. Your company foresees some of the risks that may arise in its normal course of its business and impact its ability for future developments include inter-alia, credit risk, liquidity risk, regulatory risk and market risk. Accordingly, your Company has established a framework and process to monitor the exposures to implement appropriate measures in a timely and effective manner.

Internal Control Systems and Their Adequacy

The Company has a proper and adequate system of internal controls to ensure that all resources are utilized optimally, compliances are done regularly and financial reports are accurate. The internal control system is supplemented by an internal audits, review by management and documented policies, guidelines and procedures. The Statutory Auditors and Internal Auditors of the Company also interact with the Audit Committee to share their findings and the status of corrective actions under implementation. The Audit Committee regularly evaluates the internal financial controls and risk management systems of the Company.

Human Resource Development and Industrial Relations

Your Company lay great emphasis on proper management of human resource and recognizes human assets as a primary source for the accomplishment of its long term goals and objectives. Your Company has qualified and experienced staff, ready to take challenges in day-to-day activities. Their unflinching and on-time performance allows us to run the Company smoothly.

Disclaimer Clause

Statements in the Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and incidental factors.

CORPORATE GOVERNANCE REPORT...>>>>

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of the Listing Agreement with the Stock Exchange, a report on Corporate Governance in accordance with SEBI prescribed format is given below:

A) Company's Corporate Governance Philosophy

Genus Prime Infra Limited (Formerly Gulshan Chemfill Limited) always ensures building trust with all its stakeholders based on the principles of good corporate governance. The Company has always adopted 'best practices' to ensure that the Company's affairs are being managed in the most accountable, professional and transparent manner in order to protect the interest of all the Stakeholders as a whole. Our philosophy is concerned with the compliance of all laws as are applicable on the Company.

B) Board Of Directors

A brief profile of each of the Board members is presented below-

Mr. Amit Agarwal (DIN: 00016133), aged 45 years, is a Commerce graduate. He has vast and rich experience of apparels industry. He is an energetic businessman with strong ability to provide suggestions and value addition to the business of the Company. He is also Director in Genus Apparels Limited, Genus International Commodities Limited, J C Textiles Private Limited, True Home Décor Private Limited, M.K.J. Manufacturing Pvt Ltd and Genus Mobility Solutions Limited and designated partner of Genus Infotech LLP.

Mr. Rameshwar Pareek (DIN: 00014224), aged 74 years, holds a Master's degree in Economics. He brings with him vast rich experience of nearly 39 eminent years in the field of trade policies, corporate & commercial law, accounting and auditing techniques. He was associated with Rajasthan Financial Corporation, Jaipur and also served on deputation the Bureau of Industrial Promotion (BIP), Jaipur. His focus always remains on improvising standard of Accounting and Corporate Governance in the Company by adopting and adhering to the policies and practices that are ethical and transparent. He is a Non-Executive and Independent Director of the Company. He is also a Director of Kailash Vidyut & Ispat Limited, K G Petro Chem Ltd, Genus Power Infrastructures Limited, Genus Paper & Boards Limited, Virtuous Infra Limited and Star Vanijya Private Limited.

Mr. Kamal Kant Agarwal (DIN: 01641506), aged 58 years, is a Commerce graduate. He has a rich and vast experience of automobile industry especially retail, distribution etc. He has a pioneering vision and strive to look for business opportunities. He is also a Director in Ganganagar Agencies Limited, Mata Stone Private Limited, Sansar Infrastructure Private Limited and Sunima Trading Private Limited.

Mr. Dharam Chand Agarwal (DIN: 00014211), aged 66 years, is a Commerce graduate. He is a prominent businessman and has vast experience and proficiency in business management with a strong background in financial arenas. With great entrepreneur skills, he has made his mark in the business of Timber & Plywood in India. He is a Non-Executive and Independent Director of the Company. He is also a Director on the Board of Genus Power Infrastructures Limited.

Mrs. Simple Agarwal (DIN: 03072646), aged 44 years, is an Arts graduate. She has a rich experience and in-depth knowledge of business environment and operational structure. She is a Non-Executive Non Independent Director of the Company. She is also Director in Kailash Vidyut & Ispat limited, Kailash Industries Limited, Virtuous Mining Limited and Genus Mobility Solutions Limited and designated partner of Ishwar Shanti Sons LLP.

(i) Composition

The composition of the Board is in conformity with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Listing Agreements entered into with the stock exchanges. The Board has an optimal combination of executive and non-executive directors with one woman director. As on March 31st, 2018, the Company has five directors. Out of the five directors, one is executive director, one is non-executive non-independent director and three are independent directors. The Chairman of the Company, Mr. Rameshwar Pareek, is a non-executive director and one-third of the Board comprises independent directors.

The names and categories of the Directors, their attendance at the Board meetings held during the year under review and at the last Annual General Meeting, the number of Directorships and Committees positions held by them in other public limited companies as on 31st March, 2018 are given below:

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Name of the Director	Category	Promoter (P) / Non Promoter (NP)	Attendance at last AGM	No. of Board Meetings attended	No. of Directorships of other Indian Companies	No. of Membership(s) / Chairmanship(s) of Board Committees in other Companies
Mr. Amit Agarwal	Executive Director	P	Yes	6	5	-
Mrs. Simple Agarwal	Non-Executive, Non Independent Director	NP	Yes	6	4	-
Mr. Rameshwar Pareek	Non-Executive Independent Director	NP	Yes	6	6	5 (Including 2 as Chairman)
Mr. Dharam Chand Agarwal	Non-Executive Independent Director	NP	Yes	6	1	2 (Including 1 as Chairman)
Mr. Kamal Kant Agarwal	Non-Executive Independent Director	NP	Yes	2	4	-

The Directorships held by Directors as mentioned above, do not include directorships in foreign companies and companies under Section 8 of the Companies Act, 2013.

The Committee Chairmanships/Memberships are within the limits laid down in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Committee membership includes memberships of Audit Committee and Stakeholders' Relationship Committee in all public limited companies (whether listed or not) excluding Genus Prime Infra Limited (Formerly Gulshan Chemfill Limited).

No Director is related to any other Director on the Board in terms of the definition of 'relative' given under the Companies Act, 2013.

As per the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, particulars of directors seeking appointment/re-appointment at the ensuing AGM are given in the Notice of the AGM.

(ii) Number of Board Meetings held:

The Board of Directors duly met 6 times during the financial year from 1st April, 2017 to 31st March, 2018. The dates on which the meetings were held are as follows:

26.05.2017, 29.06.2017, 31.07.2017, 04.10.2017, 11.12.2017 and 30.01.2018.

The Meetings of the Board have been held at regular intervals with a maximum time gap between two meetings of not more than one hundred and twenty days. The necessary quorum was present for all the meetings. All the requisite matters of business including the information as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were placed before the board for its consideration and/or approval. The Minutes of the proceedings of the Board of Directors are noted and the draft minutes are circulated amongst the Members of the Board for their perusal.

(iii) Independent Directors:

The Company has complied with the provisions of Section 149(6) of the Companies act, 2013 and provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the Independent Directors have confirmed that they meet the criteria as mentioned under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013.

None of the Independent Directors of the Company served as Independent Director in more than seven listed companies and those Independent Directors who are serving as a whole-time director in any listed company has not served as Independent Director in more than three listed companies. The maximum tenure of Independent Directors is in accordance with the Companies Act and

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SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has issued formal letter of appointment to Independent Directors in the manner as provided in the Companies Act, 2013.

The Directors are provided with necessary documents, reports and internal policies to enable them to familiarize with the Company's procedures and practices. They are also familiarized with their roles, rights and responsibilities, nature of the industry in which the Company operates, business model of the Company, etc. The details of such familiarization programme have been disclosed on the website of the Company and a web link thereto is www.genusprime.com.

The performance evaluation of Independent Directors has been done by the entire Board of Directors (excluding the director being evaluated). All the Directors possess knowledge in the field of administration, business and industry. The presence of directors in our Board is advantageous and their continuing efforts for the welfare of the Company as a whole may lead to great heights.

The Independent Directors of the Company meet at least once in every financial year without the presence of Executive directors and Management Personnel. All the Independent Directors of the Company were present at this meeting. The Independent Directors in this meeting have:

- Reviewed the performance of non-independent directors and the Board as a whole;
- Reviewed the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors; and
- Assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Company has not paid any fees/compensation, to its non-executive directors, including independent directors.

(C) Committee

The Board has constituted committees to provide detailed and necessary assistance in Company's matters. The terms of reference of the Board's committees are determined by the Board. Minutes of the proceedings of each Committee meetings are circulated to the Directors and placed before Board Meeting for noting. The details of the Committees constituted by the Board are given herein below:

I. Audit Committee:

The Audit Committee reviews the audit reports submitted by Internal Auditors, Statutory Auditors, financial results, effectiveness of internal audit processes and the Company's risk management strategy. The committee's composition of the Company is in conformance with the regulatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 177 of the Companies Act, 2013.

All the members of Audit Committee except Mr. Amit Agarwal are Independent Non-Executive Directors. The Chairman of the Audit Committee is financially literate and majority of them are having accounting or related financial management experience. The representative of statutory auditors and internal auditor are generally the invitees of the meeting. The Company Secretary of the Company is Secretary of the Committee. The Committee had total six meetings during the year i.e. 29.04.2017, 26.05.2017, 31.07.2017, 04.10.2017, 11.12.2017 and 30.01.2018. The requisite quorum was present for all the meetings. The maximum time gap between any two meetings was not more than four calendar months. The Chairman of the Audit Committee was present at the last Annual General Meeting.

The powers of the Audit Committee are as under:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

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The terms of reference of the Audit Committee, inter alia, includes the following:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommend the appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to;
 - a) Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section 3 of section 134 of the Act;
 - b) Changes, if any, in accounting policies and practices and reasons for the same;
 - c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - d) Significant adjustments made in the financial statements arising out of audit findings;
 - e) Compliance with listing and other legal requirements relating to financial statements;
 - f) Disclosure of any related party transactions; and
 - g) Qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- Review and monitor the auditors' independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors for any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults, if any in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

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- To review the functioning of the Whistle Blower mechanism;
- To review and oversees the vigil mechanism of the Company in-line with the requirement of provisions of Section 177(9) of the Companies Act, 2013 read with rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014;
- Approval of appointment of CFO after assessing the qualifications, experience & background, etc. of the candidate;
- To mandatorily review the following information:
 - a) Management discussion and analysis of financial condition and results of operations;
 - b) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
 - c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - d) Internal audit reports relating to internal control weaknesses; and
 - e) The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee.
- To review the financial statements, in particular, the investments made by the unlisted subsidiary company, if any; and
- Carrying out any other function as assigned by the Board of Directors.

The details of Composition, name of Members and attendance during the year:

Name of the Director	Position	No. of Meetings held	No. of Meetings Attended
Mr. Dharam Chand Agarwal	Chairman	6	6
Mr. Kamal Kant Agarwal	Member	6	6
Mr. Amit Agarwal	Member	6	6

II. Nomination and Remuneration Committee:

The Nomination and Remuneration Committee of the Company is in conformance with section 178 of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The committee comprises of three directors and all of whom are Non-Executive and Independent Directors. The Chairman of the Committee, Mr. Dharam Chand Agarwal is an Independent Director. The committee had total one meeting during the year i.e. 29.04.2017.

The terms of reference of the Committee inter alia, includes the following:

- To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and also recommend to the Board their appointment and removal;
- To formulate criteria for evaluation of Independent Directors and the Board;
- To carry out evaluation of every director's performance;
- To recommend/review remuneration of the Managing Directors and Whole-time Directors based on their performance and assessment criteria;
- To formulate the criteria for determining qualifications, positive attributes and independence of a director;
- To recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
- To devise a policy on board diversity;
- To formulate, approve, implement, supervise and administer employee stock option schemes of the Company;
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable; and

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- To perform such other functions as may be necessary or appropriate for the performance of its duties.

The details of Composition, name of Members and attendance during the year:

Name of the Director	Position	No. of Meetings held	No. of Meetings Attended
Mr. Dharam Chand Agarwal	Chairman	1	1
Mr. Kamal Kant Agarwal	Member	1	1
Mr. Rameshwar Pareek	Member	1	1

Details of remuneration for the year 2017-2018

- (i) Managing/Whole Time Director : NIL

The Whole Time Director is not entitled to any commission.

- (ii) **Non-Executive Directors:** No remuneration was paid to Non-executive Directors during the year.

The Company's Remuneration Policy to Directors as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has been made available on the website and the link thereto is www.genusprime.com.

III. Stakeholders Relationship Committee:

The Stakeholders' Relationship Committee of the Company has been constituted to assist the Board in safeguarding the interest of shareholders and redressal of grievances of shareholders and other security holders. To facilitate fast redressal of shareholders' grievances, the Board of the Company has delegated some of its power to the Company's registrar and share transfer agent ("RTA"), M/s. Alankit Assignments Limited.

The Stakeholders' Relationship Committee comprises of two Non-Executive Directors. The committee had total five meetings during the year i.e. 03.04.2017, 04.10.2017, 01.12.2017, 04.01.2018 and 24.02.2018.

The Company Secretary as well as the Compliance Officer of the Company also acts as Secretary of the Committee.

During the year under review, the Company received no complaints from shareholders.

The terms of reference of the Committee inter alia, includes the following:

- To oversee and review all matters related with transfer, transmission, transposition, dematerialisation, rematerialisation and mutation of securities, if required;
- To approve issue of share certificates including duplicate, splitted /sub-divided or consolidated certificates;
- To oversee and review redressal/removal of shareholders' grievances related to transfer, transmission, transposition, dematerialisation, rematerialisation, mutation of securities and issue of share certificates including duplicate, splitted /sub-divided or consolidated certificates;
- To look into redressal/removal of shareholders' grievances relating to non-receipt of declared dividends, non-receipt of Annual Report, share certificates etc.;
- To oversee the performance of the Registrar and Share Transfer Agents of the Company; and
- To oversee and redress grievance of any other stakeholder under provision of Companies Act, 2013 to avoid any class action.

The details of Composition, name of Members and attendance during the year:

Name of the Director	Position	No. of Meetings held	No. of Meetings Attended
Mr. Dharam Chand Agarwal	Chairman	5	5
Mr. Kamal Kant Agarwal	Member	5	5

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IV. Other Committee:

a) Right Issue Committee:

The Right Issue Committee of the Company has been constituted dated 16th July, 2018 to decide upon the time for right offer, Quantum of offer, Pricing, Book Closure and other formalities as may be required in this behalf.

The Right Issue Committee comprises of One Executive and two Non-Executive Directors.

The Company Secretary as well as the Compliance Officer of the Company also acts as Secretary of the Committee.

