



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

December 5, 2020

Website : www.genusprime.com

BSE Limited

Listing Department

Phiroze Jeejeebhoy Towers

Dalal Street, Fort

Mumbai 400 001

Scrip Symbol: GENUSPRIME

Scrip Code: 532425

Dear Sir / Madam,

Subject: Outcome of the meeting of the Board of Directors of Genus Prime Infra Limited (the "Company") held on December 5, 2020 and disclosures under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended ("Listing Regulations").

Ref: Draft Scheme of Arrangement amongst Genus Prime Infra Limited ("Amalgamated Company" or "Resulting Company" or the "Company") and Sansar Infrastructure Private Limited (Amalgamating Company 1) and Star Vanijya Private Limited ("Amalgamating Company 2") and Sunima Trading Private Limited ("Amalgamating Company 3") and Genus Power Infrastructures Limited ("Demerged Company") and Yajur Commodities Limited ("Amalgamating Company 4") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme" or "the Scheme" or "Scheme of Arrangement").

In compliance with Regulation 30 read with Schedule III of the Listing Regulations, we wish to inform the stock exchanges that the Board of Directors of the Company ("Board") at its meeting held today have, inter alia, approved the Scheme. The Scheme is subject to requisite statutory/ regulatory approvals including the approval of the jurisdictional National Company Law Tribunal ("Tribunal").

The Scheme provides for:

- Amalgamation of the Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3, wholly owned subsidiaries of the Amalgamated Company, with the Amalgamated Company; and
- Demerger of Investment Business Undertaking of the Demerged Company into the Resulting Company;
- Amalgamation of the Amalgamating Company 4 with the Amalgamated Company.

Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3 shall hereinafter be referred to as the "Amalgamating Companies".

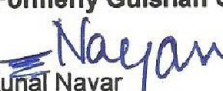
Pursuant to Regulation 30 of the Listing Regulations as amended, read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, details of the Scheme are enclosed herewith as **Annexure**.

This is for your information and records.

Thanking you,

Yours truly,

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


Kunal Nayar
Company Secretary

Encl: As stated above



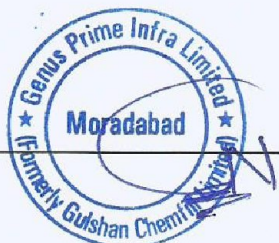
Part – A

Disclosures relating to the amalgamation of the Amalgamating Companies into the Amalgamated Company as per Para. 1.2 of Annexure I of the SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015.

