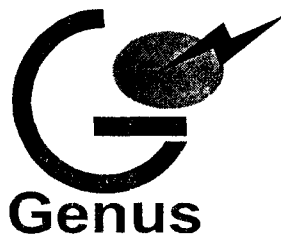


**9<sup>th</sup>**  
**Annual Report**  
**2008–2009**



**GENUS PRIME INFRA LIMITED**

*(Formerly GULSHAN CHEMFILL LTD.)*

## BOARD OF DIRECTORS

Dr. Chandra Kumar Jain	:	Chairman
Mrs. Mridula Jain	:	Non-Executive Director
Mr. Ajay Jain	:	Non – Executive Independent Director
Mr. Deepak Kumar	:	Non – Executive Independent Director
Mr. Rameshwar Pareek	:	Whole Time Director (w.e.f. 1 <sup>st</sup> June, 2009)

## AUDITORS

M/s Shahid & Associates  
Chartered Accountants  
Muzaffarnagar (UP).

## BANKERS

Bank of Baroda

## REGISTERED OFFICE

9<sup>th</sup> K.M. Jansath Road,  
Muzaffarnagar, Uttar Pradesh – 251 001

## CORPORATE OFFICE & INVESTOR CELL

G-81, Preet Vihar  
Delhi – 110 092

## REGISTRAR & SHARE TRANSFER AGENT

M/s. Alankit Assignments Ltd.  
2E/21, Alankit House  
Jhandewalan Extension  
New Delhi – 110 055

## PLANT LOCATION

Village Rampur,  
Majri, Dhāula Kūān  
Dist. Sirmāur  
Himachal Pradesh – 173 001

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[www.gulshanindia.com](http://www.gulshanindia.com)

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## NOTICE

Notice is hereby given that the 9<sup>th</sup> Annual General Meeting of Genus Prime Infra Limited (Formerly Gulshan Chemfill Limited.) will be held on Tuesday, 22<sup>nd</sup> September 2009 at 2:00 P.M at the Registered office of the Company at 9<sup>th</sup> K.M, Jansath Road, Muzaffarnagar, Uttar Pradesh –251001 to transact the following business:

### ORDINARY BUSINESS

- 1) To consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2009 and the Profit & Loss Account of the Company for the year ended on that date together with the Reports of Board of Directors and the Auditors thereon.
- 2) To appoint a director in place of Mrs. Mridula Jain, who retires by rotation and being eligible, offers herself for re-appointment.
- 3) To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

### SPECIAL BUSINESS

- 4) To consider, and if thought fit, to pass, with or without modification, the following resolution, as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to sections 198, 269, 309 and 310 read with schedule XIII and other applicable provisions of the Companies Act, 1956 approval of shareholders be and is hereby accorded to the appointment of Mr. Rameshwar Pareek as Whole Time Director of the Company for a period of 3 years w.e.f 1<sup>st</sup> June, 2009 on the remuneration, perquisites and other benefits and amenities as set out in the resolution with a liberty to the Board of Directors to make and/or accept any variation in the terms & conditions within the limits specified in above sections and Schedule XIII of the Companies Act, 1956 or any other applicable provisions of the Act and guidelines issued by the Central Government from time to time”.

Salary: Rs. 25,000/- (Rupees Twenty Five Thousand Only) per month with effect from 1<sup>st</sup> June, 2009 (subject to deduction of tax at source)

- (ii) Company's contribution towards Provident Fund, Gratuity as per prevailing laws and Encashment of accumulated leaves as per the rules of the company. The Gratuity shall not exceed an amount equal to the half-month's salary for each completed year of service. However, all these shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.
- (iii) Company's Car for use on Company's business and telephone at residence and Mobile phone will be provided but shall not be considered as perquisites. Personal long distance calls and use of car (if any) for private purpose shall be billed by the company.

By the Order of Board of Director  
Sd/-

Dr. C.K. Jain

Director

Place : Delhi

Date : 29<sup>th</sup> June, 2009

### NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- 2) The information as required to be provided under the Listing Agreement entered into with Stock Exchange regarding the directors who are proposed to be appointed/ re-appointed and the related explanatory statement pursuant to section 173(2) in respect of the business under item no. 4 set out above is annexed hereto.

- 3) The register of Members and the Share Transfer Books of the Company shall remain closed from Tuesday, 1<sup>st</sup> September, 2009 to Saturday, 5<sup>th</sup> September, 2009 (both days inclusive).
- 4) 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.
- 5) Members are requested to notify promptly any change in their address, if any, so as to reach the Registrar & Share Transfer Agent i.e. M/s Alankit Assignments Ltd, 2E/21, Alankit House, Jhandewalan Extension, Delhi – 110055, (Phone Nos. 011–42541234, 23541234 and Fax no. 011–41540064 and Email address: rta@alankit.com) or to Share Department & Investor Cell of the Company at G–81, Preet Vihar, Delhi 110092 (Phone nos 011–22514751, 32508619 and Fax no 22157338 and Email address: shailesh@gulshanindia.com
- 6) The members can avail of the nomination facility by filling form 2–B with the company. Blank forms will be supplied on request.
- 7) 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.

## INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT:

As required under the listing agreement, the particulars of Directors who are proposed to be appointed/reappointed are given below:

- (1) Name : Mrs. Mridula Jain  
Age : 56 years  
Qualifications : Master of Arts  
Experience : Vast experience in managing business affairs.  
Other Directorships : Gulshan Polyols Ltd., Gulshan Holdings Pvt. Ltd., Gulshan Specialty Minerals Pvt. Ltd.  
  
She holds membership of one committee of Board of other Company.
- (2) Name : Mr. Rameshwar Pareek  
Age : 65 years  
Qualifications : B. Com. (Hons), M.A. (Eco.)  
Experience : Vast experience in managing business affairs.  
Other Directorships : Genus Power Infrastructures Limited, Genus Electrotech Limited, Genus Paper Products Limited, Kailash Vidyut & Ispat Limited, K G Petro Chem Limited, Mayur Uniquoters Limited  
  
He holds membership of two committees of Board of other Company.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

### ITEM NO 4 :

Mr. Rameshwar Pareek was appointed as an Additional Director of the Company, in the meeting of Board of Directors held on 31<sup>st</sup> July 2008, under Section 260 of the Companies Act, 1956. Subsequently he has appointed as *Whole Time Director of the Company retrospectively w.e.f 1<sup>st</sup> June, 2009* subject to the approval of the shareholders in the Annual General Meeting for a period of 3 years on the terms and conditions and remuneration package as set out in the resolution above.

None of the Directors except Mr. Rameshwar Pareek being himself is interested or concerned in the proposed resolution.

Your directors recommend the resolution for your approval.

**DIRECTORS' REPORT**

Dear Members,

The Board of Directors feel great pleasure in presenting the 9<sup>th</sup> Annual Report along with Audited Accounts of your Company for the year ended 31<sup>st</sup> March 2009.

FINANCIAL HIGHLIGHTS	<i>(Rs. In Lacs)</i>	
	CURRENT YEAR (31.03.2009)	PREVIOUS YEAR (31.03.2008)
Turnover & Other Income	1.50	1638.87
Expenditure	160.56	1499.49
Gross Profit/ (Loss) before Depreciation, Finance Charges & Taxes	(159.05)	139.38
Depreciation	29.71	59.67
Finance Charges	0.04	38.69
Profit/ (Loss) before tax	(188.80)	41.03
Provision for Tax– Current Tax	9.41	7.19
– Deferred Tax Credit/(Liability)	(58.90)	0.44
– Fringe Benefit Tax	0.08	0.00
Net Profit after Tax	(139.39)	33.39
Equity Share Capital	281.47	281.47
Par Value of Equity Share (Rs.)	2.00	2.00
Earning Per Share (Rs.)	(0.99)	0.24

**DIVIDEND**

The Board of Directors do not recommend any dividend for the year.

**2008–09 IN RETROSPECT**

The Sales and Other Income for the financial year under review were Rs 1.50 lacs (Previous year Rs. 1638.87 lacs. The Depreciation for the year was Rs 29.71 lacs (Previous year Rs. 59.67 lacs).

**DIRECTORS**

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mrs. Mridula Jain, Director of the Company retire at the ensuing Annual General Meeting by rotation and being eligible offer herself for re-appointment.

Mr. Rajinder Poddar, who was appointed as Additional Director of the Company has resigned from the post of Directorship from 25<sup>th</sup> October.2008. With a view to broad-base the Board, to induct a Director, at the Board Meeting held on 31<sup>st</sup> July 2008 Mr. Rameshwar Pareek was co-opted as an Additional Director of the Company who hold the office upto the ensuing Annual General Meeting. He was later on appointed as Whole time Director of the Company w.e.f. 1<sup>st</sup> June, 2009

**PUBLIC DEPOSITS**

During the year the company had not invited any Fixed Deposits u/s 58A of the Companies Act, 1956.

**INSURANCE**

The Assets of the company including Buildings, Plant & Machinery, and Stocks & Stores etc. have been adequately insured. There was no claim during the year in respect of above.

**DEMAT OF SHARES**

Necessary arrangements are made for Dematerialisation of Shares with NSDL and CDSL. Equity shares of the company of Rs. 2/- each are listed at Bombay Stock Exchange. Out of the total issued shares of the company, 96.59 % of the equity shares are already in Demat form. Since the shares of the Company are traded on stock exchange in compulsory demat form, the shareholders holding shares in physical form may avail this facility in their own interest.

**DISCLOSURE OF PARTICULARS**

The information pursuant to section 217 (1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988 and as amended and to the extent applicable to the company are given as per prescribed Forms in **Annexure–1** forming part of this report. The company has not given any shares to any of the employees under Employees Stock Option Scheme.

Pursuant to the clause 49 of the Listing Agreement, a report on Corporate Governance is given as part of this report Management Discussion & Analysis about the company forms part of this report.

## PERSONNEL

None of the employees during the year received the remuneration in excess of the limits set out under the Provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1975 as amended up to date. Dr. C. K. Jain, Chairman of the Company is related to Mrs. Mridula Jain as her husband.