The terms of reference of the Committee inter alia, includes the following:

- To oversee and review all matters related with Right Issue offer documents;
- To approve the letter of offer for the right issue;
- To oversee and review all the documents pertaining to the quantum of the offer, size of the offer and other related work based on the events; To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable; and
- To perform such other functions as may be necessary or appropriate for the performance of its duties

The details of Composition, name of Members and attendance during the year:

Name of the Director	Position	No. of Meetings held	No. of Meetings Attended
Mr. Amit Agarwal	Chairman	-	-
Mrs. Simple Agarwal	Member	-	-
Mr. Rameshwar Pareek	Member	-	-

D) Separate Meeting of Independent Directors

During the Financial Year, a Separate Meeting of the Independent Directors of the Company, was held on 12th day of February, 2018, at the Registered Office of the Company at Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad-244001 where at the following items as enumerated under Schedule IV to the Companies Act, 2013 and Regulations 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were discussed:-

- Review of performance of Non-Independent Directors and the Board as a whole.
- Review of performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors
- Assessment of the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

E) Subsidiary Company

The Company has three unlisted Indian Subsidiary Companies namely 'Sansar Infrastructure Private Limited', 'Sunima Trading Private Limited' and 'Star Vanijya Private Limited'. The minutes and statement of all significant transactions/arrangements of the said subsidiaries were also placed at the meeting of the Board of Directors of the Company. The performance of its subsidiaries is also reviewed by the Board periodically. There was no investment made by the Company in subsidiaries during the year under review. The Independent Directors are also Director on the Board of Director of material non-listed Indian subsidiary company.

F) Code of Conduct for Directors and Senior Management Personnel

The Board has laid down a code of conduct for all the Board members and senior management personnel of the Company, in pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The code of conduct has also been

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posted on the website of the Company. All board members and senior management personnel of the Company have affirmed compliance with the code of conduct of the Company on annual basis. A declaration pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, signed by the CEO is published in this Report.

G) CEO/CFO Certification

The WTD & CEO and the CFO have issued certificate pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The copy of the said certificate forms part of the Annual Report.

H) Code of Conduct for Prevention of Insider Trading

The Securities and Exchange Board of India vide its Notification dated January 15, 2015 has notified the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Board has approved and adopted the 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' and 'Code of Conduct' for regulating, monitoring and reporting of trading by insiders' as per the requirements of the Regulation 8 (Code of Fair Disclosure) and Regulation 9 (Code of Conduct) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and SEBI Circular No. CIR/ISD/01/2015 dated May 11, 2015, with effect from 15.05.2015.

I) Whistle Blower Policy

The Company promotes ethical behaviour and has accordingly adopted a whistle blower policy and has established the necessary vigil mechanism for its directors and employees and has put in place a mechanism to report unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. Under this policy, adequate safeguards against victimization of director(s)/ employee(s) who avail of the mechanism has been provided. It provides direct access to the Chairman of the Audit Committee in exceptional cases. The Company has disclosed its policy on the website of the Company.

J) General Body Meetings

The location, date and time of last three Annual General Meetings are as under:

Year	Location	Date & Time	Special Resolution Passed
2014-15	9th K.M., Jansath Road, Muzaffarnagar-251001 (UP)	24.09.2015 2:00 P.M.	i) Appointment of Mrs. Simple Agarwal as Director of the Company
2015-16	Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad-244001 (UP)	10.09.2016 2:00 P.M.	i) Re-appointment of Mr. Amit Agarwal, as Whole time Director and Chief Executive Officer of the Company ii) To approve the alteration of Articles of Association of the Company
2016-17	Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad-244001 (UP)	21.09.2017 2:00 P.M.	Nil

K) Disclosures

a) Related party transactions:

During the year under review, Company had not entered into any material related party transaction i.e transaction of material nature with its promoters, directors or the management, their relatives etc, that may have potential conflict with the interests of the Company at large.

The Policy on Materiality of Related Party Transactions and dealing with related party transactions can be accessed on the Company's website at the link www.genusprime.com.

b) Compliance by the Company of Capital Market Guidelines

The Company had complied with all the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of the Stock Exchange, SEBI, and other statutory authorities on all the matters related to the capital market during the last

three years.

c) Whistle Blower Policy and affirmation that no personnel have been denied access to the audit committee:

The Company is committed to conduct its business in accordance with the applicable laws, rules and regulations and with highest standards of business ethics. The Company has a well-established whistle blower policy as a part of vigil mechanism for its directors and employees to report their concerns about any unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.

No complaint was received under the policy. It is affirmed that no personnel have been denied access to the Chairman of the Audit Committee of the Company.

d) Compliance with mandatory requirements and adoption of the non-mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company had complied with all the mandatory requirements and followed guidelines of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has also adopted several non-mandatory requirements as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

e) Risk Management

The Company has a risk management framework in place. Under this framework, the management identifies and monitors business risks on a continuous basis and initiates appropriate risk mitigation steps, as and when deemed necessary.

L) Means of Communication

a) Quarterly, Half Yearly and Annual Results of the Company were sent to the concerned Stock Exchange immediately after they were approved by the Board of Directors and published in prominent daily newspaper viz. the Financial Chronicle (English) and Naya India (Hindi).

b) Annual Reports, notices and all other documents that were needed to be sent to the shareholders were sent via email to all those shareholders, who have registered their e-mail addresses to the Depository Participants and physical copies were sent to those shareholders who have not registered their email addresses or those who wish to get the physical copies of the aforesaid documents.

c) Management's Discussion & Analysis forms part of the Annual Report.

d) All price sensitive information or clarifications on the decisions of the Board are communicated immediately to the Stock Exchange for dissemination to the shareholders.

e) Annual Reports, Quarterly Results, Shareholding Patterns etc. of the Company are available on BSE website at www.bseindia.com with Scrip code 532425.

f) BSE's Listing Centre is a web-based application designed and all periodical compliances like shareholding pattern, corporate governance report among others are filed electronically on the listing centre.

M) General shareholders information:

a) The 18th Annual General Meeting is proposed to be held on Saturday, 22nd September, 2018 at 2.00 P.M. at the Registered Office of the Company at Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad-244001, U.P.

(b) **Financial Year:** April 01 to March 31

(c) **Book Closure period:** From 17th September, 2018 to 22nd September, 2018 (both days inclusive).

(d) **Dividend payment date:** Not Applicable, as no dividend has been recommended for the year.

(e) **Listing of Equity Shares on Stock Exchange at:** Bombay Stock Exchange.

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The equity shares of the Company are listed and traded at BSE. The Company has paid the Listing Fees to BSE for the year 2018-19 and Annual Custody/Issuer fee for the year 2018-19 will be paid by the Company to NSDL and CDSL on receipt of the invoices.

- (f) **Stock Code at Bombay Stock Exchange:** 532425
- (g) **Demat ISIN number in NSDL & CDSL:** INE256D01014
- (h) **Company Identification Number:** L24117UP2000PLC032010
- (i) **Stock Market price data for the year 2017-18:** Equity shares (Face Value Rs. 2/- each) of the Company are listed at Bombay Stock Exchange Limited (BSE). The stock market data is given as under:

Stock Market Data	Bombay Stock Exchange Limited		
	Month High (Rs.)	Month Low (Rs.)	Volume (No.)
April, 2017	3.53	2.91	14283
May, 2017	3.43	2.54	2715
June, 2017	3.09	2.44	7825
July, 2017	--	--	--
August, 2017	--	--	--
September, 2017	--	--	--
October, 2017	2.87	2.87	1000
November, 2017	3.00	3.00	3000
December, 2017	--	--	--
January, 2018	3.15	2.85	6804
February, 2018	3.13	2.66	8925
March, 2018	3.70	2.92	24115

j) Registrar and Share Transfer Agent (RTA):

M/s Alankit Assignments Ltd,
1E/13, Alankit House, Jhandewalan Extension,
New Delhi 110055
Tel: 011-42541234 and Fax: 011-42541201.
Email: rta@alankit.com

k) Share transfer system:

For transfer of shares in electronic form, the depositories directly transfer the dematerialised shares to the beneficiaries. Shareholder is not required to give separate communication to the Company to register share transfer. The Board of Directors has delegated the power of share transfer, transmission etc. to the Registrar and Share Transfer Agent (RTA), M/s Alankit Assignments Ltd. in order to expedite the process and disposal of share transfers and other shareholders matters. The RTA has fully computerized system and attends to all delegated matter, timely and appropriately.

For transfer of shares in physical form, shareholders are requested to send share certificate(s) along with the share transfer deed/ form, duly executed and affixed with the share transfer stamp, to the Company's 'Registrar and Share Transfer Agent' ("RTA"), M/s. Alankit Assignments Ltd. If the transfer documents are in order, the transfer of shares is registered within stipulated time by the Company's RTA.

The Company obtains from a qualified Company Secretary in practice a half-yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9)/(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and files a copy of the said certificate with the concerned Stock Exchange.

CORPORATE GOVERNANCE REPORT...>>>>

l) Name and Designation of Compliance Officer:

Mr. Kunal Nayar, Company Secretary is the Compliance Officer of the Company w.e.f. February 1, 2017 for complying with provisions of the Securities Law, Listing Agreement, Company Law and SEBI Rules & Regulations. His email id is 'cs.genusprime@gmail.com'.

m) Reconciliation of Share Capital Audit:

As stipulated by SEBI, a reconciliation of Share Capital Audit is conducted by a qualified Company Secretary for every quarter to reconcile the total issued and listed capital and the total admitted capital with both the depositories namely, National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL). A report on Reconciliation of Share Capital Audit confirms that the total issued/paid-up capital is in agreement with the aggregate total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL, and the status of the Register of Members. The said Reports were placed before the Board of Directors of the Company and were also sent to the BSE.

n) Distribution of shareholding as on 31st March, 2018: The distribution of shareholding of the equity shares of the Company and the shareholding pattern as on 31st March, 2018 are given in Table A and Table B respectively.

Table A: Distribution of Shareholding as on 31.03.2018

No. of Shares (Rs. 2 each)	No. of Shareholders	% of Shareholders	Shareholding (nos.)	% of Shareholding
Up to 500	4948	90.39	693735	4.93
501 – 1000	247	4.51	209939	1.49
1001 – 5000	214	3.91	478020	3.40
5001 – 10000	35	0.64	267116	1.90
10001 – 50000	24	0.44	538609	3.83
50001 – 100000	2	0.04	163558	1.16
100001 – 500000	0	0	0	0
500001 and above	4	0.07	11722523	83.29
Total	5474	100	14073500	100

Table B: Shareholding Pattern as on 31.03.2018

Sl. No.	Category of Shareholders	No of shareholders	No of Shares	% of shareholding
A.	Promoters and Promoters Group			
	a. Indian	3	11189523	79.51
	b. Foreign	-	-	-
	Sub-Total (A)	3	11189523	79.51
B.	Public shareholding			
	a. Institutions	1	200	0.00
	b. Non-Institutions	5470	2883777	20.49
	Sub-Total(B)	5471	2883977	20.49
C.	Shares held by Custodians and against which Depository Receipts have been issued	-	-	-
	Sub-Total(C)	-	-	-
	Total (A + B + C)	5474	14073500	100.00

Note: The Company has only one class of equity shares (i.e. equity share of face value Re. 2/- each)

CORPORATE GOVERNANCE REPORT...>>>>

List of Shareholders other than promoters holding more than 1% as on 31st March, 2018

S. No.	Name of the Shareholder	No. of Shares held	% of Total Holding
1.	ARHAM VYAPAAR PRIVATE LIMITED	533000	3.787

- (o) **Dematerialization of Shares and Liquidity:** The equity shares of your Company are under the compulsory demat settlement mode and are available for trading under both the Depository Systems in India, the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL). The detail of mode of holding as on 31.03.2018 is as under:

S. No.	Mode of Holding	Holding (Nos.)	Holding (%)
1.	Shares held in dematerialised form in NSDL	12760273	90.67
2.	Shares held in dematerialised form in CDSL	944317	6.71
3.	Shares held in Physical Form	368910	2.62
	Total	14073500	100.00

- (p) **Designated E-mail ID for Shareholders:** cs.genusprime@gmail.com

- (q) **Address for Correspondence with the Company:**

The Company Secretary
Genus Prime Infra Limited
Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad-244001 (UP)
Tel No: +91-591-2511171 Fax No: +91-591-2511242
Website: www.genusprime.com

Address for Correspondence with the Registrar and Transfer Agents

Alankit Assignments Limited

Alankit Heights
1E/13 Jhandewalan Extension,
New Delhi - 110055, INDIA
Tel No: + 91-11-4254 1234
Fax No: + 91-11-4254 1201, +91-11-2355 2001
Email ID: rta@alankit.com
Website: www.alankit.com

Green Initiative in the Corporate Governance

As a part of green initiative, the Company has taken initiative by sending all the relevant documents like Notice of Annual General Meeting, Corporate Governance Report, Directors Report, Audited Financial Statements, Auditors Report etc., by email. It has been requested from the Shareholders to get their E-mail registered with the Share Transfer Agent / concerned depository to enable the Company to send the documents in electronic form or inform the Company in case they wish to receive the above documents in paper mode.

Declaration signed by the Chief Executive Officer stating that the members of Board of Directors and Senior Management Personnel have affirmed compliance with the code of conduct of Board of Directors and Senior Management

The Company is committed to conduct its business in accordance with the applicable laws, rules and regulations and with the highest standards of business ethics. Code of Ethics is intended to provide guidance and help in recognizing and dealing with ethical issues, mechanisms to report unethical conduct, and to help foster a culture of honesty and accountability.

The Board has adopted a Code of Ethics for Directors, Senior Management and other Employees of the Company. The Code is available on the website of the Company.

Compliance Certificate from either the Auditors or the Practicing Company Secretaries regarding the compliance of conditions of corporate governance

CORPORATE GOVERNANCE REPORT...>>>>

The Certificate from the Statutory Auditors of the Company regarding compliance of conditions of the corporate governance is annexed with the Directors' Report and forms an integral part of the Annual Report.

OTHER USEFUL INFORMATION FOR SHAREHOLDERS

Update E-mails for receiving notice/ documents in e-mode:

The Ministry of Corporate Affairs (MCA) has through its circulars issued in 2011, allowed service of documents by companies including Notice calling General Meeting(s), Annual Report etc. to their shareholders through electronic mode. This green initiative was taken up by MCA to reduce the paper consumption and contribute towards a green environment. As a responsible corporate citizen, your

Company fully supports the MCA's endeavour:

In accordance of the same, your Company had proposed to send the Notice calling General Meetings, Annual Report and other documents in electronic mode in future to all the shareholders on their e-mail addresses. It was also requested to inform the Company in case the shareholders wish to receive the above documents in physical form. Accordingly, the Annual Report along with the Notice will be sent to the shareholders in electronic mode at their e-mail addresses. The shareholders who have not registered their e-mail addresses with the Company are requested to kindly register their e-mail addresses with the Company in the Form annexed with the Notice of Annual General Meeting enabling the Company to better service shareholder correspondence through e-mode. The shareholders have also an option to register their email addresses with their Depository through Depository Participant.

Dematerialization of Shares:

Equity Shares of the Company are under compulsory demat trading segment. Considering the advantages of scrip less trading, members are advised to consider dematerialization of their shareholding so as to avoid inconvenience involved in the physical shares such as mutilation, possibility of loss/misplacement, delay in transit etc. and also to ensure safe and speedy transactions in the securities.

A separate communication in this regard was also sent during the financial year to all those Shareholders of the Company who have not yet dematerialized their physical share certificates, outlining the procedure for dematerialization and benefits thereof.