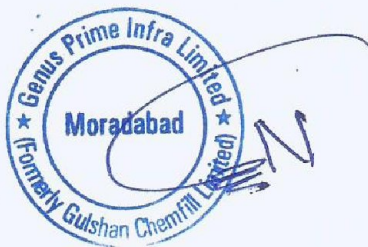
Sr. No.	Particulars	Details																																				
1.	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.	<p>Details of the entities:</p> <p>1. <u>Genus Prime Infra Limited</u> (CIN:L24117UP2000PLC032010) is a listed company incorporated on October 20, 2000. The Amalgamated Company is engaged in infrastructure activity and purchase, sell, exchange and/or transfer of securities shares, debentures and all other forms of investment and to carry on all kinds of investments business. The turnover and net-worth of the Amalgamated Company for FY 2019-20 is asunder:</p> <p style="text-align: right;">(INR MN.)</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2019-20</th> <th>FY 2019-20</th> </tr> <tr> <td></td> <td>Audited (Standalone)</td> <td>Audited (Consolidated)</td> </tr> </thead> <tbody> <tr> <td>Total Revenue from operations</td> <td>1.95</td> <td>2.28</td> </tr> <tr> <td>Net-worth</td> <td>486.79</td> <td>561.88</td> </tr> </tbody> </table> <p>2. <u>Sansar Infrastructure Private Limited</u> (CIN: U70109UP2008PTC093173) incorporated on April 23, 2008. The Amalgamating Company 1 is a wholly owned subsidiary of the Amalgamated Company and is engaged in trading business. The turnover and net-worth of the Amalgamating Company 1 for FY 2019-20 is as under:</p> <p style="text-align: right;">(INR MN.)</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2019-20</th> <th>FY 2019-20</th> </tr> <tr> <td></td> <td>Audited (Standalone)</td> <td>Audited (Consolidated)</td> </tr> </thead> <tbody> <tr> <td>Total Revenue from operations</td> <td>0.11</td> <td>NA</td> </tr> <tr> <td>Net-worth</td> <td>191.28</td> <td>NA</td> </tr> </tbody> </table> <p>3. <u>Star Vaniya Private Limited</u> (CIN: U51109UP2008PTC093817) incorporated on April 23, 2008. The Amalgamating Company 2 is a wholly owned subsidiary of the Amalgamated Company and is engaged in trading business. The turnover and net-worth of the Amalgamating Company 2 for FY 2019-20 is as under:</p> <p style="text-align: right;">(INR MN.)</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2019-20</th> <th>FY 2019-20</th> </tr> <tr> <td></td> <td>Audited (Standalone)</td> <td>Audited (Consolidated)</td> </tr> </thead> <tbody> <tr> <td>Total Revenue from operations</td> <td>0.11</td> <td>NA</td> </tr> <tr> <td>Net-worth</td> <td>179.45</td> <td>NA</td> </tr> </tbody> </table>	Particulars	FY 2019-20	FY 2019-20		Audited (Standalone)	Audited (Consolidated)	Total Revenue from operations	1.95	2.28	Net-worth	486.79	561.88	Particulars	FY 2019-20	FY 2019-20		Audited (Standalone)	Audited (Consolidated)	Total Revenue from operations	0.11	NA	Net-worth	191.28	NA	Particulars	FY 2019-20	FY 2019-20		Audited (Standalone)	Audited (Consolidated)	Total Revenue from operations	0.11	NA	Net-worth	179.45	NA
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		<p>4. <u>Sunima Trading Private Limited</u> (CIN: U51909UP2008PTC093671) incorporated on April 23, 2008. The Amalgamating Company 3 is a wholly owned subsidiary of the Amalgamated Company and is engaged in trading business. The turnover and net-worth of the Amalgamating Company 3 for FY 2019-20 is as under:</p> <p style="text-align: right;">(INR MN.)</p> <table border="1" data-bbox="758 376 1396 622"> <thead> <tr> <th>Particulars</th> <th>FY 2019-20</th> <th>FY 2019-20</th> </tr> <tr> <td></td> <td>Audited (Standalone)</td> <td>Audited (Consolidated)</td> </tr> </thead> <tbody> <tr> <td>Total Revenue from operations</td> <td>0.11</td> <td>NA</td> </tr> <tr> <td>Net-worth</td> <td>182.65</td> <td>NA</td> </tr> </tbody> </table>	Particulars	FY 2019-20	FY 2019-20		Audited (Standalone)	Audited (Consolidated)	Total Revenue from operations	0.11	NA	Net-worth	182.65	NA
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Total Revenue from operations	0.11	NA												
Net-worth	182.65	NA												
2.	<p>Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"</p>	<p>In terms of General Circular No 30/2014 dated 17th July, 2014 issued by Ministry of Corporate Affairs ("MCA Circular"), the transactions arising out of compromises, arrangements and amalgamations under the Companies Act, 2013 ("Act"), are exempted from the requirements of Section 188 of the Act.</p> <p>Further, in terms of Regulation 23(5)(b) of the Listing Regulations, any transaction entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval, is exempted from the provisions of Regulation 23(2),(3) & (4) of Listing Regulations.</p> <p>As the Amalgamating Companies, being wholly owned subsidiaries of the Amalgamated Company, are proposed to be amalgamated with the Amalgamated Company through Scheme of Arrangement, requirement of arm's length criteria is not applicable.</p>												
3	<p>Area of business of the entity(ies)</p>	<p>The Amalgamated Company is engaged in infrastructure activity and purchase, sell, exchange and/or transfer of securities, shares, debentures and all other forms of investment and to carry on all kinds of investments business.</p> <p>The Amalgamating Companies are engaged in trading business.</p>												
4	<p>Rationale for amalgamation/ merger</p>	<p>Since, the Amalgamating Companies are wholly-owned subsidiary(ies) of the Amalgamated Company, the amalgamation contemplated in the present Scheme will ensure optimized legal structure, reduce the number of legal entities within the group so as to achieve significant cost savings, hence, the Scheme will benefit all concerned, including the shareholders, creditors and other stakeholders of all the companies which are, inter alia, as follows:</p> <p>(a) The amalgamation will enable consolidation of the business and operations of the Amalgamating Companies with the Amalgamated Company which will provide significant impetus to growth by permitting pooling of resources, enable synergies, reduce operational costs, achieve economies of scale, increase operational efficiencies and greater focus and provide expansion opportunities in a consolidated and compliant manner.</p> <p>(b) The amalgamation will enable the Amalgamated Company to effect internal economies and optimize profitability as also to reduce administrative inefficiencies by reducing duplication of functions.</p>												