## SECRETARIAL COMPLIANCE CERTIFICATE

In terms of the provisions of section 383A of the Companies Act, 1956 read with the Companies (Compliance Certificate) Rules, 2001, the Company has obtained the necessary Compliance Certificate from M/s DR Associates, Company Secretaries, New Delhi. The Compliance Certificate is annexed herewith and forms part of this Report. Comments made in the Compliance Certificate are self-explanatory and do not require any further clarification.

## DIRECTORS' RESPONSIBILITY STATEMENT

As per section 217(2AA) of the Companies Act, 1956, your company has complied with the entire following requirement set out in the said provision that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed and there has been no material departure;
- ii) The selected accounting policies were applied consistently and the directors made judgment 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 March 31, 2009 and of the profit of the company for the year ended on that date.
- iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) The annual accounts have been prepared on a going concern basis.

## SAFETY AND ENVIRONMENT

The company continued to maintain a good safety record. The manufacturing unit of the company is environment friendly and maintains all safety standards and measures.

## INDUSTRIAL RELATIONS

The Company continued to maintain good industrial relations with the work force in its unit and offices. All statutory dues wherever applicable have been paid.

## AUDITORS AND AUDITOR'S REPORT

M/s. Shahid & Associates, Chartered Accountants, Muzaffarnagar, Auditors of the company retire at the forthcoming Annual General Meeting and being eligible offer themselves for reappointment. They have confirmed that their appointment, if made, would be within the prescribed limits under section 224(1-B) of the Companies Act, 1956. Accordingly, the said Auditors may be reappointed as Auditors of the company at the forthcoming Annual General Meeting. Though, the Auditors report to the shareholders does not contain any audit qualification.

The Auditors report to the shareholders does not contain any audit qualification. The audit of branches of the company is also audited by the Statutory Auditors.

## ACKNOWLEDGEMENTS

Your Directors wish to place on record their appreciation to the contribution made by all the employees in ensuring high levels of performance and growth that your company has achieved during the year and the valued customers for extending their faith & confidence in the product quality and service. The Board of Directors also wish to place on record to the valuable co-operation and assistance extended by the Financial Institutions, Banks and Government Authorities for their continued support for the growth of the company.

The future prospects of the company after revival of the Commercial Production are quite encouraging and it would be the Company's endeavor to merit the confidence of the esteemed Shareholders on every account.

For and on behalf of the Board of Directors

Sd/-

Dr. C.K. JAIN  
Chairman

Place : Delhi  
Date : June 29, 2009

#### FORM-A (See Rule-2)

Disclosure of particulars with respect to conservation of energy and Consumption per Unit of Production

#### (A) Conservation of energy

- (i) **Energy Conservation measures taken:** No new measures are taken.
- (ii) **Additional investment and proposal, if any, being implemented for reduction of energy consumption:** No proposal for additional investment is under implementation.
- (iii) **Impact of measures (a) & (b) above for reduction of energy consumption and consequent impact on cost of production of goods:** None.
- (iv) **Total energy consumption and energy consumption per unit of production as per Form 'A':**  
The details are as under:

#### Disclosure of Particulars with respect to conservation of energy:

	Current Year March 31, 2009	Previous Year March 31, 2008
<b>A. Power &amp; Fuel Consumption :</b>		
<b>1. Electricity :</b>		
(a) Purchased:		
Units	NIL	1473854.00
Total Amount (Rs.)	NIL	6740270.00
Average Rate (Rs./Unit)	NIL	4.57
(b) Own Generation:		
(i) Through Diesel Generator:		
Units	NIL	NIL
Cost per Ltr. of Fuel, Oil/Gas	NIL	NIL
Cost (Rs./unit)	NIL	NIL
(ii) Through Steam Turbine/Generator:		
Units	NIL	NIL
Cost(Rs.)/Unit	NIL	NIL
Cost per Ltr. Of Fuel, Oil/Gas	NIL	NIL
<b>2. (a) Charcoal (used on Boiler)</b>		
Qty. (MT)	NIL	2337.412
Total Cost (Rs.)	NIL	12331335.00
Average Rate (Rs.)	NIL	5275.64
<b>B. Consumption per Unit (MT) of production</b>		
Product		<b>Calcium Carbonate</b>
Production (MT)	NIL	6723.050
Electricity (Units/Ton)	NIL	219.22
Charcoal (Kg/Ton)	NIL	347.67

#### FORM-B (See Rule-2)

**Disclosure of particulars with respect to Technology Absorption and Research & Development (R&D):** The Company has not imported any technology for the process of operations. The company has made own efforts over the years for development, refinement and improvement in the technology.

#### FORM-C

Foreign Exchange Earnings & Outgo: NIL

## REPORT ON CORPORATE GOVERNANCE

The Company has adopted the best practices of corporate governance for ensuring protection of the rights and interests of its stakeholders. The Company's broad policies of Corporate Governance viz. Transparency, Integrity, Equity, Openness, Fairness and Accountability are the guiding principles of the management of the Company along with focus on investor protection. The company has taken pro-active measures to periodically review and revise the corporate governance practices incorporating appropriate checks and balances at various levels of management.

### (A) Company's Philosophy

The company firmly believes in and has consistently practiced good Corporate Governance. The Company is committed to ethical values and self discipline through standards of good governance based on transparency, integrity, fairness, purposefulness, trust, responsibility, efficiency, efficacy, full disclosure in its dealings, appropriate checks and balances directed at sustaining shareholder's interests, achieving financial propriety and overall organizational goals. The company will endeavor to improve on these aspects on ongoing basis.

### (B) Board of Directors

The Board of Directors comprises a total of 5 Directors, which include a Non-executive Chairman, a Promoter Director, a Whole Time Director and 2 Non-executive Independent Directors. The ratio of Independent Directors is 40% of the total Board's strength. The Non executive Chairman belongs to the promoter's category and there is no other pecuniary relationship except his being director in other group Companies.

During the year 6 board Meetings were held on 22-04-2008, 21-05-2008, 30-06-2008, 31-07-2008, 30-10-2008 and 30-01-2009.

The composition of directors and the attendance at the Board Meetings during the year and at the last Annual General Meeting as also number of other directorship/membership of committees are as follows:

Name of Directors	Category of Directorship	No. of Board meetings attended	Attendance at last AGM	No. of other directorships	Committee/Membership	
					Member	Chairperson
Dr. C. K. Jain	C	6	YES	5	3	-
Mrs. Mridula Jain	NED	6	YES	3	2	-
Mr. S.K Tewari*	WTD	2	N.A.	N.A.	-	-
Mr. Ajay Jain	ID	6	YES	1	2	1
Mr. Deepak Kumar	ID	6	YES	3	1	2
Mr. Rajinder Poddar**	ID	4	YES	N.A.	-	-
Mr. Rameshwar Pareek***	WTD	3	YES	6	2	-

Category : C- Chairman, NED- Non Executive Director, ID-Independent Director, WTD- Whole Time Director  
Directorship includes Private Limited Companies also.

#### Note :-

- \* Mr. S. K. Tiwari has resigned from the Directorship of the Company w.e.f. 21<sup>st</sup> May 2008
- \*\* Mr. Rajinder Poddar has resigned from the Directorship of the Company w.e.f. 25<sup>th</sup> October 2008
- \*\*\* Mr. Rameshwar Pareek has joined the Company as an Additional Director of the Company w.e.f. 31<sup>st</sup> July, 2008. Subsequently, he has appointed as Whole Time Director w.e.f. 1<sup>st</sup> June 2009.

### (C) Audit Committee

#### (a) Terms of reference

To oversee the Company's financial reporting process and disclosure of its financial information, to recommend the appointment of Statutory Auditors and fixation of the audit fee, to review and discuss with the Auditors about internal control systems, the scope of audit including the observations of the Auditors, adequacy of the internal audit function, major accounting policies, practices and entries, compliance with accounting standards and with the stock exchange and legal requirements concerning financial statements and related party transaction, if any, to review the Company's financial and risk management policies and discuss with the internal auditors any significant findings for follow-up thereon, to review the quarterly, half yearly and annual financial statements before submission to the Board of Directors.



The Committee also meets the operating management and reviews the operations, new initiatives and performance of the business unit. The minutes of the Audit Committee are circulated to the Board, discussed and taken note of.

**(b) Composition**

The Audit Committee of the Board comprises of Mr. Ajay Jain (Chairman), Mr. Deepak Kumar (both Independent Directors) and Dr. C. K. Jain, Director, Members, all are Non-executive directors. The Auditors are permanent invites. The Committee met 4 times during the financial Year 2008-09 and was attended by Mr. Ajay Jain, Chairman, and also by other members.

**(D) Remuneration committee**

**(a) Terms of reference**

To review, assess and recommend the appointment of executive and non-executive directors from time to time, to periodically review the remuneration package of the executive directors and recommend suitable revision to the Board, to recommend compensation to the non-executive directors in accordance with the Companies Act, to consider and recommend Employee Stock Option Schemes (if any) from time to time and to administer and superintend the same.

**(b) Composition**

The Committee comprises of Mr. Deepak Kumar (Chairman), Mr. Ajay Jain (both Independent Directors) and Dr. C. K. Jain, Director, Members, all are Non-executive directors. The committee met 1 time during the financial year under review.

**(c) Remuneration Policy**

Remuneration of employees largely consists of base remuneration, perquisites and performance incentives. The Components of the total remuneration vary for different cadres and are governed by industry pattern, qualifications and experience of the employee, responsibilities handled by him, individual performance etc. The objectives of the remuneration policy are to motivate employees to excel in their performance, recognize their contribution, and retain talent in the organization and reward merit.

**(d) Details of remuneration for the year 2008-2009**

**(i) Managing/Whole Time Director**

NAME	(Rs/lacs)				
	Salary	Commission	Perks	Retirement Benefits	Total
Mr. S. K. Tewaril, ED*	NIL	-	-	-	NIL
<b>Total</b>	-	-	-	-	-

\* Since Mr. S. K. Tiwari has resigned from the Directorship of the Company w.e.f. 21<sup>st</sup> May, 2008.

