September 29, 2020

BSE Limited
(Corporate Relationship Department),
P J Towers, Dalal Street, Fort,
Mumbai-400001
E-mail: corp.compliance@bseindia.com

BSE SCRIP CODE: 532425

Sub: Proceedings of the 20th Annual General Meeting of the Company

Dear Sir/Madam,

This is to inform that the 20th Annual General Meeting ("AGM") of Genus Prime Infra Limited (Formerly: Gulshan Chemfill Limited) ("The Company") was held on 28th September, 2020.

In this regard and pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find attach herewith the following:-


We request you to kindly take the same on your record.

Thanking You,

Yours Faithfully,

For Genus Prime Infra Limited
(Formerly Gulshan Chemfill Limited)

Kunal Nayar
Company Secretary
PRESENT:
1) Mr. Amit Agarwal (DIN 00016133) : Whole Time Director & CEO (In Chair)
2) Mrs. Simple Agarwal (DIN 03072646) : Non Executive Non Independent Director
3) Mr. Udit Agarwal (DIN 02820615) : Independent Non-Executive Director
4) Mr. Kamal Kant Agarwal (DIN 01641506) : Independent Non-Executive Director

IN ATTENDANCE:
1) Mr. Kunal Nayar : Company Secretary
2) Mr. Hukam Singh : Chief Financial Officer

LEAVE OF ABSENCE:
1) Mr. Dharam Chand Agarwal (DIN 00014211) : Independent Non-Executive Director

INVITEES:
1) Mr. Ramesh Mundhra, : Partner, M/s. D. Khanna & Associates, Chartered Accountants (Statutory Auditors)

- Mr. Kunal Nayar, Company Secretary of the Company welcomed the Members to the Meeting and informed them about the details relating to their participation at the Meeting through VC/OAVM and e-voting during the AGM. He further informed the Members that the Company had provided remote e-voting facility to the Members to exercise their right to vote on the business items transacted at the AGM, by electronic means, from Friday, September 25, 2020 at 09.00 am to Sunday, September 27, 2020 at 05.00 pm as stated in the Notice of AGM.

- Mr. Dharam Chand Agarwal, Independent Non-Executive Director and Chairman of Audit Committee of the Company could not attend the AGM due to some exigencies. With the permission of all Directors, present and on behalf of the Directors, Mr. Amit Agarwal, Whole Time Director & CEO of the Company presided over the Meeting.

- Mr. Amit Agarwal, Chairperson of the Meeting, then welcomed the Members, Directors, KMPs and other invitees, who were attending the AGM through VC/OAVM.

- After confirming the requisite quorum was present through video conference, the Chairperson called the AGM to order and commenced the proceedings. The AGM was attended by 33 members (including authorized representatives) through VC/OAVM.
• The Chairperson informed the Members that due to ill health, Mr. Dharam Chand Agarwal, Independent Director and Chairman of “Audit Committee”, “Nomination and Remuneration Committee” and “Stakeholders Relationship Committee” of the Company could not attend the AGM. He has authorised Mr. Kamal Kant Agarwal, Member of the “Audit Committee”, “Stakeholders’ Relationship Committee” and “Nomination and Remuneration Committee” (the “Committees”), to attend the AGM and represent the Committees before the members of the Company for all needful purposes within the ambit of laws.

• Then the speech of the Chairperson of the Company was read, giving an overview of the Company's performance, operational & technological capabilities, outlook and other related matters.

• The Chairperson informed the Members that the Annual Report and the Notice convening the AGM had been sent through electronic mode and also made available on the website of the Company and the website of the Stock Exchange i.e. BSE. With the Notice already circulated to all Members, the Notice convening the AGM, the Independent Auditors’ Report and the Secretarial Audit Report were taken as read.

• The Chairperson further informed the Members that those who had not voted through remote e-voting and who participated the AGM could vote through the e-voting process conducted at the AGM.

• The Chairperson further informed that Ms. Komal, Practicing Company Secretary had been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

• The Chairperson further informed that the results would be declared within 48 hours from the conclusion of the AGM, based on the scrutinizer’s report after taking into consideration the votes cast through remote e-voting and votes cast through e-voting at the AGM and the aforesaid would be displayed on the website of the Company and Central Depository Services (India) Limited (the agency appointed for conducting remote e-voting and e-voting at the AGM) post intimation to the stock exchange.