Transfer / Transmission / Transposition of Shares:

The Securities and Exchange Board of India (SEBI), vide its Circular No. MRD/DoP/Cir-05/2009 dated 20th May, 2009 and Circular No. MRD/DoP/SE/RTA/Cir-03/2010 dated 7th January, 2010 made it mandatory that a copy of the PAN Card is to be furnished to the Company in the following cases:

- Registration of physical transfer of shares;
- deletion of name of deceased shareholder(s) where shares are held jointly in the name of two or more shareholders;
- transmission of shares to the legal heirs where shares are held solely in the name of deceased shareholder; and;
- transposition of shares where order of names of shareholders are to be changed in the physical shares held jointly by two or more shareholders.

Investors, therefore, are requested to furnish the self-attested copy of PAN card, at the time of sending the physical share certificate(s) to the Company, for effecting any of the above stated requests. Shareholders are also requested to keep record of their specimen signature before lodgment of shares with the Company to avoid probability of signature mismatch at a later date.

Consolidation of Multiple Folios:

Shareholder(s) of the Company who have multiple accounts in identical name(s) or holding more than one Share Certificate in the same name under different Ledger Folio(s) are requested to apply for consolidation of such Folio(s) and send the relevant Share Certificates to the Company.

Nomination Facility:

Provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the rules made thereunder extends nomination facility to the individuals holding shares in the physical form. To help the legal heirs/successors get the shares transmitted in their favour, shareholder(s) are requested to furnish the particulars of their nomination in the prescribed Nomination Form. Shareholder(s) holding shares in Dematerialized form are requested to register their nominations directly with their respective DPs.

Quote Folio No. / DP ID No.:

Shareholders/Beneficial Owners are requested to quote their Folio Nos./DP ID Nos., as the case may be, in all correspondence with the Company. Shareholders are also requested to quote their E-mail IDs, Contact/Fax numbers for prompt reply to their correspondence.

CERTIFICATES / DECLARATIONS....>>>>

DECLARATION FROM THE CEO

“I, Amit Agarwal, Whole time Director & CEO of the Company, hereby declare that the Company has obtained from all the Board members and the senior management personnel of the Company affirmation that they have complied with the code of conduct as applicable to them.”

Moradabad
14th August, 2018

Sd/-
Amit Agarwal
Whole Time Director & CEO

CEO'S AND CFO CERTIFICATION

To,
The Board of Directors
Genus Prime Infra Limited
(Formerly Gulshan Chemfill Limited)

Dear Sirs,

We, Amit Agarwal, Whole Time Director & CEO and Hukam Singh, Chief Finance Officer of the Company interalia, certify the following:

- (a) We have reviewed financial statements and the cash flow statement for the year ended March 31st, 2018 and that to the best of our knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and
- (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
 - (i) that there are no significant changes in internal control over financial reporting during the year;
 - (ii) that there are no significant changes in accounting policies during the year; and
 - (iii) that there are no instances of fraud of which we have become aware.

Moradabad
14th August, 2018

Sd/-
Amit Agarwal
Whole Time Director and CEO

Sd/-
Hukam Singh
Chief Financial Officer

AUDITOR'S CORPORATE GOVERNANCE CERTIFICATE

To,

The Members

Genus Prime Infra Limited
(Formerly Gulshan Chemfill Limited)

We have examined the compliance of conditions of Corporate Governance by Genus Prime Infra Limited (formerly Gulshan Chemfill Ltd.) for the Financial Year ended on 31st March, 2018, as stipulated in Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with the Stock Exchanges for the period from 01st April 2017 to 31st March, 2018.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our Examination was limited to procedure and implementation thereof, adopted by the Company for ensuring the Compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in above mentioned Listing Regulations, as applicable.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency of effectiveness with which the management has conducted the affairs of the Company.

For D. Khanna & Associates

Chartered Accountants
(Registration No: 012917N)

Sd/-

Deepak Khanna
Partner
Membership No. 092140

Jaipur
Place: 14th August, 2018

STANDALONE INDEPENDENT AUDITOR'S REPORT...>>>>

**To the Members of
Genus Prime Infra Limited
(Formerly Known as Gulshan Chemfill Limited)**

Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of Genus Prime Infra Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 1 a statement on the matters specified in paragraphs 3 and 4 of the Order.

STANDALONE INDEPENDENT AUDITOR'S REPORT...>>>>

2. As required by section 143 (3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - (e) On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls over financial reporting with reference to these standalone Ind AS financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report; and
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigation which have impact on its financial position in its standalone Ind AS financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For D Khanna & Associates
Chartered Accountants
FRN: 012917N

Date: May 29, 2018
Place: Jaipur

Ramesh Mundhara
Partner
M. No. 426751

Annexure 1 referred to the Independent Auditor's Report

Re: Genus Prime Infra Limited ("the Company")

- (i) The Company does not have any fixed assets during the year; therefore matters specified in the said order are presently not applicable to the company.
- (ii) The Company does not have any inventories during the year; therefore matters specified in the said order are presently not applicable to the company.
- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, clause (iii) (a) and (iii)(b) of paragraph of the Order are not applicable to the company for the year under report.
- (iv) In our opinion and according to the information and explanations given to us, provisions of section 185 and 186 of the Companies Act 2013 in respect of loans to directors including entities in which they are interested and in respect of loans and advances given, investments made and, guarantees, and securities given have been complied with by the Company.
- (v) According to the information and explanations given to us, in our opinion, the Company has not accepted any deposits from the public.
- (vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under clause 148(1) of the Companies Act, 2013, for the products of the Company.
- (vii) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues applicable to it.
(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty, value added tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
(c) According to the records of the Company, the dues outstanding of income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, value added tax and cess on account of any dispute are nil.
- (viii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution, debenture holders, bank or government.
- (ix) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not raised any money by way of term loans. The Company has not raised any money way of initial public offer/further public offer/debt instruments and hence, not commented upon.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.
- (xi) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xi) of the order are not applicable to the Company and hence not commented upon.
- (xiii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and

according to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

- (xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence not commented upon.
- (xv) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For D Khanna & Associates
Chartered Accountants
FRN: 012917N

Date: May 29, 2018
Place: Jaipur

Ramesh Mundhara
Partner
M. No. 426751

STANDALONE INDEPENDENT AUDITOR'S REPORT...>>>>

Annexure – 2 to the Independent Auditor's Report of even date on the standalone Ind AS financial statements of Genus Prime Infra Limited

Report on the Internal Financial Controls with reference to Ind As Financial Statement under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting with reference to Ind As Financial Statement of Genus Prime Infra Limited ("the Company") as at March 31, 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these standalone Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these standalone Ind AS financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to these standalone Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these standalone Ind AS financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting with reference to these standalone Ind AS financial statements.

Meaning of Internal Financial Controls Over Financial Reporting With Reference to these Standalone Ind AS Financial Statements

A company's internal financial control over financial reporting with reference to these standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these standalone Ind AS financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone Ind AS financial statements.

STANDALONE INDEPENDENT AUDITOR'S REPORT...>>>>

Inherent Limitations of Internal Financial Controls Over Financial Reporting With Reference to these Standalone Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these standalone Ind AS financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these standalone Ind AS financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these standalone Ind AS financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting with reference to these standalone Ind AS financial statements and such internal financial controls over financial reporting with reference to these standalone Ind AS financial statements were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For D Khanna & Associates
Chartered Accountants
FRN: 012917N

Date: May 29, 2018
Place: Jaipur

Ramesh Mundhara
Partner
M. No. 426751

BALANCE SHEET...>>>>

Balance Sheet as at March 31, 2018

(Amount in Rs.)

Particulars	Note	March 31, 2018	March 31, 2017	April 01, 2016
ASSETS				
Non-Current Assets				
Financial Assets				
Investments	2	879,206,466	755,751,432	728,882,550
Loans	3	-	-	807,352
Tax Assets	4	-	-	-
Non-financial assets	6	-	-	-
		879,206,466	755,751,432	729,689,902
Current Assets				
Financial Assets				
Cash and cash equivalents	5	300,479	152,363	187,794
Others		-	-	-
Non-financial assets	6	462,369	338,340	297,080
		762,848	490,703	484,874
TOTAL		879,969,314	756,242,135	730,174,776
EQUITY AND LIABILITIES				
Equity				
Equity share capital	8	38,147,000	38,147,000	38,147,000
Other Equity	9	615,959,381	524,683,095	506,017,866
Total equity		654,106,381	562,830,095	544,164,866
Non-Current Liabilities				
Financial Liabilities				
Borrowings	10	-	-	-
Other liabilities	11			
Deferred Tax Liability	7	223,585,508	191,487,200	184,501,291
		223,585,508	191,487,200	184,501,291

BALANCE SHEET...>>>>

<u>Current Liabilities</u>				
Financial Liabilities				
Borrowings	10	2,156,694	1,846,840	1,328,551
Other liabilities	11	113,200	72,000	180,068
Current Tax liabilities	4	-	-	-
Non-financial liabilities	12	7,531	6,000	-
		2,277,425	1,924,840	1,508,619
		879,969,314	756,242,135	730,174,776
Summary of significant accounting policies	1			

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For D.Khanna & Associates
ICAI Firm Regn. No. 012917N
Chartered Accountants

For and on behalf of the Board of Directors of
Genus Prime Infra Limited

Ramesh Mundhara
Partner
Membership No. 426751

Amit Agarwal
WTD and CEO
DIN: 00016133

Simple Agarwal
Director
DIN: 03072646

Kunal Nayar
Company Secretary

Place : Jaipur
Date : May 29, 2018

Place : Moradabad
Date : May 29, 2018

Hukam Singh
CFO

STATEMENT OF PROFIT AND LOSS ACCOUNT...>>>>

Statement Of Profit And Loss For The Year Ended On March 31, 2018

(Amount in Rs.)

Particulars	Note	March 31, 2018	March 31, 2017
INCOME			
Revenue from Operations	13	-	-
Other income	14	1,880,550	825,200
Total Income		1,880,550	825,200
EXPENDITURE			
Employees Benefit Expenses	15	645,900	901,309
Other Expenses	16	1,314,988	1,141,329
Finance Cost	17	101	306
Total Expenses		1,960,989	2,042,944
Profit before tax		(80,439)	(1,217,744)
Tax Expenses			
Current tax		-	-
Deferred tax		-	-
Total tax expense		-	-
Profit for the year		(80,439)	(1,217,744)
Other Comprehensive Income (OCI)	18		
Items that will not be reclassified to profit or loss			
Re-measurement gains on defined benefit plans			
Net gain on FVTOCI equity Securities		123,455,034	26,868,882
Income tax effect relating to items that will not be reclassified to profit or loss		(32,098,309)	(6,985,909)
Total Other Comprehensive Income for the year, net of tax		91,276,286	18,665,229
Earnings per equity share	19		
Basic and Diluted earnings per share (In Indian Rupees per share)		(0.01)	(0.09)
Nominal value per equity share (In Indian Rupees per share)		2.00	2.00
Summary of significant accounting policies	1		

The accompanying notes are an integral part of the financial statements.

As per our report attached

As per our report of even date
For D.Khanna & Associates
 ICAI Firm Regn. No. 012917N
Chartered Accountants

Ramesh Mundhara
 Partner
 Membership No. 426751

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 Company Secretary

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 Date : May 29, 2018

Place : Moradabad
 Date : May 29, 2018

Hukam Singh
 CFO

CASH FLOW STATEMENT ...>>>>

CASH FLOW STATEMENT FOR THE FINANCIAL YEAR ENDED 31.03.2018

(Amount in Rs.)

	CURRENT YEAR 31.03.2018		Previous Year 31.03.2017	
<u>A. Cash Flow From Operating Activities:</u>				
Net Profit(Loss) Before Tax And Extra Ordinary Items		(80,439)		(1,217,744)
Adjustments For:				
Depreciation	-	-	-	-
Non Cash Expenses Written Off (Net)	-	-	-	-
(Profit)/Loss On Sale Of Fixed Assets	-	-	-	-
Operating Profit Before Working Capital Changes		(80,439)		(1,217,744)
Adjustments For:				
Trade And Other Receivables	(124,029)		(41,260)	
Trade And Other Payables	352,585		416,221	
		228,556		374,961
Cash Generated From Operations After Adjustments For Working Capital Changes		148,117		(842,783)
Direct Taxes	-	-	-	-
Cash Flow After Adjusted For Working Capital Changes But Before Extra Ordinary Items		148,117		(842,783)
Extra Ordinary Items (Net)				-
Net Cash From Operating Activities		148,117		(842,783)
<u>B. Cash Flow From Investing Activities</u>				
Sale Of Fixed Assets	-	-	-	-
Purchase/Sale Of Investments	-	-	-	-
Net Cash Used In Investing Activities		-		-
<u>C. Cash Flow From Financing Activities</u>				
Proceeds From Issue Of Share Capital	-	-	-	-
Receipts /(Repayment) Of Long Term Advances (Net)	-	-	807,352	-
Dividends Paid	-	-	-	-
Net Cash Surplus/Used In Financing Activities		-		807,352
Net Increase/(Decrease) In Cash And Cash Equivalents		148,117		(35,431)
Cash And Cash Equivalents As At 01-04-2017		152,363		187,794
Cash And Cash Equivalents As At 31-03-2018		300,479		152,363

As per our report of even date
For D.Khanna & Associates
 ICAI Firm Regn. No. 012917N
Chartered Accountants

**For and on behalf of the Board of Directors of
 Genus Prime Infra Limited**

Ramesh Mundhara
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Place : Jaipur
 Date : May 29, 2018

Place : Moradabad
 Date : May 29, 2018

Hukam Singh
 CFO

STATEMENT OF CHANGES IN EQUITY...>>>>

Statement of Changes in Equity for the year ended March 31, 2018

a. Equity Share Capital

(Amount in Rs.)

Particulars	March 31, 2018		March 31, 2017	
	No.	Amount	No.	Amount
Equity Shares of Rs. 10 each issued, subscribed and fully paid up				
At the beginning of the year	14,073,500	28,147,000	14,073,500	28,147,000
Issued during the year	-	-	-	-
At the end of the year	14,073,500	28,147,000	14,073,500	28,147,000

b. Other Equity

Particulars	Reserves and surplus		Items of OCI	Total Equity
	General reserve	Retained Earnings	FVTOCI Reserve	
As at April 01, 2016	4,169,708	(20,171,375)	522,019,533	506,017,866
Profit for the year	-	(1,217,744)	-	(1,217,744)
Other Comprehensive Income/(loss) for the year	-	-	19,882,973	19,882,973
At March 31, 2017	4,169,708	(21,389,119)	541,902,506	524,683,095
Profit for the year	-	(80,439)	-	(80,439)
Other Comprehensive Income/(loss) for the year	-	-	91,356,725	91,356,725
At March 31, 2018	4,169,708	(21,469,558)	633,259,231	615,959,381

As per our report of even date
For D.Khanna & Associates
ICAI Firm Regn. No. 012917N
Chartered Accountants

For and on behalf of the Board of Directors of
Genus Prime Infra Limited

Ramesh Mundhara
Partner
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Company Secretary

Place : Jaipur
Date : May 29, 2018

Place : Moradabad
Date : May 29, 2018

Hukam Singh
CFO

SIGNIFICANT ACCOUNTING POLICIES...>>>>

1. Significant Accounting Policies

1.1 Basis of Preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (“Ind AS”) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

The financial statement has been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Certain financial assets and liabilities measured at fair value (refer accounting policies regarding financial instruments)

The financial statements are presented in Indian Rupees (INR) except when otherwise indicated.

