



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 2, 2019

BSE Limited

(Corporate Relationship Department),

P J Towers, Dalal Street, Fort,

Mumbai-400001

E-mail: corp.compliance@bseindia.com

BSE SCRIP CODE: 532425

Sub: Submission of Annual Report for the Financial Year 2018-19, including notice of 19th Annual General Meeting

Re: Disclosure under Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

In terms of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit a copy of the Annual Report of the Company for the Financial Year 2018-19, including Notice of 19th Annual General Meeting ("AGM") of the members of the Company, scheduled to be held on Monday, 30th Day of September, 2019 at 2:00 P.M. at Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad-244001, Uttar Pradesh.

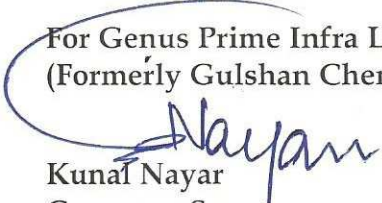
The same is also available on the website of the Company at www.genusprime.com

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

Thanking You,

Yours Faithfully

For Genus Prime Infra Limited
(Formerly Gulshan Chemfill Limited)


Kunal Nayar
Company Secretary





Annual Report 2018-19

Genus Prime Infra Limited
(Formerly Gulshan Chemfill Limited)

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CORPORATE INFORMATION....>>>>

<u>Board of Directors</u> 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
<u>Chief Financial Officer</u> Mr. Hukam Singh	
<u>Company Secretary</u> Mr. Kunal Nayar	
<u>Auditors</u> M/s. D. Khanna & Associates Chartered Accountants, G-6, Royal Sundram, Vivekanand Marg, C-Scheme, Jaipur-302001	
<u>Registrar and Share Transfer Agent</u> 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	
<u>Corporate Identification Number</u> L24117UP2000PLC032010	
<u>Registered Office</u> Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad-244001, Uttar Pradesh	
<u>Corporate Office</u> D-116, Okhla Industrial Area, Phase-I, New Delhi-110 020 Tel: +91-11-47114800 Fax: +91-11-47114833	
<u>Website & Email Id</u> Website: www.genusprime.com E-mail : cs.genusprime@gmail.com	

GENUS PRIME INFRA LIMITED

(Formerly Gulshan Chemfill Limited)

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

CIN: L24117UP2000PLC032010

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

Notice of the 19th Annual General Meeting

Notice is hereby given that the 19th Annual General Meeting of Genus Prime Infra Limited (Formerly Gulshan Chemfill Limited) will be held on Monday, 30th day of September, 2019 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, 2019 together with Reports of the Directors' and the Auditors' thereon.
2. To appoint a director in place of Mr. Amit Agarwal (DIN: 00016133), who retires from office by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration.

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, as amended or re-enacted from time to time, and pursuant to the recommendation of the Audit Committee of the Board of Directors of the Company, M/s D. Khanna & Associates, Chartered Accountants (ICAI Firm Registration No. 012917N) be and are hereby appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company, at such remuneration as may be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

4. Re-appointment of Mr. Rameshwar Pareek as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of section 149, 152 and other applicable provisions, of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV to the Act, as amended from time to time, Mr. Rameshwar Pareek (DIN 00014224), Non-Executive Director of the Company, who has consented to act as such, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 consecutive years with effect from April 01, 2019 up to March 31, 2024, not liable to retire by rotation."

5. Re-appointment of Mr. Kamal Kant Agarwal as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of section 149, 152 and other applicable provisions, of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV to the Act, as amended from time to time, Mr. Kamal Kant Agarwal (DIN 01641506), Non-Executive Director of the Company, who has consented to act as such, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 consecutive years with effect from April 01, 2019 up to March 31, 2024, not liable to retire by rotation."

6. Re-appointment of Mr. Dharam Chand Agarwal as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of section 149, 152 and other applicable provisions, of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV to the Act, as amended from time to time, Mr. Dharam Chand Agarwal (DIN 00014211), Non-Executive Director of the Company, who has consented to act as such, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 consecutive years with effect from April 01, 2019 up to March 31, 2024, not liable to retire by rotation."

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

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

NOTICE....>>>>

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment, modification or re-enactment thereof), consent of the Members of the Company be and is hereby accorded for entering into related party transactions by the Company with effect from 1st April, 2019 up to the maximum per annum amounts as appended below:

(Rs. In Lacs)

Maximum Value Of Contract /Transaction (Per Annum) wef 1 st April, 2019					
	Transactions defined u/s 188(1) of the Companies Act, 2013				
	Sale, Purchase or supply of any goods, materials	Loans & Advances/ Borrowings	Leasing of property of any kind	Availing or rendering of any services;	Appointment of any agent for purchase or sale of goods, materials, services or property
Name of Related Parties :					
Companies :					
Genus International Commodities Limited	-	40.00	-	-	-
Directors / KMPs / Relatives of Directors and KMPs /other firms and Companies in which directors have some interest as per provisions of Section 2(76) of the Companies Act, 2013	-	-	-	-	-

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

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, 2019

By Order of the Board of Directors

Kunal Nayar
Company Secretary

NOTICE....>>>>

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 Tuesday, 24th September, 2019 to Monday, 30th September, 2019 (both days inclusive).
- 5) Members who hold shares in dematerialized form are requested to bring their DP ID and Client ID numbers for easy identification of their attendance at the meeting.
- 6) Since the Company has never declared any dividend since its incorporation. No amount is, therefore, has fallen due for transfer to Investor Education & Protection Fund.
- 7) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent.
- 8) Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (i.e. Agency/Bank, with whom they 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) 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.
- 14) The relevant details of persons seeking appointment/re-appointment as Directors under Item No. 2, 4, 5 and 6 of the Notice, as required under SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, entered into with the Stock Exchanges, are given in this Notice.
- 15) With a view to support the 'Green Initiative', we are sending the Notice of the General Meetings, Financial Statements,

NOTICE....>>>>

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.

- 16) **Voting through electronic means:** In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services Limited ("CDSL"). Members have an option to either cast their vote through ballot paper by attending the Annual General Meeting or through e-voting facility from a place other than the venue of the Meeting. Members can opt for only one mode of voting. However, in case Members cast their vote both via physical ballot and e-voting, then voting through electronic mode would prevail and voting done by physical ballot shall be treated as invalid.

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on Friday, 27th September, 2019 (9:00 a.m.) and ends on Sunday, 29th September, 2019 (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 Monday, 23rd September, 2019, 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	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	<p>Enter the Bank Account Number as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Bank Account Number in order to login. If the details are not recorded with the depository or company please enter user id/folio number in the Dividend Bank details field.

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- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Genus Prime Infra Limited (Formerly Gulshan Chemfill Limited)> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (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, and NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - 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. Monday, 23rd September, 2019, 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 Monday, 23rd September, 2019.
- (iv) Ms. Komal, 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.

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- (v) The results of the e-voting along with the scrutinizer's report shall be placed on 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. Monday, 30th September, 2019.

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	Mr. Amit Agarwal	Mr. Rameshwar Pareek	Mr. Kamal Kant Agarwal	Mr. Dharam Chand Agarwal
Date of Birth	17.07.1973	01.11.1944	03.03.1960	08.02.1952
Date of original appointment	15.08.2011	31.07.2008	10.04.2010	10.04.2010
Qualification	Graduate	Post Graduate	Graduate	Graduate
Experience	Business management with experience in apparels	Business management with experience of corporate laws & accounts	Business management with rich experience in automobile industry	Business management with a strong background in financial arenas
Directorships in other Companies as on March 31, 2019	<ul style="list-style-type: none"> Genus Apparels Limited True Home Décor Private Limited Genus International Commodities Limited Genus Mobility Solutions Limited J C Textiles Private Limited M.K.J. Manufacturing Pvt Ltd IOJO Fashion Private Limited 	<ul style="list-style-type: none"> Genus Paper & Boards Limited Genus Power Infrastructures Limited Kailash Vidyut & Ispat Limited Virtuous Infra Limited Star Vanijya Private Limited 	<ul style="list-style-type: none"> Ganganagar Agencies Limited Sunima Trading Private Limited Sansar Infrastructure Private Limited 	<ul style="list-style-type: none"> Genus Power Infrastructures Limited
Chairman/ Member of the Committee of Directors of other Companies in which he is a Director as on March 31, 2019	Chairman: <ul style="list-style-type: none"> Genus Apparels Limited- Audit Committee 	Chairman: <ul style="list-style-type: none"> Genus Power Infrastructures Limited- Audit Committee Member: <ul style="list-style-type: none"> Genus Power Infrastructures Limited- Nomination & Remuneration Committee Genus Power Infrastructures Limited- Stakeholder's Relationship Committee Genus Paper & Boards Limited- Nomination & Remuneration Committee Genus Paper & Boards Limited- Stakeholder's Relationship Committee Genus Paper & Boards Limited- Audit Committee Genus Paper & Boards Limited- CSR Committee 	Nil	Chairman: <ul style="list-style-type: none"> Genus Power Infrastructures Limited- Nomination & Remuneration Committee Genus Power Infrastructures Limited- Stakeholder's Relationship Committee Genus Power Infrastructures Limited- Risk Management Committee Member: <ul style="list-style-type: none"> Genus Power Infrastructures Limited- Audit Committee Genus Power Infrastructures Limited- CSR Committee
Number of shares held in the Company as on March 31, 2019	3387520	Nil	Nil	Nil

NOTICE....>>>>

Explanatory Statement

As required by Section 102 of the Companies Act, 2013 (hereinafter referred to as "the Act") the following Explanatory Statements set out all material facts relating to the business mentioned under Item No. 4 to 7 of the accompanying notice dated August 14th, 2019.

Item No. 4 to 6

Mr. Rameshwar Pareek, Mr. Kamal Kant Agarwal and Mr. Dharam Chand Agarwal (hereinafter collectively referred to as the 'Directors'), were appointed as non-executive directors pursuant to the provisions of section 149 of the Act, which came into effect from April 1, 2014, where every listed public company was required to have at least one-third of the total number of directors as independent directors, who were not liable to retire by rotation. Hence, in compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of the aforesaid three directors as Independent Directors for five consecutive years for a term from April 01, 2014 to March 31, 2019 were placed before the Members for their approval.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company; but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Section 149, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rameshwar Pareek, Mr. Kamal Kant Agarwal and Mr. Dharam Chand Agarwal, being eligible for re-appointment as Independent Directors and offering themselves for re-appointment, are proposed to be re-appointed as Independent Directors for second term of five consecutive years from April 01, 2019 up to March 31, 2024.

The Company has received declaration from them stating that they meet the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. They have also given the consent to continue to act as Directors of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Rameshwar Pareek, Mr. Kamal Kant Agarwal and Mr. Dharam Chand Agarwal fulfil the conditions specified under Section 149(6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for their re-appointment as Independent Non-Executive Directors of the Company and are independent of the management. Copy of the draft letter for appointment of Mr. Rameshwar Pareek, Mr. Kamal Kant Agarwal and Mr. Dharam Chand Agarwal as Independent Non-Executive Directors setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (09.00 am to 06.00 pm) on any working day, except Saturday up to and including the date of AGM of the Company.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Rameshwar Pareek, Mr. Kamal Kant Agarwal and Mr. Dharam Chand Agarwal as Independent Directors.

Accordingly, the Board recommends passing of the Special Resolution in relation to the re-appointment of Mr. Rameshwar Pareek, Mr. Kamal Kant Agarwal and Mr. Dharam Chand Agarwal as Independent Directors for another term of five consecutive years with effect from April 01, 2019 up to March 31, 2024, for the approval by the shareholders of the Company.

Except the appointee directors, being individual appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is/are, in any way, concerned or interested in the said resolution/matter, except to the extent of their respective shareholdings in the Company, if any.

Item No. 7

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

Pursuant to Section 188 of the Companies Act, 2013 (the Act), such Related Party Transactions as specified under the Act, which are not in the ordinary course of business and/or are not on arms length basis, shall be subject to prior approval of the Audit Committee or Board, and prior approval of the shareholders by way of special resolution if the amount of such transaction exceeds the limit as prescribed.

Further, Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all material Related Party Transactions shall require approval of the shareholders through special resolution and the related parties shall abstain from voting on such resolutions.

NOTICE....>>>>

(As per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a transaction with a related party shall be considered material if the transaction /transactions to be entered into individually or taken together with previous transactions during a financial year exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.)

Though your Company always seeks to enter into transactions with related parties in the ordinary course of business and at arm's length basis; still there may be some such transactions which are done in the interest of the Company and for which your approval is required under the provisions of the Companies Act, 2013.

In the light of provisions of the Act, the Board of Directors of the Company has approved the transactions along with the limits that your Company may enter into with its Related Parties (as defined under the Act and SEBI (LODR) Regulations, 2015) for the financial year 2018-19 and beyond.

All prescribed disclosures as required to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 are given here in below in a tabular format for kind perusal of the members.