		(c) The amalgamation will result in the establishment of a larger company with more capable resources and a greater capacity to raise funds for expansion.
5	In case of cash consideration – amount or otherwise share exchange ratio	No consideration in form of cash or shares to be issued as consideration for the amalgamation of the Amalgamating Companies with the Amalgamated Company.
6	Brief details of change in shareholding pattern (if any) of listed entity	Not applicable as there will be no change in the shareholding pattern of the Amalgamated Company pursuant to Part II of the Scheme.



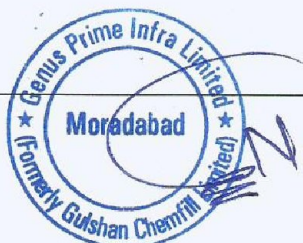
Part – B: Demerger

Disclosures relating to the demerger of Investment Business Undertaking of the Demerged Company into the Resulting Company, as per Para. 1.3 of Annexure I of the SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015.

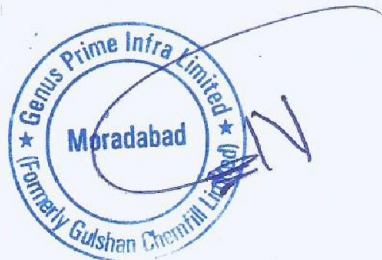
Sr. No.	Particulars	Details	
1.	Brief details of the divisions to be demerged	<p>The division to be demerged from the Demerged Company is the Strategic Investment Business Undertaking or Investment Business Undertaking</p> <p>The Investment Business Undertaking of the Demerged Company includes all assets, investments, liabilities, rights, benefits, interests and obligations of, and relating to the Investment Business (as specifically set out in the Scheme).</p>	
2.	Turnover of the demerged division and as percentage to the total turnover of the listed entity in the immediately preceding financial year / based on financials of the last financial year	Total Revenue from Operations of the Investment Business Undertaking (as on March 31, 2020) (INR MN.) INR 32.59 Mn	% of the total turnover of Genus Power Infrastructures Limited (as on March 31, 2020) 0.30%-Standalone 0.30%-Consolidated
3.	Rationale for demerger	<ul style="list-style-type: none"> • The Demerged Company is engaged in the following businesses, each being distinct and independent business divisions: <ul style="list-style-type: none"> a) Manufacturing and providing metering and metering solutions and undertaking engineering, construction and contracts on turnkey basis including manufacturing facilities or shares in the companies engaged in similar business activity ("Core Business Division"); b) Holding, monitoring, sale and purchase of strategic investments, comprising of investment in shares, debentures, bonds other unlisted securities, etc. ("Investment Business Division"). • Given that each of the activities carried out by the Demerged Company is distinct and diverse in its business characteristics, growth trajectories, nature of risks and competition which therefore requires attribution of dissimilar technical and managerial focus. Considering this the Demerged Company has put in place for its Investment Business Division, a management structure to dynamically review, evaluate and forecast developments in the invested sectors and to monitor the performance and improve returns from such specialized investments. • With a view to concentrate the growth, efforts focused on the core business activity using strategies optimal to the nature and return profile of the division, the management of the Demerged Company proposes to demerge its interests in the Investment Business Division on a going concern basis, and vest the same with the Resulting Company. • The transfer and vesting of the Demerged Undertaking in the Resulting Company shall be in the larger interest of the shareholders, creditors and employees of the Demerged Company and shall be in the interest of future growth of the Resulting Company. The transfer and vesting shall achieve the following benefits for the Demerged Company and the Resulting Company: 	