- a) The Whole Time Director is not entitled to any commission.
  - b) The salaries of MD/WTDs are as per salary structure including annual increments for a fix period approved by Shareholders. No Bonuses, Stock options, pension are payable.
  - c) Notice period for termination of appointment of Whole Time Director is one month, on either side. No severance pay is payable on termination of appointment.
- (ii) Non-Executive Directors:** No remuneration was paid to Non-executive Directors during the year.

**(E) Shareholder's Grievance Committee**

**(a) Terms of reference**

To look into the shareholder complaints, if any, and to redress the same expeditiously, the committee approves requests for issue of duplicate share certificates and issue of certificates after split/consolidation etc. as also requests for transmission of shares, referred by the Share Transfer Committee.

**(b) Composition**

The Shareholder's Grievance Committee comprises of two Non-Executive independent Directors namely Mr. Deepak Kumar, Chairman and Mr. Ajay Jain, Member. During the year, 4 meetings took place and Both Mr. Deepak Kumar and Mr. Ajay Jain attended the same. During the period, a total of 14 complaints were received. The Committee attended to all the complaints and all were resolved/replied to the satisfaction of the shareholders. There were no unresolved complaints, transfer pending.

(F) The Board has delegated the powers of approving transfer of shares to a committee of senior executives. The committee meets once in a fortnight. However in compliance to SEBI's guidelines for appointment of Single Registrar for Physical and Electronic mode, the powers to approve transfer of shares have been delegated to the Registrar.

**(G) Code for Prevention of Insider Trading Practices**

In compliance with the SEBI Regulations on prevention of insider trading, the company has instituted a comprehensive code of conduct for its management and staff. The code lays down guidelines, which advise them on procedures to be followed and disclosures to be made, while dealing with the shares of the company, and cautioning them of the consequences of violations.

**(H) Code of Conduct for Board/ Committee Members/ Senior Management**

In compliance with the Clause 49 of Listing Agreement of Bombay Stock Exchange, the Company has instituted a comprehensive code of conduct for its Board/ Committee Members and Senior Management. A Code of Conduct is a written document that outlines Company values, principles, and guidelines in a variety of areas and enables Companies to publicly state to their suppliers, customers, consumers and other stakeholders the way in which they intend to do business. Commitment to ethical professional conduct is a MUST for every employee at Gulshan in all of its businesses/ units/ subsidiaries. This Code, consisting of imperatives formulated as statements of personal responsibility, identifies the elements of such a commitment. It contains many, but not all, issues employees are likely to face.

**(I) Whistle Blower and Protection Policy**

In line with the best Corporate Governance Practices, the company has framed a policy through which employees and business associates may report unethical business practices at work place without fear of reprisal. Under the said policy all employees/business associates have direct access to the Chairperson and all the members of the Audit Committee. The whistle blower policy aims to-

- Allow and encourage employees and business associates to bring to the management notice about suspected unethical behavior, malpractice, wrongful conduct, fraud and violation of the policies.
- Ensure timely and consistent organizational response.
- Provide protection against victimization.
- Build and strengthen a culture of transparency and trust.

The Audit Committee periodically reviews the existence and functioning of the mechanism.

**(J) General Body Meetings**

The details of last three Annual General Meetings are as under: -

Financial Year	Date	Time	Venue
2007-2008	24-09-2008	01.00 PM	9 <sup>th</sup> K.M, Jansath Road, Muzaffarnagar, (UP)
2006-2007	25-09-2007	11.00 AM	9 <sup>th</sup> K.M, Jansath Road, Muzaffarnagar, (UP)
2005-2006	22-09-2006	01.00 PM	9 <sup>th</sup> K.M, Jansath Road, Muzaffarnagar, (UP)

During the year 2008-09, a special resolution was passed through Postal Ballot u/s 192(A) in the extra ordinary general meeting held on 11th April, 2008 for the alternation in Memorandum of Association (Object Clause).

No special resolution on matter requiring Postal Ballot is proposed at the ensuing Annual General Meeting.

**(K) Disclosures**

(a) During the year, there were no transactions of material nature with the directors or the management or their subsidiaries or relatives that had potential conflict with the interest of the Company.

- (b) There were no instances of non-compliance on any matter related to the capital markets, SEBI or statutory Authority during the year. The fees to Stock Exchanges have been paid in time.

## (L) Means of Communication

- (a) Quarterly, Half Yearly and Annual results are published in prominent daily newspaper viz. the Financial Express (English) and Jansatta (Hindi)
- (b) Annual results are sent to each shareholder.
- (c) Management 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 posted on the EDIFAR website at [www.sebiedifar.nic.in](http://www.sebiedifar.nic.in).

## (M) General Shareholders Information

- (a) The 9<sup>th</sup> Annual General Meeting is proposed to be held on Tuesday, 22<sup>nd</sup> September, 2009 at 2.00 P.M. at the Registered Office of the company at 9<sup>th</sup> K.M. Jansath Road, Muzaffarnagar, Uttar-Pradesh -251001

### (b) Financial Calendar:

- Annual Results of Previous Year      Last week of June
- Mailing of Annual Reports              Last week of August
- First Quarter Results                    End of July
- Annual General Meeting                Last week of September
- Payment of Dividend                  Not Applicable, as no dividend is recommended
- Second Quarter Results                End of October
- Third Quarter Results                  End of January

- (c) **Dates of book closures:** Tuesday, 1<sup>st</sup> September, 2009 to Saturday, 5<sup>th</sup> September, 2009 (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:** Mumbai Stock Exchange.
- (f) **Stock Code at Mumbai Stock Exchange –** 532425
- (g) **Demat ISIN number in NSDL & CDSL:** INE 256D01014.
- (h) **Stock Market price data for the year 2008–09:** Equity share (Face Value Rs. 2/- each) of the company are listed at Mumbai Stock Exchanges. The stock market data is given as under:

Stock Market Data	(In Rs./per share)	
	BOMBAY STOCK EXCHANGE	
	Month's High	Month's Low
April, 2008	42.30	28.75
May, 2008	30.80	21.00
June, 2008	26.80	17.60
July, 2008	19.95	13.80
August, 2008	15.40	11.45
September, 2008	18.45	12.50
October, 2008	12.31	9.90
November, 2008	10.39	5.01
December, 2008	6.26	3.88
January, 2009	9.49	6.57
February, 2009	10.50	7.90
March, 2009	11.02	7.75

- (i) **Registrar and Share Transfer Agent:** In compliance to SEBI's guidelines, the company appointed M/s Alankit Assignments Ltd, 2E/21, Alankit House, Jhandewalan Extension, New Delhi 110055 as a common registrar for the work related to shares in both Physical form as well as shares in Electronic Mode. The Phone Nos 011-42541234, 23541234 and Fax No 011-41540064. The email address is rta@alankit.com. However, the shares received at Company's registered and corporate office are sent by the company to the registrar for transfer/ D-mat etc.
- (j) **Share Transfer System:** The Company's share is traded at the Stock Exchange in Compulsory D-mat form. However, the shares in physical mode which are lodged for transfer/D-mat may be sent to M/s. Alankit Assignments Ltd, 2E/21, Alankit House, Jhandewalan Extension, New Delhi 110055 (Phone Nos 011- 42541234, 23541234 Fax No 011-41540064 and email address is alankit@alankit.com). These are processed and share certificates are either transferred/d-matted or returned with-in the time prescribed by the authorities.

(k) **Distribution of shareholding as on 31<sup>st</sup> March, 2009:**

No. of shares (Rs. 2/- each)	No. of Shareholders	% of Shareholders	Shareholding (nos.)	% of Shareholding
Up to 2500	5740	98.959	1044158	7.419
2501 – 5000	18	0.312	63922	0.454
2001 – 10000	21	0.364	149002	1.059
5001 – 15000	1	0.017	10500	0.075
15001 – 2000	5	0.087	87920	0.625
20001 – 25000	0	0.000	0	0.000
25001 – 50000	2	0.035	80684	0.573
50000 and above	13	0.226	126373500	89.795
<b>Total</b>	<b>5764</b>	<b>100.00</b>	<b>14073500</b>	<b>100.00</b>

(l) **Categories of Shareholders as on 31<sup>st</sup> March, 2009:**

Category	No. of Share held	% of shareholding
Financial Institution/Bank	200	0.00
Bodies Corporate (Promoters)	2716104	19.30
Promoters – Individual	9049360	64.30
Directors & Relatives	254820	1.81
General Public – Individuals/Trust	1290311	9.17
– Bodies Corporate	762705	5.42
<b>Total</b>	<b>14073500</b>	<b>100.00</b>

- (m) **Dematerialization of Shares:** As on 31<sup>st</sup> March, 2009, 96.59% of the company's listed equity shares (1,40,73,500 equity shares), shares representing 135,93,790 shares were held in dematerialized form and the balance 4,79,710 equity shares representing 3.41% shares were in Physical form.
- (n) **Address for correspondence:** The company's registered office at 9<sup>TH</sup> K.M Jansath Road, Muzaffarnagar, (Uttar-Pradesh). The Corporate office and share department & Investor cell of the company is located at G-81, Preet Vihar, Delhi 110092. Phone No 011-22514751, 32508619 and Fax no. 011-22157338 Email Address: naveen@gulshanindia.com Shareholders holding shares in Physical form should send shares to Common Registrar M/s Alankit Assignments Ltd. However, the shareholders holding shares in Electronic mode should address all their correspondence to their respective Depository Participants (DPs).

- (o) Secretarial Audit Report: The secretarial audit report of the company prepared in terms of SEBI circular no D&CC/FITTC/CIR-16/2002 dated December 31, 2002, reconciling the total shares held in both the depositories viz. NSDL & CDSL and in physical form with the total issued/ paid up capital of the company is placed before the Board of Directors and duly submitted to the Stock Exchange for every quarter.
- (p) **Compliance of Non-Mandatory Requirement:** The company has adopted the following non-mandatory requirements on Corporate governance recommended under clause 49 of the Listing Agreement:
- (i) A Chairman's office with required facilities has been provided and maintained at Company's expenses for use by its non-executive Chairman.
  - (ii) A Remuneration Committee under the name of Remuneration Committee comprising 3 Non-Executive Directors out of which 2 are Independent reviews and decides the company's policy on specific remuneration packages for Executive Directors.
  - (iii) The Company publishes quarterly, half yearly and annual results in widely published newspapers in English and Hindi languages and individual communication of yearly results is sent to the shareholders.