Particulars of Transactions entered or proposed to be entered for approval u/s 188 of the Companies Act, 2013 Maximum value of Contract /Transaction(per annum) wef 1st April, 2019 (Rs. in Lacs)					
	Transactions defined u/s 188(1) of the Companies Act, 2013				
	Sale, Purchase or supply of any goods, materials	Loans & Advances/ Borrowings	Leasing of property of any kind	Availing or rendering of any services;	Appointment of any agent for purchase or sale of goods, materials, services or property
Name and Nature of Relationship with Related Parties :					
Companies :					
Genus International Commodities Limited Group Company (shareholding interest of promoters/directors/KMPs/their relatives u/s 102 of the Companies Act, 2013)	-	40.00	-	-	-
Directors/KMPs/ Relatives of Directors and KMPs /other Firms and Companies in which Directors have some interest as per provisions of Section 2(76) of the Companies Act, 2013	-	-	-	-	-

1. Name of the related party and nature of relationship: As provided in table above.
2. Name of the director or key managerial personnel who is related, if any;
Mr. Amit Agarwal, Director of the Company is deemed to be interested in the above resolution.
3. Nature, duration of the contract and particulars of the contract or arrangement: As provided in table above.
4. Material terms of the Contract or arrangement including the value, if any: As referred in point (3) above.
5. Any advance paid or received for the contract or arrangement, if any: As referred in above table
6. Manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract: All proposed transactions would be carried out as part of the business requirements of the Company and would be at arm's length basis.
7. Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors: All factors have been considered.
8. Any other information relevant or important for the Board to take a decision on the proposed transaction: NIL

As per second proviso to section 188 (1) of the Companies Act 2013, if any member is a related party in any contract or arrangement, then that party shall not vote in the special resolution, wherein such contract or arrangement is considered for approval. Therefore, no member of the Company shall vote on above resolution, if such member is a related party.

NOTICE....>>>>

Except above, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is in any way concerned or interested in the said Resolution.

The Board recommends the Special Resolution set out at Item No.7 of the Notice for approval by the Shareholders.

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, 2019

By Order of the Board of Directors

Kunal Nayar
Company Secretary

DIRECTOR'S REPORT>>>>

DIRECTORS REPORT

Dear Members,

Your Directors are pleased to present before you the Nineteenth Annual Report along with Audited Financial Statements of your Company for the year ended 31st March, 2019.

FINANCIAL HIGHLIGHTS

(Rs. in Lacs)

Particulars	Current Year March 31, 2019	Previous Year March 31, 2018
Revenue	15.18	18.81
Total expenses	37.28	19.61
Profit/ (Loss) before Exceptional and Extraordinary items and Tax	(22.10)	(0.80)
Exceptional Items	0.00	0.00
Profit/ (Loss) before Extraordinary items and Tax	(22.10)	(0.80)
Extraordinary Items	0.00	0.00
Profit before Tax	(22.10)	(0.80)
Tax Expenses	0.00	0.00
Profit/ (Loss) for the period	(22.10)	(0.80)
Earnings per share (after extraordinary items) (Basic) (In Rs.)	(0.16)	(0.01)
Earnings per share (after extraordinary items) (Diluted) (In Rs.)	(0.16)	(0.01)

Operations

The Company incurred a cash loss of Rs. 22.10 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 BSE Limited. The paid up share capital as on 31st March, 2019, was Rs.381.47 Lacs consisting of 140,73,500 equity shares of Rs. 2/- each and 1,00,000 preference shares of Rs. 100 each. The Company has neither issued shares with differential voting rights nor sweat equity shares.

Due to the allotment of 8,52,940 Equity Shares of Rs. 2/- each issued at a price of Rs. 3/- per equity share (including premium of Rs. 1 per equity share) on Rights basis on 14th May, 2019, the paid-up equity share capital of the Company has increased from Rs. 281.47 Lacs divided into 1,40,73,500 equity shares of Rs. 2 each to Rs. 298.53 Lacs divided into 1,49,26,440 equity shares of Rs. 2/- each.

Now, the paid up share capital is Rs.398.53 Lacs consisting of 1,49,26,440 equity shares of Rs. 2/- each and 1,00,000 preference shares of Rs. 100 each.

Particulars of Loans, Guarantees and 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.

The Company envisions becoming the leaders in all the areas of operations. Your Company is holding certain strategic investment, generally long term in nature and the board may evaluate further opportunities in this regard with a view to enhance value for the stakeholders of the Company.

DIRECTOR'S REPORT>>>>

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.

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 Board in their meeting held on 16th July, 2018 approved raising of funds upto Rs. 26 Lakhs (Rupees Twenty Six Lakhs only) by way of offer and issue of equity shares to the existing shareholders of the Company on Rights basis (Rights Issue), at such issue price and right entitlement ratio as may be decided by the Board in consultation with the Merchant Banker.

After the approval received for finalizing the basis of allotment from BSE Limited (Designated Stock Exchange) on May 13, 2019, the Rights Issue Committee of the Company on May 14, 2019 has approved the allotment of 8,52,940 Equity Shares of Rs. 2/- each issued at a price of Rs. 3/- per equity share (including premium of Rs. 1 per equity share) aggregating to Rs. 25,58,820 on rights basis to successful allottees.

Pursuant to above, the paid-up equity share capital of the Company stands increased from Rs. 281.47 Lacs divided into 1,40,73,500 equity shares of Rs. 2 each to Rs. 298.53 Lacs divided into 1,49,26,440 equity shares of Rs. 2/- each.

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, 2019 and it has published the audited consolidated financial statements for the financial year 2018-19 and the same forms part of the Annual report for the financial year commencing from the 1st day of April, 2018 and ending on the March 31, 2019 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.

DIRECTOR'S REPORT>>>>

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.

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. 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, Mr. Amit Agarwal, (DIN: 00016133) Whole Time Director & CEO of the Company, retire by rotation at the ensuing Annual General Meeting and he being eligible, has offered himself 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.

Number of Board Meetings Held

During the Financial Year 2018-19, the Board of Directors of the Company met 6 (Six) times on 18th April, 2018, 29th May, 2018, 29th June, 2018, 16th July, 2018, 14th August, 2018, 14th November, 2018 and 31st January, 2019.

Further, a separate meeting of the Independent Directors of the Company was also held on 11th February, 2019, 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 duly constituted four committees namely Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Rights Issue 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.

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

DIRECTOR'S REPORT>>>>

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.

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, 2019 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 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

DIRECTOR'S REPORT>>>>

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.

Further, Regulation 24(A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018 states that every listed company and its material unlisted subsidiaries shall undertake Secretarial Audit. The Company has three material unlisted subsidiaries namely Sansar Infrastructure Private Limited, Star Vanijya Private Limited and Sunima Trading Private Limited. Therefore, in order to comply with this regulation, the Company has conducted Secretarial Audit of these three material subsidiaries also. The Secretarial Audit Reports submitted by Company Secretary in Practice are enclosed as an Annexure-B(i), (ii) and (iii) of this report. The Secretarial Audit Reports does not contain any qualification, reservation or adverse remark.

(3) Secretarial Compliance Report

In compliance of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/27/2019 dated February 08, 2019, the annual secretarial compliance report issued by Company Secretary in Practice for the financial year ended on March 31, 2019 is enclosed as Annexure-C.

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-D 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, 2019
Moradabad

Simple Agarwal
Director
DIN: 03072646

Amit Agarwal
Whole Time Director & CEO
DIN: 00016133

FORM AOC 1

Annexure - A to the Directors Report

FORM AOC-I

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	31.03.2019	31.03.2019	31.03.2019
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 31.03.2019	330600	340000	376800
	ii) Extent of interest of holding company as at 31.03.2019	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 31 st , 2019			
	(ii) not dealt with in the accounts of holding company for the financial year ended March 31 st , 2019 (Rs.)	15705	15167	13283
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 31 st , 2018			
	(ii) not dealt with in the accounts of holding company for the financial year ended March 31 st , 2018 (Rs.)	16507	17842	16869

For and on behalf of the Board of Directors

Simple Agarwal
Director
DIN: 03072646

Amit Agarwal
Whole Time Director & CEO
DIN: 00016133

Hukam Singh
Chief Financial Officer

Kunal Nayar
Company Secretary

SECRETARIAL AUDIT REPORT....>>>>

Annexure - B to the Directors Report

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR END ON 31st MARCH, 2019

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

To,
The Members,

Genus Prime Infra Limited (Formerly: Gulshan Chemfill Ltd.)

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

Based on our examination and verification of the registers, records and documents produced to us and according to information and explanations given to us by the Company, we report that the Company has in our opinion, complied with the provisions of the Companies Act, 2013, (Act) and the Rules made under the Act and the Memorandum and Articles of Association of the Company.

We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019, 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:

1. The status of the Company during the financial year has been a Listed Public Company.
2. The Company is a Holding Company of Sansar Infrastructure Private Limited, Star Vanijya Private Limited and of Sunima Trading Private Limited.
3. The Board of Directors/KMP of the Company is duly constituted. There were no changes in the Board of Directors during the year. List of Board of Directors/KMP for the given year is attached in Annexure A.
4. Adequate notice is given to all the directors to schedule the Board Meeting, 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.
5. All the decisions at Board Meeting and at Committee Meetings are carried out unanimously as recorded in the minutes of all such meetings.
6. The shareholding pattern of the company as on 31/03/2019 is as detailed in Annexure B.
7. The Company during the year has not created, modified or satisfied charges on the assets of the company.
8. The company has duly followed all requirements of Section 173 of the companies act 2013 and has conveyed 6 (Six) Board Meetings during the year.
9. The AGM of the company for the Financial Year 2017-2018 was held on 22nd September, 2018 at the Registered Office of the Company.

We further report that:

- (a) The Company has duly followed the Secretarial Standards approved by the Central Government and issued by the Institute of Company Secretaries of India (ICSI);
- (b) The Depositories Act, 1996 and the Regulations and Bye-laws framed under that Act;
- (c) The Securities Contracts (Regulation) Act, 1956 (SCRA) and rules made there under
- (d) The provisions of Corporate Social Responsibility Voluntary Guidelines, 2009 were not applicable to the company during the audit period;
- (e) The Provisions of Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings were not applicable to the company during the audit period;

We Further Report that the company has complied with the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

SECRETARIAL AUDIT REPORT....>>>>

- (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 Securities and Exchange Board of India (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 (Registrar 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 an Issue and Share Transfer Agents 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);
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to company during the audit period);
- (i) There being no business activity within the company during the audit period the company has few employees only and that during the audit period, no industrial and special laws otherwise were applicable to the company.
- (j) We have also examined the compliance with the applicable clauses/regulations of the following: -
 - (i) Listing Agreement entered into by the company with stock exchanges;
 - (ii) 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 the SEBI communication dated 18th May 2016, with respect to company's public shareholding falling below the threshold limit of 25%, as required under Rule 19A of SCRA, 1957 and Regulation 38 of SEBI (LODR), 2015, the company, to remedy the violation had brought Right Issue of Equity shares and has allotted 8,52,940 Equity Shares of Rs. 2/- each issued at a price of Rs 3/- per Equity Share (including premium of Rs. 1 per equity share) aggregating to Rs. 25,58,820.
 - (b) Company received a notice dated 29/05/2017 from SEBI on violation of provisions of SAST Regulations, 1997, and Prohibition of Insider Trading Regulations, 1992 for failure of making disclosure and under Listing Agreement for wrongful Quarterly Disclosures. The company has paid the amount of Rs. 16, 83,213.00 on 16th March, 2019 by way of summary settlement amount and a Settlement order has been passed by the adjudicating authority on 29/03/2019.

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.

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

For **Komal & Associates**
Company Secretaries

(Komal)
C.P. No.17597

Place : Delhi
Date : 12th July, 2019

SECRETARIAL AUDIT REPORT....>>>>

ANNEXURE- A

List of Composition of Board of Directors /KMP as on 31st March, 2019

S No	Name	DIN/PAN	Designation	Appointment	Cessation
1.	Mr. Rameshwar Pareek	00014224	Director	31/07/2008	-
2.	Mr. Amit Agarwal	00016133	Whole-Time Director	15/08/2011	-
3.	Mr. Dharam Chand Agarwal	00014211	Director	10/04/2010	-
4.	Mrs. Simple Agarwal	03072646	Director	25/03/2015	-
5.	Mr. Kamal Kant Agarwal	01641506	Director	10/04/2010	-
6.	Mr. Kunal Nayar	AIOPN4876B	Company Secretary	01/02/2017	-
7.	Mr. Hukam Singh	AWSPS1051M	Chief Financial Officer	01/05/2017	-

ANNEXURE-B

Statement showing shareholding pattern of the Promoter/ Promoter Group and Public as on 31st March, 2019 Shareholding of Equity Shares:

S No	Name of Shareholder(s)	No. of Shares	% of Shareholding
1.	Amit Kumar Agarwal	33,87,520	24.07
2.	Jitendra Agarwal	34,34,221	24.40
3.	Rajendra Agarwal	43,67,782	31.04
4.	Public Shareholding (Consolidated)	28,83,977	20.49
Total		14,073,500	100

Shareholding of Preference Shares:

S No	Name of Shareholder(s)	No. of Shares	% of Shareholding
1.	Public Shareholding (Consolidated)	100,000	100
Total		100,000	100

ANNEXURE- C

Our report is to be read along with this letter.

- Maintenance of secretarial record is the responsibility of the management of company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- 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.
- We have not verified the correctness and appropriateness of financial records and Books of accounts of the company.
- Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
- The compliance of 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.
- 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.

Form No. MR-3

Secretarial Audit Report

FOR THE FINANCIAL YEAR END ON 31st MARCH, 2019

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

To,
The Members,
Sansar Infrastructure Private Limited

We have conducted the Secretarial Audit of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Sansar Infrastructure Private Limited (herein after called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliance and expressing our opinion thereon.