		<p>a) The demerger will enable the Demerged Company to focus and enhance its core business performance by streamlining operations and cutting costs;</p> <p>b) The demerger will enable focused management orientation to each of the business undertaking(s) due to individual specialization and leadership vision, which would provide greater visibility on the performance of the said businesses;</p> <p>c) The demerger will enable attribution of appropriate risk and valuation to different business undertakings based on their respective risk return profile and cash flows;</p> <p>d) The demerger will enable opportunities for strategic partnership and flexibility of fundraising capability for future growth and expansion and to create a structure geared to take advantage of growth opportunities.</p>									
4.	<p>Brief details of change in shareholding pattern (if any) of all entities</p>	<p>There will be no change in the shareholding pattern of the Demerged Company as a result of the demerger pursuant to the Scheme.</p> <p>The Resulting Company shall issue equity shares to the shareholders of the Demerged Company basis the share entitlement ratios approved by the Board relying on the Valuation Report provided by the Valuer BDO Valuation Advisory LLP dated December 4, 2020.</p> <p>Indicative equity shareholding pattern of the Resulting Company, post demerger of the Investment Business Undertaking of the Demerged Company into the Resulting Company and also the amalgamation of the Amalgamating Company 4 into and with the Amalgamated Company / Resulting Company, (which is being considered by the Resulting Company as part of the same Scheme), is set out below:</p> <table border="1" data-bbox="719 1196 1410 1507"> <thead> <tr> <th>Category</th> <th>Shareholding of the Resulting Company as on 30th September, 2020</th> <th>Indicative post-Scheme shareholding of the Resulting Company*</th> </tr> </thead> <tbody> <tr> <td>Promoter and Promoter Group</td> <td>74.96%</td> <td>64.36%</td> </tr> <tr> <td>Public</td> <td>25.04%</td> <td>35.64%</td> </tr> </tbody> </table> <p><i>*The above shareholding may undergo a change (non material) due to rounding off of the fractional entitlement as per the actual shareholding on the record date.</i></p>	Category	Shareholding of the Resulting Company as on 30 th September, 2020	Indicative post-Scheme shareholding of the Resulting Company*	Promoter and Promoter Group	74.96%	64.36%	Public	25.04%	35.64%
Category	Shareholding of the Resulting Company as on 30 th September, 2020	Indicative post-Scheme shareholding of the Resulting Company*									
Promoter and Promoter Group	74.96%	64.36%									
Public	25.04%	35.64%									
5.	<p>Share exchange ratio / Share entitlement ratio</p>	<p>Upon coming into effect of the Scheme and in consideration for the demerger of the Investment Business Undertaking into the Resulting Company pursuant to the Scheme, the Resulting Company shall, without any further act or deed and without receipt of any cash, issue and allot to the shareholders of the Demerged Company as on the record date.</p> <p><i>"1(One) Equity share of face value INR 2.00 (Two) each of the Resulting Company as fully paid up for every 6(Six) Equity shares of face value INR 1.00 (One) each of the Demerged Company to the equity shareholders of the Demerged Company holding equity shares in the Demerged Company."</i></p>									



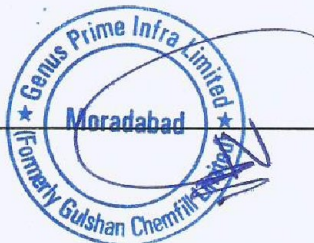
6.	Whether listing would be sought for the resulting entity	The equity shares of the Resulting Company are presently listed on BSE Limited. The Resulting Company will make an application with BSE Limited for listing of equity shares to be issued pursuant to the demerger.
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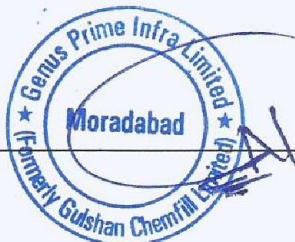
Part – C

Disclosures relating to the amalgamation of the Amalgamating Company 4 into the Amalgamated Company as per Para. 1.2 of Annexure I of the SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015.