## Auditor's Certificate on Corporate Governance

The Members,  
**Genus Prime Infra Ltd.**  
(Formerly Gulshan Chemfill Ltd)

We have reviewed the implementation of Corporate Governance procedures by the Company during the year ended 31<sup>st</sup> March, 2009 with the relevant records and documents maintained by the company, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination is neither an audit nor an expression of opinion on the financial statements of the company.

On the basis of the above and according to the information and explanations given to us, in our opinion, the company has complied in all material respects with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges.

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

**For SHAHID & ASSOCIATES**  
Chartered Accountants  
Sd/-  
**(MOHD. SHAHID)**  
Proprietor  
Membership No. 70408

Place : Delhi  
Date : June 29, 2009

## MANAGEMENT'S DISCUSSION & ANALYSIS (Forming part of Directors' Report)

The Management of Genus Prime Infra Limited (Formerly Gulshan Chemfill Ltd) is pleased to present its analysis report covering the performance of the company for the year 2008–09 and the outlook for the future. The report contains forward looking statements, which may be identified by their use of words like plans, expects, anticipates, believes, intends, projects, estimates or other words of similar meaning. All statements that address expectations or projections about the future, including but not limited to statement about the Company's strategy for growth, product development, market position, expenditures and financial results are forward looking statements. Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized.

The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward-looking statements. The company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent development, information or events.

2008–09 witnessed global turmoil in all sphere of sectors financial, commodities, real estate, stock market and forex etc. The global economy went through the deep recession from West to Europe and Asian continent from failure of banks, big giants and corporations to hitting the industrial and consumer demand to lowest ebb. However, Indian Economy survived with all this tremors due to its tighten banking and monetary system and local demand of the products. Your Company has identified cost cutting and expansion of export business being its thrust area to compete with global competition and maintain its market leadership.

### 1. Business Environment

The Indian economy witnessed a slowdown during 2008–09 compare to the previous year in which the economy was growing and the Country's balance of trade and foreign reserves were very comfortable. Almost all the sectors of the industry and economy are affected with the slow down. During the year the Capital market was very volatile and there are many ups and downs in the Sensex.

### 2. Industrial Structure and Developments

Due to recession in the Calcium carbonate and stiff competition with the un-organised sector made the unit unviable. The high rate of economic growth in India and parts of the world especially the middle East has lead to the overall growth in the Infrastructure Projects. Further Infrastructure development in India has seen in a major way in the last few years and is witnessing impressive growth across various segments. This has lead to high standards of execution of work, fast track completion, quality and safety, road projects and other projects continue to be on private sector participation and company has made these segments as an integral part of the business model for continuing growth.

### 3. Opportunities and Threats

The growth in infrastructure sector is being driven by various factors, which include political will and policies to enhance the quantum of investments in the infrastructure segment. To encourage private sector participation in the sector, the Government has announced several tax breaks for investments. Laws have been enacted to improve the finances of utilities and make their management more transparent, so as to improve returns on these facilities.

Indian Cities as well as the Middle East and Africa continue to grow at a fast pace. Transportation projects, Metro Projects, Power projects and water Supply projects continue to offer major opportunities. Your Company is working with a robust planning to make the successful inroad in these segments.

### 4. Outlook

Economic environment provides an opportunity to improve the business climate. Indian economy with its strong macro economic fundamentals, positive investment climate, encouraging corporate performance and continued institutional support by foreign institutional investor, is poised for a higher growth. However, the Government needs to address labour market rigidities, agricultural/ industrial constrains, infrastructural bottlenecks, further trade and capital liberation and further strengthening of the financial and industrial sectors.

The outlook for Infrastructure sector is encouraging and dependent upon government policies to enhance the quantum of investment and financial support from the Multi-lateral agencies such as The World Bank and the Asian Development Bank.

## 5. Risks and Concern

With the emphasis on infrastructure development both in India and globally and the increasing opportunities in almost all segment of Infrastructure, your company is going to face the competition of the existing players in sector. There is strong competition not only from Indian Construction Companies but also from foreign construction companies thereby putting pressure on profit margins.

## 6. Internal Control Systems and their adequacy

The company has satisfactory internal control procedures commensurate with its size and nature of business. These internal control procedures ensure the following:

- i) Efficient use and protection of resources
- ii) Compliance with policies, procedures and statutes
- iii) Accuracy and promptness of financial reports

The internal control system provides for well-documented policies, guidelines, authorizations and approval procedures. The internal Audit is carried out extensively throughout the year. The prime objective of such audits is to test the adequacy and effectiveness of all the internal controls laid down by the management and to suggest improvements. Pre-audit/post audit checks and reviews are carried out to ensure follow up on the observations made. The internal audit reports, the progress in implementation of recommendations contained in the audit reports and the adequacy of internal controls are reviewed by the Audit Committee of the Board on a regular basis.

## 7. Financial and Operational Performance

The Sales and Other Income for the financial year under review, were Rs. 1.50 lacs (Previous year Rs. 1638.87 lacs). The Net Loss after tax is Rs. 139.39 lacs (Previous year Net Profit after tax was Rs. 33.39 lacs). The Depreciation charge was Rs. 29.71 lacs (Previous year Rs. 59.67 lacs).

The company also earned other income of Rs. 1.50 lacs being sale of scrap and from dividend received. The resource mobilization of the company during the year has been from cash accruals, existing cash and cash equivalent. The company has in compliance of Accounting standard 22 issued by ICAI,

## 8. Human Resource Development and Industrial Relations

The company has identified Human Resource Development as a major strategic initiative since it believes that people's contribution will be the main engine for growth. Current efforts include building the skills, attracting and retaining talent and nurturing and developing leadership potential. Job evaluation exercise, revamping the Reward system and installing a process for measuring key HR parameters, which have a crucial impact on business, are some of the other important HR initiatives, which have been launched.

## 9. Cautionary Statement:

Statements in the management discussion and analysis describing the company's objective, expectations or predictions may be forward looking within the meaning of applicable securities, laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the company's operations include change in government regulations, tax laws, economic and political developments within and outside the country and such other factors.

## COMPLIANCE CERTIFICATE

Registration No.: L24117UP2000PLC032010

Nominal Capital: Rs. 6.5 Crore

To,  
The Members  
**GENUS PRIME INFRA LIMITED**  
9<sup>TH</sup> K.M. Jansath Road  
Muzaffarnagar  
UP-251001

We have examined the registers, records, books and papers of **GENUS PRIME INFRA LIMITED** as required to be maintained under the Companies Act, and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31<sup>st</sup> March, 2009. In our opinion and to the best of our information and according to the examination carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies within the time prescribed under the Act and the rules made there under. However, the Company has not filed any forms and returns with Regional Director, Central Government, Company Law Board or other authorities.
3. The Company, being a public limited Company, comments are not required.
4. The Board of Directors duly met Six times on April 22, 2008, May 21, 2008, June 30, 2008, July 31, 2008, October 30, 2008 and January 31, 2009, in respect of which proper notices were given and the proceedings were properly recorded and signed in the Minute Book maintained for the purpose. However, the Company has not passed any resolution by circulation.
5. The Company has closed its Registers of Members from 16th September 2008 to 20th September 2008 and necessary compliance of section 154 of the Act has been complied with, however the Company was not required to maintain any Register of Debenture holders.
6. The Annual General Meeting for the financial year ended March 31, 2008 was held on September 24, 2008 after giving due notice to the members of the Company and other concerned and the resolution passed thereat were duly recorded in the minutes book maintained for the purpose.
7. One Extra-Ordinary General meeting was held on April 11, 2008 during the financial year after giving due notice to the members of the Company and other concerned and the resolution passed thereat were duly recorded in the minutes book maintained for the purpose.
8. The Company has not advanced any loans to its directors or persons or firms or companies referred to under section 295 of the Act.
9. The Company has duly complied with provisions of section 297 of the Act in respect of contracts specified in that section, wherever applicable.
10. The Company has made necessary entries in the register maintained under section 301 of the Act.
11. As there were no instances falling within the purview section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, members or Central Government.
12. The duly constituted committee of directors has approved the issue of duplicate share certificates during the financial year.
13. The Company has:
  - a. Delivered all the certificates on lodgment thereof for transfer / transmission of securities during the year; however there was no allotment of shares during the financial year under scrutiny.



- b. The Company was not required to deposit any amount in a separate Bank Account as no dividend was declared during the financial year.
  - c. The Company was not required to post warrants to any member of the Company as no dividend was declared during the financial year.
  - d. No amount lying in the Books of Accounts in respect of Unpaid dividend, Application Money due for refund, Matured Deposits, Matured Debentures and the interest accrued thereon. However, the application money due to refund is not remained unclaimed and unpaid for a period more than seven years.
  - e. Duly complied with the requirement of section 217 of the Companies Act, 1956.
14. The Board of Director of Company is duly constituted, and there was no appointment of alternate directors, directors to fill casual vacancies during the financial year.
  15. The appointment of Whole-time Director has been made in compliance with the provisions of section 269 of the Companies Act, 1956, read with schedule XIII of the Act.
  16. The Company has not appointed any sole-selling agents during the financial year.
  17. The Company has obtained approvals of the office of Registrar of Companies, for amendment in the object clause of the memorandum of Association of the Company, however the Company was not required to obtain any approvals from Central Government, Company Law Board, Regional Director, and/or such authorities prescribed under the various provisions of the Act during the financial year.
  18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
  19. The Company has not issued Equity Shares during the year under report.
  20. The Company has not bought back any share during the financial year.
  21. There was no redemption of preference shares or debentures during the financial year, as the Company has not issued any preference share or debenture.
  22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
  23. The Company has not invited/ accepted any deposits including any unsecured loans falling within the purview of section 58A during the financial year.
  24. The borrowings made by the company during the financial year ending March 31, 2009 are within the borrowing limits of the Company.
  25. The Company has not made any investments, loans and advances, or given guarantees or provided securities to other bodies corporate, and consequently no entries have been made during the year under security, in the register kept for the purpose.
  26. The Company has not altered the provisions of the memorandum with respect to situation of the Company's registered office from one State to another during the year under scrutiny.
  27. The Company has altered the provisions of the memorandum with respect to objects of the Company during the year under scrutiny and complied with the provisions of the Act.
  28. The Company has not altered the provisions of the memorandum with respect to name of the Company during the year under scrutiny.
  29. The Company has not altered the provisions of the Memorandum with respect to the share capital of the Company during the year under scrutiny.
  30. The Company has not altered its Articles of Association during the financial year.
  31. There was no prosecution initiated against the Company and no fines or penalties or any other punishment imposed on the Company during the financial year, for offences under the Act.
  32. The Company has not received any money as security from its employees during the financial year under section 417 of the Act.
  33. The Company has not deducted any contribution towards Provident Fund under Section 418 of the Act, during the year under review.