Based on our examination and verification of the registers, records and documents produced to us and according to information and explanations given to us by the Company, we report that the Company has in our opinion, complied with the provisions of the Companies Act, 2013, (Act) and the Rules made under the Act and the Memorandum and Articles of Association of the Company.

We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019, 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:

1. The status of the Company during the financial year has been an Unlisted Private Company.
2. The Company is a Subsidiary Company of Genus Prime Infra Limited.
3. The Board of Directors/KMP of the Company is duly constituted. There were no changes in the Board of Directors during the year. List of Board of Directors/KMP for the given year is attached in Annexure A.
4. Adequate notice is given to all the directors to schedule the Board Meeting, 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.
5. All the decisions at Board Meeting are carried out unanimously as recorded in the minutes of all such meetings.
6. The shareholding pattern of the company as on 31/03/2019 is as detailed in Annexure B.
7. The Company during the year has not created, modified or satisfied charges on the assets of the company.
8. The company has duly followed all requirements of Section 173 of the companies act 2013 and has conveyed 5 (Five) Board Meetings during the year.
9. The AGM of the company for the Financial Year 2017-2018 was held on 28th September, 2018 at the Registered Office of the Company.

We further report that:

- (a) The company has duly followed the Secretarial Standards approved by the Central Government and issued by the Institute of Company Secretaries of India (ICSI);
- (b) The company has complied with Corporate Governance Voluntary Guidelines, 2009 issued by Ministry of Corporate Affairs, Government of India.

We Further Report that the company has complied with 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 (Not applicable to company during the audit period);
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (Not applicable to company during the audit period);

SECRETARIAL AUDIT REPORT>>>>

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to company during the audit period);
- (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 (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (Not applicable as the company 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);
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to company during the audit period);
- (i) The Depositories Act, 1996 and the Regulations and Bye-laws framed under that Act (Not applicable to company during the audit period);
- (j) The Securities Contracts (Regulation) Act, 1956 (SCRA) and rules made there under (Not applicable to company during the audit period)
- (k) The provisions of Corporate Social Responsibility Voluntary Guidelines, 2009 (Not applicable to the company during the audit period);
- (l) The Provisions of Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not applicable to the company during the audit period);

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.

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

For Komal & Associates
Company Secretaries

(Komal)
C.P. No.17597

Place: Delhi
Date: 19th July, 2019

SECRETARIAL AUDIT REPORT>>>>

ANNEXURE- A

List of Composition of Board of Directors /KMP as on 31st March, 2019

SNo	Name	DIN/PAN	Designation	Appointment	Cessation
1.	Sharda Devi Todi	01351603	Director	01/07/2013	-
2.	Kamal Kant Agarwal	01641506	Director	12/11/2014	-
3.	Banwari Lal Todi	02260178	Director	01/07/2013	-

ANNEXURE-B

Statement showing shareholding pattern of the Promoter/ Promoter Group as on 31st March, 2019

S No	Name of Shareholder(s)	Type of Shares	No. of Shares	% of Shareholding
1.	Genus Prime Infra Limited	Equity	3,25,600	98.49
2.	Amit Agarwal (Nominee)	Equity	5,000	1.51
Total			3,30,600	100

ANNEXURE- C

Our report is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of 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 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.

SECRETARIAL AUDIT REPORT>>>>

Annexure-B (ii) to the Directors Report

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR END ON 31st MARCH, 2019

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

To,

The Members,

Star Vanijya Private Limited

We have conducted the Secretarial Audit of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Star Vanijya Private Limited (herein after called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliance and expressing our opinion thereon.

Based on our examination and verification of the registers, records and documents produced to us and according to information and explanations given to us by the Company, we report that the Company has in our opinion, complied with the provisions of the Companies Act, 2013, (Act) and the Rules made under the Act and the Memorandum and Articles of Association of the Company.

We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019, 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:

1. The status of the Company during the financial year has been an Unlisted Private Company.
2. The Company is a Subsidiary Company of Genus Prime Infra Limited.
3. The Board of Directors/KMP of the Company is duly constituted. There were no changes in the Board of Directors during the year. List of Board of Directors for the given year is attached in Annexure A.
4. Adequate notice is given to all the directors to schedule the Board Meeting, 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.
5. All the decisions at Board Meeting are carried out unanimously as recorded in the minutes of all such meetings.
6. The shareholding pattern of the company as on 31/03/2019 is as detailed in Annexure B.
7. The Company during the year has not created, modified or satisfied charges on the assets of the company.
8. The company has duly followed all requirements of Section 173 of the companies act 2013 and has conveyed 5 (Five) Board Meetings during the year.
9. The AGM of the company for the Financial Year 2017-2018 was held on 28th September, 2018 at the Registered Office of the Company.

We further report that:

- (a) The Company has duly followed the Secretarial Standards approved by the Central Government and issued by the Institute of Company Secretaries of India (ICSI);
- (b) The company has complied with Corporate Governance Voluntary Guidelines, 2009 issued by Ministry of Corporate Affairs, Government of India.

We Further Report:

During the audit period, an inquiry was raised by Registrar of Companies (ROC), Kanpur U/s. 206(4) of the Companies Act, 2013 and necessary steps has been taken for the same.

We Further Report that the company has complied with 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 (Not applicable to company during the audit period);
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and

SECRETARIAL AUDIT REPORT>>>>

Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (Not applicable to company during the audit period);

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to company during the audit period);
- (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 (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (Not applicable as the company 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);
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to company during the audit period);
- (i) The Depositories Act, 1996 and the Regulations and Bye-laws framed under that Act (Not applicable to company during the audit period);
- (j) The Securities Contracts (Regulation) Act, 1956 (SCRA) and rules made there under (Not applicable to company during the audit period)
- (k) The provisions of Corporate Social Responsibility Voluntary Guidelines, 2009 (Not applicable to the company during the audit period);
- (l) The Provisions of Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not applicable to the company during the audit period);

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.

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

For **Komal & Associates**
Company Secretaries

(Komal)
C.P. No.17597

Place : Delhi
Date : 19th July, 2019

SECRETARIAL AUDIT REPORT>>>>

ANNEXURE- A

List of Composition of Board of Directors as on 31st March, 2019

SNo	Name	DIN/PAN	Designation	Appointment	Cessation
1.	Rameshwar Pareek	00014224	Director	01/04/2013	-
2.	Sharda Devi Todi	01351603	Director	01/07/2013	-
3.	Banwari Lal Todi	02260178	Director	01/07/2013	-

ANNEXURE-B

Statement showing shareholding pattern of the Promoter/ Promoter Group as on 31st March, 2019

S No	Name of Shareholder(s)	Type of Shares	No. of Shares	% of Shareholding
1.	Genus Prime Infra Limited	Equity	3,71,800	98.67
2.	Amit Agarwal (Nominee)	Equity	5,000	1.33
Total			3,76,800	100

ANNEXURE- C

Our report is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of 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 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.

SECRETARIAL AUDIT REPORT>>>>

Annexure-B (iii) to the Directors Report

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR END ON 31st MARCH, 2019

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

To,

The Members,

Sunima Trading Private Limited

We have conducted the Secretarial Audit of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Sunima Trading Private Limited (herein after called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliance and expressing our opinion thereon.

Based on our examination and verification of the registers, records and documents produced to us and according to information and explanations given to us by the Company, we report that the Company has in our opinion, complied with the provisions of the Companies Act, 2013, (Act) and the Rules made under the Act and the Memorandum and Articles of Association of the Company.

We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019, 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:

1. The status of the Company during the financial year has been an Unlisted Private Company.
2. The Company is a Subsidiary Company of Genus Prime Infra Limited.
3. The Board of Directors of the Company is duly constituted. There were no changes in the Board of Directors during the year. List of Board of Directors for the given year is attached in Annexure A.
4. Adequate notice is given to all the directors to schedule the Board Meeting, 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.
5. All the decisions at Board Meeting are carried out unanimously as recorded in the minutes of all such meetings.
6. The shareholding pattern of the company as on 31/03/2019 is as detailed in Annexure B.
7. The Company during the year has not created, modified or satisfied charges on the assets of the company.
8. The company has duly followed all requirements of Section 173 of the companies act 2013 and has conveyed 5 (Five) Board Meetings during the year.
9. The AGM of the company for the Financial Year 2017-2018 was held on 28th September, 2018 at the Registered Office of the Company.

We further report that:

- (a) The Company has duly followed the Secretarial Standards approved by the Central Government and issued by the Institute of Company Secretaries of India (ICSI);
- (b) The company has complied with Corporate Governance Voluntary Guidelines, 2009 issued by Ministry of Corporate Affairs, Government of India.

We further report that:

During the audit period, an inquiry was raised by Registrar of Companies (ROC), Kanpur U/s. 206(4) of the Companies Act, 2013 and necessary steps has been taken for the same.

We Further Report that the company has complied with 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 (Not applicable to company during the audit period);
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (Not applicable to company during the

SECRETARIAL AUDIT REPORT>>>>

audit period);

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to company during the audit period);
- (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 (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (Not applicable as the company 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);
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to company during the audit period);
- (i) The Depositories Act, 1996 and the Regulations and Bye-laws framed under that Act (Not applicable to company during the audit period);
- (j) The Securities Contracts (Regulation) Act, 1956 (SCRA) and rules made there under (Not applicable to company during the audit period)
- (k) The provisions of Corporate Social Responsibility Voluntary Guidelines, 2009 (Not applicable to the company during the audit period);
- (l) The Provisions of Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not applicable to the company during the audit period);

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.

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

For **Komal & Associates**

Company Secretaries

(Komal)

C.P. No.17597

Place : Delhi

Date : 19th July, 2019

SECRETARIAL AUDIT REPORT>>>>

ANNEXURE- A

List of Composition of Board of Directors as on 31st March, 2019

SNo	Name	DIN/PAN	Designation	Appointment	Cessation
1.	Sharda Devi Todi	01351603	Director	01/07/2013	-
2.	Kamal Kant Agarwal	01641506	Director	01/04/2013	-
3.	Banwari Lal Todi	02260178	Director	01/07/2013	-

ANNEXURE-B

Statement showing shareholding pattern of the Promoter/ Promoter Group and Public as on 31st March, 2019

S No	Name of Shareholder(s)	Type of Shares	No. of Shares	% of Shareholding
1.	Genus Prime Infra Limited	Equity	3,35,000	98.53
2.	Amit Agarwal (Nominee)	Equity	5,000	1.47
Total			3,40,000	100

ANNEXURE- C

Our report is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of 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 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.

SECRETARIAL COMPLIANCE REPORT...>>>>

Annexure-C to the Directors Report

Secretarial Compliance Report of **GENUS PRIME INFRA LIMITED** for the financial year ended 31st March, 2019
(Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

I have examined:

- a) all the documents and records made available to us and explanation provided by Genus Prime Infra Limited having CIN-L24117UP2000PLC032010 ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended March 31, 2019 ("Review Period") in respect of compliance with the provisions of
- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (N.A)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (N.A)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (N.A)
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (N.A)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and based on the above examination,

I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement(Regulations circulars guidelines including specific clause)	Deviations	Observations Remarks of the Practicing Company Secretary
NIL			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

SECRETARIAL COMPLIANCE REPORT....>>>>

Sr. No.	Action taken by	Details of Violation	Details of Action taken E.g. fines, warning letter, debarment, etc	Observations remarks of the Practicing Company Secretary, if any
1.	SEBI	Violation of SEBI SAST Regulations, 1997, SEBI PIT Regulations, 1992 and Listing Agreement vide SEBI Notice dated 29th May, 2017	Imposition of Penalty by the Adjudicating officer of SEBI under Settlement Application.	Final settlement order has been made by SEBI and the Company has paid the applicable penalty.
2.	BSE	Non-Compliance of Minimum Public Shareholding (MPS)	Imposition of Fine	Company has taken steps to comply with it by proposing Rights Issue in which allotment has been approved by BSE on 13.05.2019

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year: NA	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NA				

**For Komal & Associates
Company Secretaries**

**(Komal)
ACS: 48168
CP: 17597**

Place: Delhi
Date: 20th May, 2019

Form No. MGT-9

Extract of Annual Return

as on the financial year ended on 31st March, 2019

[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 Dharam Kanta, 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 Heights, 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)

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

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

i) 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	0.00
b) Central Govt.	0	0	0	0	0	0	0	0	0.00
c) State Govt. (s)	0	0	0	0	0	0	0	0	0.00
d) Bodies Corp.	0	0	0	0	0	0	0	0	0.00
e) Banks / FI	0	0	0	0	0	0	0	0	0.00
f) Any Other....	0	0	0	0	0	0	0	0	0.00
Sub-total (A) (1):-									0.00
(2) Foreign	0	0	0	0	0	0	0	0	0.00
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0.00
b) Other – Individuals	0	0	0	0	0	0	0	0	0.00
c) Bodies Corp.	0	0	0	0	0	0	0	0	0.00
d) Banks / FI	0	0	0	0	0	0	0	0	0.00
e) Any Other....	0	0	0	0	0	0	0	0	0.00
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	0.00
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0.00
b) Banks/FII	200	0	200	0.001	200	0	200	0.001	0.00
c) Central Govt.	0	0	0	0	0	0	0	0	0.00
d) State Govt.(s)	0	0	0	0	0	0	0	0	0.00
e) Venture Capital funds	0	0	0	0	0	0	0	0	0.00
f) Insurance Companies	0	0	0	0	0	0	0	0	0.00
g) FIIs	0	0	0	0	0	0	0	0	0.00
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
i) Others:									
FPI – Corporate Cat-II	0	0	0	0	0	0	0	0	0.00
Sub-total (B)(1):-	200	0	200	0.001	200	0	200	0.001	0.00
(2) Non-Institutions									
a) Bodies Corp.									
i) Indian	666408	13200	679608	4.83	694091	13200	707291	5.03	0.20
ii) Overseas	0	0	0	0	0	0	0	0	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs 2 lakh	1622689	355710	1978399	14.06	1608301	340610	1948911	13.85	-0.21
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	115017	0	115017	0.82	115017	0	115017	0.82	0.00
c) Others:									
i) NRI's	2783	0	2783	0.02	2983	0	2983	0.02	0.00
ii) Clearing Members	700	0	700	0.01	0	0	0	0	-0.01
iii) Resident (HUF)	104777	0	104777	0.74	107082	0	107082	0.76	0.02
d) NBFC registered with RBI	2493	0	2493	0.02	2493	0	2493	0.02	0.00
Sub-total (B)(2):-	2514867	368910	2883777	20.50	2529967	353810	2883777	20.50	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	2515067	368910	2883977	20.50	2530167	353810	2883977	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)	13704590	368910	14073500	100	13719690	353810	14073500	100	0