1.2 Summary of Significant Accounting Policies

a Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

- A liability is current when:
 - It is expected to be settled in normal operating cycle,
 - It is held primarily for the purpose of trading,
 - It is due to be settled within twelve months after the reporting period, or
 - There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

b. Currencies

The standalone financial statements are presented in Indian rupees, which is the functional currency of the Company.

c. Fair Value Measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

SIGNIFICANT ACCOUNTING POLICIES...>>>>

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure the fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

d. Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

Based on the Educational Material on Ind AS 18 issued by the ICAI, the Company has assumed that recovery of excise duty flows to the Company on its own account. This is for the reason that it is a liability of the manufacturer which forms part of the cost of production, irrespective of whether the goods are sold or not. Since the recovery of excise duty flows to the Company on its own account, revenue includes excise duty.

However, sales tax / value added tax (VAT) / Service tax / Goods and service Tax (GST) is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognised.

Sale of goods

Revenue from sale of goods is recognised when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances.

Rendering of services

Revenue from service contracts are recognised as and when services are rendered.

Commission Income

Revenue of commission are recognised as and when services are rendered.

SIGNIFICANT ACCOUNTING POLICIES...>>>>

Interest income

For all financial instrument measured at amortised cost, interest income is recorded using effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included under the head “other income” in the statement of profit and loss.

Dividends

Revenue is recognised when the Company’s right to receive the payment is established, which is generally when shareholders approve the dividend.

e. Government Grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

f. Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in India.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provision where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period/year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as deferred tax asset only to the extent it is probable that sufficient taxable profit will be available to allow all or part of MAT credit to be utilised during the specified period, i.e., the period for which such credit is allowed to be utilised

g. Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are

SIGNIFICANT ACCOUNTING POLICIES...>>>>

expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

h. Impairment of Non- Financial Assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated.

Impairment losses, including impairment on inventories, are recognised in the statement of profit and loss. An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior periods/ years. Such reversal is recognised in the statement of profit and loss.

i. Provision

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

j. Other Litigation claims

Provision for litigation related obligation represents liabilities that are expected to materialise in respect of matters in appeal.

k. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

SIGNIFICANT ACCOUNTING POLICIES...>>>>

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instrument at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the OCI. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Equity investments:

All equity investments are measured at fair value except for equity investment in Associates which have been measured at cost. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in OCI subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If an equity instrument is classified as FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments classified as FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- a) the rights to receive cash flows from the asset have expired, or
- b) The Company has transferred its rights to receive cash flows from the asset, and
 - i) the Company has transferred substantially all the risks and rewards of the asset, or

SIGNIFICANT ACCOUNTING POLICIES...>>>>

- ii) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

I. Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

m. Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

Diluted EPS amounts are calculated by dividing the profit attributable to equity shareholders by the weighted average number of Equity shares outstanding during the year plus the weighted average number of equity shares outstanding, for the effects of all dilutive potential shares.

SIGNIFICANT ACCOUNTING POLICIES...>>>>

n. Contingent Liability and contingent assets

A contingent liability is possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise the contingent liability but discloses its existence in the financial statements.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. The Company does not recognise the contingent assets but discloses its existence in the financial statements.

o. CSR expenditure

The Company has opted to charge its CSR expenditure incurred during the year to the statement of profit and loss.

As per our report of even date
For D.Khanna & Associates
ICAI Firm Regn. No. 012917N
Chartered Accountants

For and on behalf of the Board

Ramesh Mundhara
Partner
Membership No. 426751

Amit Agarwal
WTD and CEO
DIN: 00016133

Simple Agarwal
Director
DIN: 03072646

Kunal Nayar
Company Secretary

Hukam Singh
CFO

Place : Jaipur
Date : May 29, 2018

Place : Moradabad
Date : May 29, 2018

NOTES TO FINANCIAL STATEMENTS...>>>>

Notes to the financial statements for the year ended March 2018

2. Investments

(Amount in Rs.)

	March 31, 2018	March 31, 2017	April 01, 2016
Non-Current			
Investment in Equity Instruments (Unquoted)	867,806,466	744,351,432	717,482,550
Investment in Preference shares (Unquoted)	11,400,000	11,400,000	11,400,000
	879,206,466	755,751,432	728,882,550
Investment in Equity Instruments (Unquoted) (at Fair value through Other Comprehensive Income)			
330600 (March 31, 2017: 330600, April 01, 2016: 330600) of Rs 10/- each Shares of Sansar Infrastructure Pvt Ltd	266,202,426	219,716,760	199,017,894
376800 (March 31, 2017: 376800, April 01, 2016: 376800) of Rs 10/- each Shares of Star Vanijya Pvt Ltd	327,081,240	279,977,472	289,352,256
340000 (March 31, 2017: 340000, April 01, 2016: 340000) of Rs 10/- each Shares of Sunima Trading Pvt Ltd	274,522,800	244,657,200	229,112,400
	867,806,466	744,351,432	717,482,550
Investment in Preference shares (Unquoted) (at amortised cost)			
1140000 (March 31, 2017: 1140000, April 01, 2016: 1140000) of Rs 10/- each Shares of Genus Apparels Ltd	11,400,000	11,400,000	11,400,000
	11,400,000	11,400,000	11,400,000
	879,206,466	755,751,432	728,882,550

3 Loans

(Unsecured, considered good)

	March 31, 2018	March 31, 2017	April 01, 2016
A) Non-current			
Loan and advances to related parties	-	-	-
Other loans and advances			
Loans to others	-	-	807,352
Miscellaneous Exp	-	-	-
	-	-	807,352
Total	-	-	807,352
	March 31, 2018	March 31, 2017	April 01, 2016
B) Current			
Loan	-	-	-
Total	-	-	-

NOTES TO FINANCIAL STATEMENTS...>>>>

4 Non-current tax assets and current tax liabilities

	March 31, 2018	March 31, 2017	April 01, 2016
Non-current tax assets			
Advance Income tax (Net of provision for tax)	-	-	-
Current tax liabilities			
Provision for tax (net of advance tax payments)	-	-	-

5 Cash and Bank Balances

A) Cash and cash equivalents

	March 31, 2018	March 31, 2017	April 01, 2016
Current			
Balance with banks:			
On current accounts	190,383	136,502	152,381
On Deposits with original maturity of less than three months	-	-	-
Cash on hand	110,096	15,861	35,413
	300,479	152,363	187,794
Breakup of financial assets carried at amortised cost / fair value			
	March 31, 2018	March 31, 2017	April 01, 2016
Investments	879,206,466	755,751,432	728,882,550
Loans	-	-	807,352
Cash and Bank balances	300,479	152,363	187,794
	879,506,945	755,903,795	729,877,696

6 Non-financial assets

(Unsecured, considered good)

A) Non-current

	March 31, 2018	March 31, 2017	April 01, 2016
Advances recoverable in cash or kind	-	-	-

B) Current

	March 31, 2018	March 31, 2017	April 01, 2016
Advances recoverable in cash or kind	30,000	-	-
Balance with statutory/government authorities	432,369	338,340	297,080
	462,369	338,340	297,080

NOTES TO FINANCIAL STATEMENTS...>>>>

7 Deferred Tax Liability

		March 31, 2018	March 31, 2017	April 01, 2016
Deferred tax liability arising on account of timing differences relating to:				
Impact on account of investment carried at FVTPL		-	-	-
Impact on account of investment carried at FVTOCI		223,585,509	191,487,200	184,501,291
	A	223,585,509	191,487,200	184,501,291
Deferred tax asset arising on account of timing differences relating to:				
Provision for bad and doubtful debts and expected Credit Loss		-	-	-
Impact on account of investment carried at amortised cost		-	-	-
MAT credit entitlement		-	-	-
	B	-	-	-
	(A-B)	223,585,509	191,487,200	184,501,291
Deferred tax assets/ (liabilities):				
For the year ended March 31, 2017				
	Opening Balance	Recognised in profit & loss	Recognised in OCI	Closing balance
Impact on account of investment carried at FVTPL	-	-	-	-
Impact on account of investment carried at FVTOCI	191,487,200	-	32,098,309	223,585,509
Provision for bad and doubtful debts and expected Credit Loss	-	-	-	-
Impact on account of investment carried at amortised cost	-	-	-	-
MAT credit entitlement	-	-	-	-
	191,487,200	-	32,098,309	223,585,509
For the year ended March 31, 2016				
	Opening Balance	Recognised in profit & loss	Recognised in OCI	Closing balance
Impact on account of investment carried at FVTPL	-	-	-	-
Impact on account of investment carried at FVTOCI	184,501,291	-	6,985,909	191,487,200
Provision for bad and doubtful debts and expected Credit Loss	-	-	-	-
Impact on account of investment carried at amortised cost	-	-	-	-
MAT credit entitlement	-	-	-	-
	184,501,291	-	6,985,909	191,487,200

NOTES TO FINANCIAL STATEMENTS...>>>>

8 Equity share capital

	March 31, 2018	March 31, 2017	April 01, 2016
Authorised			
3,00,00,000 (March 31, 2017: 3,00,00,000; April 01, 2016: 3,00,00,000) Equity Share of Rs. 2/- each	60,000,000	60,000,000	60,000,000
3,00,000 0%Redeemable Preference shares of Rs. 100/- each	30,000,000	30,000,000	30,000,000
Issued, subscribed and fully paid-up shares			
1,40,73,500 (March 31, 2017: 1,40,73,500; April 01, 2016: 1,40,73,500) Equity Shares of Rs. 2/-each	28,147,000	28,147,000	28,147,000
1,00,000 0%Redeemable Preference shares of Rs. 100/- each	10,000,000	10,000,000	10,000,000
	38,147,000	38,147,000	38,147,000

a. Reconciliation of the equity shares outstanding at the beginning and at the end of the year.

Equity shares	March 31, 2018		March 31, 2017	
	Numbers	Value	Numbers	Value
At the beginning of the year	14,073,500	28,147,000	14,073,500	28,147,000
Issued during the year	-	-	-	-
Outstanding at the end of the year	14,073,500	28,147,000	14,073,500	28,147,000
0%Redeemable Preference shares	March 31, 2018		March 31, 2017	
	Numbers	Value	Numbers	Value
At the beginning of the year	100,000	10,000,000	100,000	10,000,000
Issued during the year	-	-	-	-
Outstanding at the end of the year	100,000	10,000,000	100,000	10,000,000

b. Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of Re.2 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the board of directors is subject to approval of Shareholders in Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Terms / rights attached to equity shares

The face value of each preference share is Rs. 100. The shares shall have same voting rights applicable to the preference shares under the Companies Act, 2013. In the event of liquidation of the Company, the holder is entitled to receive in priority to all equity shares, amount equal to total of paid up capital.

c. Details of shareholders holding more than 5% equity shares in the Company

	March 31, 2018		March 31, 2017	
	Numbers	% holding	Numbers	% holding
1 Amit Kumar Agarwal	3,387,520	24.07%	3,387,520	24.07%
2 Jitendra Agarwal	3,434,221	24.40%	3,434,221	24.40%
3 Rajendra Agarwal	4,367,782	31.04%	4,405,252	31.30%

NOTES TO FINANCIAL STATEMENTS...>>>>

Details of shareholders holding more than 5% in 0% Redeemable Preference shares in the Company

	March 31, 2018		March 31, 2017	
	Numbers	% holding	Numbers	% holding
1 Namo Resorts Private Limited	10,000	10.00%	10,000	10.00%
2 Webnet Systems India Private Limited	10,000	10.00%	10,000	10.00%
3 Rahul Finlease Private Limited	10,000	10.00%	10,000	10.00%
4 Polo Leasing & Finance Private Limited	10,000	10.00%	10,000	10.00%
5 Rajkar Electronics & Electricals Private Limited	10,000	10.00%	10,000	10.00%
6 Sears Exim Private Limited	10,000	10.00%	10,000	10.00%
7 Panchvatti International Private Limited	10,000	10.00%	10,000	10.00%
8 Sharda India Private Limited	10,000	10.00%	10,000	10.00%
9 Upper India Sugar Mills Private Limited	10,000	10.00%	10,000	10.00%
10 Ria Marketing Services Private Limited	5,000	5.00%	5,000	5.00%
11 Nepostal India Private Limited	5,000	5.00%	5,000	5.00%

9 Other Equity

	March 31, 2018	March 31, 2017	April 01, 2016
General Reserve	4,169,708	4,169,708	4,169,708
Retained earnings	611,789,673	520,513,387	501,848,158
	615,959,381	524,683,095	506,017,866

The movement in balance of other equity is as follows:

	March 31, 2018	March 31, 2017
Business reconstruction reserve		
As per last balance sheet	4,169,708	4,169,708
Add: Additions during the year	-	-
Closing balance	4,169,708	4,169,708
Retained earnings		
Balance as per last financial statements	520,513,387	501,848,158
Add: Profit for the year	91,276,286	18,665,229
Net surplus in the statement of profit and loss	611,789,673	520,513,387
	615,959,381	524,683,095

10 Borrowings

A) Non Current borrowings

	March 31, 2018	March 31, 2017	April 01, 2016
From Banks (secured)			
Term loans	-	-	-
TOTAL	-	-	-

NOTES TO FINANCIAL STATEMENTS...>>>>

B) Current borrowings

	March 31, 2018	March 31, 2017	April 01, 2016
Current Maturities of Non Current borrowings			
From Banks (secured)			
Term loans	-	-	-
Other loans (unsecured)			
From Companies	2,156,694	1,846,840	1,328,551
	2,156,694	1,846,840	1,328,551
Less : Amount disclosed under other current liabilities	-	-	-
TOTAL	2,156,694	1,846,840	1,328,551
The above amount includes:			
Secured borrowings	-	-	-
Unsecured borrowings	2,156,694	1,846,840	1,328,551

11 Other liabilities

Current

	March 31, 2018	March 31, 2017	April 01, 2016
Current maturities of long-term borrowing	-	-	-
Creditor for capital goods	-	-	-
Expenses Payable	113,200	72,000	180,068
	113,200	72,000	180,068

Breakup of financial liabilities carried at amortised cost

	March 31, 2018	March 31, 2017	April 01, 2016
Borrowing			
Other liabilities	-	-	-
	-	-	-

12 Non-financial liabilities

	March 31, 2018	March 31, 2017	April 01, 2016
Statutory liabilities	7,531	6,000	-
	7,531	6,000	-

13 Revenue from Operations

	March 31, 2018	March 31, 2017
Sale of products	-	-
Other Sales	-	-
	-	-

14 Other income

	March 31, 2018	March 31, 2017
Other non-operating income		
Commission Received	1,880,550	825,200
	1,880,550	825,200

NOTES TO FINANCIAL STATEMENTS...>>>>

15 Employees Benefit Expenses

	March 31, 2018	March 31, 2017
Salaries, wages and bonus	645,900	901,309
Contribution to provident and other funds	-	-
	645,900	901,309

16 Other Expenses

	March 31, 2018	March 31, 2017
<u>Administrative Expenses</u>		
Listing expenses	386,725	550,709
ROC Filing fee	2,400	14,920
Printing and Stationary	141,248	103,790
Advertisement and Publicity	92,048	56,394
Travelling Expenses	1,978	13,692
Legal and Professional Expenses	516,160	161,463
Postage & Telephone Expenses	79,650	162,507
Auditors' Remuneration - (Audit Fee)	82,900	66,700
Miscellaneous Expenses	11,879	11,154
	1,314,988	1,141,329
<u>Details of Auditors' Remuneration are as follows:</u>		
Statutory Auditors:		
Audit Fees	58,000	40,000
Reimbursement of expenses	24,900	26,700
	82,900	66,700

17 Finance Cost

	March 31, 2018	March 31, 2017
Bank charges	101	306
	101	306

18 Other Comprehensive Income (OCI)

The disaggregation of changes to OCI by each type of reserve in equity is shown as below:

	March 31, 2018	March 31, 2017
Remeasurement costs on net defined benefit liability	-	-
Deferred tax effect on remeasurement costs	-	-
Remeasurement of Financial assets	123,455,034	26,868,882
Tax on same	(32,098,309)	(6,985,909)
Total	91,356,725	19,882,973

NOTES TO FINANCIAL STATEMENTS....>>>>

19 Earnings per equity share

	March 31, 2018	March 31, 2017
The following reflects the profit and share data used in the basic and diluted EPS computations:		
Profit available for equity shareholders	(80,439)	(1,217,744)
Weighted average number of equity shares in computing basic EPS	14,073,500	14,073,500
Face value of each equity share (Rs.)	2.00	2.00
Earnings per equity share: Basic and Diluted (Rs.)	(0.01)	(0.09)

20 First time adoption of Ind AS

These financial statements, for the year ended March 31, 2018, are the Company's first financial statements which have been prepared in accordance with Ind AS. For periods up to and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for year ended March 31, 2018, together with the comparative period data as at and for the year ended March 31, 2017, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at April 01, 2016, the Company's date of transition to Ind AS. This note explains the principal adjustments made by the Company in restating its Indian GAAP financial statements, including the balance sheet as at April 01, 2016 and the financial statements as at and for the year ended March 31, 2017.