Sr. No.	Particulars	Details																								
1.	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.	<p>Details of the entities:</p> <p>1. Genus Prime Infra Limited(CIN: L24117UP2000PLC032010) is a listed company incorporated on October 20, 2000. The Amalgamated Company is engaged in infrastructure activity and purchase, sell, exchange and/or transfer of securities shares, debentures and all other forms of investment and to carry on all kinds of investments business. The turnover and net-worth of the Amalgamated Company for FY 2019-20 is asunder:</p> <p align="right">(INRMN.)</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2019-20</th> <th>FY 2019-20</th> </tr> <tr> <td></td> <td>Audited (Standalone)</td> <td>Audited (Consolidated)</td> </tr> </thead> <tbody> <tr> <td>Total Revenue from Operations</td> <td>1.95</td> <td>2.27</td> </tr> <tr> <td>Net-worth</td> <td>486.79</td> <td>561.88</td> </tr> </tbody> </table> <p>2. Yajur Commodities Limited (CIN: U51395UP2007PLC110438) incorporated on April 19, 2007. The Amalgamating Company 4 is engaged in the business of manufacturing and trading of Coke and Coal. The turnover and net-worth of the Amalgamating Company 4 for FY 2019-20 was as under:</p> <p align="right">(INR MN.)</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2019-20</th> <th>FY 2019-20</th> </tr> <tr> <td></td> <td>Audited (Standalone)</td> <td>Audited (Consolidated)</td> </tr> </thead> <tbody> <tr> <td>Total Revenue from operations</td> <td>2492.76</td> <td>2634.16</td> </tr> <tr> <td>Net-worth</td> <td>1468.05</td> <td>1078.01</td> </tr> </tbody> </table>	Particulars	FY 2019-20	FY 2019-20		Audited (Standalone)	Audited (Consolidated)	Total Revenue from Operations	1.95	2.27	Net-worth	486.79	561.88	Particulars	FY 2019-20	FY 2019-20		Audited (Standalone)	Audited (Consolidated)	Total Revenue from operations	2492.76	2634.16	Net-worth	1468.05	1078.01
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Net-worth	1468.05	1078.01																								
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"	<p>Yes, the transaction would be a related party transaction.</p> <p>With respect to the amalgamation of the Amalgamating Company 4 with the Amalgamated Company, the same is being undertaken at an 'arm's length' consideration as determined by an independent valuer.</p>																								
3	Area of business of the entity(ies)	<p>The Amalgamated Company is engaged in infrastructure activity and purchase, sell, exchange and/or transfer of securities shares, debentures and all other forms of investment and to carry on all kinds of investments business.</p> <p>The Amalgamating Company 4 is engaged in the business of manufacturing and trading of Coke and Coal.</p>																								
4	Rationale for amalgamation/ merger	<p>The amalgamation of the Amalgamating Company 4 into the Amalgamated Company would result inter alia in the following benefits:</p> <p>(a) Streamlining of the corporate structure and consolidation of the assets and liabilities of the Amalgamating Company 4 into the Amalgamated Company;</p> <p>(b) More efficient utilization of capital for enhanced development and growth of the consolidated business in one entity;</p>																								