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

i) Category-wise Share Holding

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding 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

ii) Change in Promoters' Shareholding

Sl. No.	Name of Promoter	Shareholding		Change during the year			Cumulative Shareholding during the year (01-04-18 to 31-03-19)	
		No. of Shares at the beginning (01-04-18) / end of the year (31-03-19)	% of total shares of the company	Date	Increase / Decrease in share-holding	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					

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liii) 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 (01-04-18 to 31-03-19)	
		No. of Shares at the beginning (01-04-18) / end of the year (31-03-19)	% of total shares of the company	Date	Increase / Decrease in share-holding	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	33750	0.24					
				08-03-2019	2776	Purchase	36526	0.26
				15-03-2019	86	Sale	36440	0.26
				22-03-2019	190	Sale	36250	0.26
				28-03-2019	3250	Sale	33000	0.23
		33000	0.23					
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					
				02-11-2018	5024	Purchase	39176	0.28
		39176	0.28					
8	SHANKAR LAL AGARWAL	27223	0.19					
				No change				
		27233	0.19					
9	ABHISHEK AGRAWAL	25424	0.18					
				No change				
		25424	0.18					
10	VARSHA AGRAWAL	23794	0.17					
				No change				
		23794	0.17					

iv) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of Shareholder	Shareholding		Change during the year			Cumulative Shareholding during the year (01-04-18 to 31-03-19)	
		No. of Shares at the beginning (01-04-18) / end of the year (31-03-19)	% 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

V. INDEBTEDNESS (Rs In Lacs):

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	Nil	Nil	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

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

Sl. No.	Particulars of Remuneration	Rameshwar Pareek	Dharam Chand Agarwal	Kamal Kant Agarwal	Simple Agarwal	Total Amount
1		Independent Director	Independent Director	Independent Director	Non-independent Director	
	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)	-	-	-	-	-

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

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	5,04,150	2,73,171	7,77,321
	(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...	-		-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Clause/Section of SEBI Act/Rules/ Regulations	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [SEBI/ SAT/ BSE]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	Notice under Rule 4(1) of SEBI (Procedure for Holding Inquiry and Imposing penalties by Adjudicating officer) Rules, 1995 dated 29 th May, 2017.	1. Violation of SEBI 8(3) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 1997 ("hereinafter referred to as "SAST, 1997") 2. Violation of SEBI Regulation 13(6) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and 3. Clause 35 of the Listing Agreement	The Company has paid the settlement amount of Rs. 16,83,213/- to settle the imposed proceedings for which SEBI has passed an order dated 29-03-2019.	SEBI	N.A.
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 Survey

The Indian economy grew by 6.8% in 2018-19, slightly lower than 7.2% in the previous Financial Year (FY), said the Economic Survey, which was tabled in Parliament on July 4, 2019. However, India continued to be the fastest growing major economy in the world and ranks third in terms of size after the U.S. and China.

Expenditure on social services has increased both in monetary terms and as a percentage of the GDP. However, while the spending on education has grown in absolute terms, its share in the total expenditure has come down slightly since FY 2014.

India's economic growth will depend upon the ability to provide affordable, reliable and sustainable energy to citizens and the country is required to raise per capita energy consumption by at least 2.5 times to increase per capita income by \$5,000, the Survey said.

Industry Review

Increased impetus to develop infrastructure in the country is attracting both domestic and international players. Private sector is emerging as a key player across various infrastructure segments, ranging from roads and communications to power and airports. In order to boost the construction of buildings in the country, the Government of India has decided to come up with a single window clearance facility to accord speedy approval of construction projects. In 2018, India was ranked 44th out of 167 countries in World Bank's Logistics Performance Index (LPI) 2018. India was also ranked second in the 2018 Agility Emerging Markets Logistics Index.

The cumulative growth in the index of eight core industries was 4.7 per cent in 2017-18 and 4.3 per cent year-on-year in FY19. In the road's sector, the government's policy to increase private sector participation has proved to be a boon for the infrastructure industry with a large number of private players entering the business through the public-private partnership (PPP) model. India is expected to become the third largest construction market globally by 2022. India has a requirement of investment worth Rs 50 trillion (US\$ 777.73 billion) in infrastructure by 2022 to have sustainable development in the country.

During Dec 2018, infrastructure sector witnessed PE/VC twelve deals worth 500 million and eight US\$ 1 billion plus deals. All villages in India will be connected through a road network by 2019 under Pradhan Mantri Gram Sadak Yojana (PMGSY). Road building in India has become the second cheapest in Asia. In August 2017, a new Metro Rail Policy was announced to boost private investment in the sector. The Government is also working on improving energy infrastructure in the country and investment opportunities worth US\$ 300 billion will be available in the sector in the coming 10 years.

The infrastructure sector has become the biggest focus area of the Government of India. Under Union Budget 2019-20, US\$ 63.20 billion was allocated to the sector.

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,

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

ready to take challenges in day-to-day activities. Their unfailing 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 46 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 IOJO Fashion Private Limited, 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 75 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, Genus Power Infrastructures Limited, Genus Paper & Boards Limited, Virtuous Infra Limited and Star Vanijya Private Limited.

Mr. Kamal Kant Agarwal (DIN: 01641506), aged 59 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, Sansar Infrastructure Private Limited and Sunima Trading Private Limited.

Mr. Dharam Chand Agarwal (DIN: 00014211), aged 67 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 45 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, 2019, 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, 2019 are given below:

CORPORATE GOVERNANCE REPORT...>>>>

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	7	Chairman- 1
Mrs. Simple Agarwal	Non-Executive, Non Independent Director	NP	Yes	6	4	-
Mr. Rameshwar Pareek	Non-Executive Independent Director	NP	Yes	6	5	Member – 4 Chairman- 1
Mr. Dharam Chand Agarwal	Non-Executive Independent Director	NP	Yes	6	1	Member – 1 Chairman- 1
Mr. Kamal Kant Agarwal	Non-Executive Independent Director	NP	Yes	1	3	-

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, 2018 to 31st March, 2019. The dates on which the meetings were held are as follows:

18.04.2018, 29.05.2018, 16.07.2018, 14.08.2018, 14.11.2018 and 31.01.2019

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

CORPORATE GOVERNANCE REPORT...>>>>

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 5 (five) meetings during the year i.e. 18.04.2018, 29.05.2018, 14.08.2018, 14.11.2018 and 31.01.2019. 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.

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

CORPORATE GOVERNANCE REPORT...>>>>

- 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;
 - To review the functioning of the Whistle Blower mechanism;

CORPORATE GOVERNANCE REPORT...>>>>

- 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	5	5
Mr. Kamal Kant Agarwal	Member	5	5
Mr. Amit Agarwal	Member	5	5

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 1 (one) meeting during the year i.e. 29.05.2018.

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

CORPORATE GOVERNANCE REPORT...>>>>

- 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 2018-2019

(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 2 (two) meetings during the year i.e. 07.08.2018 and 25.01.2019.

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	2	2
Mr. Kamal Kant Agarwal	Member	2	2

CORPORATE GOVERNANCE REPORT...>>>>

Note: The Company re-constituted its Stakeholders Relationship Committee w.e.f. 01.04.2019 as per Reg. 20(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018, by appointing Mr. Rameshwar Pareek, Non-executive Independent Director as Member of the Committee.

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 committee had total 2 (two) meetings during the year i.e. 18.09.2018 and 15.03.2019.

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	2	2
Mrs. Simple Agarwal	Member	2	2
Mr. Rameshwar Pareek	Member	2	2

D) Separate Meeting of Independent Directors

During the Financial Year, a Separate Meeting of the Independent Directors of the Company, was held on 11th day of February, 2019, 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.

CORPORATE GOVERNANCE REPORT...>>>>

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 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 behavior 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 have 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
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
2017-18	Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad-244001 (UP)	22.09.2018 2.00 P.M.	Nil

CORPORATE GOVERNANCE REPORT...>>>>

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.

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M) General shareholders information:

- (a). The 19th Annual General Meeting is proposed to be held on Monday, 30th September, 2019 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 24th September, 2019 to 30th September, 2019 (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.
- The equity shares of the Company are listed and traded at BSE. The Company has paid the Listing Fees to BSE for the year 2019-20 and Annual Custody/Issuer fee for the year 2019-20 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 2018-19:** 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	BSE Limited		
	Month High (Rs.)	Month Low (Rs.)	Volume (No.)
April, 2018	4.00	3.53	7248
May, 2018	--	--	--
June, 2018	--	--	--
July, 2018	5.20	3.70	12992
August, 2018	5.50	4.00	9432
September, 2018	5.21	3.65	14220
October, 2018	4.95	3.62	2400
November, 2018	3.80	3.27	11759
December, 2018	3.65	3.14	7576
January, 2019	3.57	2.99	4909
February, 2019	3.15	2.85	2000
March, 2019	5.22	2.85	72959

- 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

CORPORATE GOVERNANCE REPORT...>>>>

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.

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, 2019:** The distribution of shareholding of the equity shares of the Company and the shareholding pattern as on 31st March, 2019 are given in Table A and Table B respectively.

Table A: Distribution of Shareholding as on 31.03.2019

No. of Shares (Rs. 2 each)	No. of Shareholders	% of Shareholders	Shareholding (nos.)	% of Shareholding
Up to 500	4912	90.13	689944	4.90
501 – 1000	242	4.44	207691	1.48
1001 – 5000	233	4.28	524523	3.72
5001 – 10000	36	0.66	272321	1.94
10001 – 50000	21	0.72	465803	3.31
50001 – 100000	1	0.02	75678	0.54
100001 – 500000	1	0.02	115017	0.82
500001 and above	4	0.07	11722523	83.29
Total	5450	100	14073500	100

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Table B: Shareholding Pattern as on 31.03.2019

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	5446	2883777	20.49
	Sub-Total(B)	5447	2883977	20.49
C.	Shares held by Custodians and against which Depository Receipts have been issued	-	-	-
	Sub-Total(C)	-	-	-
	Total (A + B + C)	5450	14073500	100.00

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

List of Shareholders other than promoters holding more than 1% as on 31st March, 2019

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 31.03.2019 is as under:

S. No.	Mode of Holding	Holding (Nos.)	Holding (%)
1.	Shares held in dematerialised form in NSDL	12745439	90.56
2.	Shares held in dematerialised form in CDSL	974251	6.92
3.	Shares held in Physical Form	353810	2.52
	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

CORPORATE GOVERNANCE REPORT...>>>>

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

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:

CORPORATE GOVERNANCE REPORT....>>>>

- 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, 2019

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, 2019 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, 2019

Sd/-
Amit Agarwal
Whole Time Director and CEO

Sd/-
Hukam Singh
Chief Financial Officer

AUDITOR'S CORPORATE GOVERNANCE CERTIFICATE....>>>>

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, 2019, 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, 2018 to 31st March, 2019.

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

UDIN : 19092140AAAADS5363

Date : 23rd August, 2019

Place : Jaipur

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

To the Members of

Genus Prime Infra Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Genus Prime Infra Limited ("the Company"), which comprise the balance sheet as at 31st March 2019, and the statement of Profit and Loss, and Cash Flow Statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("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, 2019, and its Profit and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statement.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

Key audit matters	How our audit addressed the key audit matter
Assessment of the carrying value of unquoted equity instruments	
The impairment review of unquoted equity instruments, with a carrying value of Rs 67.86 crores, is considered to be a risk area due to the size of the balances as well as the judgmental nature of key assumptions, which may be subject to management override. The carrying value of such unquoted equity instruments is at risk of recoverability. The estimated recoverable amount is subjective due to the inherent uncertainty involved in forecasting and discounting future cash flows. Refer to Note Number 1(h) of the Standalone Financial Statements.	Besides obtaining an understanding of Management's processes and controls with regard to testing the impairment of the unquoted equity instruments in subsidiaries Our procedures included the following: <ul style="list-style-type: none">• Relied on external fair valuation experts to challenge management's underlying assumptions and appropriateness of the valuation model used;• Compared the Company's assumptions with comparable benchmarks in relation to key inputs such as long-term growth rates and discount rates;• Assessed the appropriateness of the forecast cash flows within the budgeted period based on their understanding of the business and sector experience; and• Considered historical forecasting accuracy, by comparing previously forecasted cash flows to actual results achieved.