Exemptions applied

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions:

- Ind AS 101 requires a first-time adopter to apply derecognition requirements in Ind AS 109 prospectively to transactions occurring on or after the date of transition to Ind AS. Accordingly, the Company continues to de-recognise the financial assets and financial liabilities for transactions which have occurred before the date of transition to Ind AS.
- As per Ind AS 101, the Company has elected not to restate business combinations that occurred before the date of transition

Estimates

The estimates as at April 01, 2016 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies) apart from impairment of financial assets based on expected credit loss model where application of Indian GAAP did not require estimation. The estimates used by the Company to present these amounts in accordance with Ind AS reflect conditions at April 01, 2016 (transition date), March 31, 2017.

Reconciliation of equity as at March 31, 2017

	Foot Notes	Indian GAAP	Adjustments	Ind AS
ASSETS				
Non-current assets				
Financial Assets				
Investments	(i)	19,262,200	736,489,232	755,751,432
Loan	(iii)	3,000,000	(3,000,000)	-
Non-financial assets		99,526	(99,526)	-
Deferred tax assets (Net)	(iii)	-	-	-
		22,361,726	733,389,706	755,751,432

NOTES TO FINANCIAL STATEMENTS...>>>>

	Foot Notes	Indian GAAP	Adjustments	Ind AS
Current assets				
Financial Assets				
Cash and cash equivalents		152,363	-	152,363
Non-financial assets		338,340	-	338,340
		490,703	-	490,703
Total Assets		22,852,429	733,389,706	756,242,135
EQUITY AND LIABILITIES				
Equity				
Equity share capital		38,147,000	-	38,147,000
Other Equity		(17,219,411)	541,902,506	524,683,095
		20,927,589	541,902,506	562,830,095
Liabilities				
Non-current liabilities				
Financial Liabilities				
Borrowings		-	-	-
Deferred tax liabilities (net)	(iii)	-	191,487,200	191,487,200
		-	191,487,200	191,487,200
Current liabilities				
Financial Liabilities				
Borrowings		1,846,840	-	1,846,840
Other liabilities		72,000	-	72,000
Non-financial liabilities		6,000	-	6,000
		1,924,840	-	1,924,840
Total Equity and Liabilities		22,852,429	733,389,706	756,242,135

NOTES TO FINANCIAL STATEMENTS...>>>>

Reconciliation of equity as at April 01, 2016

	Foot Notes	Indian GAAP	Adjustments	Ind AS
ASSETS				
Non-current assets				
Financial Assets				
Investments	(i)	19,262,200	709,620,350	728,882,550
Loans	(iii)	3,906,878	(3,099,526)	807,352
Non-financial assets		-	-	-
		23,169,078	706,520,824	729,689,902
Current assets				
Financial Assets				
Cash and cash equivalents		187,794	-	187,794
Others	(iii)	-	-	-
Non-financial assets		297,080	-	297,080
		484,874	-	484,874
Total Assets		23,653,952	706,520,824	730,174,776
EQUITY AND LIABILITIES				
Equity				
Equity share capital		38,147,000	-	38,147,000
Other Equity		(16,001,667)	522,019,533	506,017,866
		22,145,333	522,019,533	544,164,866
Liabilities				
Non-current liabilities				
Financial Liabilities				
Borrowings		-	-	-
Deferred tax liabilities (net)	(iii)	-	184,501,291	184,501,291
		-	184,501,291	184,501,291
Current liabilities				
Financial Liabilities				
Borrowings		1,328,551	-	1,328,551
Other liabilities		180,068	-	180,068
Non-financial liabilities		-	-	-
		1,508,619	-	1,508,619
Total Liabilities		23,653,952	706,520,824	730,174,776

NOTES TO FINANCIAL STATEMENTS...>>>>

Reconciliation of statement of profit or loss for the year ended March 31, 2017

	Foot Notes	Indian GAAP	Adjustments	Ind AS
Income				
Revenue from operations	(ii)	-	-	-
Other Income (net)	(i)	825,200	-	825,200
Total Income		825,200	-	825,200
Expenses				
Employee Benefits Expenses		901,309		901,309
Other expenses	(iii)	1,141,329	-	1,141,329
Finance costs		306	-	306
Total expenses		2,042,944	-	2,042,944
Profit before tax and exceptional item		(1,217,744)	-	(1,217,744)
Exceptional item		-	-	-
Profit before tax		(1,217,744)	-	(1,217,744)
Tax Expense				
Current tax		-	-	-
Deferred tax credit		-	-	-
Tax relating to earlier years		-	-	-
Total tax expense		-	-	-
Profit for the period / year		(1,217,744)	-	(1,217,744)
Other Comprehensive Income				
Items that will be reclassified to profit or loss				
Net movement on forward exchange contracts		-	-	-
Income tax effect relating to items that will be reclassified to profit or loss		-	-	-
Items that will be reclassified to profit or loss				
Re-measurement gains/ (losses) on defined benefit plans		-	-	-
Net (loss)/gain on FVTOCI equity Securities	(i), (iv)	-	26,868,882	26,868,882
Income tax effect relating to items that will not be reclassified to profit or loss	(iii)	-	(6,985,909)	(6,985,909)
Total other comprehensive income for the year, net of tax		-	19,882,973	19,882,973

NOTES TO FINANCIAL STATEMENTS...>>>>

Foot notes to the reconciliation of equity as at April 01, 2016 and March 31, 2017 and profit or loss for the year ended March 31, 2017

(i) Valuation of Investments

The Company, in accordance with previous GAAP has accounted for non current investments at cost and current investment for cost or market value whichever is lower. The Company has recognised, investments in equities at fair value. Investments in Preference Shares is carried at amortised cost. The difference between the fair value and previous GAAP carrying value has been recongised as an adjustment to retained earnings or as a separate component of equity on the date of transition.

(ii) Sale of goods and Services

Under Indian GAAP, commission on sale of goods was presented and Interest from Bank as income from operation. However, under Ind AS, commission on sale of goods taken as revenues from operation and Interest from bank is taken as other income.

(iii) Others

Based on the GAAP differences between Indian GAAP and Ind AS, the Company has provided other relevant adjustments. Further, the various transitional adjustments lead to temporary differences. Deferred tax adjustments are recognised in correlation to the underlying transaction either in retained earnings or a separate component of equity.

(iv) Other comprehensive income

Under Indian GAAP, the Company has not presented other comprehensive income (OCI) separately. Hence, it has reconciled Indian GAAP profit or loss to profit or profit or loss as per Ind AS. Further, Indian GAAP profit or loss is reconciled to total comprehensive income as per Ind AS.

(v) Statement of cash flows

The transition from Indian GAAP to Ind AS has not had a material impact on the statement of cash flows.

21. Notes to the standalone financial statements for the year ended March 31, 2018

1. In the opinion of the Board of Directors, Current Assets, Loans & Advances have a value of realization in the ordinary course of business at least equal to the amount at which they have been stated in the Balance Sheet. The provisions for all known liabilities are adequate and not in excess of amount considered reasonably necessary.

2. Managerial Remuneration U/s 197 of Companies Act, 2013 paid/payable during financial year to the Director are as under: -

Current Year (Rs). Previous Year(Rs)

Salaries & Allowances	NIL	NIL
-----------------------	-----	-----

Computation of Net Profit in accordance with section 198 of the Companies Act, 2013 is not given, as Company has not paid any commission to any of its Directors.

3. The amount owed to Small Scale Industries outstanding for more than 30 days as at 31st March 2017 and the sum exceeding Rs. 1 lacs in each case was Rs. NIL (Previous Year- Rs. NIL).

4. Related Party Disclosure:

Disclosure of Related Party transactions:

(a) Name of related party and nature of related party relationship where control exist:

- | | |
|-------------------------|---|
| (i) Holding Company | : Nil. |
| (ii) Subsidiary Company | : Sansar Infrastructure Private Limited |
| | : Star Vanijya Private Limited |
| | : Sunima Trading Private Limited |

NOTES TO FINANCIAL STATEMENTS....>>>>

(b) Name of related party and nature of related party relationship other than those referred to in (a) above in transaction with the company :

- (i) Joint Ventures etc : Nil
- (ii) Key Management Personnel : Amit Agarwal
: Simple Agarwal
- (iii) Corporate entities over which keymanagement personnel are able to exercise significant influence : Genus Apparels Ltd
: J.C Textiles Private Limited
: Yajur Commodities Limited
: Kailash Industries Limited
: Kailash Vidyut & Ispat Limited

(c) Transactions with related parties during the year : Nil

5. Financial information of Subsidiary Companies as required by the first proviso to section 129 (3) read with rule 5 of companies (Accounts) rules 2014 of the Companies Act, 2013 for the year ended 31-03-2018 are separately enclosed.
6. It has also no import, expenditure/earning in foreign currency during the year or during the Previous year.
7. Previous year figures have been reworked, rearranged, regrouped and reclassified, wherever considered necessary.

As per our report of even date
For D.Khanna & Associates
ICAI Firm Regn. No. 012917N
Chartered Accountants

For and on behalf of the Board

Ramesh Mundhara
Partner
Membership No. 426751

Amit Agarwal
WTD and CEO
DIN: 00016133

Simple Agarwal
Director
DIN: 03072646

Kunal Nayar
Company Secretary

Hukam Singh
CFO

Place : Jaipur
Date : May 29, 2018

Place : Moradabad
Date : May 29, 2018

INDEPENDENT AUDITOR'S REPORT...>>>>

To the Members of
Genus Prime Infra Limited
(Formerly Known as Gulshan Chemfill Limited)

Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying consolidated Ind AS financial statements of Genus Prime Infra Limited (hereinafter referred to as “the Holding Company”) and its subsidiary (together referred to as the “Group”), comprising of the consolidated Balance Sheet as at March 31, 2018, the consolidated Statement of Profit and Loss including other comprehensive income, the consolidated Cash Flow Statement, the consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated Ind AS financial statements”).

Management’s Responsibility for the Consolidated Ind AS Financial Statements

The Holding Company’s Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirement of the Companies Act, 2013 (“the Act”) that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standard) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

Auditor’s Responsibility

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company’s preparation of the consolidated Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company’s Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiary, associates, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Group as at March 31, 2018, their consolidated profit including other comprehensive income, their consolidated cash flows and consolidated statement of changes in equity for the year ended on that date.

Other Matter

- (a) The consolidated Ind AS financial statements include total assets of Rs. 99,90,83,659/- and net assets of Rs 77,94,86,399 as at March 31, 2018, and total revenues and Net Profit of Rs. 2,46,121/- and Rs. 51,218 respectively for the year ended on that date, in respect of a subsidiary, whose financial statement and other financial information have been audited by other auditor in

INDEPENDENT AUDITOR'S REPORT...>>>>

individual capacity and whose reports have been furnished to us by the Management. Our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the reports of such other auditors

Our opinion above on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

As required by section 143 (3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiary, associates, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

- (a) We / the other auditors whose reports we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated Ind AS financial statements;
- (b) In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;
- (c) The consolidated Balance Sheet, consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the consolidated Cash Flow Statement and consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;
- (d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standard) Rules, 2015, as amended;
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2018 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies incorporated in India, none of the directors of the the Holding Company and its associate companies incorporated in India is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements of the Holding Company and its subsidiary companies incorporated in India, refer to our separate report in "Annexure 1" to this report; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiary, as noted in the 'Other matter' paragraph:
 - i. The consolidated Ind AS financial statements does not have any impact of pending litigations on its consolidated financial position of the Group;
 - ii. The consolidated Ind AS financial statements, did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary incorporated in India during the year ended March 31, 2018.

For D Khanna & Associates
Chartered Accountants
FRN: 012917N

Ramesh Mundhara
Partner
M. No. 426751

Date: May 29, 2018
Place: Jaipur

Annexure – 1 to the Independent Auditor’s Report of even date on the consolidated Ind AS financial statements of Genus Prime Infra Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the consolidated Ind AS financial statements of Genus Prime Infra Limited as of and for the year ended March 31, 2018, we have audited the internal financial controls over financial reporting of Genus Prime Infra Limited (hereinafter referred to as the “Holding Company”) and its subsidiary companies which is incorporated in India, as of that date.

Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, and its subsidiary companies which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to these consolidated financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting with reference to these consolidated Ind AS financial statements.

Meaning of Internal Financial Controls Over Financial Reporting With Reference to these Consolidated Ind AS Financial Statements

A company’s internal financial control over financial reporting with reference to these consolidated Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting with reference to these consolidated Ind AS financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting With Reference to these Consolidated Ind AS Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these consolidated financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these consolidated Ind AS financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its Subsidiary Companies which is incorporated in India, have maintained in all material respects, an adequate internal financial controls system over financial reporting with reference to these consolidated Ind AS financial statements and such internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated financial statements of the Holding Company, insofar as it relates to three subsidiary companies which is incorporated in India, is based on the corresponding reports of the auditors of such subsidiary companies.

For D Khanna & Associates
Chartered Accountants
FRN: 012917N

Ramesh Mundhara
Partner
M. No. 426751

Date: May 29, 2018
Place: Jaipur

CONSOLIDATED BALANCE SHEET...>>>>

Consolidated Balance Sheet as at March 31, 2018

(Amount in Rs.)