• The following business items as set out in the Notice convening the 20th AGM of the Company were transacted at the meeting and passed with requisite majority:

<table>
<thead>
<tr>
<th>Item No.</th>
<th>Item of business (Resolution)</th>
<th>Type of Resolution</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ordinary Business</td>
<td></td>
<td></td>
</tr>
<tr>
<td>1</td>
<td>Adoption of the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2020, together with the reports of the Board of Directors and Auditors thereon.</td>
<td>Ordinary</td>
</tr>
<tr>
<td>2</td>
<td>Re-appointment of Mrs. Simple Agarwal (DIN: 03072646) as a director, who retires by rotation.</td>
<td>Ordinary</td>
</tr>
<tr>
<td>3</td>
<td>Appointment of Auditors and fix their remuneration.</td>
<td>Ordinary</td>
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<tr>
<td>Special Business</td>
<td></td>
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<tr>
<td>4</td>
<td>Appointment of Mr. Udit Agarwal (DIN: 02820615) as an Independent Non-Executive Director.</td>
<td>Special</td>
</tr>
<tr>
<td>5</td>
<td>Transaction with Related Party under Section 188 of the Companies Act, 2013.</td>
<td>Special</td>
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</tbody>
</table>
• The Chairperson further informed e-voting facility would remain open for 15 minutes post conclusion of the AGM and requested the Members who had not exercised their votes through the remote e-voting facility, to cast their votes through this e-voting facility.

• The Chairperson thanked the Members and the AGM was concluded at 12:05 p.m.

• Thereafter, the voting process was concluded.

For Genus Prime Infra Limited
(Formerly Gulshan Chemfill Limited)

Kunal Nayar
Company Secretary
Consolidated Scrutinizer Report

To,

The Chairman of the 20th Annual General Meeting ("AGM"/ "Meeting") of Genus Prime Infra Limited (Formerly Gulshan Chemfill Limited) held on Monday, September 28, 2020 at 11:30 A.M. IST through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"). The deemed venue for the AGM was the Registered Office of the Company.

Dear Sir,


I, Komal, Company Secretary in Practice (Prop of M/s Komal and Associates, Delhi, ACS No. 48168, CP No. 17597) had been appointed as Scrutinizer by the Board of Directors of M/s Genus Prime Infra Limited (Formerly Gulshan Chemfill Limited) (hereinafter referred to as the "Company") vide Board Resolution dated August 12, 2020 pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing the process of voting through electronic means ("e-voting") prior to and at the AGM in a fair and transparent manner on all the resolutions contained in the Notice dated August 12, 2020 ("Notice") issued by the Company in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively, issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars"), convening the 20th AGM of its Members through VC/OAVM on Monday, September 28, 2020 at 11:30 A.M.

I hereby confirm that I am familiar and well-versed with the electronic voting system (both on line and at the AGM) and the provisions as prescribed under the Section 108 and 109 of the Act and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended. As the Scrutinizer, I have to scrutinize the process of remote e-voting prior to and at the AGM in a fair and transparent manner.

Head Office: D- 223/112, Laxmi Chamber, Vikash Marg, Near Laxmi Nagar Metro Station Gate No 5, Delhi-92
Branch Office: 10-11, Friends Enclave, Near Best Price & Bus Stand, Zirakpur- Mohali-140603

Ph. 8860674305/7015742505
Landline No-011-41060837
eskomalahuja@gmail.com

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"Meeting"
"VC")/
Management’s Responsibility

The management of the Company is responsible to ensure compliance with the requirement of the Act, Rules made thereunder, MCACirculars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, relating to remote e-voting prior to and during the AGM on the resolutions contained in the Notice convening the AGM.

Scrubtitizer’s Responsibility

My responsibility as a Scrutinizer for remote e-voting prior to and at the AGM is restricted to making a Consolidated Scrutinizer’s Report on the votes cast “in favour” or “against” the resolutions stated in the Notice, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited, the agency authorized under the Rules and engaged by the Company to provide remote e-voting facilities prior to and at the AGM, and that the e-voting is conducted in a fair and transparent manner.