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

Other Information other than the Standalone Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Director's Report and other company related information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the Standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. 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 judgements and estimates that are reasonable and prudent; and 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.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate Internal Financial Controls with reference to Financial Statements in place and the operating effectiveness of such controls.

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

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the financial year ended March 31, 2019 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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 in terms of Section 143(11) of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the said Order.
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 purposes 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, the Statement of Profit and Loss, and 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 financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act.

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

- f) With respect to the adequacy of the internal financial controls with reference to Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure 2' to this report.
- g) With respect to the other matter to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act, and
- h) 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 litigations on its financial position in its Financial Statements.
 - ii. The Company 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 Company.

For D Khanna & Associates
Chartered Accountants
FRN: 012917N

Date : 30th May, 2019
Place: Jaipur

[Deepak Khanna]
Partner
M. No. 092140

ANNEXURE '1' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Genus Prime Infra Limited of even date

- (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.

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

- (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 : 30th May, 2019
Place: Jaipur

[Deepak Khanna]
Partner
M. No. 092140

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

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in Paragraph 2 under "Report on Other Legal and Regulatory Requirements" section of our report on even date to the members of Genus Prime Infra Limited on the Financial Statements for the year ended 31st March, 2019.

Report on the Internal Financial Controls with reference to Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Act.

We have audited the internal financial controls with reference to Financial Statements of Genus Prime Infra Limited ("the Company") as of 31st March, 2019 in conjunction with our audit of the 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 with reference to Financial Statements based on the internal controls 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 (ICAI). 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 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.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to 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, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by ICAI. 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 with reference to 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 control system with reference to Financial Statements and their operating effectiveness. Our audit of internal financial control with reference to Financial Statements included obtaining an understanding of internal financial control with reference to 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 Company's internal financial controls system with reference to Financial Statements.

Meaning of Internal Financial Controls over Financial Reporting with reference to Financial Statements

A Company's internal financial control with reference to 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 with reference to 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 authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Financial Statements.

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

Inherent Limitations of Internal Financial Controls over Financial Reporting with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to 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 with reference to Financial Statements to future periods are subject to the risk that the internal financial controls with reference to 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to Financial Statements in place and such internal financial controls with respect to Financial Statements were operating effectively as at 31st March 2019, based on the internal controls over financial reporting criteria established by the Company considering the components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI.

For D Khanna & Associates
Chartered Accountants
FRN: 012917N

Date : 30th May, 2019
Place: Jaipur

[Deepak Khanna]
Partner
M. No. 092140

BALANCE SHEET....>>>>

BALANCE SHEET AS AT MARCH 31, 2019

(AMOUNT IN RS.)

Particulars	Note	March 31, 2019	March 31, 2018
ASSETS			
<u>Non-Current Assets</u>			
Financial Assets			
Investments	2	69,38,94,926	87,92,06,466
Loans	3	-	-
Tax Assets	4	-	-
Non-financial assets	6	-	-
		69,38,94,926	87,92,06,466
<u>Current Assets</u>			
Financial Assets			
Cash and cash equivalents	5	4,00,324	3,00,479
Others		-	-
Non-financial assets	6	5,08,261	4,62,369
		9,08,585	7,62,848
TOTAL		69,48,03,511	87,99,69,314
<u>EQUITY AND LIABILITIES</u>			
<u>Equity</u>			
Equity share capital	8	3,81,47,000	3,81,47,000
Other Equity	9	47,37,71,815	61,59,59,381
Total equity		51,19,18,815	65,41,06,381
<u>Non-Current Liabilities</u>			
Financial Liabilities			
Borrowings	10	-	-
Other liabilities	11	-	-
Deferred Tax Liability	7	17,44,04,159	22,35,85,508
		17,44,04,159	22,35,85,508
<u>Current Liabilities</u>			
Financial Liabilities			
Borrowings	10	83,02,584	21,56,694
Other liabilities	11	1,67,453	1,13,200
Current Tax liabilities	4	-	-
Non-financial liabilities	12	10,500	7,531
		84,80,537	22,77,425
		69,48,03,511	87,99,69,314
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

Deepak Khanna
 Partner
 Membership No. 092140

Place : Jaipur
 Date : May 30, 2019

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

Amit Agarwal
 WTD and CEO
 DIN: 00016133

Hukam Singh
 CFO

Simple Agarwal
 Director
 DIN: 03072646

Kunal Nayar
 Company Secretary

Place : Moradabad
 Date : May 30, 2019

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

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON MARCH 31, 2019

(AMOUNT IN RS.)

Particulars	Note	March 31, 2019	March 31, 2018
INCOME			
Revenue from Operations	13	15,17,820	18,80,550
Other income	14	-	-
Total Income		15,17,820	18,80,550
EXPENDITURE			
Employees Benefit Expenses	15	7,76,821	6,45,900
Other Expenses	16	29,50,148	13,14,988
Finance Cost	17	727	101
Total Expenses		37,27,696	19,60,989
Profit before tax		(22,09,876)	(80,439)
Tax Expenses			
Current tax		-	-
Deferred tax		-	-
Total tax expense		-	-
Profit for the year		(22,09,876)	(80,439)
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		(18,91,59,040)	12,34,55,034
Income tax effect relating to items that will not be reclassified to profit or loss		4,91,81,350	(3,20,98,309)
Total Other Comprehensive Income for the year, net of tax		(14,21,87,566)	9,12,76,286
Earnings per equity share	19		
Basic and Diluted earnings per share (In Indian Rupees per share)		(0.16)	(0.01)
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 of even date
For D.Khanna & Associates
 ICAI Firm Regn. No. 012917N
 Chartered Accountants

Deepak Khanna
 Partner
 Membership No. 092140

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

Amit Agarwal
 WTD and CEO
 DIN: 00016133

Hukam Singh
 CFO

Simple Agarwal
 Director
 DIN: 03072646

Kunal Nayar
 Company Secretary

Place : Jaipur
 Date : May 30, 2019

Place : Moradabad
 Date : May 30, 2019

CASH FLOW STATEMENT....>>>>

CASH FLOW STATEMENT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019

(AMOUNT IN RS.)

	CURRENT YEAR March 31, 2019		PREVIOUS YEAR March 31, 2018	
A. Cash Flow From Operating Activities:				
Net Profit(Loss) Before Tax And Extra Ordinary Items		(22,09,876)		(80,439)
Adjustments For:				
Depreciation	-	-	-	-
Non Cash Expenses Written Off (Net)	-	-	-	-
(Profit)/Loss On Sale Of Fixed Assets	-	-	-	-
Operating Profit Before Working Capital Changes		(22,09,876)		(80,439)
Adjustments For:				
Trade And Other Receivables	(45,892)		(1,24,029)	
Trade And Other Payables	62,03,112		3,52,585	
		61,57,220		2,28,556
Cash Generated From Operations After Adjustments For Working Capital Changes		39,47,344		1,48,117
Direct Taxes	-	-	-	-
Cash Flow After Adjusted For Working Capital Charges But Before Extra Ordinary Items		39,47,344		1,48,117
Extra Ordinary Items (Net)				
Net Cash From Operating Activities		39,47,344		1,48,117
B. Cash Flow From Investing Activities				
Sale Of Fixed Assets	-		-	
Purchase/Sale Of Investments	(38,47,500)	(38,47,500)	-	-
Net Cash Used In Investing Activities		(38,47,500)		-
C. Cash Flow From Financing Activities				
Proceeds From Issue Of Share Capital	-		-	
Receipts /(Repayment) Of Long Term Advances (Net)	-		-	
Dividends Paid	-		-	
Net Cash Surplus/Used In Financing Activities		-		-
Net Increase/(Decrease) In Cash And Cash Equivalents		99,844		1,48,117
Cash And Cash Equivalents As At 01-04-2018		3,00,479		1,52,363
Cash And Cash Equivalents As At 31-03-2019		4,00,323		3,00,479

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

Deepak Khanna
 Partner
 Membership No. 092140

Place : Jaipur
 Date : May 30, 2019

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

Amit Agarwal
 WTD and CEO
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Hukam Singh
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Simple Agarwal
 Director
 DIN: 03072646

Kunal Nayar
 Company Secretary

Place : Moradabad
 Date : May 30, 2019

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

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2019

a. Equity Share Capital

Particulars	March 31, 2019		March 31, 2018	
	No.	Amount	No.	Amount
Equity Shares of Rs. 2 each issued, subscribed and fully paid up				
At the beginning of the year	1,40,73,500	2,81,47,000	1,40,73,500	2,81,47,000
Issued during the year	-	-	-	-
At the end of the year	1,40,73,500	2,81,47,000	1,40,73,500	2,81,47,000

b. Other Equity

Particulars	Reserves and Surplus		Items of OCI	Total Equity
	General Reserve	Retained Earnings	FVTOCI Reserve	
At March 31, 2017	41,69,708	(2,13,89,119)	54,19,02,506	52,46,83,095
Profit for the year	-	(80,439)	-	(80,439)
Other Comprehensive Income/(loss) for the year	-	-	9,13,56,725	9,13,56,725
At March 31, 2018	41,69,708	(2,14,69,558)	63,32,59,231	61,59,59,381
Profit for the year	-	(22,09,876)	-	(22,09,876)
Other Comprehensive Income/(loss) for the year	-	-	(13,99,77,690)	(13,99,77,690)
At March 31, 2019	41,69,708	(2,36,79,434)	49,32,81,541	47,37,71,815

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

Deepak Khanna
 Partner
 Membership No. 092140

Place : Jaipur
 Date : May 30, 2019

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

Amit Agarwal
 WTD and CEO
 DIN: 00016133

Hukam Singh
 CFO

Place : Moradabad
 Date : May 30, 2019

Simple Agarwal
 Director
 DIN: 03072646

Kunal Nayar
 Company Secretary

SIGNIFICANT ACCOUNTING POLICIES...>>>>

Notes to the Standalone Financial Statement for the year ended March 31, 2019

(All amounts are in Indian Rupees except share data and unless otherwise stated.)

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

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

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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

Effective from 1st April, 2018 the company adopted IND AS 115, "Revenue from contracts with customers". The effect of adoption of IND AS 115 was insignificant. The following is a summary of new and /or revised significant accounting policies related to revenue recognition. Revenue is recognised upon transfer of control of promised product or services to customer in an amount that reflects the consideration we expect to receive in exchange for those product or service, regardless of when the payment is received. Revenue is measured at the transaction price, excluding amounts collected on behalf of the third parties. The specific recognition criteria for the various types of the company's activities are described below:

Revenue from contracts with customer is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

The Company applied IND AS 115 for the first time. Several other amendments and interpretations apply for the first time in 2019, but do not have an impact on the IND AS financial statements of the Company. The Company has not early adopted any standards, interpretations or amendments that have been issued, but are not yet effective.

IND AS 115 supersedes IND AS 11 Construction Contracts and IND AS 18 Revenue and it applies, with limited exceptions, to all revenue arising from contracts with customers. IND AS 115 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

IND AS 115 requires entities to exercise Judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers.

The cumulative effect of initially applying IND AS 115, if any, is recognised at the date of initial application as an adjustment to the opening balance of retained earnings. Therefore, the comparative information is not restated and

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continues to be reported under IND AS 11 and IND AS 18.

There has been no significant impact of adopting IND AS 115 as at 1st April 2018,

The Goods and service Tax (GST) is not received by the Company on its own account. It is a tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it has been 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 is recognised as and when services are rendered.

Commission Income

Revenue of commission is 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 Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

Other Income

Other Income is accounted for on accrual basis except, where the receipt of income is uncertain.

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

SIGNIFICANT ACCOUNTING POLICIES...>>>>

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 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 Assets

As at the end of each financial year, the company reviews the carrying amount of its investment property and investment in subsidiary companies to determine whether there is any indication that those assets have suffered an impairment loss. If such indication exists investment property are tested for impairment so as to determine the impairment loss, if any.

i. 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

SIGNIFICANT ACCOUNTING POLICIES...>>>>

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.

j. 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.

k. Other Litigation claims

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

l. 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
- 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

SIGNIFICANT ACCOUNTING POLICIES...>>>>

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
 - (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

SIGNIFICANT ACCOUNTING POLICIES...>>>>

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.

m. 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.

n. 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.

o. 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

SIGNIFICANT ACCOUNTING POLICIES...>>>>

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.

p. CSR expenditure

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

q. Change in account policies and disclosures

New and amended standards

The Company applied IND AS115 for the first time. The nature and effect of the changes as a result of adoption of these new accounting standards are described below.

Several other amendments and interpretations apply for the first time in 2019, but do not have an impact on the standalone financial statements of the Company. The Company has not early adopted any standards or amendments that have been issued but are not yet effective.

IND AS 115 Revenue from Contracts with Customers IND AS115 was issued on 28 March 2018 and supersedes IND AS11 Construction Contracts and IND AS18 Revenue and it applies, with limited exceptions, to all revenue arising from contracts with its customers. IND AS115 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

IND AS115 requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers. The standard also specifies the accounting for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract. In addition, the standard requires extensive disclosures.

The Company adopted IND AS115 using the modified retrospective method of adoption with the date of initial application of April 01, 2018. There were no significant adjustments required to the retained earnings at April 01, 2018.