		<p>(c) Enabling pooling of resource of the company involved in the amalgamation to their common advantage, resulting in more productive utilization of such resources, operational efficiencies which would be beneficial for all stakeholders;</p> <p>(d) Reduction in administrative and procedural work and eliminate duplication of work and regulatory compliances and will enable the company concerned to effect internal economies and optimize productivity;</p> <p>(e) The amalgamation will result in the establishment of a larger company with more capable resources, a sufficient capital base and a greater capacity to raise funds for expansion, modernization and development of the businesses of the company concerned.</p> <p>The Scheme shall be in the beneficial interest of the shareholders and creditors of the companies. The Scheme shall not be in any manner prejudicial to the interest of the concerned members, creditors, employees or general public at large.</p>
5	In case of cash consideration – amount or otherwise share exchange ratio	<p>Upon coming into effect of the Scheme and in consideration for the amalgamation of the Amalgamating Company⁴ into the Amalgamated Company pursuant to the Scheme, the Amalgamated Company shall, without any further act or deed and without receipt of any cash, issue and allot to the shareholders of the Amalgamating Company⁴ as on the record date.</p> <p><i>“3 (Three) Equity shares of face value INR 2.00 (Two) each of the Amalgamated Company as fully paid up for every 5 (Five) Equity shares of face value INR 10.00 (Ten) each of the Amalgamating Company 4 to the equity shareholders of the Amalgamating Company 4 holding equity shares in the Amalgamating Company 4”</i></p> <p><i>“1 (One) Zero Coupon Redeemable Preference share of face value INR 100.00 (Hundred) each of the Amalgamated Company as fully paid up for every 1 (One) Zero Coupon Redeemable Preference share of face value INR 100.00 (Hundred) each of the Amalgamating Company 4 to such redeemable preference shareholders of the Amalgamating Company 4 holding Zero Coupon Redeemable Preference Shares in the Amalgamating Company 4”</i></p> <p><i>“1 (One) 9% Cumulative Non- Convertible Redeemable Preference share of face value INR 100.00 (Hundred) each of the Amalgamated Company as fully paid up for every 1 (One) 9% Cumulative Non- Convertible Redeemable Preference share of face value INR 100.00 (Hundred) each of the Amalgamating Company 4 to the redeemable preference shareholders of the Amalgamating Company 4 holding 9% Cumulative Non- Convertible Redeemable Preference Shares in the Amalgamating Company 4”</i></p>
6	Brief details of change in shareholding pattern (if any) of listed entity	<p>The Amalgamated Company shall issue equity shares to the shareholders of the Amalgamating Company 4 basis the share entitlement ratios approved by the Board relying on the Valuation Report provided by the Valuer, BDO Valuation Advisory LLP dated December 4, 2020.</p> <p>Indicative equity shareholding pattern of the Amalgamated Company, post the amalgamation of the Amalgamating Company 4 into and with the Amalgamated Company and also demerger of Investment Business Undertaking of the Demerged Company into the Amalgamated Company / Resulting Company in accordance with the Scheme, is set out below:</p>



Category	Shareholding of the Resulting Company as on 30 th September, 2020	Indicative post-Scheme shareholding of the Resulting Company*
Promoter and Promoter Group	74.96%	64.36%
Public	25.04%	35.64%

*The above shareholding may undergo a change (non material) due to rounding off of the fractional entitlement as per the actual shareholding on the record date.

Further, the indicative shareholding pattern for the preference shares of the Amalgamated Company will be as under:

1. For Zero Coupon Redeemable Preference share of face value INR 100.00 each

Category	Shareholding of the Resulting Company as on 30 th September, 2020	Indicative post-Scheme shareholding of the Resulting Company*
Promoter and Promoter Group	0%	69.26%
Public	0%	30.74%

* The above shareholding only represents the Zero Coupon Redeemable Preference shares to be issued by the Amalgamated Company on the amalgamation of the Amalgamating Company 4 pursuant to the Scheme and doesn't include the existing Zero Coupon Redeemable Preference shares of the Amalgamated Company as they represent a separate class of redeemable preference shares.

2. For 9% Cumulative Non-Convertible Redeemable Preference share of face value INR 100.00 each

Category	Shareholding of the Resulting Company as on 30 th September, 2020	Indicative post-Scheme shareholding of the Resulting Company
Promoter and Promoter Group	0%	100%
Public	0%	0%