In view of above, I submit my report as under:

(a) The Company had availed the remote e-voting facility offered by Central Depository Services (India) Limited (“CDSL”) for conducting remote e-voting prior to and at the AGM by the Members of the Company. Members had also an option to cast their vote through e-voting system at the AGM by attending the Meeting.

(b) The Members of the Company holding shares as on the “cut-off” date i.e., Monday, September 21, 2020 were entitled to vote on all resolutions as contained in the Notice of the AGM.

(c) The remote e-voting period (prior to the AGM) remained opened from Friday, September 25, 2020 (9:00 A.M.) (IST) to Sunday, September 27, 2020 (5:00 P.M.) (IST).

(d) The remote e-voting facility at the AGM was in operation till all the resolutions were considered and voted upon in the meeting and was used for voting only by the Members attending the meeting and who have not exercised their right to vote through remote e-voting prior to the AGM.

(e) The votes cast through remote e-voting prior to and at the AGM were unblocked on September 28, 2020 after the conclusion of the AGM and e-voting at the AGM in presence of two witnesses, who are not in the employment of the Company. They have
signed below in confirmation of the same. Thereafter, the voting summary statement was downloaded from the CDSL e-voting system.

(f) I have scrutinized and reviewed the remote e-voting prior to and at the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system and the summary of the e-voting results is as follows:

My responsibility as a scrutinizer for the remote e-voting and e-voting at the AGM is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

Consolidated Report on the result of the remote e-voting prior to and during the AGM in respect of the said resolutions are detailed in Annexure-A of this report.

Thanking You

Yours Faithfully,
For Komal and Associates

(Komal & Associates)

Dated: 28.09.2020

Countersigned by:
For Genus Prime Infra Limited
(Formerly Gulshan Chemfill Limited)

(Kunal Nayar)
Company Secretary

Ph. 8860674305/7015742505
Landline No-011-41060837
cskomalahuja@gmail.com
<table>
<thead>
<tr>
<th>Item no. of Notice of AGM</th>
<th>Subject Matter of the Resolutions</th>
<th>Remote E-Voting</th>
<th>e-voting at AGM</th>
<th>Total</th>
<th>% of total valid votes</th>
<th>Invalid Votes</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>No. of members votes</td>
<td>No. of valid votes cast</td>
<td>No. of members votes</td>
<td>No. of valid votes cast</td>
<td>No. of valid votes cast</td>
</tr>
<tr>
<td>1</td>
<td>Ordinary Resolution to receive, consider and adopt the Audited Financial Statements (Including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon</td>
<td>For 30 11378328 0 0 30 11378328 100.00</td>
<td>Against 0 0 0 0 0 0 0.00</td>
<td>Total 30 11378328 0 0 30 11378328 100.00</td>
<td>0 0</td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>Ordinary Resolution to appoint Director in place of Mrs. Simple Agarwal (having DIN-03072646), who retires from office by rotation and, being eligible, offers herself for re-appointment</td>
<td>For 30 11378328 0 0 30 11378328 100.00</td>
<td>Against 0 0 0 0 0 0 0.00</td>
<td>Total 30 11378328 0 0 30 11378328 100.00</td>
<td>0 0</td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>Ordinary Resolution to appoint M/s D. Khanna &amp; Associates, Chartered Accountants (Firm Registration No.012917N), as the auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors of the Company</td>
<td>For 30 11378328 0 0 30 11378328 100.00</td>
<td>Against 0 0 0 0 0 0 0.00</td>
<td>Total 30 11378328 0 0 30 11378328 100.00</td>
<td>0 0</td>
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</tr>
<tr>
<td>4</td>
<td>Special Resolution to appoint Mr. Udit Agarwal (having DIN-02820615) as an Independent Non-Executive Director</td>
<td>For 30 11378328 0 0 30 11378328 100.00</td>
<td>Against 0 0 0 0 0 0 0.00</td>
<td>Total 30 11378328 0 0 30 11378328 100.00</td>
<td>0 0</td>
<td></td>
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<tr>
<td>5</td>
<td>Special Resolution to enter into transaction with related party under Section 188 of the Companies Act, 2013</td>
<td>For 29 7990808 0 0 29 7990808 100.00</td>
<td>Against 0 0 0 0 0 0 0.00</td>
<td>Total 29 7990808 0 0 29 7990808 100.00</td>
<td>0 0</td>
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