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

Deepak Khanna
Partner
Membership No. 092140

Place : Jaipur
Date : May 30, 2019

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

Amit Agarwal
WTD and CEO
DIN: 00016133

Hukam Singh
CFO

Simple Agarwal
Director
DIN: 03072646

Kunal Nayar
Company Secretary

Place : Moradabad
Date : May 30, 2019

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

Notes to the financial statements for the year ended March 31, 2019

2	<u>Investments</u>	(AMOUNT IN RS.)	
		March 31, 2019	March 31, 2018
	Non-Current		
	Investment in Equity Instruments (Unquoted)	68,24,94,926	86,78,06,466
	Investment in Preference shares (Unquoted)	1,14,00,000	1,14,00,000
		69,38,94,926	87,92,06,466
	Investment in Equity Instruments (Unquoted) (at Fair value through Other Comprehensive Income)		
	330600 (March 31, 2018: 330600) of Rs 10/- each Shares of Sansar Infrastructure Pvt Ltd	22,52,87,370	26,62,02,426
	376800 (March 31, 2018: 376800) of Rs 10/- each Shares of Star Vanijya Pvt Ltd	22,51,07,856	32,70,81,240
	340000 (March 31, 2018: 340000) of Rs 10/- each Shares of Sunima Trading Pvt Ltd	22,82,52,200	27,45,22,800
	384750 (March 31, 2018: NIL,) of Rs 10/- each Greenwings Innovative Finance Pvt Ltd	38,47,500	-
		68,24,94,926	86,78,06,466
	Investment in Preference shares (Unquoted) (at amortised cost)		
	1140000 (March 31, 2018: 1140000) of Rs 10/- each Shares of Genus Apparels Ltd.	1,14,00,000	1,14,00,000
		1,14,00,000	1,14,00,000
		69,38,94,926	87,92,06,466

3	<u>Loans</u> (Unsecured, considered good)	March 31, 2019	March 31, 2018
	A) Non-current		
	Loan and advances to related parties	-	-
	Other loans and advances		
	Loans to others	-	-
	Miscellaneous Exp	-	-
		-	-
	Total	-	-
		March 31, 2019	March 31, 2018
	B) Current		
	Loan	-	-
	Total	-	-

4	<u>Non-current tax assets and current tax liabilities</u>	March 31, 2019	March 31, 2018
	Non-current tax assets		
	Advance Income tax (Net of provision for tax)	-	-
		-	-
	Current tax liabilities		
	Provision for tax (net of advance tax payments)	-	-
		-	-

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

5 Cash and Bank Balances

A) Cash and cash equivalents

	March 31, 2019	March 31, 2018
Current		
Balance with banks:		
On current accounts	2,97,498	1,90,383
On Deposits with original maturity of less than three months	-	-
Cash on hand	1,02,826	1,10,096
	4,00,324	3,00,479
Breakup of financial assets carried at amortised cost / fair value		
	March 31, 2019	March 31, 2018
Investments	69,38,94,926	87,92,06,466
Loans	-	-
Cash and Bank balances	4,00,324	3,00,479
	69,42,95,250	87,95,06,945

6 Non-financial assets

(Unsecured, considered good)

A) Non-current

	March 31, 2019	March 31, 2018
Advances recoverable in cash or kind		
	-	-
B) Current		
	March 31, 2019	March 31, 2018
Advances recoverable in cash or kind	-	30,000
Balance with statutory/government authorities	5,08,261	4,32,369
	5,08,261	4,62,369

7 Deferred Tax Liability

	March 31, 2019	March 31, 2018
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	17,44,04,159	22,35,85,508
A	17,44,04,159	22,35,85,508
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)	17,44,04,159	22,35,85,508

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

8 Equity share capital

	March 31, 2019	March 31, 2018
Authorised		
3,00,00,000 (March 31, 2018: 3,00,00,000) Equity Share of Rs. 2/- each	6,00,00,000	6,00,00,000
3,00,000 0% Redeemable Preference shares of Rs. 100/- each	3,00,00,000	3,00,00,000
Issued, subscribed and fully paid-up shares		
1,40,73,500 (March 31, 2018: 1,40,73,500) Equity Shares of Rs. 2/-each	2,81,47,000	2,81,47,000
1,00,000 0% Redeemable Preference shares of Rs. 100/- each	1,00,00,000	1,00,00,000
	3,81,47,000	3,81,47,000

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

Equity shares	March 31, 2019		March 31, 2018	
	Numbers	Value	Numbers	Value
At the beginning of the year	1,40,73,500	2,81,47,000	1,40,73,500	2,81,47,000
Issued during the year	-	-	-	-
Outstanding at the end of the year	1,40,73,500	2,81,47,000	1,40,73,500	2,81,47,000
0% Redeemable Preference shares	March 31, 2019		March 31, 2018	
	Numbers	Value	Numbers	Value
At the beginning of the year	1,00,000	1,00,00,000	1,00,000	1,00,00,000
Issued during the year	-	-	-	-
Outstanding at the end of the year	1,00,000	1,00,00,000	1,00,000	1,00,00,000

b. **Terms / rights attached to equity shares**

The Company has only one class of equity shares having a par value of Rs.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.

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

d. Details of shareholders holding more than 5% equity shares in the Company					
		March 31, 2019		March 31, 2018	
		Numbers	% holding	Numbers	% holding
1	Amit Kumar Agarwal	33,87,520	24.07%	33,87,520	24.07%
2	Jitendra Agarwal	34,34,221	24.40%	34,34,221	24.40%
3	Rajendra Agarwal	43,67,782	31.04%	43,67,782	31.04%
Details of shareholders holding more than 5% in 0% Redeemable Preference shares in the Company					
		March 31, 2019		March 31, 2018	
		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, 2019	March 31, 2018
General Reserve	41,69,708	41,69,708
Retained earnings	46,96,02,107	61,17,89,673
	47,37,71,815	61,59,59,381
The movement in balance of other equity is as follows:		
	March 31, 2019	March 31, 2018
Business reconstruction reserve		
As per last balance sheet	41,69,708	41,69,708
Add: Additions during the year	-	-
Closing balance	41,69,708	41,69,708
Retained earnings		
Balance as per last financial statements	61,17,89,673	52,05,13,387
Add: Profit for the year	(14,21,87,566)	9,12,76,286
Net surplus in the statement of profit and loss	46,96,02,107	61,17,89,673
	47,37,71,815	61,59,59,381

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

10 Borrowings

A) Non Current borrowings

	March 31, 2019	March 31, 2018
From Banks (secured)		
Term loans	-	-
TOTAL	-	-

B) Current borrowings

	March 31, 2019	March 31, 2018
Current Maturities of Non Current borrowings		
From Banks (secured)		
Term loans	-	-
Other loans (unsecured)		
From Companies	83,02,584	21,56,694
	83,02,584	21,56,694
Less : Amount disclosed under other current liabilities	-	-
TOTAL	83,02,584	21,56,694
The above amount includes:		
Secured borrowings	-	-
Unsecured borrowings	83,02,584	21,56,694

11 Other liabilities

Current

	March 31, 2019	March 31, 2018
Current maturities of long-term borrowing	-	-
Creditors	-	-
Expenses Payable	1,67,453	1,13,200
	1,67,453	1,13,200
Breakup of financial liabilities carried at amortised cost		
	March 31, 2019	March 31, 2018
Borrowing	-	-
Other liabilities	-	-
	-	-

12 Non-financial liabilities

	March 31, 2019	March 31, 2018
Statutory liabilities	10,500	7,531
	10,500	7,531

13 Revenue from Operations

	March 31, 2019	March 31, 2018
Sale of products	-	-
Commission Received	15,17,820	18,80,550
	15,17,820	18,80,550

14 Other income

	March 31, 2019	March 31, 2018
Other non-operating income		
Commission Received	-	-
	-	-

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

15 Employees Benefit Expenses

	March 31, 2019	March 31, 2018
Salaries, wages and bonus	7,76,821	6,45,900
Contribution to provident and other funds	-	-
	7,76,821	6,45,900

16 Other Expenses

	March 31, 2019	March 31, 2018
<u>Administrative Expenses</u>		
Listing expenses	4,90,025	3,86,725
Fine & Penalties	16,83,213	-
ROC Filing fee	3,100	2,400
Printing and Stationary	1,16,641	1,41,248
Advertisement and Publicity	79,086	92,048
Travelling Expenses	1,720	1,978
Legal and Professional Expenses	3,17,250	5,16,160
Postage & Telegram Expenses	1,38,093	79,650
Auditors' Remuneration - (Audit Fee)	1,10,940	82,900
Telephone Expenses	1,780	-
Interest for late payment	300	-
Miscellaneous Expenses	8,000	11,879
	29,50,148	13,14,988
<u>Details of Auditors' Remuneration are as follows:</u>		
<u>Statutory Auditors:</u>		
Audit Fees	85,000	58,000
Reimbursement of expenses	25,940	24,900
	1,10,940	82,900

17 Finance Cost

	March 31, 2019	March 31, 2018
Bank charges	727	101
	727	101

18 Other Comprehensive Income (OCI)

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

	March 31, 2019	March 31, 2018
Remeasurement costs on net defined benefit liability	-	-
Deferred tax effect on remeasurement costs	-	-
Remeasurement of Financial assets	(18,91,59,040)	12,34,55,034
Tax on same	4,91,81,350	(3,20,98,309)
Total	(13,99,77,690)	9,13,56,725

19 Earnings per equity share

	March 31, 2019	March 31, 2018
The following reflects the profit and share data used in the basic and diluted EPS computations:		
Profit available for equity shareholders	(22,09,876)	(80,439)
<i>Weighted average number of equity shares in computing basic EPS</i>	1,40,73,500	1,40,73,500
Face value of each equity share (Rs.)	2.00	2.00
Earnings per equity share: Basic and Diluted (Rs.)	(0.16)	(0.01)

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

20. Notes to the standalone financial statements for the year ended March 31st, 2019

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 2019 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
: Genus International Commodities Ltd.
 - (c) Transactions with related parties during the year :- : Genus International Commodities Ltd. 40.00 Lacs
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 31-03-2019 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
Chartered Accountants
ICAI Firm Regn. No. 012917N

Deepak Khanna

Partner
Membership No. 092140

Place : Jaipur
Date : May 30, 2019

For and on behalf of the Board

Amit Agarwal
WTD and CEO
DIN: 00016133

Hukam Singh
CFO

Place : Moradabad
Date : May 30, 2019

Simple Agarwal
Director
DIN: 03072646

Kunal Nayar
Company Secretary

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

**To the Members of
Genus Prime Infra Limited
Report on the Audit of the Consolidated Financial Statements
Opinion**

We have audited the accompanying consolidated financial statements of Genus Prime Infra Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the consolidated Balance sheet as at March 31, 2019, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

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 another auditor on separate financial statements and financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("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, 2019, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group in accordance with the 'Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matters	How our audit addressed the key audit matter
Assessment of the carrying value of unquoted equity instruments in the books of subsidiaries	
The impairment review of investment in the books of subsidiary companies, with a carrying value of Rs. 57.93 Crore, is considered to be a risk area due to the size of the balances as well as the judgmental nature of key assumptions, which may be subject to management override.	<p>Besides obtaining an understanding of Management's processes and controls with regard to testing the impairment of the unquoted equity instruments in subsidiary. Our procedures included the following:</p> <ul style="list-style-type: none"> • Relied on the work of auditor of subsidiary companies. • Engaged external fair valuation experts to challenge management's underlying assumptions and appropriateness of the valuation model used; • Compared the Company's assumptions with comparable benchmarks in relation to key inputs such as long-term growth rates and discount rates; • Assessed the appropriateness of the forecast cash flows within the budgeted period based on their understanding of the business and sector experience; and • Considered historical forecasting accuracy, by comparing previously forecasted cash flows to actual results achieved.

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

We have determined that there are no other key audit matters to communicate in our report.

Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the management report and chairman's statement, but does not include the consolidated financial statements and our auditor's report thereon. The management report and chairman's statement is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of 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 the 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. 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 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 controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated 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 financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are

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

appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2019 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

- (a) The consolidated financial statements also include the total assets of Rs. 8481.93 Lakhs, Net Assets of Rs. 6773.44/- Lakhs, Total Revenue of Rs. 2.94/- Lakhs and share of net profit of Rs. 0.44 Lakhs for the year ended March 31, 2019, as considered in the consolidated financial statements, in respect of Subsidiaries, whose financial statements and other financial information have been audited by other auditors and whose reports have been furnished to us by the Management. Our opinion, in so far as it relates to the affairs of Subsidiaries, is based solely on the report of other auditors and not modified.

Our opinion above on the consolidated 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 subsidiaries, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

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

- (a) We on the other auditors whose report 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 purposes of our audit of the aforesaid consolidated 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, the 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 financial statements;
- (d) In our opinion, the aforesaid consolidated 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 the written representations received from the directors of the Holding Company as on March 31, 2019 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, none of the directors of the Group's companies incorporated in India is disqualified as on March 31, 2019 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 financial statements of the Holding Company and its subsidiary companies incorporated in India, refer to our separate Report in "Annexure 2" to this report;
- (g) In our opinion, the managerial remuneration for the year ended March 31, 2019 has been paid / provided by the Group to its directors in accordance with the provisions of section 197 read with Schedule V to the Act; and
- (h) 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, as amended, 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 subsidiaries, as noted in the 'Other matter' paragraph:
 - i. The consolidated financial statements does not have any impact of pending litigations on its consolidated financial position of the Group;
 - ii. The Group 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 Holding Company and its subsidiaries incorporated in India during the year ended March 31, 2019.