For DR Associates  
Company Secretaries

(Rajesh Lakhnpal)  
Partner  
CP. No.: 5551

Place : New Delhi  
Date : June 29, 2009

## ANNEXURE – A TO THE COMPLIANCE CERTIFICATE

Registers as maintained by the Company

Sl. No.	Particulars	Under Section
1	Register of Members	150
2	Minutes Book for the meetings of Directors	193
3	Minutes book for shareholders meetings	193
4	Books of accounts	209
5	Register of Contracts in which Directors are Interested	301
6	Register of directors, managing /whole time directors	303
7	Register of Directors Shareholding	307
8	Register of Investments	372A

## ANNEXURE – B TO THE COMPLIANCE CERTIFICATE

Forms and Returns as filed by the Company with Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending on 31<sup>st</sup> March, 2009.

Sl. No.	Form No./Return	Filed U/s	Date of filing	Whether filed within prescribed time Yes/No	If delay in filing, whether requisite additional fees paid or not
1	Form no. 23	192	14/04/2008	Yes	N.A
2	Form no. 32	303	19/04/2008	No	Yes
3	Form no. 23	192	16/05/2008	Yes	N.A
4	Form no. 25C	269	20/05/2008	Yes	N.A
5	Form no. 32	303	23/05/2008	Yes	N.A
6	Form no. 62	Rule 10 of the Companies (Acceptance of deposits) Rules, 1975	05/08/2008	No	Yes
6	Form no. 32	303	09/11/2008	Yes	N.A
7	Form no. 20B	159	22/11/2008	Yes	N.A
8	Form no. 23AC & ACA	220	22/11/2008	No	Yes
9	Form no. 32	303	26/11/2008	No	Yes

For DR Associates  
Company Secretaries

(Rajesh Laxhanpal)  
Partner  
CP. No.: 5551

Place : New Delhi  
Date : June 29, 2009

## AUDITOR'S REPORT

To,  
The Members  
**Genus Prime Infra Limited**  
(Formerly Gulshan Chemfill Limited)

We have audited the attached Balance Sheet of Genus Prime Infra Limited (Formerly Gulshan Chemfill Limited), as at 31<sup>st</sup> March, 2009 and Profit & Loss Account for the year ended on that date annexed thereto and the Cash Flow Statement for the year ended on that date. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. These Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of any material misstatement. An audit includes, examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes, assessing the accounting principles used and significant estimates made by Management, as well as evaluating the overall presentation of the financial statement. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditors' Report) (Amendment) Order, 2003 issued by the Central Government in terms of Section 227 (4A) of the Companies Act, 1956, we annex hereto a statement on the matters specified in Paragraphs 4 and 5 of the said Order.

Further to our comments in the Annexure referred to above, we report that:—

- i) We have obtained all the information and explanations, which, to the best of our knowledge and belief, were necessary for the purposes of our audit.
- ii) In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of the books of the Company.
- iii) The Balance Sheet and Profit & Loss Account dealt with by this report are in agreement with the Books of accounts of the Company.
- iv) In our opinion, the Balance Sheet and the Profit & Loss Account dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.
- v) Based on the representations made by the Directors of the Company and the information and explanations given to us, none of the Directors is, as at 31<sup>st</sup> March 2009, prima-facie disqualified from being appointed as a Director in terms of Clause (g) of Sub-Section (1) of the Section 274 of the Companies Act, 1956.
- vi) In our opinion and to the best of our information and according to the explanations given to us, the said financial statements read together with notes thereon, give the information required by the Companies Act, 1956, in the manner so required and present a true and fair view in conformity with the accounting principles generally accepted in India:
  - (a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2009, and;
  - (a) In the case of the Profit & Loss Account, of the Loss for the year ended on that date.
  - (c) In the case of the Cash flow statement, of the Cash flows of the company for the year ended on that date.

**For SHAHID & ASSOCIATES**  
Chartered Accountants

Place : Delhi  
Date : June 29, 2009

**(MOHD. SHAHID)**  
Proprietor  
Membership No. 70408

**ANNEXURE TO AUDITORS' REPORT**  
(Referred in Paragraph 3 of our Report of even date)

1. In respect of Fixed Assets:
  - (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of Fixed Assets.
  - (b) As explained to us, these Assets have been physically verified by the Management at reasonable intervals, having regard to the size of the company and nature of its assets, no material discrepancies were noticed on such verification.
  - (c) In our opinion, although company has disposed off substantial part of its fixed assets during the year yet the going concern status of the company is not affected.
2. In respect of Inventories:
  - (a) As explained to us, physical verification of inventory has been conducted by the Management at reasonable intervals.
  - (b) In our opinion and according to the information and explanations given to us, the procedure of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - (c) The Company is maintaining proper records of inventory and no material discrepancies were notified on physical verification of inventories as compared to book records.
3. In respect of Loans, secured or unsecured granted or taken by the company to/from companies, firms and other parties covered in the register maintained u/s 301 of Companies Act 1956 :
  - (a) According to the records of the company and information given to us, the company has not granted any loan to any party during the year.
  - (b), (c) & (d) Since the Company has not granted any loan to any party, these points are not applicable to the company.
  - (e) According to the records of the company and information given to us, the company has not taken loans during the year from companies, firms or other parties covered in the register maintain u/s 301 of the Companies Act 1956. Consequently, the requirement of Clauses (iii)f and (iii)g of paragraph 4 of the Order are not applicable.
4. In our opinion, and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business for the Purchase of Inventory and fixed Assets and Sale of Goods and services. During the course of audit, we have not observed any major weaknesses in the Internal controls.
5. In respect of Transactions covered under section 301 of the Companies Act, 1956:
  - (a) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements that needed to be entered in the register maintained under section 301 of the Companies Act, 1956 have been so entered.
  - (b) In our opinion and according to the information and explanations given to us, the transactions in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act 1956, have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
6. The Company has not accepted any Deposits from the public within the meaning of Section 58-A of the Companies Act, 1956 and the rules framed there under.
7. In our opinion, the Company has an adequate Internal Audit System commensurate with its size.
8. The Central Government has not prescribed the maintenance of Cost Records under section 209(1)(d) of the Companies Act, 1956 for the current year.
9. (a) According to the records of the Company and explanations given to us, the Company is regular in depositing undisputed Statutory dues including Provident Fund, Investor Education & Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Custom Duty, Wealth Tax,

Service Tax, Excise Duty, Cess and any other statutory dues with the appropriate authorities, According to the information and explanations given to us, no undisputed amount payable in respect of the aforesaid dues were outstanding as at 31<sup>st</sup> March, 2009 for a period of more than 6 months from the date of becoming payable.

(b) As explained to us and information given to us, there is no dispute in case of dues of Sales Tax/ Income Tax/ Custom Duty / Wealth Tax/Service Tax/ Excise Duty/ Cess.

10. The Company has accumulated losses but it has not incurred cash losses during the financial year covered by our audit & in the immediately preceding financial year also.
11. According to the records and information given to us, the company has not defaulted in repayment of dues to a financial Institution or bank.
12. In our opinion and according to the information and explanation given to us, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other security.
13. In our opinion and According to the information and explanations given to us, the company is not a chit fund or Nidhi or mutual benefit fund/society. Therefore, clause 4(xiii) of the Companies (Auditors Report), (Amendment) Order 2003 is not applicable to the company.
14. In our opinion and According to the information and explanations given to us, the company is not dealing or trading in shares, securities, debentures and other investments.
15. The Company has not given corporate guarantee for loans taken by other from Bank.
16. According to the records of the company and according to the information and explanations given to us, the term loan taken by the company were applied for the purpose for which the loans were taken. However, they have been paid in full during the financial year.
17. According to the records of the company and according to the information and explanations given to us and on overall examination of the balance sheet, we opine that the funds raised on short-term basis have not been used for long-term investment during the year covered under audit.
18. During the year, the company has not made any preferential allotment of shares to the parties and the companies covered in the register maintained under section 301 of the Companies Act 1956.
19. No debentures have been issued by the company.
20. The company has not raised any money by public issue during the year.
21. As explained to us and information given to us, no fraud on or by the company has been noticed by or reported during the year.

For SHAHID & ASSOCIATES  
Chartered Accountants

Place : Delhi  
Date : June 29, 2009

(MOHD. SHAHID)  
Proprietor  
Membership No. 70408

# GENUS PRIME INFRA LIMITED



## BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2009

	Schedule No.	Current Year 31-03-2009 (Amount in Rs.)	Previous Year 31-03-2008 (Amount in Rs.)
<b>SOURCES OF FUNDS:</b>			
<b>SHAREHOLDER'S FUNDS:</b>			
Share Capital	1	38147000	38147000
Reserves & Surplus	2	4228147	42375147
<b>LOAN FUNDS:</b>			
Unsecured Loans	3	16400000	78581760
DEFERRED TAX LIABILITY		0	654544
<b>TOTAL</b>		<b>58775147</b>	<b>121611451</b>
<b>APPLICATION OF FUNDS:</b>			
<b>FIXED ASSETS:</b>			
Gross Block	4	51673488	118244869
Less: Depreciation		6830770	17099823
<b>NET BLOCK</b>		<b>44842717</b>	<b>101145046</b>
<b>INVESTMENTS</b>	5	0	500000
<b>CURRENT ASSETS, LOANS &amp; ADVANCES:</b>			
Inventories	6	167774	1900869
Receivables	7	2056281	7498945
Cash and Bank Balances	8	8920416	7563787
Loans and Advances	9	5883178	4450989
		17027649	21414590
Less: Current Liabilities & Provisions	10	24450862	4071188
<b>Net Current Assets</b>		<b>(7423213)</b>	<b>17343402</b>
<b>MISCELLANEOUS EXPENDITURE:</b>			
(To the extent not written off or adjusted)			
Preliminary Expenses		68161	73031
<b>PROFIT &amp; LOSS ACCOUNT</b>			
(Balance as per Profit & Loss Account)			
<b>DEFERRED TAX ASSETS</b>		<b>5234986</b>	<b>0</b>
<b>TOTAL</b>		<b>58775147</b>	<b>121611451</b>
<b>NOTES ON ACCOUNTS</b>	19		

The Schedules referred to herein above form an integral part of the Balance Sheet.  
In terms of our separate report of even date.