Particulars	Note	March 31, 2018	March 31, 2017	April 01, 2016
ASSETS				
Non-Current Assets				
Financial Assets				
Investments	3	833,300,616	654,633,508	701,892,931
Loans	4	-	-	807,352
Non-financial assets	7	175,993,000	124,538,687	75,537,310
Tax Assets	5	-	-	-
		1,009,293,616	779,172,195	778,237,593
Current Assets				
Financial Assets				
Cash and cash equivalents	6	1,484,249	21,698,889	2,087,523
Loans	4	-	-	-
Non-financial assets	7	468,642	372,817	348,450
		1,952,891	22,071,706	2,435,973
TOTAL		1,011,246,507	801,243,901	780,673,566
EQUITY AND LIABILITIES				
Equity				
Equity share capital	8	38,147,000	38,147,000	38,147,000
Other Equity	9	751,224,823	619,040,384	655,182,886
Total equity		789,371,823	657,187,384	693,329,886
Non-Current Liabilities				
Financial Liabilities				
Borrowings	10	123,613,450	92,582,559	23,947,492
Other liabilities	11	-	-	-
Deferred Tax Liability	12	95,908,809	49,474,117	61,761,569
		219,522,259	142,056,676	85,709,061

CONSOLIDATED BALANCE SHEET...>>>>

Current Liabilities				
Financial Liabilities				
Borrowings	10	2,156,694	1,846,840	1,328,551
Other liabilities	11	188,200	147,000	306,068
Non-financial liabilities	13	7,531	6,000	-
Tax Liabilities	5	-	-	-
		2,352,425	1,999,840	1,634,619
		1,011,246,507	801,243,901	780,673,566
Summary of significant accounting policies	1-2			

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For D.Khanna & Associates
 ICAI Firm Regn. No. 012917N
 Chartered Accountants

For and on behalf of the Board of Directors of
Genus Prime Infra Limited

Ramesh Mundhara
 Partner
 Membership No. 426751

Amit Agarwal
 WTD and CEO
 DIN: 00016133

Simple Agarwal
 Director
 DIN: 03072646

Kunal Nayar
 Company Secretary

Place : Jaipur
 Date : May 29, 2018

Place : Moradabad
 Date : May 29, 2018

Hukam Singh
 CFO

CONSOLIDATED STATEMENT OF PROFIT AND LOSS...>>>>

Consolidated Statement of Profit and Loss for the year ended on March 31, 2018

(Amount in Rs.)

Particulars	Note	March 31, 2018	March 31, 2017
INCOME			
Revenue from Operations	14	-	-
Other income	15	2,126,671	1,066,860
Total Income		2,126,671	1,066,860
EXPENDITURE			
Employees Benefit Expenses	16	645,900	901,309
Other Expenses	17	1,509,891	1,335,774
Finance Cost	18	101	306
Total Expenses		2,155,892	2,237,389
Profit before tax		(29,221)	(1,170,529)
Tax Expenses	19		
Current tax		9,759	-
Deferred tax		8,997	-
MAT Credit		18,756	-
Total tax expense		-	-
Profit for the year		(29,221)	(1,170,529)
Other Comprehensive Income (OCI)	20		
Items that will not be reclassified to profit or loss			
Re-measurement gains on defined benefit plans			
Net gain on FVTOCI equity Securities		178,667,107	(47,259,423)
Income tax effect relating to items that will not be reclassified to profit or loss		(46,453,448)	12,287,450
Total Other Comprehensive Income for the year, net of tax		132,184,439	(36,142,502)
Earnings per equity share	21		
Basic and Diluted earnings per share (In Indian Rupees per share)		(0.00)	(0.08)
Nominal value per equity share (In Indian Rupees per share)		2.00	2.00
Summary of significant accounting policies	1-2		

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For D.Khanna & Associates
 ICAI Firm Regn. No. 012917N
 Chartered Accountants

For and on behalf of the Board of Directors of
Genus Prime Infra Limited

Ramesh Mundhara
 Partner
 Membership No. 426751

Amit Agarwal
 WTD and CEO
 DIN: 00016133

Simple Agarwal
 Director
 DIN: 03072646

Kunal Nayar
 Company Secretary

Place : Jaipur
 Date : May 29, 2018

Place : Moradabad
 Date : May 29, 2018

Hukam Singh
 CFO

CONSOLIDATED CASH FLOW STATEMENT>>>>

Consolidated Cash Flow Statement for the year ended 31.03.2018

(Amount in Rs.)

	Current Year 31.03.2018		Previous Year 31.03.2017	
<u>A. Cash Flow From Operating Activities:</u>				
Net Profit(Loss) Before Tax And Extra Ordinary Items		(29,221)		(1,170,529)
Adjustments For:				
Non Cash Expenses Written Off (Net)	-	-	-	-
(Profit)/Loss On Sale Of Fixed Assets	-	-	-	-
Operating Profit Before Working Capital Changes		(29,221)		(1,170,529)
<u>Adjustments For:</u>				
Trade And Other Receivables	(51,550,140)		(49,025,744)	
Trade And Other Payables	31,383,476		69,000,288	
		(20,166,664)		19,974,544
Cash Generated From Operations After Adjustments For Working Capital Changes		(20,195,885)		18,804,015
Direct Taxes	(18,756)	(18,756)	-	-
Cash Flow After Adjusted For Working Capital Changes But Before Extra Ordinary Items		(20,214,641)		18,804,015
Extra Ordinary Items (Net)				-
Net Cash From Operating Activities		(20,214,641)		18,804,015
B. Cash Flow From Investing Activities				
Sale Of Fixed Assets	-	-	-	-
Purchase/Sale Of Investments	-	-	-	-
Net Cash Used In Investing Activities		-		-
C. Cash Flow From Financing Activities				
Proceeds From Issue Of Share Capital	-	-	-	-
Receipts /Repayment Of Long Term Advances (Net)	-	-	807,352	-
Dividends Paid	-	-	-	-
Net Cash Surplus/Used In Financing Activities		-		807,352
Net Increase/(Decrease) In Cash And Cash Equivalents		(20,214,641)		19,611,367
Cash And Cash Equivalents As At 01-04-2017		21,698,890		2,087,523
Cash And Cash Equivalents As At 31-03-2018		1,484,249		21,698,890

As per our report of even date
For D.Khanna & Associates
 ICAI Firm Regn. No. 012917N
 Chartered Accountants

For and on behalf of the Board of Directors of
Genus Prime Infra Limited

Ramesh Mundhara
 Partner
 Membership No. 426751

Amit Agarwal
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 DIN: 00016133

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Kunal Nayar
 Company Secretary

Place : Jaipur
 Date : May 29, 2018

Place : Moradabad
 Date : May 29, 2018

Hukam Singh
 CFO

STATEMENT OF CHANGES IN EQUITY...>>>>

Statement of Changes in Equity for the year ended March 31, 2018

a. Equity Share Capital

(Amount in Rs.)

Particulars	March 31, 2018		March 31, 2017	
	No.	Amount	No.	Amount
Equity Shares of Rs. 10 each issued, subscribed and fully paid up				
At the beginning of the year	14,073,500	28,147,000	14,073,500	28,147,000
Issued during the year	-	-	-	-
At the end of the year	14,073,500	28,147,000	14,073,500	28,147,000

b. Other Equity

Particulars	Reserves and surplus			Items of OCI	Total Equity
	Capital Reserve	General Reserve	Retained Earnings	FVTOCI Reserve	
As at April 01, 2016	501,111,761	4,169,708	(20,429,908)	170,331,325	655,182,886
Addition / Profit for the year	-	-	(1,170,529)	-	(1,170,529)
Other Comprehensive Income/(loss) for the year	-	-	-	(34,971,973)	(34,971,973)
At March 31, 2017	501,111,761	4,169,708	(21,600,437)	135,359,352	619,040,384
Addition / Profit for the year	-	-	(29,221)	-	(29,221)
Other Comprehensive Income/(loss) for the year	-	-	-	132,213,659	132,213,659
At March 31, 2018	501,111,761	4,169,708	(21,629,658)	267,573,012	751,224,823

As per our report of even date
For D.Khanna & Associates
 ICAI Firm Regn. No. 012917N
 Chartered Accountants

For and on behalf of the Board of Directors of
Genus Prime Infra Limited

Ramesh Mundhara
 Partner
 Membership No. 426751

Amit Agarwal
 WTD and CEO
 DIN: 00016133

Simple Agarwal
 Director
 DIN: 03072646

Kunal Nayar
 Company Secretary

Place : Jaipur
 Date : May 29, 2018

Place : Moradabad
 Date : May 29, 2018

Hukam Singh
 CFO

CONSOLIDATED ACCOUNTING POLICIES...>>>>

1. Corporate Information

The consolidated financial statements comprises of Genus Prime Infra Limited (the “Parent Company” or “Holding Company”) and its wholly owned subsidiary (collectively, “the Group”) for the year ended March 31, 2018. The Holding Company is a public company domiciled in India. The equity shares of the Holding Company are listed BSE Limited. The registered office of the Holding Company is located at Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad - 244001.

The Consolidated Financial statement were authorised for issue in accordance with a resolution of the directors on May 29, 2018.

2. Significant Accounting Policies

2.1 Basis of Preparation

The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (“Ind AS”) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

For all periods upto and including the year ended March 31st, 2017, the Group prepared its financial statements in accordance with Accounting Standards notified under section 133 of the Companies Act, 2013 read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (“Indian GAAP”). These financial statements for the year ended March 31st, 2018 are the first financial statements the Group has prepared in accordance with Ind AS.

The financial statement has been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Certain financial assets and liabilities measured at fair value (refer accounting policies regarding financial instruments)

The standalone financial statements are presented in Indian Rupees (INR) except when otherwise indicated.

2.2 Basis of consolidation

- a. The consolidated financial statements comprise the financial statements of the Group as at March 31, 2018; March 31, 2017; and April 01st, 2016 and for the year ended March 31, 2018 and March 31, 2017.\

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

The Group owns 100% voting rights in its all three subsidiary. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the beginning date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member’s financial statements in preparing the consolidated financial statements to ensure conformity with the group’s accounting policies.

- b. Consolidation procedure:

1. Combine like items of assets, liabilities, equity, income, expenses and cash flows of the Holding Company with those of its subsidiary.

CONSOLIDATED ACCOUNTING POLICIES...>>>>

Eliminate the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.

2. Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.
3. Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent company of the Group.
4. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.
5. A change in the ownership interest of a subsidiary, without a loss of control, accounted for as an equity transaction. If the Group loses control over a subsidiary, it:
 - Derecognises the assets (including goodwill) and liabilities of the subsidiary
 - Derecognises the carrying amount of any non-controlling interests
 - Derecognises the cumulative translation differences recorded in equity
 - Recognises the fair value of the consideration received
 - Recognises the fair value of any investment retained
 - Recognises any surplus or deficit in profit or loss
 - Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities

c Investment in Subsidiary

The Group's investments in its subsidiary are accounted for using the equity method. Under the equity method, the investment in an subsidiary is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the subsidiary since the acquisition date. Goodwill/Capital reserve relating to the subsidiary is recognised separately in the books of accounts.

The statement of profit and loss reflects the Group's share of the results of operations of the subsidiary. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the subsidiary, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate.

The Consolidated Financial Statements for the year ended March 31, 2018 have been prepared on the basis of the following entities:

Name of the Entity	Relationship	Percentage of Holding as at March 31,2018	Percentage of Holding as at March 31,2017
Sansar Infrastructure Private Limited	Wholly Owned Subsidiary	100%	100%
Star Vanijya Private Limited	Wholly Owned Subsidiary	100%	100%
Sunima Trading Private Limited	Wholly Owned Subsidiary	100%	100%

2.3 Summary of Significant Accounting Policies

a. Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as

CONSOLIDATED ACCOUNTING POLICIES...>>>>

current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle,
- It is held primarily for the purpose of trading,
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

b. Foreign currencies

The Consolidated financial statements are presented in Indian rupees, which is the functional currency of the Group.

c. Fair Value Measurement

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure the fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

CONSOLIDATED ACCOUNTING POLICIES...>>>>

- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

d. Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Group has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

Based on the Educational Material on Ind AS 18 issued by the ICAI, the Group has assumed that recovery of excise duty flows to the Group on its own account. This is for the reason that it is a liability of the manufacturer which forms part of the cost of production, irrespective of whether the goods are sold or not. Since the recovery of excise duty flows to the Group on its own account, revenue includes excise duty.

However, sales tax/ value added tax (VAT)/Goods and services Tax (GST) is not received by the Group on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognised.

Sale of goods and services

Revenue from sale of goods is recognised when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances.

Rendering of services

Revenue from service contracts are recognised as and when services are rendered.

Interest income

For all financial instrument measured at amortised cost, interest income is recorded using effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included under the head “other income” in the statement of profit and loss.

Dividends

Revenue is recognised when the Group’s right to receive the payment is established, which is generally when shareholders approve the dividend.

e Government Grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is

CONSOLIDATED ACCOUNTING POLICIES...>>>>

recognised as income in equal amounts over the expected useful life of the related asset.

f. Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in India.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provision where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period/year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Group recognizes MAT credit available as deferred tax asset only to the extent it is probable that sufficient taxable profit will be available to allow all or part of MAT credit to be utilised during the specified period, i.e., the period for which such credit is allowed to be utilised

g. Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

h. Impairment of Non- Financial Assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

CONSOLIDATED ACCOUNTING POLICIES...>>>>

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated.

Impairment losses, including impairment on inventories, are recognised in the statement of profit and loss. An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior periods/ years. Such reversal is recognised in the statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

i. Provision

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

j. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

- For purposes of subsequent measurement, financial assets are classified in four categories:
- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instrument at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

CONSOLIDATED ACCOUNTING POLICIES...>>>>

- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the OCI. However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Equity investments:

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in OCI subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's balance sheet) when:

- a) the rights to receive cash flows from the asset have expired, or
- b) The Group has transferred its rights to receive cash flows from the asset, and
 - (i) the Group has transferred substantially all the risks and rewards of the asset, or
 - (ii) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Reclassification of financial assets

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

k. Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

l. Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares in adjusted for treasury shares.

CONSOLIDATED ACCOUNTING POLICIES...>>>>

Diluted EPS amounts are calculated by dividing the profit attributable to equity shareholders by the weighted average number of Equity shares outstanding during the year plus the weighted average number of equity shares outstanding, for the effects of all dilutive potential shares.

m. Segment reporting

The Group's operations predominately relate only one segment and accordingly segment.

n. Contingent Liability and contingent assets

A contingent liability is possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Group does not recognise the contingent liability but discloses its existence in the financial statements.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. The Group does not recognise the contingent assets but discloses its existence in the financial statements.

o. CSR expenditure

The Group has opted to charge its CSR expenditure if any, incurred during the year to the statement of profit and loss.

For and on behalf of the board

As per our report of even date
For D Khanna & Associates
Chartered Accountants
FRN: 012917N

Amit Agarwal
Director
DIN: 00016133

Simple Agarwal
Director
DIN: 03072646

Kunal Nayar
Company Secretary

Hukam Singh
CFO

Place: Jaipur
Date: May 29, 2018

Place : Moradabad
Date : May 29, 2018

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS...>>>>

Notes to the financial statements for the year ended March 2018

3 Investments

(Amount in Rs.)