For D Khanna & Associates

Chartered Accountants

FRN: 012917N

[Deepak Khanna]

Partner

M. No. 092140

Date: 30th May, 2019

Place: Jaipur

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

Annexure – 1 to the Independent Auditor's Report of even date on the consolidated 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 financial statements of Genus Prime Infra Limited as of and for the year ended March 31, 2019, 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 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 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 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 financial statements.

Meaning of Internal Financial Controls Over Financial Reporting with Reference to these Consolidated Financial Statements

A company's internal financial control over financial reporting with reference to these consolidated 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 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.

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting with Reference to these Consolidated Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these consolidated 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 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 financial statements and such internal financial controls over financial reporting with reference to these consolidated financial statements were operating effectively as at March 31st, 2019, 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 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

[Deepak Khanna]

Partner

M. No. 092140

Date: 30th May, 2019

Place: Jaipur

CONSOLIDATED BALANCE SHEET>>>>

Consolidated Balance Sheet as at March 31, 2019

(Amount in Rs.)

Particulars	Note	March 31, 2019	March 31, 2018
ASSETS			
Non-Current Assets			
Financial Assets			
Investments	3	69,90,57,986	83,33,00,616
Loans	4	-	-
Non-financial assets	7	16,34,46,008	17,59,93,000
Tax Assets	5	-	-
		86,25,03,994	1,00,92,93,616
Current Assets			
Financial Assets			
Cash and cash equivalents	6	13,24,901	14,84,249
Loans	4	-	-
Non-financial assets	7	5,20,755	4,68,642
		18,45,656	19,52,891
TOTAL RS.		86,43,49,650	1,01,12,46,507
EQUITY AND LIABILITIES			
Equity			
Equity share capital	8	3,81,47,000	3,81,47,000
Other Equity	9	64,68,72,406	75,12,24,823
Total equity		68,50,19,406	78,93,71,823
Non-Current Liabilities			
Financial Liabilities			
Borrowings	10	11,07,77,827	12,36,13,450
Other liabilities	11	-	-
Deferred Tax Liability	12	5,99,96,880	9,59,08,809
		17,07,74,707	21,95,22,259
Current Liabilities			
Financial Liabilities			
Borrowings	10	83,02,584	21,56,694
Other liabilities	11	2,42,453	1,88,200
Non-financial liabilities	13	10,500	7,531
Tax Liabilities	5	-	-
		85,55,537	23,52,425
TOTAL RS.		86,43,49,650	1,01,12,46,507
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

Deepak Khanna
 Partner
 Membership No. 092140

Place : Jaipur
 Date : May 30, 2019

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

Amit Agarwal
 WTD and CEO
 DIN: 00016133

Hukam Singh
 CFO

Place : Moradabad
 Date : May 30, 2019

Simple Agarwal
 Director
 DIN: 03072646

Kunal Nayar
 Company Secretary

CONSOLIDATED PROFIT AND LOSS....>>>>

Consolidated Statement of Profit and Loss for the year ended on March 31, 2019

(Amount in Rs.)

Particulars	Note	March 31, 2019	March 31, 2018
INCOME			
Revenue from Operations	14	18,12,160	21,25,350
Other income	15	-	1,321
Total Income		18,12,160	21,26,671
EXPENDITURE			
Employees Benefit Expenses	16	7,76,821	6,45,900
Other Expenses	17	31,99,058	15,08,954
Finance Cost	18	2,002	1,038
Total Expenses		39,77,881	21,55,892
Profit before tax		(21,65,721)	(29,221)
Tax Expenses	19		
Current tax		8,496	9,759
Deferred tax		-	8,997
MAT Credit		8,496	18,756
Total tax expense		-	-
Profit for the year		(21,65,721)	(29,221)
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		(13,80,90,130)	17,86,67,107
Income tax effect relating to items that will not be reclassified to profit or loss		3,59,03,434	(4,64,53,448)
Total Other Comprehensive Income for the year, net of tax		(10,43,52,417)	13,21,84,438
Earnings per equity share	21		
Basic and Diluted earnings per share (In Indian Rupees per share)		(0.15)	(0.00)
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

Deepak Khanna
 Partner
 Membership No. 092140

Place : Jaipur
 Date : May 30, 2019

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

Amit Agarwal
 WTD and CEO
 DIN: 00016133

Hukam Singh
 CFO

Place : Moradabad
 Date : May 30, 2019

Simple Agarwal
 Director
 DIN: 03072646

Kunal Nayar
 Company Secretary

CONSOLIDATED CASH FLOW STATEMENT...>>>>

Consolidated Cash Flow Statement for the year ended March 31, 2019

(Amount in Rs.)

	CURRENT YEAR March 31, 2019		PREVIOUS YEAR March 31, 2018	
A. Cash Flow From Operating Activities:				
Net Profit(Loss) Before Tax And Extra Ordinary Items		(21,65,721)		(29,221)
Adjustments For:				
Non Cash Expenses Written Off (Net)	-	-	-	-
(Profit)/Loss On Sale Of Fixed Assets	-	-	-	-
Operating Profit Before Working Capital Changes		(21,65,721)		(29,221)
Adjustments For:				
Trade And Other Receivables	1,24,94,880		(5,15,50,140)	
Trade And Other Payables	(66,32,510)		3,13,83,476	
		58,62,370		(2,01,66,664)
Cash Generated Form Operations After Adjustments For Working Capital Changes		36,96,649		(2,01,95,885)
Direct Taxes	(8,496)	(8,496)	(18,756)	(18,756)
Cash Flow After Adjusted For Working Capital Charges But Before Extra Ordinary Items		36,88,153		(2,02,14,641)
Extra Ordinary Items (Net)				
Net Cash From Operating Activities		36,88,153		(2,02,14,641)
B. Cash Flow From Investing Activities				
Sale Of Fixed Assets	-	-	-	-
Purchase/Sale Of Investments	(38,47,500)	(38,47,500)	-	-
Net Cash Used In Investing Activities		(38,47,500)		-
C. Cash Flow From Financing Activities				
Proceeds From Issue Of Share Capital	-	-	-	-
Receipts /Repayment Of Long Term Advances (Net)	-	-	-	-
Dividends Paid	-	-	-	-
Net Cash Surplus/Used In Financing Activities		-		-
Net Increase/(Decrease) In Cash And Cash Equivalents		(1,59,347)		(2,02,14,641)
Cash And Cash Equivalents As At 01-04-2018		14,84,249		2,16,98,890
Cash And Cash Equivalents As At 31-03-2019		13,24,901		14,84,249

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

Deepak Khanna
Partner
Membership No. 092140

Place : Jaipur
Date : May 30, 2019

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

Amit Agarwal
WTD and CEO
DIN: 00016133

Hukam Singh
CFO

Simple Agarwal
Director
DIN: 03072646

Kunal Nayar
Company Secretary

Place : Moradabad
Date : May 30, 2019

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

Statement of Changes in Equity for the year ended March 31, 2019

a. Equity Share Capital

Particulars	March 31, 2019		March 31, 2018	
	No.	Amount	No.	Amount
Equity Shares of Rs. 2 each issued, subscribed and fully paid up				
At the beginning of the year	1,40,73,500	2,81,47,000	1,40,73,500	2,81,47,000
Issued during the year	-	-	-	-
At the end of the year	1,40,73,500	2,81,47,000	1,40,73,500	2,81,47,000

b. Other Equity

Particulars	Reserves and surplus			Items of OCI	Total Equity
	Capital Reserve	General Reserve	Retained Earnings	FVTOCI Reserve	
As at April 01, 2017	50,11,11,761	41,69,708	(2,16,00,437)	13,53,59,352	61,90,40,384
Addition / Profit for the year	-	-	(29,221)	-	(29,221)
Other Comprehensive Income/(loss) for the year	-	-	-	13,22,13,659	13,22,13,659
At March 31, 2018	50,11,11,761	41,69,708	(2,16,29,658)	26,75,73,012	75,12,24,823
Addition / Profit for the year	-	-	(21,65,721)	-	(21,65,721)
Other Comprehensive Income/(loss) for the year	-	-	-	(10,21,86,696)	(10,21,86,696)
At March 31, 2019	50,11,11,761	41,69,708	(2,37,95,379)	16,53,86,316	64,68,72,406

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

Deepak Khanna
 Partner
 Membership No. 092140

Place : Jaipur
 Date : May 30, 2019

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

Amit Agarwal
 WTD and CEO
 DIN: 00016133

Hukam Singh
 CFO

Place : Moradabad
 Date : May 30, 2019

Simple Agarwal
 Director
 DIN: 03072646

Kunal Nayar
 Company Secretary

CONSOLIDATED ACCOUNTING POLICIES...>>>>

Notes to the consolidated financial statement for the year ended March 31, 2019.

(All amounts are in Indian Rupees except Share Data and unless otherwise stated)

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, 2019. 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 30, 2019.

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.

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, 2019; and for the year ended March 31, 2019

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.
2. Eliminate the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.
3. Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions

CONSOLIDATED ACCOUNTING POLICIES...>>>>

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.

4. Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent company of the Group.
5. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

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 a 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, 2019 have been prepared on the basis of the following entities:

Name of the Entity	Relationship	Percentage of Holding as at March 31, 2019	Percentage of Holding as at March 31, 2018
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 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

CONSOLIDATED ACCOUNTING POLICIES...>>>>

- 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
- 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

CONSOLIDATED ACCOUNTING POLICIES...>>>>

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

Effective 1st April, 2018 the company adopted IND AS 115, "Revenue from contracts with customers". The effect of adoption of IND AS115 was insignificant. The following is a summary of new and /or revised significant accounting policies related to revenue recognition. Revenue is recognised upon transfer of control of promised product or services to customer in an amount that reflects the consideration we expect to receive in exchange for those product or service, regardless of when the payment is received. Revenue is measured at the transaction price, excluding amounts collected on behalf of the third parties. The specific recognition criteria for the various types of the company's activities are described below:

Revenue from contracts with customer is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

The Company applied IND AS 115 for the first time. Several other amendments and interpretations apply for the first time in 2019, but do not have an impact on the IND AS financial statements of the Company. The Company has not early adopted any standards, interpretations or amendments that have been issued, but are not yet effective.

IND AS 115 supersedes IND AS 11 Construction Contracts and IND AS 18 Revenue and it applies, with limited exceptions, to all revenue arising from contracts with customers. IND AS115 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

IND AS 115 requires entities to exercise Judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers.

The cumulative effect of initially applying IND AS 115, if any, is recognised at the date of initial application as an adjustment to the opening balance of retained earnings. Therefore, the comparative information is not restated and continues to be reported under IND AS11 and IND AS 18.

There has been no significant impact of adopting IND AS 115 as at 1 April 2018.

The Goods and service Tax (GST) is not received by the Company on its own account. It is a tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it has been 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.

CONSOLIDATED ACCOUNTING POLICIES...>>>>

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 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,

CONSOLIDATED ACCOUNTING POLICIES...>>>>

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 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 AS109 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.

CONSOLIDATED ACCOUNTING POLICIES...>>>>

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 is adjusted for treasury shares.

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

CONSOLIDATED ACCOUNTING POLICIES...>>>>

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.

p. Change in account policies and disclosures

New and amended standards

The Company applied IND AS115 for the first time. The nature and effect of the changes as a result of adoption of these new accounting standards are described below.

Several other amendments and interpretations apply for the first time in 2019, but do not have an impact on the standalone financial statements of the Company. The Company has not early adopted any standards or amendments that have been issued but are not yet effective.

IND AS115 Revenue from Contracts with Customers IND AS115 was issued on 28 March 2018 and supersedes IND AS11 Construction Contracts and IND AS18 Revenue and it applies, with limited exceptions, to all revenue arising from contracts with its customers. IND AS115 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

IND AS 115 requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers. The standard also specifies the accounting for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract. In addition, the standard requires extensive disclosures.

The Company adopted IND AS 115 using the modified retrospective method of adoption with the date of initial application of April 01, 2018. There were no significant adjustments required to the retained earnings at April 01, 2018.