For SHAHID & ASSOCIATES  
Chartered Accountants

(MOHD. SHAHID)  
Proprietor  
Membership No.70408

DR. C. K. JAIN  
Chairman

RAMESHWAR PAREEK  
Whole Time Director

Place : Delhi  
Date : June 29, 2009

## PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH, 2009

	Schedule No.	Current Year 31-03-2009 (Amount in Rs.)	Previous Year 31-03-2008 (Amount in Rs.)
<b>INCOME:</b>			
Manufacturing Turnover	11	0	154777298
Other Income	12	150463	9109524
<b>TOTAL</b>		<b>150463</b>	<b>163886822</b>
<b>EXPENDITURE:</b>			
Consumption of Materials	13	0	147741955
Manufacturing Expenses	14	70763	305153
Personnel	15	1406776	808424
Finance Charges	16	3601	3868589
Administrative Expenses	17	14575522	789438
Selling & Distribution Expenses	18	2756	303904
Depreciation	4	2970598	5966689
<b>TOTAL</b>		<b>19030016</b>	<b>159784152</b>
Profit/ Loss before Tax		(18879553)	4102670
Provision for Taxation – Current Tax		941049	719189
– Deffered Tax Liability/( Assets)		(5889530)	44286
– Fringe Benefit Tax		8381	33
Profit/Loss after Tax		(13939453)	3339162
Add/Less: Prior period Adjustments\Extra Ordinary Items		436930	246306
Add/Less: Balance brought forward		(2549972)	(6135440)
Balance carried over to Balance Sheet		(16052495)	(2549972)
Earnings Per Share (Rs.) – Basic & Diluted (Face value of Rs. 2 each)		(0.99)	0.24
<b>NOTES ON ACCOUNTS</b>	19		

The Schedules referred to herein above form an integral part of the Profit & Loss Account.  
In terms of our separate report of even date.

### For SHAHID & ASSOCIATES

Chartered Accountants

(MOHD. SHAHID)

Proprietor

Membership No.70408

DR. C. K. JAIN

Chairman

RAMESHWAR PAREEK

Whole Time Director

Place : Delhi

Date : June 29, 2009

	Current Year 31-03-2009 (Amount in Rs.)	Previous Year 31-03-2008 (Amount in Rs.)
<b>SCHEDULE – 1</b>		
<b>SHARE CAPITAL</b>		
<b>Authorised:</b>		
1,75,00,000) Equity Shares of Rs. 2/- each	35000000	35000000
3,00,000 Zero % Redeemable Preference Shares of Rs.100/- each	<u>30000000</u>	<u>30000000</u>
	<u>65000000</u>	<u>65000000</u>
<p>(Out of above 1,75,00,000 Equity Shares, 1,00,00,000 Equity shares have been transferred from the transferor Company in pursuance of a scheme of arrangement approved by the Hon'ble High Court of judicature Himachal Pradesh in the year 2004-05)</p>		
<b>Issued, Subscribed &amp; Paid Up:</b>		
1,40,73,500 Equity Shares of Rs. 2/- each fully paid up	28147000	28147000
1,00,000 Zero% Redeemable Preference shares of Rs. 100/- each	<u>10000000</u>	<u>10000000</u>
TOTAL	<u>38147000</u>	<u>38147000</u>
<p>(Out of the above, 6212230 Equity Shares of Rs. 2/- each have been allotted as fully paid up without payment being received in cash to the shareholders of a Demerged Company in terms of a scheme of arrangement approved by the Hon'ble High Court of Judicature Allahabad in the year 2000-2001)</p>		
<p>(Out of the above, 78,61,200 Equity Shares of Rs. 2/- each have been allotted as fully paid up without payment being received in cash to the shareholders of the Amalgamated Company in terms of a scheme of arrangement approved by the Hon'ble High Court of Judicature Himachal Pradesh in the year 2004-2005)</p>		
<b>SCHEDULE – 2</b>		
<b>RESERVES &amp; SURPLUS:</b>		
General Reserve:		
Opening Balance	<u>4228147</u>	<u>4228147</u>
TOTAL	<u>4228147</u>	<u>4228147</u>
<p>(Rs.3930600 addition in General Reserve represent the difference between the amount of fresh share capital issued by the Amalgamating company on amalgamation to the Shareholders of the Amalgamated Company and the amount of the share capital of the Amalgamated Company on account of the scheme of arrangement approved by the Hon'ble High Court of Judicature Himachal Pradesh in the year 2004-2005)</p>		
<b>SCHEDULE – 3</b>		
<b>UNSECURED LOANS:</b>		
Inter Corporate Deposits	0	57691760
(From Companies under the same Management East Delhi Importer & Exporter	<u>16400000</u>	<u>20890000</u>
TOTAL	<u>16400000</u>	<u>78581760</u>



## SCHEDULE – 4

### FIXED ASSETS:

NAME OF ASSETS	GROSS BLOCK				DEPRECIATION			NET BLOCK		
	Cost as on 1-4-2008	Additions during the year	Deductions during the year	Total Upto 31.3.2009	Upto 31.3.2008	For the year	Adjustment for Sale	Total Dep.	W.D.V. 31.3.2009	W.D.V. 31.3.2008
Land	9112281	56700	927700	8241281	0	0	0	0	8241281	9112281
Building	15594072	0	0	15594072	707161	520842	0	1228003	14366069	14886911
Plant & Machinery	92793783	0	64955648	27838135	16226136	2449756	13073124	5602767	22235367	76567647
Office Furniture Fixture & Other Equipment	540891	0	540891	0	68714	0	68714	0	0	472177
Computer Equipment	203842	0	203842	0	97812	0	97812	0	0	106030
<b>TOTAL Rs. (A)</b>	<b>118244869</b>	<b>56700</b>	<b>66628081</b>	<b>51673488</b>	<b>17099823</b>	<b>2970598</b>	<b>13239650</b>	<b>6830770</b>	<b>44842717</b>	<b>101145046</b>

## SCHEDULE – 5

### INVESTMENTS: (At Cost) – Non Trade – Unquoted Long term

In Gulshan Mercantile Urban Co-operative Bank (A Non-Schedule Bank)

NIL(P.Y. 5,000 Equity Shares of Rs. 100/- each fully paid up	0	500000
<b>TOTAL</b>	<b>0</b>	<b>500000</b>

## SCHEDULE – 6

### INVENTORIES:

(As valued & Certified by the Management)

Raw Material	0	1648354
Fuels, Chemicals & Consumables	0	42860
Stores, Spares & Packing	167774	209655
<b>TOTAL</b>	<b>167774</b>	<b>1900869</b>

## SCHEDULE – 7

### SUNDRY DEBTORS:

(Unsecured but considered good)

Debts outstanding for a period exceeding Six Months	0	0
Other Debts	2056281	7498945
<b>TOTAL</b>	<b>2056281</b>	<b>7498945</b>

## SCHEDULE – 8

### CASH & BANK BALANCES:

Cash in hand	0	8485
Balance with Scheduled Banks		
– In Current Accounts	8918490	7379476
Balance with Non Scheduled Banks		
– In Current Accounts	1926	175826
<b>TOTAL</b>	<b>8920416</b>	<b>7563787</b>

## SCHEDULE – 9

### LOANS & ADVANCES:

(Unsecured but considered good)

Advance for Supplies of goods & services	100000	0
Advance for Fixed Assets & Capital Expenditure	0	56700
Securities Deposits with Govt. Departments	91526	841526
Prepaid Expenses	0	45000
Advance Payment of Taxes (Net)	2791652	3507763
Other Advances (Share Application Money)	2900000	0
<b>TOTAL</b>	<b>5883178</b>	<b>4450989</b>

## SCHEDULE – 10

### CURRENT LIABILITIES & PROVISIONS:

#### A. Current Liabilities:

Sundry Creditors for Supplies & services	200000	1096720
Sundry Creditors for Expenses	1501431	468737
Advance Received Against Fixed Assets	21800000	0
T.D.S Payable	0	1786509

#### B. Provisions:

Provision for Income Tax	941049	719189
Provision for FBT	8381	33
<b>TOTAL</b>	<b>24450862</b>	<b>4071188</b>

## SCHEDULE – 11

### MANUFACTURING TURNOVER:

Construction Income	0	154777298
<b>TOTAL</b>	<b>0</b>	<b>154777298</b>

## SCHEDULE – 12

### OTHER INCOME:

Dividend	60000	50000
Discount Received	0	3281182
Profit on sale of assets	0	5778342
Other Income	90463	0
<b>TOTAL</b>	<b>150463</b>	<b>9109524</b>

## SCHEDULE – 13

### CONSUMPTION OF MATERIALS

Construction Expenditure	0	147741955
<b>TOTAL</b>	<b>0</b>	<b>147741955</b>

## SCHEDULE – 14

### MANUFACTURING EXPENSES:

Power & Fuels	70763	305153
<b>TOTAL</b>	<b>70763</b>	<b>305153</b>

**SCHEDULE – 15****PERSONNEL:**

Salaries & Allowances	1406776	805716
Contribution to Provident & Other Funds	0	2708
<b>TOTAL</b>	<b>1406776</b>	<b>808424</b>

**SCHEDULE – 16****FINANCE CHARGES:**

Interest & other charges On Bank Borrowings	3601	3868589
<b>TOTAL</b>	<b>3601</b>	<b>3868589</b>

**SCHEDULE – 17****ADMINISTRATIVE EXPENSES:**

Printing & Stationery	17187	58132
Rates & Taxes	112712	377662
Travelling Expenses – Others	108866	485
Legal & Professional Charges	103131	149537
Communication Charges	12207	24689
Advertisement	44328	23999
Auditors Remuneration:	31000	31000
Insurance	0	119065
Deffered Revenue Expenses written off	4870	4869
Loss on Sale of Assets (Net)	14141221	0
<b>TOTAL</b>	<b>14575522</b>	<b>789438</b>

**SCHEDULE – 18****SELLING EXPENSES:**

Selling Expenses:		
– Discount & Commission (Net)	2756	286973
– Trade Tax	0	16931
<b>TOTAL</b>	<b>2756</b>	<b>303904</b>

## SCHEDULE – 19 ACCOUNTING POLICIES & NOTES ON ACCOUNTS

### A. Significant Accounting Policies

#### 1. Basis of Preparation

- (i) The Financial Statements have been prepared in accordance with the applicable Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant disclosure requirements of the Companies Act, 1956 under historical cost convention and on the basis of going concern.
- (ii) Accounting policies not specifically referred to otherwise, are consistent and are in consonance with generally accepted accounting principles followed by the Company.

