



Genus Prime Infra Limited

(Formerly Gulshan Chemfill Limited)

CIN-L24117UP2000PLC032010

Genus
energizing lives

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

Ph. : +91-591-2511171, 09837075702/3 Fax : +91-591-2511242

Website : www.genusprime.com

June 29, 2024

BSE Limited,
(Corporate Relationship Department),
P J Towers, Dalal Street, Fort,
Mumbai- 400 001

BSE SCRIP CODE: 532425

Sub: Proceedings of Postal Ballot

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, please find attached the following with regard to the Postal Ballot Notice dated May 27, 2024 of the Company, held on Friday, June 28, 2024 (the last date of e-voting):

1. Proceedings of the Postal Ballot held on June 28, 2024 (the last date of e-voting).
2. The Voting Results of Postal Ballot, in relation to the business mentioned in the Notice of Postal Ballot, pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. The Scrutinizer's Report pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.

This is to confirm that the resolution as set out in the Postal Ballot Notice dated May 27, 2024 has been duly passed with requisite majority.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Genus Prime Infra Limited
(Formerly Gulshan Chemfill Limited)

Jeevan Kumar
Company Secretary

Encl. as above



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PROCEEDINGS OF THE RESOLUTION PASSED BY WAY OF POSTAL BALLOT BY THE SHAREHOLDERS OF GENUS PRIME INFRA LIMITED (“the Company”) ON JUNE 28, 2024

The Board of Directors of the Company at its Board Meeting held on May 27, 2024, approved the proposal to conduct a Postal Ballot by remote e-voting process pursuant to the provisions of Section 108 and 110 and all other applicable provisions, if any, of the Act, read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), General Circular Nos.14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023, issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to seek approval of the Members on the special business, as set out in the notice of the Postal Ballot dated May 27, 2024.

The Notice of Postal Ballot (“Notice”) was sent only in electronic form to those Members whose e-mail addresses are registered with the Company / Registrar and Transfer Agent (“RTA”) / Depository Participants (“DPs”) / Depositories to enable them to cast their votes electronically. The Company had on May 28, 2024 completed the dispatch of the Postal Ballot Notice.

The Company had made arrangements for e-voting and engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide the facility to the Members for e-voting. Members, whose names appeared on the Register of Members/List of Beneficial Owners as on Friday, May 24, 2024 i.e. the cut-off date, were considered eligible for the purpose of voting. In view of prevailing MCA Circulars on postal ballot process, the voting on the resolution covered in the Notice took place through e-voting only. The voting period commenced on Thursday, May 30, 2024 at 9.00 a.m. (IST) and ends on Friday, June 28, 2024 at 5:00 p.m. (IST) (inclusive of both the days).

The Company had appointed Ms. Komal, Practicing Company Secretary (Membership Number FCS 11636, CP No. 17597), proprietor of M/s. Komal & Associates, Delhi as the Scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner.



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The Scrutinizer carried out the scrutiny of the votes polled electronically up to June 28, 2024 and submitted her report dated June 29, 2024.

The details as summarized by the scrutinizer in her report are as follows:

Resolution 1: To approve the appointment of Mrs. Anu Sharma (DIN: 07301904) as an Independent Director of the Company					
Votes	Number of members voted	Number of valid votes cast by them	% of total number valid votes cast	Invalid Votes	
				Total number of members whose votes were declared invalid	Number of votes cast
For	33	11264722	100		
Against	1	132	0	0	0
Total	34	11264854	100		

Result: - Based on the aforesaid results, we report that the special resolution as set out in the Item no. 1 of the Notice of Postal Ballot dated May 27, 2024 has been duly passed on June 28, 2024 with requisite majority.

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

**Jeevan Kumar
Company Secretary**

Disclosure in terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM/EGM/ POSTAL BALLOT	Resolution passed through Postal Ballot on June 28, 2024
Total number of shareholders on record date (i.e.May 24, 2024- Cut Off date for e-voting purpose)	6111
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable (Resolution passed through Postal Ballot)
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Not Applicable (Resolution passed through Postal Ballot)

Resolution No.1	To approve the appointment of Mrs. Anu Sharma (DIN: 07301904) as an Independent Director of the Company							
Resolution required: (Ordinary/ Special)					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11189523	11189523	100.00	11189523	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		11189523	100.00	11189523	0	100.00	0.00
Public- Institutions	E-Voting	200	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	3736717	75331	2.02	75199	132	99.82	0.18
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		75331	2.02	75199	132	99.82	0.18
Total		14926440	11264854	75.47	11264722	132	100.00	0.00

Whether resolution is passed or not ? (YES/NO)	Yes
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Komal & Associates

(Corporate Legal Consultants)

REPORT OF SCRUTINIZER

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]

To,

The Chairman

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

Near Moradabad Dharam Kanta, Kanth Road, Harthala,

Moradabad, U.P.-244001

CIN: L24117UP2000PLC032010

Sub: Scrutinizer's Report on postal ballot by way of remote e-voting/Voting by electronic means ("e-voting") conducted in terms of Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time in respect of passing of the resolution contained in the Notice dated May 27, 2024.