As per our report of even date

For D.Khanna & Associates

Chartered Accountants

FRN: 012917N

Deepak Khanna

Partner

Membership No. 092140

Place : Jaipur

Date : May 30, 2019

For and on behalf of the Board

Amit Agarwal

WTD and CEO

DIN: 00016133

Hukam Singh

CFO

Place : Moradabad

Date : May 30, 2019

Simple Agarwal

Director

DIN: 03072646

Kunal Nayar

Company Secretary

NOTES TO CONSOLIDATED FINANCIAL STATEMENT....>>>>

3 Investments

	(Amount in Rs.)	
	March 31, 2019	March 31, 2018
Non-Current		
Investment in Equity Instruments (Unquoted)	58,31,57,986	71,74,00,616
Investment in Preference shares (Unquoted)	11,59,00,000	11,59,00,000
	69,90,57,986	83,33,00,616
Investment in Equity Instruments (Unquoted) (at Fair value through Other Comprehensive Income)		
4658621, (31 March 2018: 4658621) Equity Shares of Rs. 10/- each in Yajur Commodities Ltd (Formerly Known as Virtuous Urja Ltd)	15,54,11,597	13,88,26,906
1444000, (31 March 2018: 1444000) Equity Shares of Rs. 10/- each in Vivekshil Dealers Pvt. Ltd.	39,68,25,640	56,22,93,600
5375, (31 March 2018: 5375) Equity Shares of Rs. 10/- each in J.C. Textiles Pvt Ltd.	1,90,99,848	76,25,513
300000, (31 March 2018: 300000) Equity Shares of Rs. 10/- each in Professional Fashion & Management Pvt Ltd	7,80,000	7,80,000
384750 (31 March 2018: NIL)Equity Shares of Rs 10/- each Greenwings Innovative Finance Pvt Ltd	38,47,500	-
46979, (31 March 2018: 46979) Equity Shares of Rs. 10/- each in Genus Innovation Ltd	71,54,902	78,36,097
385, (31 March 2018: 385,) Equity Shares of Rs. 100/- each in Sukhvarsha Distributors (P) Ltd	38,500	38,500
	58,31,57,986	71,74,00,616
Investment in Preference shares (Unquoted)		
430000, (31 March 2018: 430000) Redeemable Preference Shares of Rs. 100/- each in Yajur Commodities Limited (Formally Known as Virtuous Urja Ltd)	8,20,00,000	8,20,00,000
155000, (31 March 2018: 155000) Preference Shares of Rs. 100/- each in Genus International Commodities Ltd	1,55,00,000	1,55,00,000
70000, (31 March 2018: 70000) Preference Shares of Rs. 100/- each in Shares in Kailash Vidyut & Ispat Ltd	70,00,000	70,00,000
1140000 (March 31, 2018: 1140000) Preference Shares of Rs 10/- each in Genus Apparels Ltd.	1,14,00,000	1,14,00,000
	11,59,00,000	11,59,00,000
	69,90,57,986	83,33,00,616

4 Loans (Unsecured, considered good)

	March 31, 2019	March 31, 2018
A) Non-current		
Loan and advances to related parties	-	-
Other loans and advances		
Loans to others	-	-
Miscellaneous Exp	-	-
	-	-
Total	-	-
	March 31, 2019	March 31, 2018
B) Current		
Loan	-	-
Total	-	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENT....>>>>

5 Non-current tax assets and current tax liabilities

	March 31, 2019	March 31, 2018
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, 2019	March 31, 2018
Current		
Balance with banks:		
On current accounts	11,06,043	8,25,711
Cheques in Hand	-	-
Cash on hand	2,18,858	6,58,538
	13,24,901	14,84,249

Breakup of financial assets carried at amortised cost / fair value

	March 31, 2019	March 31, 2018
Investments	69,90,57,986	83,33,00,616
Loans	-	-
Cash and Bank balances	13,24,901	14,84,249
	70,03,82,887	83,47,84,865

7 Non-financial assets

(Unsecured, considered good)

A) Non-current

	March 31, 2019	March 31, 2018
Advances recoverable in cash or kind	16,34,46,008	17,59,93,000
	16,34,46,008	17,59,93,000

B) Current

	March 31, 2019	March 31, 2018
Advances recoverable in cash or kind	-	30,000
Balance with statutory/government authorities	5,20,755	4,38,642
	5,20,755	4,68,642

NOTES TO CONSOLIDATED FINANCIAL STATEMENT....>>>>

8

Equity share capital

	March 31, 2019	March 31, 2018
Authorised		
3,00,00,000 (March 31, 2018: 3,00,00,000 Equity Share of Rs. 2/- each	6,00,00,000	6,00,00,000
3,00,000 0% Redeemable Preference shares of Rs. 100/- each	3,00,00,000	3,00,00,000
Issued, subscribed and fully paid-up shares		
1,40,73,500 (March 31, 2018: 1,40,73,500;) Equity Shares of Rs. 2/-each	2,81,47,000	2,81,47,000
1,00,000 0% Redeemable Preference shares of Rs. 100/- each	1,00,00,000	1,00,00,000
	3,81,47,000	3,81,47,000

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

Equity shares	March 31, 2019		March 31, 2018	
	Numbers	Value	Numbers	Value
At the beginning of the year	1,40,73,500	2,81,47,000	1,40,73,500	2,81,47,000
Issued during the year	-	-	-	-
Outstanding at the end of the year	1,40,73,500	2,81,47,000	1,40,73,500	2,81,47,000
0% Redeemable Preference shares	March 31, 2019		March 31, 2018	
	Numbers	Value	Numbers	Value
At the beginning of the year	1,00,000	1,00,00,000	1,00,000	1,00,00,000
Issued during the year	-	-	-	-
Outstanding at the end of the year	1,00,000	1,00,00,000	1,00,000	1,00,00,000

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.

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

	March 31, 2019		March 31, 2018	
	Numbers	% holding	Numbers	% holding
1 Amit Kumar Agarwal	33,87,520	24.07%	33,87,520	24.07%
2 Jitendra Agarwal	34,34,221	24.40%	34,34,221	24.40%
3 Rajendra Agarwal	43,67,782	31.04%	43,67,782	31.04%

NOTES TO CONSOLIDATED FINANCIAL STATEMENT....>>>>

9 Other Equity

	March 31, 2019	March 31, 2018
General Reserve	41,69,708	41,69,708
Capital Reserve	50,11,11,761	50,11,11,761
Securities Premium	-	-
Retained earnings	14,15,90,937	24,59,43,354
	64,68,72,406	75,12,24,823
The movement in balance of other equity is as follows:		
	March 31, 2019	March 31, 2018
General Reserve		
As per last balance sheet	41,69,708	41,69,708
Add: Additions during the year	-	-
Closing balance	41,69,708	41,69,708
Capital Reserve		
As per last balance sheet	50,11,11,761	50,11,11,761
Add: Additions during the year	-	-
Closing balance	50,11,11,761	50,11,11,761
Retained earnings		
Balance as per last financial statements	24,59,43,354	11,37,58,915
Add: Profit for the year	(10,43,52,417)	13,21,84,439
Net surplus in the statement of profit and loss	14,15,90,937	24,59,43,354

10 Borrowings

A) Non Current borrowings

	March 31, 2019	March 31, 2018
From Banks (secured)		
Term loans	-	-
Other loans (unsecured)		
From Relatives & Others	11,07,77,827	12,36,13,450
TOTAL	11,07,77,827	12,36,13,450
The above amount includes:		
Secured borrowings	-	-
Unsecured borrowings	11,07,77,827	12,36,13,450

B) Current borrowings

	March 31, 2019	March 31, 2018
Current Maturities of Non Current borrowings		
From Banks (secured)		
Term loans	-	-
Other loans (unsecured)		
From Relatives & Others	83,02,584	21,56,694
	83,02,584	21,56,694
Less : Amount disclosed under other current liabilities	-	-
TOTAL	83,02,584	21,56,694
The above amount includes:		
Secured borrowings	-	-
Unsecured borrowings	83,02,584	21,56,694

NOTES TO CONSOLIDATED FINANCIAL STATEMENT....>>>>

11 Other liabilities

Current

	March 31, 2019	March 31, 2018
Current maturities of long-term borrowing	-	-
Creditor for capital goods	-	-
Expenses Payable	2,42,453	1,88,200
	2,42,453	1,88,200
Breakup of financial liabilities carried at amortised cost		
	March 31, 2019	March 31, 2018
Borrowing	-	-
Other liabilities	2,42,453	1,88,200
	2,42,453	1,88,200

12 Deferred Tax Liability

		March 31, 2019	March 31, 2018
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		6,00,24,131	9,59,27,565
	A	6,00,24,131	9,59,27,565
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		27,252	18,756
	B	27,252	18,756
	(A-B)	5,99,96,880	9,59,08,809

Deferred tax assets/ (liabilities):

For the year ended March 31, 2019

	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	9,59,27,565	-	(3,59,03,434)	6,00,24,131
Provision for bad and doubtful debts and expected Credit Loss	-	-	-	-
Impact on account of investment carried at amortised cost	-	-	-	-
MAT credit entitlement	(18,756)	(8,496)	-	(27,252)
	9,59,08,809	(8,496)	(3,59,03,434)	5,99,96,880

13 Non Financial Liabilities

	March 31, 2019	March 31, 2018
Statutory liabilities	10500	7531
	10500	7531

NOTES TO CONSOLIDATED FINANCIAL STATEMENT....>>>>

14	Revenue from Operations	(Amount in Rs.)	
		March 31, 2019	March 31, 2018
	Sale of products	-	-
	Commission Received	18,12,160	21,25,350
		18,12,160	21,25,350
15	Other income		
		March 31, 2019	March 31, 2018
	Interest Income	-	1,321
		-	1,321
16	Employees Benefit Expenses		
		March 31, 2019	March 31, 2018
	Salaries, wages and bonus	7,76,821	6,45,900
	Contribution to provident and other funds	-	-
		7,76,821	6,45,900
17	Other Expenses		
		March 31, 2019	March 31, 2018
	<u>Administrative Expenses</u>		
	Listing expenses	4,90,025	3,86,725
	Fine & Penalties	16,83,213	-
	Demat Expenses	-	2,000
	ROC Filing fee	6,100	5,400
	Accounting Charges	82,000	78,800
	Printing and Stationary	1,19,481	1,44,906
	Advertisement and Publicity	79,086	1,18,121
	Rates & Taxes	1,000	2,030
	Travelling Expenses	1,720	1,978
	Conveyance	3,160	1,990
	Legal and Professional Expenses	3,96,750	5,16,160
	Postage & Telegram Expenses	1,42,503	81,065
	Auditors' Remuneration	1,85,940	1,57,900
	Telephone Expenses	1,780	-
	Interest for late payment	300	-
	Miscellaneous Expenses	6,000	11,879
		31,99,058	15,08,954
	<u>Details of Auditors' Remuneration are as follows:</u>		
	Statutory Auditors:		
	Audit Fees	1,60,000	1,33,000
	Reimbursement of expenses	25,940	24,900
		1,85,940	1,57,900
18	Finance Cost		
		March 31, 2019	March 31, 2018
	Bank charges	2,002	1,038
		2,002	1,038

NOTES TO CONSOLIDATED FINANCIAL STATEMENT....>>>>

19 Tax Expenses

(a) Tax charge

	March 31, 2019	March 31, 2018
The Major component of income tax expenses are as follows:		
Current Income tax:		
Current income tax charges	8,496	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	8,496	18,756
OCI Section		
Deferred tax related to items recognised in OCI during the year:		
	March 31, 2019	March 31, 2018
Items that will be reclassified to profit or loss	-	-
Items that will not be reclassified to profit or loss	3,59,03,434	(4,64,53,448)
Income tax charged to OCI	3,59,03,434	(4,64,53,448)
(b) Reconciliation of effective tax rate:		
Profit before tax (A)	(21,65,721)	(29,221)
Enacted tax rate in India (B)	26.00%	26.00%
Expected Tax Expenses (C= A*B)	8,496	9,855
Actual Tax expense (net off tax for earlier years)	-	(8,997)
Difference (Note A)	8,496	18,852
Note A		
Other than temporary difference		
MAT Credit Not Recognised	-	-
Short Provision	-	96
MAT and Other benefits allowed under various provisions	8,496	18,756
	8,496	18,852

20 Other Comprehensive Income (OCI)

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

	March 31, 2019	March 31, 2018
Remeasurement costs on net defined benefit liability		
Deferred tax effect on remeasurement costs		
Remeasurement of Financial assets	(13,80,90,130)	17,86,67,107
Tax on same	3,59,03,434	(4,64,53,448)
Total	(10,21,86,696)	13,22,13,659

21 Earnings per equity share

	March 31, 2019	March 31, 2018
The following reflects the profit and share data used in the basic and diluted EPS computations:		
Profit available for equity shareholders	(21,65,721)	(29,221)
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.)	(0.15)	(0.00)

NOTES TO CONSOLIDATED FINANCIAL STATEMENT....>>>>

22. Notes to the consolidated financial statements for the year ended March 31, 2019

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 2019 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	
	: Genus International Commodities Ltd.	
(c)	Transactions with related parties during the year : Genus International Commodities Ltd. 40.00 Lakhs	
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

Chartered Accountants

FRN: 012917N

Deepak Khanna

Partner

Membership No. 092140

Place : Jaipur

Date : May 30, 2019

For and on behalf of the Board

Amit Agarwal

WTD and CEO

DIN: 00016133

Hukam Singh

CFO

Simple Agarwal

Director

DIN: 03072646

Kunal Nayar

Company Secretary

Place : Moradabad

Date : May 30, 2019

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 19th Annual General Meeting of the Company, to be held on Monday, September 30, 2019 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, 2019		
2	Re-appointment of Mr. Amit Agarwal, who retires by rotation		
3	Appointment of M/s. D. Khanna & Associates, Chartered Accountants, Jaipur as Auditors and fix their remuneration		
4	Re-appointment of Mr. Rameshwar Pareek as an Independent Director*		
5	Re-appointment of Mr. Kamal Kant Agarwal as an Independent Director*		
6	Re-appointment of Mr. Dharam Chand Agarwal as an Independent Director*		
7	Transaction with Related Party under section 188 of the Companies Act, 2013*		

*Special resolution

Signed this..... day of.....2019

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 19th Annual General Meeting of the Company to be held on Monday, September 30, 2019 at 2:00 p.m. at Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad-244001, Uttar Pradesh.

Notes:

- 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.
- Incomplete attendance slips shall not be accepted.
- The Equity Shareholders / proxies are advised to bring original photo identity proof for verification.
- Joint shareholders may obtain additional Slip at the venue of the meeting.
- 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/Update 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
190807014		



If undelivered, please return to
Genus Prime Infra Limited
(Formerly Gulshan Chemfill Limited)

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