#### 2. Fixed Assets

Fixed Assets are stated at acquisition cost (net of tax/duty credit availed, if any) including directly attributable cost of bringing them to their respective working conditions for the intended use less accumulated depreciation. Fixed Assets as at April 1, 2000 were acquired under a scheme of Arrangement/ Demerger approved by Hon'ble High Court, Allahabad, from the asset of Demerged Company, (Gulshan Sugars & Chemicals Ltd). The cost of acquisition is the amount at which such assets were standing in the books of the demerged company as on that date. The additions in the assets after 1.4.2000 are stated at acquisition cost including directly attributable cost of bringing them to their respective working condition for the intended use but are exclusive of Excise Duty Components. Cost of acquisition of Fixed Assets acquired under the scheme of amalgamation/merger approved by the Hon'ble High court of judicature at Himachal Pradesh from the assets of Amalgamating Company (M/s Gulshan Chemcarb Limited) is the amount at which such assets were standing in the books of Amalgamating Company.

#### 3. Depreciation

Depreciation on Fixed Assets has been provided as per the Straight Line Method in accordance with the rates provided under the Companies Act, 1956.

#### 4. Inventory Valuation

The Company values its inventory on "cost or net realizable value whichever is lower" basis and is in the compliance with the Accounting Standard –2 issued by the ICAI. However, stock –in-process valued on lower of estimated cost and net realizable value.

Consumption of Raw Materials, Stores, Fuels, Chemicals, Consumables & Packing are accounted for after reckoning the Closing Stock of respective items as ascertained by the Company's experts at the end of the year from the total of the Opening Stock and Purchases.

#### 5. Revenue Recognition

The Company follows mercantile system of accounting where all the Income and Expenditure items having material bearing on the financial statements are recognized on accrual basis.

#### 6. Retirement Benefits

The retirement benefits such as Contribution to Provident Fund, Leave encasements etc. are accounted for on accrual basis. However no provision for Gratuity is made.

#### 7. Excise Duty

Excise Duty is not applicable to the company.

#### 8. Turnover

Turnover includes sale of goods, excise duty, trade/ sales tax and other recoverable expenses.

#### 9. Provision for Current & Deferred Tax

In view of the losses suffered by the company, no provision has been made for Income Tax for the year. The deferred Tax liability resulting from "timing difference" between book and taxable profit is accounted for based on the tax rates and laws enacted as on the date of the Balance Sheet." The deferred tax Asset/credit is recognized and carried forward only to the extent that there is a reasonable certainty that the asset will be realized in future.

#### 10. Investments

Investment being Long Term Investments are valued at cost, after providing for any diminution in value, if such diminution is of permanent nature.

## 11. Miscellaneous Expenditure

Expenditure on formation of company being in the nature of preliminary expenses are amortized over the period as prescribed U/s 35-D of the Income Tax Act, 1961.

## 12. Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying asset is capitalized as part of the cost of such asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

## B. Notes Forming part of the Accounts.

1. (a) Previous year figures have been reworked, rearranged, regrouped and reclassified, wherever considered necessary.  
(b) Figures have been rounded off to the nearest Rupees.
2. 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.
3. Pursuant to the Scheme of Amalgamation/ Merger approved by the Hon'ble High Court, Himachal Pradesh at Shimla vide its order dated 04-03-2005 in the matter of an application made under section 391(2) of the Companies Act 1956, M/s Gulshan Chemcarb Limited (amalgamating company) has been merged with the company in terms of the provisions of section 391 & 394 of the Companies Act with effect from the appointed date being April 1, 2004.

The approved scheme of amalgamation provides that with effect from the appointed date, all assets, properties, rights, claims, interests whatsoever and liabilities, reserves, contracts etc of the above amalgamating company would stand transferred and vested into Gulshan Chemfill Ltd (the transferee company). In terms of the scheme, Gulshan Chemfill Ltd has allotted a total of 78,61,200/- equity shares of Rs. 2/- each fully paid up of the Company to the shareholders of M/s Gulshan Chemcarb Ltd towards the consideration of the above amalgamation. The arrangement being in the nature of amalgamations have been accounted for under the 'pooling of interest' method as prescribed under the Accounting Standard of ICAI. The accounting policies of the amalgamating Company are in consonance with the accounting policies adopted by the transferee Company. The Capital Reserves created upon such amalgamation has been recorded in the books of Gulshan Chemfill Ltd.

The details of the asset and liabilities and transfer consideration of Gulshan Chemcarb Limited (Transferor Company) and resultant Reserve are as under:

	<i>Amount in Rs.</i>
Net Block	2303421
Capital Work in Progress	79820555
Current Assets, Loans & Advances	<u>11526694</u>
Less: Current Liabilities & Provisions	<u>6314838</u>
	5211856
Preliminary Expenditure	<u>97375</u>
	87433207
Total Assets	87433207
Less : Inter Corporate Balances set off	<u>67780207</u>
	19653000
Balance	19653000
Less : Transfer Consideration being 78,61,200 Equity Shares of Rs. 2/- each fully paid up (Issued to the shareholders of Gulshan Chemcarb Ltd., the Transferor Co.)	15722400
<b>Balance representing Capital Reserve</b>	<b>3930600</b>

In terms of Accounting Standard, the above Capital Reserve forms part of the Reserves & Surplus of the transferee company.

4. The Unsecured Loan in the nature of Inter Corporate Deposits amounting to Rs NIL (Previous Year Rs. 2,75,41,760 have been taken during the year from the Companies under the same management. The maximum amount outstanding was Rs NIL (Previous Year Rs. 5,76,91,760/-)
5. Managerial Remuneration U/s 198 of Companies Act, 1956 paid/payable during financial year to the Director are as under: –

	Current Year (Rs.)	Previous Year (Rs.)
Salaries & Allowances	–	3,60,000
	–	3,60,000

Computation of Net Profit in accordance with section 309(5) of the Companies Act, 1956 is not given, as Company has not paid any commission to any of its Directors.

6. In compliance of Accounting Standard 22 on 'Taxes on Income' issued by the Institute of Chartered Accountants of India (ICAI), an amount of Rs 58,89,530 has been recognized as Deferred Tax Assets as at 31.03.2009 (Previous Year Rs. 44,286 as Deferred Tax Liability).
7. Miscellaneous Expenditure to the extent not written off or adjusted Rs. 68,161 (Previous Year Rs. 73,031/-)
8. The amount owed to Small Scale Industries outstanding for more than 45 days as at 31<sup>st</sup> March 2009 and the sum exceeding Rs. 1 lacs in each case was Rs. NIL (Previous Year– Rs. NIL)..
9. **Contingent Liabilities:**  
Estimated amount of contracts remaining to be executed on Capital Account not provided for Rs.NIL

10. **Related Party Disclosure:**

Disclosure of Related Party transactions as per Accounting Standard 18 issued by ICAI:

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

- (i) Holding Company : Nil  
(ii) Subsidiary Company : Nil

- (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 : \*Mr. S.K Tiwari, Executive Director  
Dr. C.K. Jain (Chairman and Promoter Director)  
Mrs. Mridula Jain (Promoter Director)

- (iii) Corporate entities over which key management personnel are able to exercise significant influence: Gulshan Polyols Ltd., Gulshan Speciality Minerals Private Limited, Gulshan Lamee Pack Pvt. Ltd. and Gulshan Holdings Pvt. Ltd.

\*Since Mr. S.K. Tiwari has resigned from the directorship of the Company w.e.f. 21<sup>st</sup> May, 2008.

- (c) Transactions with related parties for the period 01–04–2008to 31–03–2009 :

Particulars	Corporate Associates	Key Managerial Personnel	O/S as on 31–03–2009
Remuneration to Key Personnel	–	–	–

11. **Earning Per Share (EPS)**

Particulars	Current Year 2008–09	Previous Year 2007–08
Profit (Loss After Tax)	(13939453)	3359965
No of Equity Shares	14073500	14073500
Face Value of Equity Share (Rs.)	2	2
Basic EPS (Rs) (On total equity)	(0.99)	0.24
Diluted EPS (Rs)	(0.99)	0.24

- (a) In terms of Accounting Standard (AS-28) on 'Impairment of Asset' issued by the Institute of Chartered Accountants of India (ICAI), the company during the year carried out an exercise of identifying the assets that may have been impaired in accordance with the said Accounting Standard. However, no such asset has been discarded during the year.
- (c) The Additional information as required under 3 & 4 of Part II of Schedule VI of the Companies Act, 1956 are as under:

## A. CAPACITY, PRODUCTION & STOCKS

Product	Licensed Capacity	Installed Capacity	Actual Production	Opening Stock		Closing Stock	
	(IN MT)	(IN MT)	(IN MT)	QTY (IN MT)	Value (IN RS.)	QTY (IN MT)	(IN RS.)
<b>(i) Calcium Carbonate</b>							
Current Year	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Previous Year	36000	36000	N.A.	N.A.	N.A.	N.A.	N.A.