	March 31, 2018	March 31, 2017	April 01, 2016
Non-Current			
Investment in Equity Instruments (Unquoted)	717,400,616	538,733,508	585,992,931
Investment in Preference shares (Unquoted)	115,900,000	115,900,000	115,900,000
	833,300,616	654,633,508	701,892,931
Investment in Equity Instruments (Unquoted) (at Fair value through Other Comprehensive Income)			
2796552, (31 March 2017: 2796552, 01 April 2016: 2796552) Equity Shares of Rs. 10/- each in Yajur Commodities Ltd (Formely Known as Virtuous Urja Ltd)	83,337,250	58,671,661	33,670,486
354000, (31 March 2017: 354000, 01 April 2016: 354000) Equity Shares of Rs. 10/- each in Vivekshil Dealers Pvt. Ltd.	137,847,600	104,327,340	126,795,720
5375, (31 March 2017: 5375, 01 April 2016: 5375) Equity Shares of Rs. 10/- each in J.C. Textiles Pvt Ltd.	7,625,513	7,218,464	6,880,430
770000, (31 March 2017: 770000, 01 April 2016: 770000) Equity Shares of Rs. 10/- each in Vivekshil Dealers Pvt Ltd	299,838,000	226,926,700	275,798,600
150000, (31 March 2017: 150000, 01 April 2016: 150000) Equity Shares of Rs. 10/- each in Professional Fashion & Management Pvt Ltd	390,000	616,500	408,000
1862069, (31 March 2017: 1862069, 01 April 2016: 1862069) Equity Shares of Rs. 10/- each in Virtuous Urja Ltd	55,489,656	39,066,208	22,419,311
46979, (31 March 2017: 46979, 01 April 2016: 46979) Equity Shares of Rs. 10/- each in Genus Innovation Ltd	7,836,097	6,944,436	4,956,285
150000, (31 March 2017: 150000, 01 April 2016: 150000) Equity Shares of Rs. 10/- each in Professional Fashion & Management Pvt Ltd	390,000	616,500	408,000
320000, (31 March 2017: 320000, 01 April 2016: 320000) Equity Shares of Rs. 10/- each in Vivekshil Dealers Pvt Ltd	124,608,000	94,307,200	114,617,600
385, (31 March 2017: 385, 01 April 2016: 385) Equity Shares of Rs. 100/- each in Sukhvarsha Distributors (P) Ltd	38,500	38,500	38,500
	717,400,616	538,733,508	585,992,931
Investment in Preference shares (Unquoted) (at amortised cost)			
297500, (31 March 2017: 297500, 01 April 2016: 297500) Shares of Rs. 100/- each in Yajur Commodities Limited (Formally Known as Virtuous Urja Ltd)	55,500,000	55,500,000	55,500,000
132500, (31 March 2017: 132500, 01 April 2016: 132500) Equity Shares of Rs. 100/- each in Virtuous Urja Ltd	26,500,000	26,500,000	26,500,000
155000, (31 March 2017: 155000, 01 April 2016: 155000) Equity Shares of Rs. 100/- each in Genus International Commodities Ltd	15,500,000	15,500,000	15,500,000
70000, (31 March 2017: 70000, 01 April 2016: 70000) Equity Shares of Rs. 100/- each in Shares in Kailash Vidyut & Ispat Ltd	7,000,000	7,000,000	7,000,000
1140000 (March 31, 2017: 1140000, April 01, 2016: 1140000) of Rs 10/- each Shares of Genus Apparels Ltd	11,400,000	11,400,000	11,400,000
	115,900,000	115,900,000	115,900,000
	833,300,616	654,633,508	701,892,931

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS...>>>>

4 Loans

(Unsecured, considered good)

(Amount in Rs.)

	March 31, 2018	March 31, 2017	April 01, 2016
A) Non-current			
Loan and advances to related parties	-	-	-
Other loans and advances			
Loans to others	-	-	807,352
Miscellaneous Exp	-	-	-
	-	-	807,352
Total	-	-	807,352
	March 31, 2018	March 31, 2017	April 01, 2016
B) Current			
Loan	-	-	-
Total	-	-	-

5 Non-current tax assets and current tax liabilities

	March 31, 2018	March 31, 2017	April 01, 2016
Non-current tax assets			
Advance Income tax (Net of provision for tax)	-	-	-
	-	-	-
Current tax liabilities			
Provision for tax (net of advance tax payments)	-	-	-
	-	-	-

6 Cash and Bank Balances

A) Cash and cash equivalents

	March 31, 2018	March 31, 2017	April 01, 2016
Current			
Balance with banks:			
On current accounts	825,711	555,458	638,087
Cheques in Hand	-	20,244,313	-
Cash on hand	658,538	899,118	1,449,435
	1,484,249	21,698,889	2,087,522

Breakup of financial assets carried at amortised cost / fair value

	March 31, 2018	March 31, 2017	April 01, 2016
Investments	833,300,616	654,633,508	701,892,931
Loans	-	-	807,352
Cash and Bank balances	1,484,249	21,698,889	2,087,522
	834,784,865	676,332,397	704,787,805

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS...>>>>

7 Non-financial assets (Unsecured, considered good)

A) Non-current			
	March 31, 2018	March 31, 2017	April 01, 2016
Advances recoverable in cash or kind	175,993,000	124,538,687	75,537,310
	175,993,000	124,538,687	75,537,310
B) Current			
	March 31, 2018	March 31, 2017	April 01, 2016
Advances recoverable in cash or kind	30,000	-	-
Balance with statutory/government authorities	438,642	372,817	348,450
	468,642	372,817	348,450

8 Equity share capital

	March 31, 2018	March 31, 2017	April 01, 2016
Authorised			
3,00,00,000 (March 31, 2017: 3,00,00,000; April 01, 2016: 3,00,00,000) Equity Share of Rs. 2/- each	60,000,000	60,000,000	60,000,000
3,00,000 0% Redeemable Preference shares of Rs. 100/- each	30,000,000	30,000,000	30,000,000
Issued, subscribed and fully paid-up shares			
1,40,73,500 (March 31, 2017: 1,40,73,500; April 01, 2016: 1,40,73,500) Equity Shares of Rs. 2/-each	28,147,000	28,147,000	28,147,000
1,00,000 0% Redeemable Preference shares of Rs. 100/- each	10,000,000	10,000,000	10,000,000
	38,147,000	38,147,000	38,147,000

a. Reconciliation of the equity shares outstanding at the beginning and at the end of the year.

Equity shares	March 31, 2018		March 31, 2017	
	Numbers	Value	Numbers	Value
At the beginning of the year	14,073,500	28,147,000	14,073,500	28,147,000
Issued during the year	-	-	-	-
Outstanding at the end of the year	14,073,500	28,147,000	14,073,500	28,147,000
0% Redeemable Preference shares				
	March 31, 2018		March 31, 2017	
	Numbers	Value	Numbers	Value
At the beginning of the year	100,000	10,000,000	100,000	10,000,000
Issued during the year	-	-	-	-
Outstanding at the end of the year	100,000	10,000,000	100,000	10,000,000

b. Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of Re.2 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the board of directors is subject to approval of Shareholders in Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS...>>>>

c. Terms / rights attached to equity shares

The face value of each preference share is Rs. 100. The shares shall have same voting rights applicable to the preference shares under the Companies Act, 2013. In the event of liquidation of the Company, the holder is entitled to receive in priority to all equity shares, amount equal to total of paid up capital.

d. Details of shareholders holding more than 5% equity shares in the Company

		March 31, 2018		March 31, 2017	
		Numbers	% holding	Numbers	% holding
1	Amit Kumar Agarwal	3,387,520	24.07%	3,387,520	24.07%
2	Jitendra Agarwal	3,434,221	24.40%	3,434,221	24.40%
3	Rajendra Agarwal	4,367,782	31.04%	4,405,252	31.30%

Details of shareholders holding more than 5% in 0% Redeemable Preference shares in the Company					
		March 31, 2018		March 31, 2017	
		Numbers	% holding	Numbers	% holding
1	Namo Resorts Private Limited	10,000	10.00%	10,000	10.00%
2	Webnet Systems India Private Limited	10,000	10.00%	10,000	10.00%
3	Rahul Finlease Private Limited	10,000	10.00%	10,000	10.00%
4	Polo Leasing & Finance Private Limited	10,000	10.00%	10,000	10.00%
5	Rajkar Electronics & Electricals Private Limited	10,000	10.00%	10,000	10.00%
6	Sears Exim Private Limited	10,000	10.00%	10,000	10.00%
7	Panchvatti International Private Limited	10,000	10.00%	10,000	10.00%
8	Sharda India Private Limited	10,000	10.00%	10,000	10.00%
9	Upper India Sugar Mills Private Limited	10,000	10.00%	10,000	10.00%
10	Ria Marketing Services Private Limited	5,000	5.00%	5,000	5.00%
11	Nepostal India Private Limited	5,000	5.00%	5,000	5.00%

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS...>>>>

9 Other Equity

	March 31, 2018	March 31, 2017	April 01, 2016
General Reserve	4,169,708	4,169,708	4,169,708
Capital Reserve	501,111,761	501,111,761	501,111,761
Securities Premium	-	-	-
Retained earnings	245,943,354	113,758,915	149,901,417
	751,224,823	619,040,384	655,182,886

The movement in balance of other equity is as follows:

	March 31, 2018	March 31, 2017
General Reserve		
As per last balance sheet	4,169,708	4,169,708
Add: Additions during the year	-	-
Closing balance	4,169,708	4,169,708
Capital Reserve		
As per last balance sheet	501,111,761	501,111,761
Add: Additions during the year	-	-
Closing balance	501,111,761	501,111,761
Retained earnings		
Balance as per last financial statements	113,758,915	149,901,417
Add: Profit for the year	132,184,439	(36,142,502)
Net surplus in the statement of profit and loss	245,943,354	113,758,915

10 Borrowings

A) Non Current borrowings			
	March 31, 2018	March 31, 2017	April 01, 2016
From Banks (secured)			
Term loans	-	-	-
Other loans (unsecured)			
From other parties	123,613,450	92,582,559	23,947,492
TOTAL	123,613,450	92,582,559	23,947,492
The above amount includes:			
Secured borrowings	-	-	-
Unsecured borrowings	123,613,450	92,582,559	23,947,492

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS...>>>>

B) Current borrowings			
	March 31, 2018	March 31, 2017	April 01, 2016
Current Maturities of Non Current borrowings			
From Banks (secured)			
Term loans	-	-	-
Other loans (unsecured)			
From Companies	2,156,694	1,846,840	1,328,551
	2,156,694	1,846,840	1,328,551
Less : Amount disclosed under other current liabilities	-	-	-
TOTAL	2,156,694	1,846,840	1,328,551
The above amount includes:			
Secured borrowings	-	-	-
Unsecured borrowings	2,156,694	1,846,840	1,328,551

11 Other liabilities

Current

	March 31, 2018	March 31, 2017	April 01, 2016
Current maturities of long-term borrowing	-	-	-
Creditor for capital goods	-	-	-
Expenses Payable	188,200	147,000	306,068
	188,200	147,000	306,068
Breakup of financial liabilities carried at amortised cost			
	March 31, 2018	March 31, 2017	April 01, 2016
Borrowing	-	-	-
Other liabilities	188,200	147,000	306,068
	188,200	147,000	306,068

12 Deferred Tax Liability

(Amount in Rs.)

		March 31, 2018	March 31, 2017	April 01, 2016
Deferred tax liability arising on account of timing differences relating to:				
Impact on account of investment carried at FVTPL		-	-	-
Impact on account of investment carried at FVTOCI		95,927,565	49,474,117	61,761,569
	A	95,927,565	49,474,117	61,761,569
Deferred tax asset arising on account of timing differences relating to:				
Provision for bad and doubtful debts and expected Credit Loss		-	-	-
Impact on account of investment carried at amortised cost		-	-	-
MAT credit entitlement		18,756	-	-
	B	18,756	-	-
	(A-B)	95,908,809	49,474,117	61,761,569

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS...>>>>

Deferred tax assets/ (liabilities):

For the year ended March 31, 2017

	Opening Balance	Recognised in profit & loss	Recognised in OCI	Closing balance
Impact on account of investment carried at FVTPL	-	-	-	-
Impact on account of investment carried at FVTOCI	49,474,117	-	46,453,447	95,927,565
Provision for bad and doubtful debts and expected Credit Loss	-	-	-	-
Impact on account of investment carried at amortised cost	-	-	-	-
MAT credit entitlement	-	(18,756)	-	(18,756)
	49,474,117	(18,756)	46,453,447	95,908,809

For the year ended March 31, 2016

	Opening Balance	Recognised in profit & loss	Recognised in OCI	Closing balance
Impact on account of investment carried at FVTPL	-	-	-	-
Impact on account of investment carried at FVTOCI	61,761,569	-	(12,287,451)	49,474,117
Provision for bad and doubtful debts and expected Credit Loss	-	-	-	-
Impact on account of investment carried at amortised cost	-	-	-	-
MAT credit entitlement	-	-	-	-
	61,761,569	-	(12,287,451)	49,474,117

13 Non Financial Liabilities

	March 31, 2018	March 31, 2017	April 01, 2016
Statutory liabilities	7531	6000	0
	7531	6000	0

14 Revenue from Operations

	March 31, 2018	March 31, 2017
Sale of products	-	-
Other Sales	-	-

15 Other income

	March 31, 2018	March 31, 2017
Other non-operating income		
Commission Received	2,125,350	1,065,855
Interest Income	1,321	1,005
	2,126,671	1,066,860

16 Employees Benefit Expenses

	March 31, 2018	March 31, 2017
Salaries, wages and bonus	645,900	901,309
Contribution to provident and other funds	-	-
	645,900	901,309

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS...>>>>

17 Other Expenses

	March 31, 2018	March 31, 2017
<u>Administrative Expenses</u>		
Listing expenses	386,725	550,709
Bank Charges	937	930
Compliance Fees	-	9,250
Demat Expenses	2,000	-
ROC Filing fee	5,400	39,420
Accounting Charges	78,800	76,000
Printing and Stationary	144,906	105,455
Advertisement and Publicity	118,121	56,394
Rates & Taxes	2,030	-
Travelling Expenses	1,978	13,692
Conveyance	1,990	1,970
Legal and Professional Expenses	516,160	165,463
Postage & Telephone Expenses	81,065	163,637
Auditors' Remuneration	157,900	141,700
Miscellaneous Expenses	11,879	11,154
	1,509,891	1,335,774
<u>Details of Auditors' Remuneration are as follows:</u>		
Statutory Auditors:		
Audit Fees	133,000	115,000
Reimbursement of expenses	24,900	26,700
	157,900	141,700

18 Finance Cost

	March 31, 2018	March 31, 2017
Bank charges	101	306
	101	306

19 Tax Expenses

(a) Tax charge

	March 31, 2018	March 31, 2017
The Major component of income tax expenses are as follows:		
Current Income tax:		
Current income tax charges	9,759	-
Adjustment in respect of current income tax of previous years	8,997	-
Deferred tax:		
Relating to origination and reversal of temporary differences	-	-
Income tax expenses reported in the statement of profit or loss	18,756	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS...>>>>

OCI Section		
Deferred tax related to items recognised in OCI during the year:		
	March 31, 2018	March 31, 2017
Items that will be reclassified to profit or loss	-	-
Items that will not be reclassified to profit or loss	(46,453,448)	12,287,450
Income tax charged to OCI	(46,453,448)	12,287,450

(b) Reconciliation of effective tax rate:

Profit before tax (A)	(29,221)	(1,170,529)
Enacted tax rate in India (B)	26.00%	25.75%
Expected Tax Expenses (C= A*B)	9,855	8,996
Actual Tax expense (net off tax for earlier years)	(8,997)	-
Difference (Note A)	18,852	8,996
Note A		
Other than temporary difference		
MAT Credit Not Recognised	-	8,996
Short Provision	96	-
MAT and Other benefits allowed under various provisions	18,756	-
	18,852	8,996

20 Other Comprehensive Income (OCI)

The disaggregation of changes to OCI by each type of reserve in equity is shown as below:

	March 31, 2018	March 31, 2017
Remeasurement costs on net defined benefit liability		
Deferred tax effect on remeasurement costs		
Remeasurement of Financial assets	178,667,107	(47,259,423)
Tax on same	(46,453,448)	12,287,450
Total	132,213,659	(34,971,973)

21 Earnings per equity share

	March 31, 2018	March 31, 2017
The following reflects the profit and share data used in the basic and diluted EPS computations:		
Profit available for equity shareholders	(29,221)	(1,170,529)
Weighted average number of equity shares in computing basic EPS	14073500	14073500
Face value of each equity share (Rs.)	2.00	2.00
Earnings per equity share: Basic and Diluted (Rs.)	(0.002)	(0.083)

22 First time adoption of Ind AS

These financial statements, for the year ended March 31, 2018, are the Group's first financial statements which have been prepared in accordance with Ind AS. For periods up to and including the year ended March 31, 2017, the Group prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

Accordingly, the Group has prepared financial statements which comply with Ind AS applicable for year ended March 31, 2018, together with the comparative period data as at and for the year ended March 31, 2017, as described in the summary of significant accounting policies. In preparing these financial statements, the Group's opening balance sheet was prepared as at April 01, 2016, the Group's date of transition to Ind AS. This note explains the principal adjustments made by the Group in restating its Indian GAAP financial statements, including the balance sheet as at April 01, 2016 and the financial statements as at and for the year ended March 31, 2017.