Dear Sir/Madam,

I, Komal, Company Secretary in Practice (Prop of M/s Komal and Associates, Delhi, FCS No. 11636, CP No. 17597) had been appointed as Scrutinizer by the Board of Directors of M/s Genus Prime Infra Limited (hereinafter referred to as the "Company") vide Board Resolution dated 27th May, 2024 pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 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 postal ballot voting conducted by way of remote e-voting in a fair and transparent manner on the resolutions contained in the Notice dated May 27, 2024 ("Notice") issued by the Company in accordance with General Circular No. 09/2023 dated September 25, 2023, General Circular No. 11/2022 dated December 28, 2022 General Circular No. 2/2022 dated May 5, 2022 and Circular No. 21/2021 dated December 14, 2021 read with Circular No. 20/2020 dated May 5, 2020 along with Circular No. 17/2020 dated April 8, 2020 and April 13, 2020 respectively, issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars").

In compliance with MCA Circulars, the Notice was sent through electronic mode to equity shareholders whose email address is registered with the Company/its Registrar and Share Transfer Agents/ National Securities Depository Limited ("NSDL")/ Central Depository (India) Services Limited ("CDSL")/ Depository Participants as on Friday, May 24, 2024 ("Cut-Off Date"). The said notice was also placed on Company's website at 'www.genusprime.com', website of the stock exchange where the equity shares of the Company are listed, i.e. BSE Limited at 'www.bseindia.com' and on the website of CDSL at 'www.evotingindia.com'. In compliance with the relevant MCA Circulars, a newspaper advertisement

Head Office-Office No-115, First Floor, GD-ITL, Plot No. B-8,
Netaji Subhash Place, Delhi-110034,
Branch Office- Plot No. 147, MDC, Sector-4, Near
Charitable Lab, Panchkula, Haryana-134114

Ph. 8860674305/7015742505
ckomalahuja@gmail.com



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was published on May 29, 2024 in the Business Standard (Hindi and English, both) specifying the details of dispatch of Notice and instructions for e-voting.

Management's Responsibility

The Management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, relating to e-voting on the resolution contained in the Notice. The Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting.

Scrutinizer's Responsibility

My responsibility as a Scrutinizer for remote e-voting is restricted to making a Scrutinizer's Report on the votes cast in favor or against the resolution stated in the Notice of Postal Ballot, 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 and attendant papers/documents furnished to me electronically by the Company and CDSL for my verification.



Cut-Off Date

The equity shareholders of the Company as on the Cut-Off Date, as set out in the Notice i.e. Friday, May 24, 2024 ("Cut-Off Date") were entitled to vote on the Special resolution (Item no. 1 as set out in the Notice) and their voting rights were in proportion to their shareholding in the paid up share capital of the Company as on the Cut-Off Date, subject to the provisions of Articles of Association of the Company.

Remote e-voting process

- (a) The remote e-voting period remained opened from Thursday, May 30, 2024(9:00 A.M.)(IST) and ends on Friday, June 28, 2024(5:00 P.M.)(IST).
- (b) The votes cast through during the remote e-voting were unblocked/finalized on Friday, June 28, 2024 after the conclusion of the e-voting period for postal ballot 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.

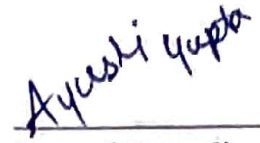
Head Office-Office No-115, First Floor, GD-ITL, Plot No. B-8,
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Branch Office- Plot No. 147, MDC, Sector-4, Near
Charitable Lab, Panchkula, Haryana-134114

Pb. 8860674305/7015742505
eskomalahuja@gmail.com

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(Name of Witness1)


(Name of Witness2)

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

Resolution 1: To approve the appointment of Mrs. Anu Sharma (DIN:07301904) as an Independent Director of the Company (as Special Resolution)					
Votes	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast	Invalid Votes	
				Total number of members whose votes were declared invalid	Number of votes cast
For	33	11264722	100	0	0
Against	1	132	0		
Total	34	11264854	100		

- (d) The data and all other relevant records relating to e-voting will be handed over to the Chairman / Company Secretary of the Company for safe keeping as provided in the Act read with the relevant Rules.

On the basis of the above voting results, the resolution as set out in the Notice of Postal Ballot has been passed by the Members with requisite majority and hence deemed to have been passed on the last day of e-voting i.e. Friday, June 28, 2024.



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cskomalahuja@gmail.com

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Thanking You

Yours Faithfully,
For Komal & Associates



(Company Secretary in Practice)

FCS No. 11636

CP No. 17597

UDIN: F011636F000635721

Place: Delhi

Dated: 29.06.2024

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

(Jeevan Kumar)
Company Secretary

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