## B. MANUFACTURING TURNOVER

	CURRENT YEAR		PREVIOUS YEAR	
	Qty. in MT	Value in Rs.	Qty. in MT	Value in Rs.
Calcium Carbonate	N.A.	N.A.	N.A.	N.A.

## C. RAW MATERIAL CONSUMED

	CURRENT YEAR		PREVIOUS YEAR	
	Qty. in MT	Value in Rs.	Qty. in MT	Value in Rs.
Calcium Carbonate	N.A.	N.A.	N.A.	N.A.

## D. VALUE OF IMPORTED AND INDIGENOUS RAW MATERIALS, STORES, SPARES & COMPONENTS CONSUMED

(i) Raw Material				
Imported	NIL	NIL	NIL	NIL
Indigenous	NIL	NIL	NIL	NIL
(ii) Stores & Spare Parts				
Imported		NIL		NIL
Indigenous		NIL		NIL

## E. C.I.F. VALUE OF IMPORTS

Raw Materials, Stores & Components	NIL	NIL
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## F. EXPENDITURE IN FOREIGN CURRENCY

On Foreign Traveling	NIL	NIL
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## G. EARNINGS IN FOREIGN EXCHANGE

Export of Goods calculated on F.O.B. basis	NIL	NIL
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In terms of our separate report of even date

For **SHAHID & ASSOCIATES**

Chartered Accountants

(MOHD. SHAHID)  
Proprietor  
Membership No. 70408

DR. C. K. JAIN  
Chairman

RAMESHWAR PAREEK  
Whole Time Director

Place : Delhi  
Date : June 29, 2009

## CASH FLOW STATEMENT FOR THE FINANCIAL YEAR ENDED 31-3-2009

	CURRENT YEAR 31-03-2009	(Rs. in Lacs) PREVIOUS YEAR 31-03-2008
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
NET PROFIT BEFORE TAX AND EXTRA ORDINARY ITEMS	(189.70)	8.22
<b>ADJUSTMENTS FOR:</b>		
DEPRECIATION	29.71	59.67
NON CASH EXPENSES WRITTEN OFF (NET)	0.05	0.04
INTEREST	0.04	38.69
DIVIDEND RECEIVED	-0.6	-0.50
PROFIT(LOSS) ON SALE OF FIXED ASSETS	141.41	-57.78
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	-19.10	48.34
<b>ADJUSTMENTS FOR:</b>		
TRADE AND OTHER RECEIVABLES	60.83	-47.94
INVENTORIES	17.33	72.20
TRADE PAYABLES	201.49	-89.73
BANK LIMITS	0	-26.97
	279.65	-92.44
<b>CASH GENERATED FORM OPERATIONS AFTER ADJUSTMNTS FOR WORKING CAPITAL CHANGES</b>	<b>260.56</b>	<b>-44.10</b>
DIRECT TAXES	27.92	0.00
PREVIOUS YEAR ADJUSTMENTS (NET)	-4.37	2.46
	23.55	2.46
<b>CASH FLOW AFTER ADJUSTED FOR WORKING CAPITAL CHARGES BUT BEFORE EXTRA ORDINARY ITEMS</b>	<b>237.01</b>	<b>-41.64</b>
EXTRA ORDINARY ITEMS (NET)	0.90	32.81
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>237.91</b>	<b>-8.83</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
SALE OF INVESTMENT	5.00	0.00
PURCHASE OF INVESTMENT	0.00	
PURCHASE OF FIXED ASSETS (NET)	-0.57	-8.71
SALE OF FIXED ASSETS	392.47	257.35
ACQUISITION OF COMPANY	0	0.00
DIVIDEND RECEIVED	0.6	0.50
OTHER CAPITAL EXPENDITURE	0	0.00
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>397.51</b>	<b>249.14</b>



**C. CASH FLOW FROM FINANCING ACTIVITIES**

PROCEEDS FROM ISSUE OF SHARE CAPITAL	0	0.00
PROCEEDS FROM LONG TERM BORROWINGS (NET)	-621.82	-132.39
INTEREST PAID	-0.04	-38.69
<b>NET CASH SURPLUS/USED IN FINANCING ACTIVITIES</b>	<b>-621.85</b>	<b>-171.08</b>
<b>NET INCREASE/ DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>13.57</b>	<b>69.23</b>
CASH AND CASH EQUIVALENTS AS AT 1-4-2008 (OPENING BALANCE)	75.64	6.41
CASH AND CASH EQUIVALENTS AS AT 31-3-2009 (CLOSING BALANCE)	89.20	75.63

**AUDITOR'S REPORT**

We have examined the annexed Cash Flow Statement of Genus Prime Infra Limited (Formerly Gulshan Chemfill Ltd.) for the year ended 31<sup>st</sup> March, 2009. The Statement has been prepared by the Company in accordance with the requirements of Clause 32 of the Listing Agreement with Stock Exchanges and is based on and in agreement with the books and records of the company and also the Profit & Loss Account and Balance Sheet of the Company covered by our report of even date to the Members of the company.

In terms of our separate report of even date

**For SHAHID & ASSOCIATES**  
Chartered Accountants

**DR. C. K. JAIN**  
Chairman

**RAMESHWAR PAREEK**  
Whole Time Director

**(MOHD. SHAHID)**  
Proprietor  
Membership No 70408

Place : Delhi  
Date : June 29, 2009

**ADDITIONAL INFORMATION PURSUANT TO THE PROVISIONS OF PART IV OF SCHEDULE VI TO THE COMPANIES ACT, 1956. BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE**

**1. Registration Details**

CIN No. L24117 UP2006 PLC032010  
Balance Sheet date 31-03-2009

**2. Capital Raised during the year (Amount in Rs./Lacs)**

Public Issue	NIL	Right Issue	NIL
Bonus Issue	NIL	Private Placement	NIL

**3. Position on Mobilization and Deployment of funds (Amount in Rs./Lacs)**

Total Liabilities	587.75	Assets	587.75
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**Sources of Funds**

Paid up Capital	381.47
Secured Loans	0.00
Reserves & Surplus	42.28
Unsecured Loans	164.00
Deferred Tax Liability	0.00

**Application of Funds**

Net Fixed Assets	448.43
Net Current Assets	(74.23)
Accumulated Losses	NIL
Investments	0.00
Misc. Expenditure	0.68
Profit & Loss Account	160.52

**4. Performance of Company (Amount in Rs. /Lacs)**

Turnover & Other Income	1.50	Total Expenditure	190.30
Profit before Tax	(188.80)	Profit After Tax	139.39
Earning per share (Rs.)	(0.99)	Dividend Rate %	NIL

**5. Generic Name of Principal Product of the company**

Item Code No. (ITC Code) : 2505.90  
Product Description : Calcium Carbonate

**GENUS PRIME INFRA LIMITED (FORMERLY GULSHAN CHEMFILL LIMITED)**  
Registered Office: 9<sup>th</sup> K.M. Jansath Road, Muzaffarnagar, Uttar Pradesh – 2510 001

**FORM OF THE PROXY FOR THE 9<sup>th</sup> ANNUAL GENERAL MEETING**

I/We, the undersigned Equity Shareholder(s) of the above company hereby appoint Mr. .... of ..... and failing him Mr. .... of ..... as my/our proxy, to vote for me/us at the 9<sup>th</sup> Annual General Meeting of the Equity Shareholders of the company to be held at the registered office of the Company at 9<sup>th</sup> K.M., Jansath Road, Muzaffarnagar, Uttar Pradesh – 251 001 on Tuesday, 22<sup>nd</sup> September 2009 at 2:00 P.M or any adjournment or adjournments thereof.

Dated this ..... day of ..... 2009

Signature: ..... Folio No./Client ID .....  
No. of shares held .....

Address:

Note: The proxy must be returned and should reach the Registered Office of the Company not less than 48 hours before the time holding the aforesaid meeting. The proxy need not be a member of the company.



**ATTENDANCE SLIP**

**GENUS PRIME INFRA LIMITED (FORMERLY GULSHAN CHEMFILL LIMITED)**  
Registered Office: 9<sup>th</sup> K.M. Jansath Road, Muzaffarnagar, Uttar Pradesh – 2510 001

PLEASE FILL IN ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint shareholders may obtain additional attendance slip on request.

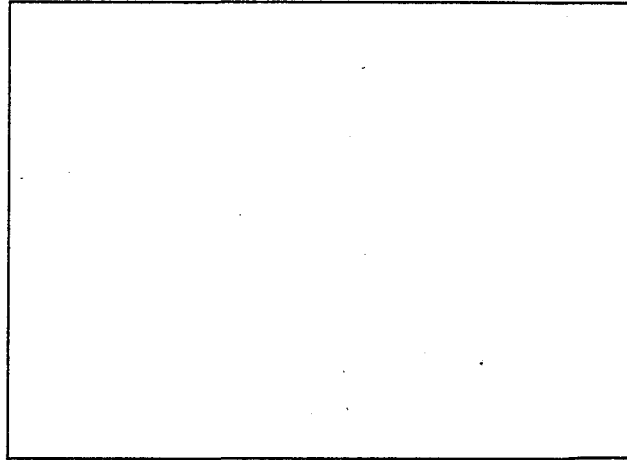
Name and Address of the Shareholder : ..... Folio No./Client ID .....

I hereby record my presence at the 9<sup>th</sup> Annual General Meeting of the company held on Tuesday, the 22<sup>nd</sup> September 2009 at the registered office of the Company at 9<sup>th</sup> K.M. Jansath Road, Muzaffarnagar, Uttar Pradesh – 251 001.

SIGNATURE OF THE SHAREHOLDER OR PROXY

Strike out whichever is not applicable.

PRINTED MATTER  
BOOK-POST



*If undelivered, please return to:*  
**GENUS PRIME INFRA LIMITED**  
G-81, PREET VIHAR,  
DELHI - 110 092