Exemptions applied

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Group has applied the following exemptions:

- (a) Ind AS 101 requires a first-time adopter to apply derecognition requirements in Ind AS 109 prospectively to transactions occurring on or after the date of transition to Ind AS. Accordingly, the Group continues to de-recognise the financial assets and financial liabilities for transactions which have occurred before the date of transition to Ind AS.
- (b) As per Ind AS 101, the Group has elected not to restate business combinations that occurred before the date of transition.

Estimates

The estimates as at April 01, 2016 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies) apart from impairment of financial assets based on expected credit loss model where application of Indian GAAP did not require estimation. The estimates used by the Group to present these amounts in accordance with Ind AS reflect conditions at April 01, 2016 (transition date), March 31, 2017.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS...>>>>

Reconciliation of equity as at March 31, 2017

	Foot Notes	Indian GAAP	Adjustments	Ind AS
ASSETS				
Non-current assets				
Financial Assets				
Investments	(i)	464,348,436	190,285,072	654,633,508
Loan	(iii)	-	-	-
Non-financial assets		124,911,504	(372,817)	124,538,687
Deferred tax assets (Net)	(iii)	-	-	-
		589,259,940	189,912,255	779,172,195
Current assets				
Financial Assets				
Cash and cash equivalents		21,698,889	-	21,698,889
Non-financial assets		-	372,817	372,817
		21,698,889	372,817	22,071,706
Total Assets		610,958,829	190,285,072	801,243,901
EQUITY AND LIABILITIES				
Equity				
Equity share capital		38,147,000	-	38,147,000
Other Equity		478,229,430	140,810,954	619,040,384
		516,376,430	140,810,954	657,187,384
Liabilities				
Non-current liabilities				
Financial Liabilities				
Borrowings		94,429,399	(1,846,840)	92,582,559
Deferred tax liabilities (net)	(iii)	-	49,474,117	49,474,117
		94,429,399	47,627,277	142,056,676
Current liabilities				
Financial Liabilities				
Borrowings		-	1,846,840	1,846,840
Other liabilities		147,000	-	147,000
Non-financial liabilities		6,000	-	6,000
		153,000	1,846,840	1,999,840
Total Equity and Liabilities		610,958,829	190,285,072	801,243,901

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS...>>>>

Reconciliation of equity as at April 01, 2016

	Foot Notes	Indian GAAP	Adjustments	Ind AS
ASSETS				
Non-current assets				
Financial Assets				
Investments	(i)	464,348,436	237,544,495	701,892,931
Loans	(iii)	3,906,878	(3,099,526)	807,352
Non-financial assets		75,885,760	(348,450)	75,537,310
		544,141,074	234,096,519	778,237,593
Current assets				
Financial Assets				
Cash and cash equivalents		2,087,523	-	2,087,523
Others	(iii)	-	-	-
Non-financial assets		-	348,450	348,450
		2,087,523	348,450	2,435,973
Total Assets		546,228,597	234,444,969	780,673,566
EQUITY AND LIABILITIES				
Equity				
Equity share capital		38,147,000	-	38,147,000
Other Equity		482,499,486	172,683,400	655,182,886
		520,646,486	172,683,400	693,329,886
Liabilities				
Non-current liabilities				
Financial Liabilities				
Borrowings		25,276,043	(1,328,551)	23,947,492
Deferred tax liabilities (net)	(iii)	-	61,761,569	61,761,569
		25,276,043	60,433,018	85,709,061
Current liabilities				
Financial Liabilities				
Borrowings		-	1,328,551	1,328,551
Other liabilities		306,068	-	306,068
Non-financial liabilities		-	-	-
		306,068	1,328,551	1,634,619
Total Liabilities		546,228,597	234,444,969	780,673,566

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS...>>>>

Reconciliation of statement of profit or loss for the year ended March 31, 2017

	Foot Notes	Indian GAAP	Adjustments	Ind AS
Income				
Revenue from operations	(ii)	-	-	-
Other Income (net)	(i)	1,066,860	-	1,066,860
Total Income		1,066,860	-	1,066,860
Expenses				
Employee Benefits Expenses		901,309		901,309
Other expenses	(iii)	1,335,774	-	1,335,774
Finance costs		306	-	306
Total expenses		2,237,389	-	2,237,389
Profit before tax and exceptional item		(1,170,529)	-	(1,170,529)
Exceptional item		-	-	-
Profit before tax		(1,170,529)	-	(1,170,529)
Tax Expense				
Current tax		-	-	-
Deferred tax credit		-	-	-
Tax relating to earlier years		-	-	-
Total tax expense		-	-	-
Profit for the period / year		(1,170,529)	-	(1,170,529)
Other Comprehensive Income				
Items that will be reclassified to profit or loss				
Net movement on forward exchange contracts		-	-	-
Income tax effect relating to items that will be reclassified to profit or loss		-	-	-
Items that will be reclassified to profit or loss				
Re-measurement gains/ (losses) on defined benefit plans		-	-	-
Net (loss)/gain on FVTOCI equity Securities	(i), (iv)	-	(47,259,423)	(47,259,423)
Income tax effect relating to items that will not be reclassified to profit or loss	(iii)	-	12,287,450	12,287,450
Total other comprehensive income for the year, net of tax		-	(34,971,973)	(34,971,973)

Foot notes to the reconciliation of equity as at April 01, 2016 and March 31, 2017 and profit or loss for the year ended March 31, 2017

(i) Valuation of Investments

The Group, in accordance with previous GAAP has accounted for non current investments at cost and current investment for cost or market value whichever is lower. The Group has recognised, investments in equities at fair value. Investments in Preference Shares is carried at cost. The difference between the fair value and previous GAAP carrying value has been recognised as an adjustment to retained earnings or as a separate component of equity on the date of transition.

(ii) Sale of goods and Services

Under Indian GAAP, commission on sale of goods and interest from bank was presented as other. Previous year figure has been reclassified accordingly.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS...>>>>

(iii) Others

Based on the GAAP differences between Indian GAAP and Ind AS, the Group has provided other relevant adjustments. Further, the various transitional adjustments lead to temporary differences. Deferred tax adjustments are recognised in correlation to the underlying transaction either in retained earnings or a separate component of equity.

(iv) Other comprehensive income

Under Indian GAAP, the Group has not presented other comprehensive income (OCI) separately. Hence, it has reconciled Indian GAAP profit or loss to profit or loss as per Ind AS. Further, Indian GAAP profit or loss is reconciled to total comprehensive income as per Ind AS.

(v) Statement of cash flows

The transition from Indian GAAP to Ind AS has not had a material impact on the statement of cash flows.

(vi) Previous year figure are regrouped or rearranged wherever necessary.

23. Notes to the consolidated financial statements for the year ended March 31, 2018

1. In the opinion of the Board of Directors, Current Assets, Loans & Advances have a value of realization in the ordinary course of business at least equal to the amount at which they have been stated in the Balance Sheet. The provisions for all known liabilities are adequate and not in excess of amount considered reasonably necessary.

2. Managerial Remuneration U/s 197 of Companies Act, 2013 paid/payable during financial year to the Director are as under: -

	<u>Current Year (Rs).</u>	<u>Previous Year(Rs)</u>
--	---------------------------	--------------------------

Salaries & Allowances	NIL	NIL
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Computation of Net Profit in accordance with section 198 of the Companies Act, 2013 is not given, as Company has not paid any commission to any of its Directors.

3. The amount owed to Small Scale Industries outstanding for more than 30 days as at 31st March 2017 and the sum exceeding Rs. 1 lacs in each case was Rs. NIL (Previous Year- Rs. NIL).

4. Related Party Disclosure:

Disclosure of Related Party transactions:

(a) Name of related party and nature of related party relationship where control exist:

(i) Holding Company	:	Nil.
(ii) Subsidiary Company	:	Sansar Infrastructure Private Limited
	:	Star Vanijya Private Limited
	:	Sunima Trading Private Limited

(b) Name of related party and nature of related party relationship other than those referred to in (a) above in transaction with the company :

(i) Joint Ventures etc	:	Nil
(ii) Key Management Personnel	:	Amit Agarwal
	:	Simple Agarwal

(iii) Corporate entities over which key management personnel are able to exercise significant influence	:	Genus Apparels Ltd
	:	J.C Textiles Private Limited
	:	Yajur Commodities Limited
	:	Kailash Industries Limited
	:	Kailash Vidyut & Ispat Limited

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS...>>>>

- (c) Transactions with related parties during the year : Nil
5. It has also no import, expenditure/earning in foreign currency during the year or during the Previous year.
6. Previous year figures have been reworked, rearranged, regrouped and reclassified, wherever considered necessary.

As per our report of even date
For D.Khanna & Associates
ICAI Firm Regn. No. 012917N
Chartered Accountants

For and on behalf of the Board

Ramesh Mundhara
Partner
Membership No. 426751

Amit Agarwal
WTD and CEO
DIN: 00016133

Simple Agarwal
Director
DIN: 03072646

Kunal Nayar
Company Secretary

Hukam Singh
CFO

Place : Jaipur
Date : May 29, 2018

Place : Moradabad
Date : May 29, 2018

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

GENUS PRIME INFRA LIMITED

(Formerly Gulshan Chemfill Limited)

Regd. Office: Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad (UP)-244001; **CIN:** L24117UP2000PLC032010

Corp. Office: D-116, Okhla Industrial Area, Phase-I, New Delhi-110020

Tel. +91-591-2511171; **Fax** +91-591-2511242; **Email:** cs.genusprime@gmail.com **Website:** www.genusprime.com

Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No / *Client-ID – *DPID:	

(*Applicable for investors holding shares in electronic form)

I/We, being the member(s) of _____ shares of above named company, hereby appoint:

- (1) Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him/her;
- (2) Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him/her;
- (3) Name: _____ Address: _____
E-mail Id: _____ Signature: _____;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 18th Annual General Meeting of the Company, to be held on Saturday, September 22, 2018 at 2:00 p.m. at Near Moradabad Dharam Kanta, Kanth Road Harthala, Moradabad, U.P.-244001, and at any adjournment thereof in respect of such resolutions as are indicated below:

PROXY FORM...>>>>

S. No.	Resolutions	Optional**	
		For	Against
Ordinary Business			
1	Adoption of Standalone and Consolidated Financial Statements for the year ended March 31, 2018		
2	Re-appointment of Mrs. Simple Agarwal, who retires by rotation		
3	Appointment of M/s. D. Khanna & Associates, Chartered Accountants, Jaipur as Auditors and fix their remuneration		

Signed this..... day of.....2018

Signature of Shareholder : _____

Signature of Proxy holder(s) : _____

Affix Revenue Stamp of One Rupee

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. A Proxy need not be a member of the Company.**
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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 shareholder.
- **This is only optional. Please put an 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

ATTENDANCE SLIP...>>>>

GENUS PRIME INFRA LIMITED

(Formerly Gulshan Chemfill Limited)

Regd. Office: Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad (UP)-244001;

CIN: L24117UP2000PLC032010, **Corp. Office:** D-116, Okhla Industrial Area, Phase-I, New Delhi-110020

Tel. +91-591-2511171; **Fax** +91-591-2511242; **Email:** cs.genusprime@gmail.com **Website:** www.genusprime.com

DP ID No.*		Folio No.	
Client ID No *		No. of Shares	

* Applicable for investors holding shares in electronic form.

Name of Member	
Address of Member	
Name of Proxy	

I certify that I am a registered member / proxy for the registered member of the Company. I hereby record my presence at the 18th Annual General Meeting of the Company to be held on Saturday, **September 22, 2018** at 2:00 p.m. at Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad, Uttar Pradesh-244001.

Notes:

1. Equity Shareholders are requested to bring the Attendance Slip with them when they come to the meeting and hand it over at the gate after signing it.
2. Incomplete attendance slips shall not be accepted.
3. The Equity Shareholders / proxies are advised to bring original photo identity proof for verification.
4. Joint shareholders may obtain additional Slip at the venue of the meeting.
5. Members are requested to bring their copy of Annual Report at AGM.

Signature of Member / Proxy

.....<.....>.....
FORM FOR REGISTRATION/UPDATION OF EMAIL ADDRESS

To*:

The Company (for members holding shares in physical mode)/

The Depository Participants (for members holding shares in Demat mode)

Dear Sir,

Sub: Registration/Updation of email address (Genus Prime Infra Limited) Formerly Gulshan Chemfill Limited

Please register/update my email address for the purpose of sending Annual Report and other notices/documents in electronic mode:

Name of the Shareholder(s)	
Email Id	
Folio No. / DP Id	
Client Id	
Mobile No	

Date:

Place:

Signature of the Shareholder(s)*

* Please ensure that the form is signed by the registered shareholder himself, alongwith joint shareholders, if any.

.....<.....>.....
ELECTRONIC VOTING PARTICULARS

EVSN	User Id	Password
180816002		



If undelivered, please return to

Genus Prime Infra Limited
(Formerly Gulshan Chemfill Limited)

D-116, Okhla Industrial Area
Phase-1, New Delhi-110020